Godrej Consumer Products Ltd.

Regd. Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli(E), Mumbai 4000 79, India. Tel: +91 22 25188010/8020/8030

Fax: + 91 22 2518 8040/8065/8069

Website: www.godrejcp.com

CIN: L24246MH2000PLC129806

July 30, 2016

BSE Limited	The National Stock Exchange of India Ltd
Corporate Relations Department	Exchange Plaza, 4th Floor,
1st Floor, Rotunda Bldg., P.J. Towers,	Bandra-Kurla Complex, Mumbai 400 050
Dalal Street,	_
Mumbai 400 023.	

Dear Sirs,

Outcome of 16th Annual General Meeting ("AGM") on July 29, 2016

As per the provisions of the Companies Act, 2013 and Regulation 44 of SEBI the Listing Regulations, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 16th AGM. The E-voting was open from July 26, 2016 (9.00 a.m.) to July 28, 2016 (5.00 p.m.).

In line with the provisions of the Companies Act, 2013, voting by poll was conducted for shareholders present at the meeting and who had not cast their vote in the remote e-voting.

The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for the remote E- voting and also for the Poll at the meeting. The Scrutinizer had carried out the scrutiny of the votes cast by remote e-voting and by poll at the meeting and submitted his consolidated report.

The Scrutinzer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Chairman.

The exchanges are hereby informed that as per the Scrutinizer's Report which has been duly countersigned by the Chairman, all the Resolutions as mentioned in the Notice of AGM dated June 24, 2016 have been passed with the requisite majority.

Thanking you.

Yours faithfully

For Godrej Consumer Products limited

Ramesh Iyer

Dy. Company Secretary





KALIDAS VANJPE

B. Com (Hons.), LL. B.(G), F. C. S. Practising Company Secretary Corporate Legal Consultant

307, Dev Milan, Near Tip top Plaza, L. B. S. Marg, Thane 400604. Cell: 9920271677 ● e-mail: kalidasvanjpe@gmail.com ● www.kalidasvanjpe.com

July 30, 2016

Mr. A B Godrej Chairman Godrej Consumer Products Limited Pirojshanagar, Eastern Express Highway Vikhroli, Mumbai 400 079

Dear Sir,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 29th July, 2016 at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Consumer Products Limited, held on 29th July, 2016 at 4.00 p.m. at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for

polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective

have been treated as invalid and kept separately.

4. The consolidated results of the e-voting and Poll is given in the annexure.

5. A soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent separately.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Yours truly,

Kalidas Vanjpe

Practising Company Secretary

			-	00	1.1 10			
Date of the AGM/EGM	EGM			53	29-Jul-16			
otal number of si	Total number of shareholders on record date (22 July 2016)	1h 2016)		820	82035			
No. of shareholders present in the Promoters and Promoter Group:	No. of shareholders present in the meeting either in person Promoters and Promoter Group:	in person or through proxy:	roxy:	23				
No. of shareholder Public:	No. of shareholders present in the meeting either in person Public:	in person or through proxy:	ножу:	75				
No. of Shareholders attended the Promoters and Promoter Group: Public:	No. of Shareholders attended the meeting through Video Co Promoters and Promoter Group: Public:	Nideo Conferencing		A.	A			
genda- wise disc	Agenda- wise disclosure (to be disclosed separately for each	y for each agenda Item	(u					
Agenda Item No. 1			To consider and a Balance Sheet as	adopt the Audited Pr at that date, the Au	ofit and Loss Acc ditors' Report the	count for the ereon, and tl	To consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as at that date, the Auditors' Report thereon, and the Directors' Report	31, 2016, the
esolution require	Resolution required: (Ordinary/ Special)		Ordinary					
Whether promoter/ agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	d in the	No					
Category	Mode of Vating	No. of shares held (1)	No. of votes % polled Po (2) ou (3)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Promoter Group	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	9,000	0.00%
	Total	215496082	215496082	100.001	215496082	0	100.00%	0.00%
Public-	E-Voding	104436073	76812272	73.55%	76812272	0	100.00%	0.00%
Institutions	Poll	0	0	%00.0	0	0	9,000	0.00%
	Postal Ballot (if applicable)	0	0	%00.0	0	0	90000	0.00%
	Total	104436073	76812272	73.55%	76812272	0	100.00%	0.00%
Public- Non	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
Institutions	Poli	0	27747	0.13%	27747	0	100.00%	0.00%
	Postal Ballot (if applicable)	0	. 0	0.00%	0	0	0.00%	0.00%
	Total	20601668	105824	0.51%	105783	41	99.96%	0.04%
Total		340533823	292414178	85.87%	292414137	41	100 004	2000

Agenda Item No. 2	2		To declare divide	To declare dividend on equity shares				
Resolution requir	Resolution required: (Ordinary/ Special)		Ordinary					
Whether promot	Whether promoter/ promoter group are interested in the	In the	No.					
agenda/resolution r	n.							
Category	Mode of Voting	No. of shares	No. of votes % of	% of Votes	No. of	No. of	% of Votes in	% of Votes
		held	polled	Polled on	Votes -	Votes -	favour on votes	against on votes
		3	(2)	outstanding shares	In favour	against	polled	polled
				(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Promoter Group	Poli	0	0	0.00%	0	0	0.00%	7600.0
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	2600.0
	Total	215496082	215496082	100.00%	215496082	0	100.00%	0 00%
Public	E-Voting	104436073	77859990	74.55%	77859990	0	100.00%	%000
Institutions	Poll	0	0	9000	0	0	0.00%	0000
	Postal Ballot (if applicable)	0	0	9000	0	0	0.00%	0.00%
	Total	104436073	77859990	74.55%	77859990	0	100.00%	0.00%
Public-Non	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
Institutions	Poll	0	27747	0.13%	27747	0	100.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	20601668	105824	0.51%	105783	41	%96.66	0.04%
Total		340533823	293461896	86.18%	293461855	41	100.00%	0.00%
						-	20000	



Agence wern No. 3	-		To appoint a Dire	To appoint a Director in place of Ms. Tanya Dubash, who retires by rotation and being eligible, offers	anya Dubash, w	ho retires b	y rotation and being	eligible, offers
			herself for re-appointment	pointment				
Resolution requir	solution required: (Ordinary/ Special)		Ordinary					
Whether promoter, agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	In the	Yes (Mr Adi Godi)	Yes (Mr Adi Godrej, Mrs Parmeshwar Godrej, Mr. Pirojsha Godrej, Ms Tanya Dubash and Ms Nisaba Godrej)	Sodrej, Mr.Piroj	sha Godrej,	Ms Tanya Dubash ar	nd Ms Nisaba Godre
Catagory	Mode of Voting	No. of shares	No. of votes % of	% of Votes	No. of	No. of	% of Votes in	% of Votes
		held	polled	Polled on	Votes -	Votes -	favour on votes	against on votes
		Ξ	(2)	outstanding shares	in favour	against	pelled	polled
				(3)=[(2)/(1)]* 100	(4)	(5)	[6]=[(4)/(2)]*100	(7)=((5)/(2)]*100
Promoter and	E-Voting	215496082	214425028	99.50%	214425028	0	100.00%	0.00%
Promoter Group	Poll	0	0	0.00%	0	0	90000	9000
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	215496082	214425028	99.50%	214425028	0	100.00%	90000
Public	E-Voting	104436073	76219087	72.98%	74608511	1610576	97.89%	2.11%
Institutions	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	9000
	Total	104436073	76219087	72.98%	74608511	1610576	97.89%	2.11%
Public Non	E-Voting	20601668	77977	0.38%	77936	41	856.66	0.05%
Institutions	Poli	0	27747	0.13%	27747	0	100.00%	%00.0
	Postal Ballot (If applicable)	0	0	9,000	0	0	9000	9,000
	Total	20601668	105724	0.51%	105683	41	%96'66	0.04%
Total		340533823	290749839	85.90%	289139222	1610617	99.45%	0.55%

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			To ratify the app the next AGM ar	To ratify the appointment of Auditors to hold office from the conclusion of this AGM till the conclusion of the next AGM and to authorise the Board of Directors of the Company to fix their remuneration	to hold office fr ard of Directors	om the cond	clusion of this AGM t	ill the conclusion o
solution requ	Resolution required: (Ordinary/ Special)		Ordinary					
Whether promoter, agenda/resolution?	Whether promoter/ promoter group are interested in the agenda/resolution?	ed in the	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes % polled Pol (2) our (3)	Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=((5)/(2))=200
Promoter and	E-Votine	200000						11-11-11-11
Promoter Group	_	212496082	215496082	100.00%	215496082	0	100.00%	0.00%
		0 0	0	0.00%	0	0	0.00%	0.00%
	Total	246.000	0	0.00%	0	0	0.00%	0.00%
Public	E-Votine	7200085	215496082	100.00%	215496082	0	100.00%	0.00%
Institutions	Poll	104436073	67758819	64.88%	65962595	1796224	97.35%	2.65%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total	404436043		%00.0	0	0	%000	0.00%
Public-Non	E-Voting	30601660	819	9	65962595	1796224	97.35%	2.65%
Institutions	Poll	2001000			78036	41	99.95%	0.05%
	Postal Ballot (if annilcable)		7747		27747	0	100.00%	0.00%
	Total	30601668			0	0	0.00%	0.00%
Total		2401,000	1		105783	41	896.66	0.04%
		340533823	283360725	83.21%	281564460	1796265	90 376	7000

SACTIONS WANTED TO SHOULD BE WANTED TO SHOULD

Agenda Item No. 5			Ratification of remunerat Company for FY 2016–17	Ratification of remuneration payable to M/s . P. M. Nanabhoy & $Co.$, appointed as $Cost$ Auditors of the Company for FY 2016–17	o M/s. P. M. Na	nabhoy & Co	o., appointed as Cost	Auditors of the
Resolution requir	tesolution required: (Ordinary/ Special)		Ordinary					
Whether promoti	Whether promoter/ promoter group are interested in the	d in the	No					
agenda/resolution?	2							
Category	Mode of Voting	No. of shares	No. of votes %	% of Votes	No. of	No. of	% of Votes in	% of Votes
		heid	polled	Polled on	Votes -	Votes -	favour on votes	against on votes
		9	(2)	outstanding shares	in favour	against	polled	polled
				(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=((5)/(2))*100
Promoter and	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Promoter Group	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public	E-Voting	104436073	77860031	74.55%	77826702	33329	99.96%	0.04%
institutions	Poll	0	0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	104436073	77860031	74.55%	77826702	33329	99.96%	0.04%
Public Non	E-Voting	20601668	77977	0.38%	77936	41	99.95%	0.05%
Institutions	Poll	0	27747	0.13%	27542	205	99.26%	0.74%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	20601668	105724	0.51%	105478	246	99.77%	0.23%
Total		340533823	293461837	86.18%	293428262	33575	99.99%	0.01%



Resolution require	Resolution required: (Ordinary/ Special)		Special	Special			0.000
Whether promote	Whether promoter/ promoter group are interested in the	d in the	Yes (Mr Adi Go	Yes (Mr Adi Godrej, Mrs Parmeshwar Godrej, Mr.Pirojsha Godrej, Ms Tanya Dubash, Ms Nisaba Godrej	Godrej, Mr.Piro	jsha Godrej,	Ms Tanya Dubash, I
agenda/resolution?	2		and Mr Nadir Godrej)	odrej)			
Category	Mode of Voting	No. of shares	No. of vote	of votes % of Votes	No. of	No. of	% of Votes in
		heid	polled	Polled on	Votes -	Votes -	favour on votes
		2	(2)	outstanding shares	in favour	against	polled
				(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100
Promoter and	E-Voting	215496082	215495582	100.00%	215495582	0	100.00%
Promoter Group	Poll	0	0	0.00%	0	0	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%
	Total	215496082	215495582	100.00%	215495582	0	100.00%
Public	E-Voting	104436073	77547187	74.25%	75203652	2343535	96.98%
Institutions	Poll	0	0	0.00%	0	0	0.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%
	Total	104436073	77547187	74.25%	75203652	2343535	96.98%
Public- Non	E-Voting	20601668	78077	0.38%	78036	41	99.95%
Institutions	Poll	0	27747	0.13%	27747	0	100.00%
	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%
	Total	20601668	105824	0.51%	105783	41	99.96%
Total		340533823	293148593	86.09%	290805017	2343576	99.20%



Agenda Item No. 7	7 Chadlann / Chaclall		Ordinary	Ordinary				
Resolution require	Resolution required: (Ordinary/ Spacial)				odeni Me Dirol	ha Codesi a	to Tanua Dubash as	A sa Missha
Whether promote	Whether promoter/ promoter group are interested in the	In the	Yes (Mr Adi God	Yes (Mr Adi Godre), Mrs Parmesnwar C	odiej, Mi. Piroj	sna Goorej, n	Godre), Mr. Firojsha Godre), Ms. Lanya Dubash and Ms. Nisaba Godre	POPSIN SIM DI
agenda/resolution?	2				1			
Catagory	Mode of Voting	No. of shares	No. of votes %	% of Votes	NO. OI		UI SANDA 10 %	Salon to w
A confessor		held	polled	Polled on	Votes -	Votes -	favour on votes	against on votes
		B	(2)	outstanding shares	in favour	against	polled	polled
		1	1	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=((5)/(2))*100
		215496082	214425021	99.50%	214425021	0	100.00%	0.00%
Promoter and	BADDA-3	20000		D DOOR	0	0	0.00%	0.00%
Promoter Group	Poll	0	-	0.0070		2	2000	2000
	Postal Ballot (If applicable)	0	0	0.00%	-	-	0.000	2000
	Total	215496082	214425021	99.50%	214425021	0	100.00%	0.00%
	E Vicelan	104436073	77547187	74.25%	75581047	1966140	97.46%	2.54%
SHOTA	S. House		0	0.00%	0	0	0.00%	0.00%
Institutions	Poli Warning Links	0	9	0.00%	0	0	0.00%	0.00%
	POSCAI DAILOR (11 applicable)		1000	74 358	75581047	1966140	97.46%	2.54%
	Total	C/OOCHPUI	104/10/	27.00.00	3000	41	2650 00	0.05%
Public- Non	E-Voting	20601668	78077	0.38%	78036	142	30.000	0.000
	Poll	0	27747	0.13%	27747	c	TOO.00%	0.00.0
CHOMBING	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%
	rosa saist in the	20601668	105824	0.51%	105783	41	99.96%	0.04%
		ECRESIONE	292078032	85.77%	290111851	1966181	99.33%	0.67%



30th July, 2016

Total Public Resolution required: (Ordinary/ Special)
Whether promoter/ promoter group are interested in the **Promoter Group Promoter and** Agenda Item No. 8 Institutions **Public- Non** Category institutions genda/resolution? E-Voting 8 E-Voting Postal Ballot (If applicable) E-Voting Mode of Voting Total Postal Ballot (If applicable) Total Total Postal Ballot (If applicable) 215496082 20601668 20601668 104436073 104436073 340533823 215496082 Z O 田園 of shares No. No. 27747 77572 Ordinary 105319 77574934 77574934 215496082 215496082 293176335 polled (2) of votes % of 74.25% 0.51% 0.00% 0.13% 0.38% 74.25% 0.00% 0.00% 0.00% 0.00% 100.00% (3)=[(2)/(1)]* 100 100.00% outstanding shares Votes 27747 292805989 77531 215496082 105278 77204629 77204629 215496082 in favour No. Votes -9 370346 370305 370305 against polled Votes - favour on votes No. of (5) 99.87% 99.96% 0.00% 99.95% 99.52% 100.00% 0.00% 100.00% 99.52% % of Votes in 0.00% 0.00% 0.00% (6)=[(4)/(2)]*100 100.00% 0.13% 0.04% 0.00% 0.00% 0.05% 0.48% 0.00% 0.00% 0.48% 0.00% 0.00% 0.00% 0.00% against on votes % of Votes (7)=[(5)/(2)]*100

Re-appointment of Mr. Vivek Gambhir as Managing Director

Scrutinizer



Adi Godrej Chairman

For Godrej Consumer Products Ltd.