

**Godrej Consumer Products Ltd.**

**Regd. Office:** Godrej One,  
4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli(E), Mumbai 4000 79, India.  
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Website: [www.godrejcp.com](http://www.godrejcp.com)

CIN: L24246MH2000PLC129806

July 30, 2016

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

**Outcome of 16<sup>th</sup> 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.

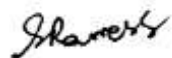
The Scrutinizer's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Chairman.

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.  
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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 29<sup>th</sup> 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 29<sup>th</sup> 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



Annexure 1

Format for Voting Results

Date of the AGM/EGM	29-Jul-16
Total number of shareholders on record date (22 July 2016)	82035
No. of shareholders present in the meeting either in person or through proxy:	23
Promoters and Promoter Group:	75
No. of shareholders present in the meeting either in person or through proxy:	N.A
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Agenda Item No. 1

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

Resolution required: (Ordinary/ Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
	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%
	<b>Total</b>	<b>215496082</b>	<b>215496082</b>	<b>100.00%</b>	<b>215496082</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public- Institutions	E-Voting	104436073	76812272	73.55%	76812272	0	100.00%	0.00%
	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%
	<b>Total</b>	<b>104436073</b>	<b>76812272</b>	<b>73.55%</b>	<b>76812272</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
Public- Non Institutions	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
	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%
	<b>Total</b>	<b>20601668</b>	<b>105824</b>	<b>0.51%</b>	<b>105783</b>	<b>41</b>	<b>99.96%</b>	<b>0.04%</b>
<b>Total</b>		<b>340533823</b>	<b>292414178</b>	<b>85.87%</b>	<b>292414137</b>	<b>41</b>	<b>100.00%</b>	<b>0.00%</b>



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Agenda Item No. 2									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	To declare dividend on equity shares						
			No. of votes polled (2)	% 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 Promoter Group	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%	0.00%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%	0.00%
	Total	215496082	215496082	100.00%	215496082	0	100.00%	0.00%	0.00%
Public- Institutions	E-Voting	104436073	77859990	74.55%	77859990	0	100.00%	0.00%	0.00%
	Poll	0	0	0.00%	0	0	0.00%	0.00%	0.00%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%	0.00%
	Total	104436073	77859990	74.55%	77859990	0	100.00%	0.00%	0.00%
Public- Non Institutions	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%	0.00%
	Poll	0	27747	0.13%	27747	0	100.00%	0.00%	0.00%
	Postal Ballot (If applicable)	0	0	0.00%	0	0	0.00%	0.00%	0.00%
	Total	20601668	105824	0.51%	105783	41	99.96%	0.04%	0.00%
Total		340533823	293461896	86.18%	293461855	41	100.00%	0.00%	0.00%



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Agenda Item No. 3		To appoint a Director in place of Ms. Tanya Dubash, who retires by rotation and being eligible, offers herself for re-appointment									
Resolution required: (Ordinary/ Special)		Ordinary									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes ( Mr Adi Godrej, Mrs Parmeshwar Godrej, Mr. Pirojsha Godrej, Ms Tanya Dubash and Ms Nisaba Godrej)									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 polled (6)=[(4)/(2)]* 100	% of Votes against polled (7)=[(5)/(2)]* 100			
Promoter and Promoter Group	E-Voting	215496082	214425028	99.50%	214425028	0	100.00%	0.00%			
	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	214425028	99.50%	214425028	0	100.00%	0.00%			
Public- Institutions	E-Voting	104436073	76219087	72.98%	74608511	1610576	97.89%	2.11%			
	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	76219087	72.98%	74608511	1610576	97.89%	2.11%			
Public- Non Institutions	E-Voting	20601668	77977	0.38%	77936	41	99.95%	0.05%			
	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	105724	0.51%	105683	41	99.96%	0.04%			
	Total	340533823	290749839	85.90%	289139222	1610617	99.45%	0.55%			





Agenda Item No. 4		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						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 Promoter Group	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
	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- Institutions	E-Voting	104436073	67758819	64.88%	65962595	1796224	97.35%	2.65%
	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	67758819	64.88%	65962595	1796224	97.35%	2.65%
Public- Non Institutions	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
	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	99.96%	0.04%
Total		340533823	283360725	83.21%	281564460	1796265	99.37%	0.63%



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Agenda Item No. 5		Resolution required: (Ordinary/ Special)		Whether promoter/ promoter group are interested in the agenda/resolution?				
Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2016-17		Ordinary		No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polling 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 Promoter Group	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
	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- Institutions	E-Voting	104436073	77860031	74.55%	77826702	33329	99.96%	0.04%
	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 Institutions	E-Voting	20601668	77977	0.38%	77936	41	99.95%	0.05%
	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	Total	340533823	293461837	86.18%	293428262	33575	99.99%	0.01%

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Agenda Item No. 6	Resolution required: (Ordinary/Special)	Re-appointment of Mr. Adil Godrej, as Whole-time Director, designated as Chairman						
Whether promoter/ promoter group are interested in the agenda/resolution?	Special	Yes ( Mr Adil Godrej, Mrs Parmeshwar Godrej, Mr. Pirojsha Godrej, Ms Tanya Dubash, Ms Nisaba Godrej and Mr Nadir Godrej)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 Promoter Group	E-Voting	215496082	215495582	100.00%	215495582	0	100.00%	0.00%
	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	215495582	100.00%	215495582	0	100.00%	0.00%
Public- Institutions	E-Voting	104436073	77547187	74.25%	75203652	2343535	96.98%	3.02%
	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	77547187	74.25%	75203652	2343535	96.98%	3.02%
Public- Non Institutions	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
	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	99.96%	0.04%
Total		340533823	293148593	86.09%	290805017	2343576	99.20%	0.80%




Agenda Item No. 7		Re-appointment of Ms. Nisaba Godrej as Executive Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes ( Mr Adi Godrej, Mrs Parmeshwar Godrej, Mr. Pirojsha Godrej, Ms Tanya Dubash and Ms Nisaba Godrej)						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	215496082	214425021	99.50%	214425021	0	100.00%	0.00%
	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%
Public- Institutions	Total	215496082	214425021	99.50%	214425021	0	100.00%	0.00%
	E-Voting	104436073	77547187	74.25%	75581047	1966140	97.46%	2.54%
	Poll	0	0	0.00%	0	0	0.00%	0.00%
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.00%	0	0	0.00%	0.00%
	Total	104436073	77547187	74.25%	75581047	1966140	97.46%	2.54%
	E-Voting	20601668	78077	0.38%	78036	41	99.95%	0.05%
Total	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	99.96%	0.04%
Total		340533823	292078032	85.77%	290111851	1966181	99.33%	0.67%



Agenda Item No. 8	Resolution required: (Ordinary/Special)		Re-appointment of Mr. Vivek Gambhir as Managing Director					
Whether promoter/ promoter group are interested in the agenda/resolution?	No.							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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 Promoter Group	E-Voting	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
	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- Institutions	E-Voting	104436073	77574934	74.25%	77204629	370305	99.52%	0.48%
	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	77574934	74.25%	77204629	370305	99.52%	0.48%
Public- Non Institutions	E-Voting	20601668	77572	0.38%	77531	41	99.95%	0.05%
	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	105319	0.51%	105278	41	99.96%	0.04%
Total		340533823	293176335	86.09%	292805989	370346	99.87%	0.13%

30th July, 2016

For Godrej Consumer Products Ltd.

Kalidas Vanjpe  
Scrutinizer



Adil Godrej  
Chairman