

Godrej Consumer Products Ltd.
Regd. Office : Godrej One,
4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India.
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040
Website : www.godrejcp.com
CIN : L24246MH2000PLC129806

August 2, 2017

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.

Dear Sirs,

Proceedings and Outcome of 17th Annual General Meeting ("AGM")

The AGM of the Company was held on Monday, July 31, 2017 at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400 079 and the businesses mentioned in the Notice of the AGM dated June 23, 2017 were transacted.

Proceedings of AGM:

We enclose herewith the summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the Listing Regulations.

Outcome of AGM:

As per the provisions of the Companies Act, 2013, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 17th AGM. The E-voting was open from July 26, 2017 (9.00 a.m.) to July 30, 2017 (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 Scrutiniser for the remote E- voting and also for the Poll at the meeting. The Scrutiniser had carried out the scrutiny of the votes cast by remote e-voting and by poll at the meeting and submitted his consolidated report.

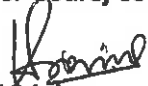
The Scrutiniser's Report and the voting results which also has the details of resolutions passed and the voting pattern is enclosed herewith duly countersigned by the Executive Chairperson.

The exchanges are hereby informed that as per the Scrutiniser's Report which has been duly countersigned by the Executive Chairperson, all the Resolutions as mentioned in the Notice of AGM dated June 23, 2017 have been passed with the requisite majority.

This is for your information and records.

Thanking you.
Yours faithfully

For Godrej Consumer Products Limited


V Srinivasan

Chief Financial Officer & Company Secretary



Godrej

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SUMMARY OF PROCEEDINGS OF THE 17th ANNUAL GENERAL MEETING

The 17th Annual General Meeting (AGM) of the Members of Godrej Consumer Products Limited (“the Company”) was held on Monday, July 31, 2017 at 3.00 p.m. at the Auditorium, Godrej One, 1st Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079. The Executive Chairperson, Ms. Nisaba Godrej, after ascertaining that the requisite quorum was present, declared that the meeting was validly constituted and commenced the proceedings of the meeting. Two board members Mr. Jamshyd Godrej and Mr. D Shivakumar were not present for the meeting and were granted leave of absence. The Notice of the AGM and the Statutory Auditors Report on the financial statements and the Secretarial Audit Report was taken as read, as there were no qualifications, observations or comments which have any adverse effect on the functioning of the Company. Thereafter, the Executive Chairperson delivered her speech giving the highlights of the Company’s performance during the fiscal year 2016-17.

The following items of business, as per the Notice of AGM dated June 23, 2017, were transacted at the meeting:

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement, Balance Sheet as at that date, the Auditors’ Report thereon and the Directors’ Report
2. To declare dividend on equity shares
3. To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment
4. To appoint a Director in place of Mr Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment
5. To appoint B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) as Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in 2022 and to authorise the Board of Directors of the Company to fix their remuneration
6. Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2017-18
7. Appointment of Mr Pirojsha Godrej (DIN: 00432983) as Non-Executive Director
8. Appointment of Ms Ndidi Nwuneli (DIN: 07738574) as Independent Director
9. To fix commission on profits for Non-Executive Directors and Independent Directors of the Company

Clarifications were given to the queries raised by the Members. Thereafter, the Executive Chairperson informed that the Company had provided electronic voting facility (remote e-voting) to the members to cast their vote electronically on all resolutions set forth in the Notice. Members who were present and could not cast their vote through remote e-Voting were provided an opportunity to cast their vote at the meeting by way of Poll.

The Board of Directors of the Company had appointed Mr. Kalidas Vanjpe, Company Secretary in Practice, as Scrutiniser to conduct remote e-Voting and poll process in a fair and transparent manner. The Executive Chairperson further informed that the Scrutiniser’s Reports along with the results of e-Voting and Poll, shall be announced within 48 hours by intimation to the Stock Exchanges and would also be placed on the Company website www.godrejcp.com





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,
Call : 9920271677 • e-mail : kalidasvanjpe@gmail.com • www.kalidasvanjpe.com

August 1, 2017

Ms. Nisaba Godrej
Executive Chairperson
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 31st July, 2017 at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai

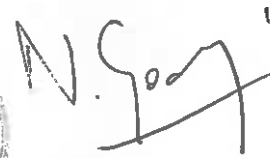
I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Consumer Products Limited, held on 31st July, 2017 at 3.00 p.m. at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai, submit my report as under:

1. The remote e-voting commenced on 26th July, 2017 at 9.00 am and ended on 30th July, 2017 at 5.00 pm. The votes were unblocked after the AGM and data was downloaded in accordance with the prescribed rules.
2. After the time fixed for closing of the voting by the Chairperson. One ballot box kept for polling was locked in my presence with due identification marks placed by me.
3. 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.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The consolidated results of the e-voting and Poll is given in the annexure.
6. 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.
7. 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





Format for Voting Results

Annexure I

Date of the AGM	31-Jul-17
Total number of shareholders on record date (24 July 2017)	91088
E-Voting Start Date	25-Jul-17
E-Voting End Date	30-Jul-17
No of shareholders present in the meeting either in person or through proxy	83
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group.	N/A
Public.	

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

Agenda Item No. 1	To consider and adopt the audited financial statements (both standalone and consolidated) for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet, 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 on votes polled (6)= [(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting	43092164	43092164	100.00%	43092164	0	100.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total		43092164	100.00%	43092164	0	100.00%	0.00%		
Public- Institutions	E-Voting	20422320	160370760	78.50%	160370760	0	100.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total		160370760	78.50%	160370760	0	100.00%	0.00%		
Public- Non Institutions	E-Voting	45917148	2329980	5.07%	2328662	1298	99.94%	0.06%		
	Postal Ballot (if applicable)		13174	0.03%	13174	0	100.00%	0.00%		
	Total		2343154	5.10%	2341856	1298	99.94%	0.06%		
Total		68120182	593706078	87.16%	593704780	1298	100.00%	0.00%		



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Agenda Item No. 2									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
To declare dividend on equity shares									
Ordinary									
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	330982164	430992164	100.00%	430992164	0	100.00%	0.00%	
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%	
	Total	330982164	430992164	100.00%	430992164	0	100.00%	0.00%	
Public- Institutions	E-Voting	204292320	162519796	79.55%	162519796	0	100.00%	0.00%	
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%	
	Total	204292320	162519796	79.55%	162519796	0	100.00%	0.00%	
Public- Non Institutions	E-Voting	45917148	2329980	5.07%	2329986	94	100.00%	0.00%	
	Postal Ballot (if applicable)		13174	0.03%	13174	0	100.00%	0.00%	
	Total	45917148	2343154	5.10%	2343060	94	100.00%	0.00%	
Total		681201632	595855114	87.47%	595855020	94	100.00%	0.00%	

Agenda Item No. 3

To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment

Resolution required: (Ordinary/ Special)

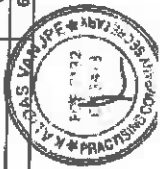
Whether promoter/ promoter group are interested in the agenda/resolution? No

To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment

Ordinary

Yes (Mr Jamshyd Godrej himself is interested in the resolution)

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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%
Public- Institutions	E-Voting	204292320	162519796	79.55%	155162051	7357745	55.47%	4.53%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total	204292320	162519796	79.55%	155162051	7357745	55.47%	4.53%
Public- Non Institutions	E-Voting	45917148	2329980	5.07%	2329982	98	100.00%	0.00%
	Postal Ballot (if applicable)		13174	0.03%	13174	0	100.00%	0.00%
	Total	45917148	2343154	5.10%	2343056	98	100.00%	0.00%
Total		681201632	595855114	87.47%	588497271	7357843	98.77%	1.23%



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Agenda Item No. 4										
To appoint a Director in place of Mr Nadir Godrej (DIN 90066195), who retires, by rotation, and being eligible, offers himself for re-appointment										
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution? Ordinary										
Yes (Mr Adil Godrej, Chairman Emeritus and Mr Nadir Godrej) himself are interested in the resolution										
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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	Poll		0	0.00%	0	0	0.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
Public-Institutions	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	E-Voting	204292320	162519796	79.55%	152139343	10380453	93.61%	6.39%		
	Poll		0	0.00%	0	0	0.00%	0.00%		
Public- Non Institutions	Total	204292320	162519796	79.55%	152139343	10380453	93.61%	6.39%		
	E-Voting	45917148	2329980	5.07%	2329982	98	100.00%	0.00%		
	Poll		13174	0.03%	13174	0	100.00%	0.00%		
Total	Total	45917148	2329980	5.10%	2329982	98	100.00%	0.00%		
	E-Voting	681201632	595855114	87.47%	585474563	10380551	98.26%	1.74%		
	Poll		0	0.00%	0	0	0.00%	0.00%		

Agenda Item No. 5

To appoint B S R & Co. LLP (Firm Registration No. 101248/W.100022) as Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in 2022 and to authorise the Board of Directors of the Company to fix their remuneration

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution? No

Agenda Item No. 5										
To appoint B S R & Co. LLP (Firm Registration No. 101248/W.100022) as Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in 2022 and to authorise the Board of Directors of the Company to fix their remuneration										
Resolution required: (Ordinary/ Special)										
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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	Poll		0	0.00%	0	0	0.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
Public-Institutions	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	E-Voting	204292320	162519796	79.55%	161171903	1347893	99.17%	0.83%		
	Poll		0	0.00%	0	0	0.00%	0.00%		
Public- Non Institutions	Total	204292320	162519796	79.55%	161171903	1347893	99.17%	0.83%		
	E-Voting	45917148	2329980	5.07%	2329982	98	100.00%	0.00%		
	Poll		13174	0.03%	13174	0	100.00%	0.00%		
Total	Total	45917148	2329980	5.10%	2329982	98	100.00%	0.00%		
	E-Voting	681201632	595855114	87.47%	594507123	1347991	99.77%	0.23%		
	Poll		0	0.00%	0	0	0.00%	0.00%		



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Agenda Item No. 6										
Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2017-18										
Resolution required: (Ordinary/ Special)										
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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
Public- Institutions	E-Voting	204292320	162519796	79.55%	161309074	1210722	99.25%	0.74%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total	204292320	162519796	79.55%	161309074	1210722	99.25%	0.74%		
Public- Non Institutions	E-Voting	45917148	2329980	5.07%	2329252	728	99.97%	0.03%		
	Postal Ballot (if applicable)		13174	0.03%	13174	0	100.00%	0.00%		
	Total	45917148	2343154	5.10%	2342426	728	99.97%	0.03%		
Total		681201632	595855114	87.47%	594443668	1211450	99.80%	0.20%		

Agenda Item No. 7										
Appointment of Mr. Pirojsha Godrej (DIN: 00432983) as Non-Executive Director										
Resolution required: (Ordinary/ Special)										
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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
Public- Institutions	E-Voting	204292320	15776491	7.72%	15776491	4743305	97.05%	2.95%		
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%		
	Total	204292320	15776491	7.72%	15776491	4743305	97.05%	2.95%		
Public- Non Institutions	E-Voting	45917148	2329980	5.07%	2329402	578	99.98%	0.02%		
	Postal Ballot (if applicable)		13174	0.03%	13174	0	100.00%	0.00%		
	Total	45917148	2343154	5.10%	2342576	578	99.98%	0.02%		
Total		681201632	595855114	87.47%	59111231	4743883	99.20%	0.80%		



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Agenda Item No. 8									
Resolution required: [Ordinary/ Special]									
Whether promoter/ promoter group are interested in the agenda/resolution? No									
Appointment of Ms Nidali Nipuneli (DIN: 07738574) as Independent Director Ordinary									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Polled 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	430992164	430992164	100.00%	430992164	0	100.00%	0.00%	
	Poll		0	0.00%	0	0	0.00%	0.00%	
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%	
Public- Institutions	Total	430992164	430992164	100.00%	430992164	0	100.00%	0.00%	
	E-Voting	204292320	162404796	79.50%	162368282	36514	99.98%	0.02%	
	Poll		0	0.00%	0	0	0.00%	0.00%	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%	
	Total	204292320	162404796	79.50%	162368282	36514	99.98%	0.02%	
	E-Voting	45917148	2329402	5.07%	2329402	578	99.98%	0.02%	
Total	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%	
	Total	45917148	2348154	5.10%	2342576	578	99.98%	0.02%	
		581201632	595740114	87.45%	595703022	37092	99.99%	0.01%	



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Agenda Item No. 9 Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	To the commission on profits for Non-Executive Directors and Independent Directors of the Company										
	Category	Made 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 polled (6)=[(4)/(2)]*100	% of Votes against on polled (7)=[(5)/(2)]*100	Ordinary	
Promoter and Promoter Group	E-Voting		430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
	Postal Ballot (if applicable)			0	0.00%	0	0	0.00%	0.00%		
	Total		430992164	430992164	100.00%	430992164	0	100.00%	0.00%		
Public- Institutions	E-Voting		204392320	162519796	79.55%	160478989	2040807	98.74%	1.26%		
	Postal Ballot (if applicable)			0	0.00%	0	0	0.00%	0.00%		
	Total		204392320	162519796	79.55%	160478989	2040807	98.74%	1.26%		
Public- Non Institutions	E-Voting		45911198	2329580	5.07%	2328802	3178	99.97%	0.05%		
	Postal Ballot (if applicable)			13174	0.03%	13174	0	100.00%	0.00%		
	Total		45911198	2342754	5.10%	2341976	3178	99.95%	0.05%		
Total		681203632	595855114	87.47%	593813129	2041965	99.68%	0.32%			

FOR GODREJ CONSUMER PRODUCTS LIMITED

N. S. G.
NISARA GODREJ
EXECUTIVE CHAIRPERSON



Kalidas Vanipe
KALIDAS VANIPE
SCRUTINIZER
PRACTISING COMPANY SECRETARY

DATE: 1ST AUGUST, 2017