

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, 2018

BSE Ltd
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 023.
Scrip Code : 532424

The National Stock Exchange of India Ltd
Exchange Plaza, 4th Floor,
Bandra-Kurla Complex,
Mumbai 400 050

Dear Sir,

Sub: Passing of Resolutions by Postal Ballot

Further to our letter dated July 25, 2018 and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR/Listing Regulations"), we are enclosing a copy of the Postal Ballot Notice dated July 30, 2018 and Postal Ballot form, seeking approval of the members for increase in authorised share capital of the Company and consequential amendment to the Memorandum of Association of the Company and issue of bonus shares.

The Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form, is being sent to the members whose names appear in the Register of Members/ List of Beneficial Owners received from the Registrar and Share Transfer Agents, Depositories as on July 30, 2018 (Cut-off date).

The Company has engaged the services of Central Depository Services Limited ("CDSL") for providing e-voting facility to the members. The e-voting facility is available from **9.00 a.m. on Monday, August 6, 2018 to 5.00 p.m. on Tuesday, September 4, 2018**. The combined results of postal ballot and e-voting will be declared on or before **Thursday, September 6, 2018**.

Yours faithfully,
For Godrej Consumer Products Ltd.


V Srinivasan
Chief Financial Officer & Company Secretary



Encl.: As above

The Godrej logo, featuring the word "Godrej" in a stylized, colorful font with a green and red gradient.

A small, blue handwritten mark or signature at the bottom left corner of the page.



Godrej Consumer Products Limited

CIN No.: L24246MH2000PLC129806

Registered Office: 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079

Phone No.: +91 22 25188010/20/30; **Fax:** + 91 22 25188040;

Website: www.godrejcp.com; **Email:** investor.relations@godrejcp.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereunder]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, if any, with the rules made thereunder that the Board of Directors of the company at its meeting held on **Monday, July 30, 2018**, approved the businesses, as set out in this notice and the accompanying postal ballot form, for approval of the members of the company through Postal Ballot.

Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith along with a postal ballot form for your consideration.

Mr. Kalidas Vanjpe, Practising Company Secretary (Membership No. FCS 7132), has been appointed as the Scrutiniser to scrutinise the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to read the instructions printed in the accompanying postal ballot form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser **before the close of working hours (5:00 p.m.) on Tuesday, September 4, 2018**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Only members entitled to vote are entitled to fill in the postal ballot form and send it to the Scrutiniser or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat this Notice as an intimation only.

Members may note that, in accordance with the provisions of Section 108 and 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the company is pleased to provide its members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited ("CDSL").

The e-voting facility is available from **9.00 a.m. on Monday, August 6, 2018 to 5.00 p.m. on Tuesday, September 4, 2018**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, **Monday, July 30, 2018**, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

The Scrutiniser will submit his report to the Executive Chairperson/ Board of Directors of your Company after completion of the e-voting and scrutiny of postal ballot forms. The combined results of the e-voting and postal ballot forms will be declared by the Executive Chairperson or any Director of the Company on or before **Thursday, September 6, 2018** at the Registered Office of the Company. The declaration of the results by the Executive Chairperson or by any Director of the Company as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder. After the above declaration, the results will also be posted on the Company's website viz., www.godrejcp.com after the same is communicated to the Stock Exchanges, where the shares of the Company are listed.

PROPOSED RESOLUTIONS:

1. Increase in Authorised Share Capital and Alteration of Memorandum of Association:

To consider and, if thought fit, to pass the following as an **ORDINARY RESOLUTION**:

Resolved That in accordance with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committees of the Board), to increase the existing Authorised Share Capital from Rs. 70,00,00,000 (Rupees Seventy crore) [divided into 69,00,00,000 Equity Shares of Re. 1/- each and 1,00,00,000 Preference Shares of Re. 1/- each] to Rs. 104,00,00,000 (Rupees One Hundred Four crore) [divided into 103,00,00,000 Equity Shares of Re. 1/- each and 1,00,00,000 Preference Shares of Re. 1/- each] and consequently Clause V of the Memorandum of Association of the Company be altered by substituting the following new Clause V in place of the existing clause thereof:

V. The Authorised Share Capital of the Company is Rs. 104,00,00,000 (Rupees One Hundred Four crore) [divided into 103,00,00,000 Equity Shares of Re. 1/- each and 1,00,00,000 Preference Shares of Re. 1/- each] with power to increase or reduce or consolidate the capital of the Company or reclassify the shares from shares of one class into shares of other class or classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be thought expedient.

Resolved Further That the Board be and is hereby authorised to do all such acts, things, matters and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Issue of Bonus Shares:

To consider and, if thought fit, pass the following as an **ORDINARY RESOLUTION**:

Resolved That pursuant to Section 63, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management Act, 1999 including the rules, regulations, circulars, etc. made/issued thereunder, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committees of the Board), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalisation of such sum standing to the credit of securities premium and/ or free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of one bonus equity share of Re. 1/- each (Rupee One) for every 2 (two) existing equity shares of Re. 1/- each (Rupee One) held by the members of the Company, credited as fully paid-up equity shares to the holders of the equity shares, whose names appear in the Register of Members maintained by the Company including the List of Beneficial Owners as received from the Depositories, on such record date as may be fixed;

Resolved Further That:

- a) no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except in respect of those allottees who hold shares in dematerialised form;
- b) that no fractions arising out of the issue and allotment of bonus equity shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the bonus equity shares, in lieu thereof, shall be allotted by the Board to the Nominee(s) appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto, and sell the said equity shares so arising at the then prevailing market rate and pay to the Company net sale proceeds thereof, after

adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement.

- c) the issue and allotment of the bonus shares to the extent they relate to Non-Resident Indians, Persons of Indian Origin, Foreign Nationals, Overseas Corporate Bodies and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India or any other regulatory authority, as required;
- d) the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company;
- e) the Board be and is hereby authorised to do all such acts, things, matters and deeds and execute all such deeds, documents, instruments and writings as may be required and as they deem fit, with regard to the issue and allotment of bonus shares including but not limited to making appropriate adjustments to the stock grants (whether vested, unvested and yet to be granted) under the Employee Stock Grant Scheme of the Company, filings of any documents with SEBI, Stock Exchanges where the specified securities of the Company are listed, Depositories, Ministry of Corporate Affairs, the Reserve Bank of India and/ or any other concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, query, or doubt that may arise in this regard.
- f) the Board and / or the Company Secretary be and is hereby authorized to take necessary steps for obtaining In-principle approvals, Listing of such Bonus equity Shares on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Law, Guidelines, Rules and Regulations.
- g) the Board be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary, or any other authorised signatory of the Company for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

By Order of the Board
For **Godrej Consumer Products Limited**

V Srinivasan
Chief Financial Officer & Company Secretary

Mumbai, July 30, 2018

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. The Notice is being sent to all the members, whose names appear in the Register of Members / Record of Depositories as on **Monday, July 30, 2018**.
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of members(s) on the cut-off date i.e. **Monday, July 30, 2018**. A person who is not a member on the cut-off date should treat this notice for information purpose only.
4. Duly completed postal ballot form should reach the Scrutiniser not later than **5:00 p.m. on Tuesday, September 4, 2018**. Postal ballot form received after that date will be strictly treated as if reply from such member has not been received. The members are requested to send the duly completed postal ballot form well before the last date providing sufficient time for the postal transit.

5. In compliance of the provisions of Section 108 and 110 of the Companies Act, 2013 and rules made thereunder, the Company is pleased to provide its members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited. E-voting is available from **9.00 a.m. on Monday, August 6, 2018 to 5:00 p.m. on Tuesday, September 4, 2018**. Members are requested to refer to instructions for e-voting, appended to this Notice.
6. The members can opt for only one mode of voting, i.e., either by postal ballot form or e-voting. In case members cast their vote by postal ballot form and e-voting, the voting done through e-voting shall prevail and voting done by postal ballot form will be treated as invalid.
7. Members who have received this Notice by email and who wish to vote through postal ballot form can seek duplicate postal ballot form from M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, fill in the requisite details and send the same to the Scrutiniser.
8. The result of voting on the resolutions will be declared on or before **Thursday, September 6, 2018**, at the Registered Office and will also be displayed on the website of the Company (www.godrejcp.com) besides being communicated to the Stock Exchanges.

9. E-voting Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The e-voting facility is available from 9.00 a.m. on Monday, August 6, 2018 to 5.00 p.m. on Tuesday, September 4, 2018. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Monday, July 30, 2018, may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the password provided on the postal ballot form/ email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also

used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for GODREJ CONSUMER PRODUCTS LIMITED to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Resolutions 1 and 2

The equity shares of the company are listed and being tradeded on the National Stock Exchange of India Limited and BSE Limited. With a view to increase the liquidity of the equity shares, encourage participation of small investors by making equity shares of the Company affordable, and thus, expand the retail shareholder base, the Board of Directors at its meeting held on **Monday, July 30, 2018**, considered and approved the issue of bonus shares, in the proportion of one equity share for every two existing equity shares held. The Record Date for the issue of bonus shares ("**Record Date**") will be decided later and informed to the Stock Exchanges.

As per the Employee Stock Grant Scheme of the Company, the bonus issue of equity shares would, inter alia, require appropriate adjustments with respect to the outstanding options granted to the employees such that the total value to the employee of the options remains the same after the corporate action. At present, options that are outstanding have vesting dates which are spread over various dates in the future. Out of these, in case of options which are not vested/exercised before the Record Date, suitable adjustments would be made such that the total value of the grants to the employee remain the same after the corporate action. If any further stock grants are made to the employees before the Record Date, similar adjustments will be made on such unvested outstanding grants.

Also, presently, the Authorised Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy crore) [divided into 69,00,00,000 Equity Shares of Re. 1/- each and 1,00,00,000 Preference Shares of Re. 1/- each]. In order to accommodate the increase in the paid-up capital resulting from the bonus issue, it is proposed to increase the Authorised Share Capital of the Company to Rs. 104,00,00,000 (Rupees One Hundred Four crore) [divided into 103,00,00,000 Equity Shares of Re. 1/- each and 1,00,00,000 Preference Shares of Re. 1/- each] and this would require alteration of the Capital Clause of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and amendments to the Memorandum of Association of the Company, and the issue of bonus shares, are subject to approval from the shareholders, as per Sections 61 and 63 of the Companies Act, 2013 and any other applicable provisions and regulatory approvals.

Accordingly, the Board recommends these resolutions for approval of the members.

No Director, Key Managerial Personnel (**KMPs**) or their relatives is concerned or interested, financially or otherwise, in each of these resolutions except to the extent of their entitlement of bonus shares as on the Record Date, and also adjustment in the stock grants of KMPs (whether vested but not exercised as on the Record Date, unvested as on the Record Date including any further grants till the Record Date), as permitted by Employee Stock Grant Scheme of the Company and the applicable SEBI regulations.

By Order of the Board
For **Godrej Consumer Products Limited**

V Srinivasan
Chief Financial Officer & Company Secretary

Mumbai, July 30, 2018



Godrej Consumer Products Limited

CIN No.L24246MH2000PLC129806

Registered Office: 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai – 400 079
Phone No.:+91 22 25188010/20/30; Fax: +91 22 25188040; Website: www.godrejcp.com; Email: investor.relations@godrejcp.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

Serial No. :

- Name of the First Named Shareholder :
(in block letters)
- Registered Address of the Sole/First named :
Shareholder / Beneficial Owner
- *DP ID/ Client ID No. :
Registered Folio No.
(*applicable to investors holding shares in
dematerialized form)
- Class of Shares : Equity
- I hereby exercise my vote in respect of the Ordinary Resolutions enumerated below by recording my assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Item No.	Description	No. of Shares held by me	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Increase in Authorised Capital and consequent amendment to the Memorandum of Association of the Company			
2.	Issue of Bonus Shares			

Place :

Date :

(Signature of the Shareholder)

Notes:

- Voting rights shall be reckoned on the paid up shares registered in the name of the member as on **Monday, July 30, 2018.**
- Last Date for receipt of postal ballot form by the Scrutinizer: Close of working hours (5:00 p.m.) on **Tuesday, September 4, 2018. Please see instructions below for filling the postal ballot form.**
- For e-voting, please refer the instructions under “E-Voting Facility” in the Notice attached herewith.

E-VOTING PARTICULARS

EVENT (e-voting Event Number)	USER ID	PASSWORD

IMPORTANT INSTRUCTIONS :

1. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting period commences at 9:00 AM on Monday, August 6, 2018 (start date) and ends at 5:00 PM on Tuesday, September 4, 2018 (end date).
2. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of Members(s) on the cut-off date i.e. Monday, July 30, 2018. A person who is not a Member on the cut-off date should treat this notice for information purpose only.
3. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
4. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
6. The Self-addressed Business Reply Envelope is addressed to the Scrutinizer for Postal Ballot.
7. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
8. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
9. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
10. The votes of a Member will be considered invalid on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used.
 - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
 - c) If the Member's signature does not tally with the specimen signature with the Company.
 - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
 - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f) If the Postal Ballot Form is incomplete and incorrectly filled.
 - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
 - h) Any competent authority has given directions in writing to the Company to free the voting rights of the Member.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on Tuesday, September 4, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
12. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent Vishal Computech Sharecap Ltd., Unit: Godrej Consumer Products Ltd., 147, MG, Road, Fort, Mumbai 400 001 or from the Company at its Registered Office or download the same from the Company's website (www.godrejcp.com)
13. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
14. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
15. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to investor.relations@godrejcp.com
16. The result of voting on the resolutions will be declared on or before Thursday, September 6, 2018, at the registered office and will also be displayed on the website of the Company (www.godrejcp.com) besides being communicated to the Stock Exchanges.