

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 1, 2018

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 18th Annual General Meeting ("AGM")

The AGM of the Company was held on Monday, July 30, 2018 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 22, 2018 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 18th AGM. The E-voting was open from July 26, 2018 (9.00 a.m.) to July 29, 2018 (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 22, 2018 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



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SUMMARY OF PROCEEDINGS OF THE 18th ANNUAL GENERAL MEETING

The 18th Annual General Meeting (AGM) of the Members of Godrej Consumer Products Limited ("the Company") was held on Monday, July 30, 2018 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. 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 2017-18 and for the first quarter of fiscal year 2018-19.

The following items of business, as per the Notice of AGM dated June 22, 2018, were transacted at the meeting. The Members elected Mr. Vivek Gambhir, Managing Director and CEO as the Chairman for conduct of the proceeding at items numbered 4 and 8 while the proceedings for the other items were conducted by Ms. Nisaba Godrej, Executive Chairperson of the Board of Directors

Agenda items 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, 2018, 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 confirm the interim dividends paid during fiscal year 2017-18;
3. To appoint a Director in place of Mr. Vivek Gambhir (DIN: 06527810), who retires by rotation, and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Ms. Tanya Dubash (DIN 00026028), who retires by rotation, and being eligible, offers herself for re-appointment;
5. To ratify the appointment of B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) as Statutory Auditors to hold office from the conclusion of the 18th 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 2018-19;
7. Appointment of Ms. Pippa Armerding (DIN: 08054033) as an Independent Director;
8. To fix commission on profits for Non-Executive Directors.

Clarifications were given to the queries raised by a Member. 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), FCS

Practising Company Secretary
Corporate Legal Consultant

307 Dev Milan Near Top Plaza, L B S Marg, Thane-400 604
Call: 9920271677 • e-mail: kalidasvanjpe@gmail.com • www.kalidasvanjpe.com

August 1, 2018

Ms. Nisaba Godrej
Executive Chairperson
Godrej Consumer Products Limited
Godrej One, Pirojshanagar, Eastern Express Highway
Vikhroli. Mumbai 400 079

Dear Madam,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 30th July, 2018 at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai

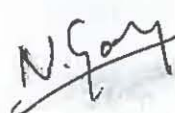
I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the e-voting and for the poll taken on the resolutions as mentioned in the Annexure, at the Annual General Meeting of the Equity Shareholders of Godrej Consumer Products Limited, held on 30th July, 2018 at 3.00 p.m. at Godrej One auditorium, Pirojshanagar, Vikhroli, E.E. Highway, Mumbai, submit my report as under:

1. The remote e-voting commenced on 26th July, 2018 at 9.00 am and ended on 29th July, 2018 at 5.00 pm. The votes were unblocked after the AGM and data was downloaded.
2. 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.
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	30-Jul-18
Total number of shareholders on record date (23 July 2018)	92415
E-Voting Start Date	26-Jul-18
E-Voting End Date	29-Jul-18
No. of shareholders present in the meeting either in person or through proxy:	89
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

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, 2018, 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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	167854498	80.94%	167854498	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%
	Total		207384624	167854498	80.94%	167854498	0	100.00%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3277648	244	99.99%	0.01%
	Poll		10135	0.02%	10135	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3287783	244	99.99%
Total		681329518	602134689	88.38%	602134445	244	100.00%	0.00%

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Agenda Item No. 2			To confirm the Interim Dividends paid during fiscal year 2017-18					
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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public-Institutions	E-Voting	207384624	169353596	81.66%	169353596	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%
	Total		207384624	169353596	81.66%	169353596	0	100.00%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3277619	273	99.99%	0.01%
	Poll		10135	0.02%	10135	0	100.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3287754	273	99.99%
Total		681329518	603633787	88.60%	603633514	273	100.00%	0.00%

Agenda Item No. 3			To appoint a Director in place of Mr Vivek Gambhir (DIN: 06527810), who retires by rotation, and being eligible, offers himself for re-appointment					
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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public-Institutions	E-Voting	207384624	169327396	81.65%	168748155	579241	99.66%	0.34%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		207384624	169327396	81.65%	168748155	579241	99.66%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3275948	1944	99.94%	0.06%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3285398	2629	99.92%
Total		681329518	603607587	88.59%	603025717	581870	99.90%	0.10%



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Agenda Item No. 4			To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028), 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					
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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	167174396	80.61%	161506363	5668033	96.61%	3.39%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		207384624	167174396	80.61%	161506363	5668033	96.61%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3277158	734	99.98%	0.02%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3286608	1419	99.96%
Total		681329518	601454587	88.28%	595785135	5669452	99.06%	0.94%

Agenda Item No. 5			To ratify the appointment of Statutory Auditor for their remaining term and 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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	169353596	81.66%	167210863	2142733	98.73%	1.27%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		207384624	169353596	81.66%	167210863	2142733	98.73%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3277168	724	99.98%	0.02%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3286618	1409	99.96%
Total		681329518	603633787	88.60%	601489645	2144142	99.64%	0.36%



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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 2018-19					
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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	169353596	81.66%	169353596	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%
	Total		207384624	169353596	81.66%	169353596	0	100.00%
Public- Non Institutions	E-Voting	42952730	3277742	7.63%	3277008	734	99.98%	0.02%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3287877	7.65%	3286458	1419	99.96%
Total		681329518	603633637	88.60%	603632218	1419	100.00%	0.00%

Agenda Item No. 7			Appointment of Ms Pippa Armerding (DIN: 08054033) as Independent Director					
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	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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	166914396	80.49%	166914396	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%
	Total		207384624	166914396	80.49%	166914396	0	100.00%
Public- Non Institutions	E-Voting	42952730	3277892	7.63%	3275808	2084	99.94%	0.06%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3288027	7.65%	3285258	2769	99.92%
Total		681329518	601194587	88.24%	601191818	2769	100.00%	0.00%



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Agenda Item No. 8			To fix commission on profits for Non-Executive Directors of the Company					
Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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%
	Total		430992164	430992164	100.00%	430992164	0	100.00%
Public- Institutions	E-Voting	207384624	144853906	69.85%	144169988	683918	99.53%	0.47%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		207384624	144853906	69.85%	144169988	683918	99.53%
Public- Non Institutions	E-Voting	42952730	3277592	7.63%	3198097	79495	97.57%	2.43%
	Poll		10135	0.02%	9450	685	93.24%	6.76%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total		42952730	3287727	7.65%	3207547	80180	97.56%
Total		681329518	579133797	85.00%	578369699	764098	99.87%	0.13%

K. K. Vengal
 Kallada Vengal
 Practising Company Secretary (Scrutinizer)
 01.08.2018



For Godrej Consumer Products Limited

N. Godrej
 Nisaba Godrej
 Executive Chairperson

