

**GODREJ CONSUMER PRODUCTS LIMITED****CONFIDENTIAL****MINUTES OF THE ANNOUNCEMENT OF THE RESULTS OF THE POSTAL BALLOT, DECLARED ON FEBRUARY 5, 2014 AT THE REGISTERED OFFICE OF THE COMPANY**

Mr. Adi Godrej, Chairman of the Company was informed that the Board of Directors of the Company at their meeting held on December 18, 2013 had approved the following proposal subject to the approval of the Shareholders by means of Postal Ballot.

Subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 and other provisions as are applicable, and in addition to the amounts already invested/loans made or guarantees provided by the Company, the Company do invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or to make loans to any of its subsidiary/associate companies and/or to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies, upto a limit of USD 150 million (or equivalent thereof in any currency) for such investments/loans/guarantees notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

The Chairman noted that:

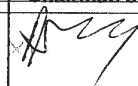
- Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, as amended, the Board of Directors in their meeting held on December 18, 2013 approved the Notice of Postal Ballot including the Calendar of Events for the Postal Ballot and appointed Mr. Kalidas Vanjpe, Company Secretary in Practice, as the Scrutinizer for conducting the Postal Ballot activities in a fair and transparent manner.
- The Company on December 31, 2013:
  - a) Completed the dispatch of Postal Ballot Notice dated December 18, 2013 along with the Postal Ballot Form and a self-addressed postage prepaid business reply envelope to the Members whose email id is not registered with the Company; and
  - b) Sent Notice of Postal Ballot dated December 18, 2013 through email along with the details of Login ID & Password to the Members whose email id is registered with the Company;
- On January 1, 2014 the Company has published an advertisement in English and Marathi newspapers about the completion of dispatch/sending of emails in relation to Notice of Postal Ballot.
- The last date for casting of vote through eVoting and of receipt of the Postal Ballot Forms, duly completed and signed by the Members was February 3, 2014.

The Report of the Scrutinizer dated February 5, 2014 on the voting by Postal Ballot including the eVoting was handed to Mr. Adi Godrej, Chairman for his review. After reviewing the Report of the Scrutinizer, Mr. Adi Godrej, Chairman, announced the results of the Postal Ballot as per the Scrutinizer's Report as under:

**Result of Resolution No.1 (Special Resolution):**

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through eVoting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
<b>Total No. of Votes received</b>	259,315,812	21,151,150	<b>280,466,962</b>	Not Applicable
<b>Less: No. of Invalid Votes</b>	23,959	-	<b>23,959</b>	Not Applicable
<b>Less: No. of Votes not Polled</b>	0	0	<b>0</b>	Not Applicable
<b>Net valid number of votes cast</b>	259,291,853	21,151,150	<b>280,443,003</b>	<b>100.000</b>
<b>Total No. of Votes cast in favour of the Resolution.</b>	245,939,927	21,149,625	<b>267,089,552</b>	<b>95.24</b>
<b>Total No. of Votes cast against the Resolution</b>	13,351,926	1,525	<b>13,353,451</b>	<b>4.76</b>

Chairman's initial



**GODREJ CONSUMER PRODUCTS LIMITED**

**CONFIDENTIAL**

**MINUTES OF THE ANNOUNCEMENT OF THE RESULTS OF THE POSTAL BALLOT,  
DECLARED ON FEBRUARY 5, 2014 AT THE REGISTERED OFFICE OF THE COMPANY**

Accordingly, based on the Scrutinizer's Report, Mr. Adi Godrej Chairman, declared that the percentage of votes cast "FOR" each of the Special Resolutions as specified at Item No.1 was 95.24 % of the total valid votes polled and the Special Resolution as mentioned in the Postal Ballot Notice dated December 18, 2013 the text of which is reproduced herein below as passed with the requisite majority by the members of the Company and that the date of declaration of results shall be the date of passing of the Special Resolution:

**RESOLVED THAT** subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 and other provisions as are applicable, and in addition to the amounts already invested / loans made or guarantees provided by the Company, consent be and is hereby accorded for the Company to do the following transactions

- i. to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or
- ii. to make loans to any of its subsidiary/associate companies and/or
- iii. to give guarantees in connection with loan(s) given by any other person to any of its subsidiary / associate companies upto a limit of USD 150 million (or equivalent thereof in any currency) for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Management Committee of the Board of Directors and/or Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Director, Ms. Tanya Dubash, Director, Ms. Nisaba Godrej, Executive Director, Innovation, Mr. Vivek Gambhir, Managing Director, and Mr. P. Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/ their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

  
Chairman

Place: Mumbai  
February 26, 2014

Chairman's initial