Godrej Consumer Products Limited- Details of Outcome of Postal Ballot-Aug 2014

Date of the AGM/EGM	23-Sep-14	
Total number of shareholders on record date (04th August 2014)	81867	
No. of Shareholders present in the meeting either in person or through	In person	In Proxy
Promoters and Promoter Group	Nil	Nil Nil
Public No. of Shareholders attended the meeting through Video Conferencing	In person	In Proxy
Promoters and Promoter Group:	Nil	Nil
Public:		

Resolution No.1 in the Notice of Postal Ballot dated August 20, 2014

Details of Agenda	Appointment of Prof Bala Balachandran, as Independent Director of the Company to hold office from September 26, 2014	
	to September 25, 2019	1
Resolution Required		1
Mode of Voting	E-voting/Physical Postal Ballot	1

Promoter/ Public	No. of shares held	NO. OF VOICES		Nor of Follow	No. of Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	()	(7)= [(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Promoter Group Public – Institutional	106,435,758	66,017,800	62.03%	56,780,058	9,237,742	86.01%	
holders Public-Others	18,511,127	165,000	0.89%	162,472			
Total	340,442,967		82.74%	272,438,612	9,240,270	96.72%	3.28%

Resolution No.2 in the Notice of Postal Ballot dated August 20, 2014

	Appointment of Mr Bharat Doshi, as Independent Director of the Company to hold office from September 26, 2014 to	
Detail of Agenda	September 25, 2019	-
Resolution Required	Ordinary	1
Mode of Voting	E-voting/Physical Postal Ballot	1

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares		No. of Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(-)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public – Institutional holders	106,435,758	66,685,282	62.65%	64,970,887	1,714,395	97.43%	
Public-Others	18,511,127						
Total	340,442,967	282,346,364	82.93%	280,629,617	1,/16,/4/	55.3570	0.01/1

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Resolution No.3 in the Notice of Postal Ballot dated August 20, 2014

Detail of Arondo	Appointment of Dr Omkar Goswami, as Independent Director of the Company to hold office from September 26, 2014 to
Detail of Figerice	September 25, 2019
Resolution Required	
Mode of Voting	E-voting/Physical Postal Ballot

		(-)				
1	(2)	(3) =	(4)	(5)	(-1	(7)=
		[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
106.435.758	66,685,282	62.65%	43,309,867	23,375,415	64.95%	35.05%
		0.90%	161 963	3.037	98.16%	1.84%
					91.72%	8.28%
	106,435,758 18,511,127	106,435,758 66,685,282 18,511,127 165,000	213,496,002 213,496,002 213,496,002 106,435,758 666,685,282 62.65% 18,511,127 165,000 0.89%	215,496,082 213,496,082 200000 106,435,758 66,685,282 62.65% 43,309,867 18,511,127 165,000 0.89% 161,963 2000 0.89% 161,963 161,963	215,496,082 215,496,082 100.00% 215,496,082	215,496,082 215,496,082 100.00% 215,496,082 100.00% 106,435,758 66,685,282 62.65% 43,309,867 23,375,415 64.95% 18,511,127 165,000 0.89% 161,963 3,037 98.16% 12,521,127 165,000 0.293% 258,967,912 23,378,452 91.72%

Resolution No.4 in the Notice of Postal Ballot dated August 20, 2014

Resolution for	
Detail of Agenda	Appointment of Mr Aman Mehta, as Independent Director of the Company to hold office from September 26, 2014 to
	September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	1 oneu on	110.01 10100	No. of Votes -	favour on	% of Votes against on votes polled
	(1)		(3) = [(2)/(1)]*100	(4)	·-·	[1 -7	(7)= [(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Promoter Group Public – Institutional	106,435,758	66,685,282	62.65%	66,229,879	455,403	99.32%	I
holders	10 544 427	165,000	0.89%	162,455	2,545	98.46%	
Public-Others Total	18,511,127 340,442,967					99.84%	0.16%

Resolution No.5 in the Notice of Postal Ballot dated August 20, 2014

	Appointment of Mr D Shivakumar, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	HOI OF FOLDE	No. of Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)		(7)= [(5)/(2)]*100
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public – Institutional	106,435,758	66,685,282	62.65%	66,685,282		. 100.00%	<u> </u>
holders	18.511.127	165.000	0.89%	162,473			
Public-Others Total	340,442,967			282,343,837	2,527	100.00%	0.00%

Resolution No.6 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Appointment of Ms September 25, 2019							
Resolution Required	Ordinary							
Mode of Voting	E-voting/Physical P	ostal Ballot						
Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -	favour on	% of Votes against on votes polled	
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(-)	(7)= [(5)/(2)]*100	
Promoter and	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%	
Promoter Group Public – Institutional	106,435,758	66,685,282	62.65%	65,904,926	780,356	98.83%		
haldors	,	1				00 259/	1 659	

Resolution No.7 in the Notice of Postal Ballot dated August 20, 2014

18,511,127

340,442,967

holders

Total

Public-Others

Detail of Agenda	Adoption of new Articles of Association of the Company inter alia incorporating the provisions of Companies Act, 2013	
Resolution Required Mode of Voting	Special E-voting/Physical Postal Ballot	

0.89%

82.93%

165,000

282,346,364

98.35%

99.72%

2,718

783,074

162,282

281,563,290

1.65%

0.28%

Promoter/ Public	1101 01 01 01 01	No. of votes polled	1 onea on	1401 01 10100	No. of Votes -	favour on	% of Votes against on votes polled	
,	(1)	121	(3) = ((2) ((1))*100	(4)	(5)	(-)	(7)=	
			[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100	
Promoter and	215,496,082	215,496,082	100.00%	215,496,082		100.00%	0.00%	
Promoter Group					199.657	99.70%	0.30%	
Public – Institutional	106,435,758	66,361,111	L 62.35%	66,161,454	199,657			
holders		107.000	0.89%	162,695	2,305	98.60%		
Public-Others	18,511,127					99.93%	0.07%	
Total	340,442,967	282,022,193	82.84%	201,020,231	1			

Resolution No.8 in the Notice of Postal Ballot dated August 20, 2014

Resolution note in the	
Detail of Agenda	Variation in terms of appointment of Mr Vivek Gambhir, Managing Director so as to make his office liable for retirement by
Detail of Bo	rotation
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of Sharee	No. of votes polled	1 oneu on	100.01.00000	No. of Votes -	favour on	% of Votes against on votes polled
Promotely Public	(1)		(3) = [(2)/(1)]*100	(4)	(5)	n-,	(7)= [(5)/(2)]*100
Promoter and	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Promoter Group Public – Institutional	106,435,758	66,685,282	62.65%	66,685,282	-	100.00%	
holders	10 544 427	165,000	0.89%	162,845	2,155		
Public-Others Total	18,511,127 340,442,967				2,155	100.00%	0.00%

Resolution No.9 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Private placement of	of Non-convertible [ebentures upto	an amount of Rs.30	Ucrore						
Resolution Required	Special										
Mode of Voting	E-voting/Physical F	ostal Ballot									
	1		% of Votes			% of Votes in	% of Votes				
Promoter/ Public	No. of shares held	No. of votes polled	Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against		against on votes polled				
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)		(7)= [(5)/(2)]*100				
Promoter and	215,496,082	215,496,082	2 100.00%	215,496,082	ļ -	100.00%	0.00%				
Promoter Group	215,490,082	213,430,002									
Public – Institutional	106,435,758	66,685,282	62.65%	66,684,742	540	100.00%	0.00%				
holders				157.022	7,068	95.72%	4.28%				
Public-Others	18,511,127										
Total	340,442,967	282,346,364	82.93%	282,338,756	7,600	100.00%					

For Godrej Consumer Products Limited

DA ĈĊ 2 Adi Godrej Chairman



KALIDAS VANJPE

B.Com. (Hon), LL.B.(G), C.S. Practising Company Secretary

307, Dev Milan, Above Woodland Retreat, L. B. S. Marg, Thane 400 604. Cell : 9920271677 • e-mail : kalidasvanjpe@gmail.com • kalidasvanjpe.blogspot.com

September 22, 2014

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 through the Postal ballot including e-voting in response to the notice dt. 20th August, 2014

I, Kalidas Vanjpe, was appointed as Scrutinizer for the purpose of the postal ballot including e-voting on the resolutions mentioned in the annexure. Accordingly, I downloaded the data and also verified the ballot papers received.

I submit my report as mentioned in the Annexure.

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

Godrej Consumer Products Limited- Details of Outcome of Postal Ballot-Aug 2014

(Annexure to Scrutinizer's report dt. 22nd September, 2014)

Date of the AGM/EGM	September 23, 2014		
Total number of shareholders on record date (04th August 2014)	81867		
No. of Shareholders present in the meeting either in person or	In person	In Proxy	
through proxv: Promoters and Promoter Group	Nil	Nil	
Public	Nil	Nil	
No. of Shareholders attended the meeting through Video	In person	In Proxy	
Conferencing Promoters and Promoter Group: Public:	Nil	Nil	

Resolution No.1 in the Notice of Postal Ballot dated August 20, 2014

Details of Agenda	Appointment of Prof Bala Balachandran, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes	Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and	215496082	215496082	100.00%	215496082		100.00%	0.00%
Promoter Group Public – Institutional	106435758	66017800	62.03%	56780058	9237742		
holders	10511127	165000	0.89%	162472	2528	98.47%	
Public-Others Total	18511127 340442967				9240270	96.729	3.28%

Resolution No.2 in the Notice of Postal Ballot dated August 20, 2014

	Appointment of Mr Bharat Doshi, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019		
Resolution Required	Ordinary		
Mode of Voting	E-voting/Physical Postal Ballot		

Promoter/ Public	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes - in favour	Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	64970887	1714395		14.5
Public-Others	18511127	165000	0.89%	162648	2352		
Total	340442967	282346364	82.93%	280629617	1716747	99.39%	0.61%

Resolution No.3 in the Notice of Postal Ballot dated August 20, 2014

	Appointment of Dr Omkar Goswami, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019				
Resolution Required					
Mode of Voting	E-voting/Physical Postal Ballot				

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes	Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082		100.00%	
Public – Institutional holders	106435758	66685282	62.65%	43309867	23375415		
Public-Others	18511127	165000	0.89%	161963			
Total	340442967	282346364	82.93%	258967912	23378452	91.72%	8.28%

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Resolution No.4 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Appointment of Mr Aman Mehta, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes	Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66229879			
Public-Others	18511127	165000	0.89%	162455	2545		
Total	340442967		82.93%	281888416	457948	99.84%	0.16%

Resolution No.5 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Appointment of Mr D Shivakumar, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

sh Promoter/ Public		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes	Votes -	favour on	% of Votes against on votes polled
	(1)		(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082		100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%			100.00%	
Public-Others	18511127	165000	0.89%	162473		98.47%	
Total	340442967		82.93%	282343837	2527	100.00%	0.00%



Resolution No.6 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Appointment of Ms. Ireena Vittal, as Independent Director of the Company to hold office from September 26, 2014 to September 25, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	favour on	% of Votes against on votes polled
	(1)	1(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082	0	100.00%	
Public – Institutional holders	106435758	66685282	62.65%	65904926	780356	98.83%	1.17%
Public-Others	18511127	165000	0.89%	162282	2718	98.35%	1.65%
Total	340442967	282346364	82.93%	281563290	783074	99.72%	0.28%

Resolution No.7 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Adoption of new Articles of Association of the Company inter alia incorporating the provisions of Companies Act, 2013
Resolution Required	Special
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)			(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082		100.00%	0.00%
Public – Institutional holders	106435758	66361111	62.35%	66161454	199657		
Public-Others	18511127	165000	0.89%	162695	2305	98.60%	
Total	340442967		82.84%	281820231	201962	99.93%	0.07%



Resolution No.8 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Variation in terms of appointment of Mr Vivek Gambhir, Managing Director so as to make his office liable for retirement by rotation
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public		No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	Votes -	favour on	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66685282	0	100.00%	
Public-Others	18511127	165000	0.89%	162845	2155		
Total	340442967	282346364	82.93%	282344209	2155	100.00%	0.00%

Resolution No.9 in the Notice of Postal Ballot dated August 20, 2014

Detail of Agenda	Private placement of Non-convertible Debentures upto an amount of Rs.300 crore
Resolution Required	Special
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour		% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]*100	(4)		(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	215496082	215496082	100.00%	215496082		100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66684742	540		
Public-Others	18511127	165000	0.89%	157932	7068		
Total	340442967		82.93%	282338756	7608	100.00%	0.00%

Thane 22nd September, 2014

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Kalidas Vanjpe Practising Company Secretary