

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 Promoters and Promoter Group	In person	In Proxy
	Nil	Nil
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group:	In person	In Proxy
	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
Resolution Required	Ordinary
Mode of Voting	E-voting/Physical Postal Ballot

Promoter/ Public	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	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public – Institutional holders	106,435,758	66,017,800	62.03%	56,780,058	9,237,742	86.01%	13.99%
Public-Others	18,511,127	165,000	0.89%	162,472	2,528	98.47%	1.53%
Total	340,442,967	281,678,882	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

Detail of Agenda	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 (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	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%	2.57%
Public-Others	18,511,127	165,000	0.89%	162,648	2,352	98.57%	1.43%
Total	340,442,967	282,346,364	82.93%	280,629,617	1,716,747	99.39%	0.61%

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

Detail of Agenda	Appointment of Dr Omkar Goswami, 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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%	43,309,867	23,375,415	64.95%	35.05%
Public-Others	18,511,127	165,000	0.89%	161,963	3,037	98.16%	1.84%
Total	340,442,967	282,346,364	82.93%	258,967,912	23,378,452	91.72%	8.28%

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 shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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%	66,229,879	455,403	99.32%	0.68%
Public-Others	18,511,127	165,000	0.89%	162,455	2,545	98.46%	1.54%
Total	340,442,967	282,346,364	82.93%	281,888,416	457,948	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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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%	66,685,282	-	100.00%	0.00%
Public-Others	18,511,127	165,000	0.89%	162,473	2,527	98.47%	1.53%
Total	340,442,967	282,346,364	82.93%	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. 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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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%	65,904,926	780,356	98.83%	1.17%
Public-Others	18,511,127	165,000	0.89%	162,282	2,718	98.35%	1.65%
Total	340,442,967	282,346,364	82.93%	281,563,290	783,074	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 (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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	66,361,111	62.35%	66,161,454	199,657	99.70%	0.30%
Public-Others	18,511,127	165,000	0.89%	162,695	2,305	98.60%	1.40%
Total	340,442,967	282,022,193	82.84%	281,820,231	201,962	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 shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} \times 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} \times 100$
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%	66,685,282	-	100.00%	0.00%
Public-Others	18,511,127	165,000	0.89%	162,845	2,155	98.69%	1.31%
Total	340,442,967	282,346,364	82.93%	282,344,209	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 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 (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	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%	66,684,742	540	100.00%	0.00%
Public-Others	18,511,127	165,000	0.89%	157,932	7,068	95.72%	4.28%
Total	340,442,967	282,346,364	82.93%	282,338,756	7,608	100.00%	0.00%

For Godrej Consumer Products Limited



Adi Godrej
Chairman



KALIDAS VANJPE

B.Com. (Hon), LL.B.(G), F.C.S.

Practising Company Secretary

307, Dev Milan, Above Woodland Retreat, L. B. S. Marg, Thane 400 604.
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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 through proxy: Promoters and Promoter Group Public	In person	In Proxy
	Nil Nil	Nil Nil
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	In person	In Proxy
	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 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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66017800	62.03%	56780058	9237742	86.01%	13.99%
Public-Others	18511127	165000	0.89%	162472	2528	98.47%	1.53%
Total	340442967	281678882	82.74%	272438612	9240270	96.72%	3.28%



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

Detail of Agenda	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 (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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	64970887	1714395	97.43%	2.57%
Public-Others	18511127	165000	0.89%	162648	2352	98.57%	1.43%
Total	340442967	282346364	82.93%	280629617	1716747	99.39%	0.61%

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

Detail of Agenda	Appointment of Dr Omkar Goswami, 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 (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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	43309867	23375415	64.95%	35.05%
Public-Others	18511127	165000	0.89%	161963	3037	98.16%	1.84%
Total	340442967	282346364	82.93%	258967912	23378452	91.72%	8.28%



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 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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66229879	455403	99.32%	0.68%
Public-Others	18511127	165000	0.89%	162455	2545	98.46%	1.54%
Total	340442967	282346364	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

Promoter/ Public	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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66685282	0	100.00%	0.00%
Public-Others	18511127	165000	0.89%	162473	2527	98.47%	1.53%
Total	340442967	282346364	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 (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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
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 (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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66361111	62.35%	66161454	199657	99.70%	0.30%
Public-Others	18511127	165000	0.89%	162695	2305	98.60%	1.40%
Total	340442967	282022193	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 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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66685282	0	100.00%	0.00%
Public-Others	18511127	165000	0.89%	162845	2155	98.69%	1.31%
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 (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	215496082	215496082	100.00%	215496082	0	100.00%	0.00%
Public – Institutional holders	106435758	66685282	62.65%	66684742	540	100.00%	0.00%
Public-Others	18511127	165000	0.89%	157932	7068	95.72%	4.28%
Total	340442967	282346364	82.93%	282338756	7608	100.00%	0.00%

Thane
22nd September, 2014



Kalidas Vanjpe
Kalidas Vanjpe
Practising Company Secretary