

May 25, 2010

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 023.

The National Stock Exchange,
Plot No.C-1, G-Block, Exchange Plaza,
4th Floor, Bandra-Kurla Complex, Mumbai 400 051.

Dear Sir,

Sub: Results of Postal Ballot

As informed to you earlier, the Company has sought the shareholders consent through a Postal Ballot for the following proposals:

Sr. No	Subject Matter
1	Utilisation of rights issue proceeds for funding the acquisition of Tura, Nigeria/Megasari, Indonesia
2	Acquisition of balance 51% stake in Godrej Sara Lee Ltd. Subject to the provisions of Section 372A of the Companies Act, 1956 at a revised consideration amount not exceeding Rs.1200 crore.

The results for the aforesaid postal ballot have been announced by the Chairman today and the same is enclosed herewith.

From the results it can be observed that all the resolutions as contained in the notice of postal ballot dated April 6, 2010 have been passed with the requisite majority.

Yours faithfully
For Godrej Consumer Products Ltd.,

P Ganesh
P Ganesh
Executive Vice President (Finance & Commercial)
& Company Secretary

Godrej

Godrej Consumer Products Limited
Results of GCPL Postal Ballot sent vide notice of Postal Ballot dated April 6, 2010

Resolution 1 (Special Resolution)

Utilisation of rights issue proceeds for, inter alia, funding the acquisition of Tura, Nigeria and Megasari, Indonesia

Category	Votes	Shares	%
For	2964	26,11,45,859	99.53
Against	79	17,649	0.01
Invalid	240	12,05,777	0.46
Total	3283	26,23,69,285	100.00

Result **Passed with requisite majority**

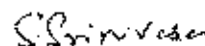
Resolution 2 (Special Resolution)

Acquisition of balance 51% stake in Godrej Sara Lee Ltd subject to the provisions of Section 372A of the Companies Act, 1956 at a revised consideration amount not exceeding Rs.1200 crore

Category	Votes	Shares	%
For	2831	25,43,09,347	96.93
Against	73	68,27,318	2.60
Invalid	379	12,32,620	0.47
Total	3283	26,23,69,285	100.00

Result **Passed with requisite majority**

Certified to be true
For Godrej Consumer Products Limited


S. Srinivasan
Dy. Company Secretary