

Godrej Consumer Products Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040/8065/8069
Website : www.godrejcp.com
CIN : L24246MH2000PLC129806

July 31, 2015

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 Sir,

Outcome of Annual General Meeting on July 29, 2015

As per the provisions of the Companies Act, 2013 and the Listing Agreement, 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 15th Annual General Meeting {AGM}. The E-voting was open from July 26, 2015 (9.00 a.m.) to July 28, 2015 (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 Scrutinizer for the remote E- voting and also for the Poll at the meeting. The Scrutinizer 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 consolidated result as per Scrutinizer's Report is attached.

Accordingly, all the Resolutions as mentioned in the Notice of AGM dated June 26, 2015 has been passed with the requisite majority

This communication is in compliance of clause 35A of the listing agreement.

Thanking you.

Yours faithfully
For Godrej Consumer Products limited

Adi Godrej
Chairman



The Godrej logo, which is the word "Godrej" in a stylized, cursive script font.

Godrej Consumer Products Limited- Details of Outcome of AGM

Date of the AGM/EGM	29-Jul-15	
Total number of shareholders on record date for ROM for E-voting: (22nd July 2015)	79870	
No. of Shareholders present in the meeting either in person or through proxy:	In person	In Proxy
Promoters and Promoter Group	26	Nil
Public	149	1
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 AGM dated June 26, 2015

Details of Agenda	To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2015 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	61,625,221	59.01%	61,625,221	-	100.00%	0.00%
Public-Others	20,607,215	229,782	1.12%	229,741	41	99.98%	0.02%
Total	340,532,966	277,351,085	81.45%	277,351,044	41	100.00%	0.00%

Resolution No.2 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To declare dividend on equity shares
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	278,226,623	81.70%	278,226,582	41	100.00%	0.00%



Resolution No.3 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To appoint a Director in place of Mr. Nadir Godrej, who retires by rotation and being eligible, offers himself for re-appointment
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	213,944,904	99.28%	213,944,904	-	100.00%	0.00%
Public – Institutional holders	104,429,669	62,501,439	59.85%	60,696,471	1,804,968	97.11%	2.89%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	276,675,445	81.25%	274,870,436	1,805,009	99.35%	0.65%

Resolution No.4 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To ratify the appointment of Auditors to hold office from the conclusion of this AGM till the conclusion of the next AGM and to authorise the Board of Directors of the Company to fix their remuneration
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	49,525,254	47.42%	48,912,727	612,527	98.76%	1.24%
Public-Others	20,607,215	228,902	1.11%	228,861	41	99.98%	0.02%
Total	340,532,966	265,250,238	77.89%	264,637,670	612,568	99.77%	0.23%

Resolution No.5 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2015-16
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	62,501,439	59.85%	62,485,329	16,110	99.97%	0.03%
Public-Others	20,607,215	229,102	1.11%	228,136	966	99.58%	0.42%
Total	340,532,966	278,226,623	81.70%	278,209,547	17,076	99.99%	0.01%



Resolution No.6 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Private placement of Non-Convertible Debentures upto an amount of Rs. 300 crore
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

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	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,064	1,038	99.55%	0.45%
Total	340,532,966	278,226,623	81.70%	278,225,585	1,038	100.00%	0.00%

Resolution No.7 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40% of the paid-up equity share capital of the Company
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

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	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,316	786	99.66%	0.34%
Total	340,532,966	278,226,623	81.70%	278,225,837	786	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.
Cell : 9920271677 • e-mail : kalidasvanjpe@gmail.com • kalidasvanjpe.blogspot.com

July 30, 2015

Mr. A B Godrej
Chairman
Godrej Consumer Products Limited
Pirojshanagar, Eastern Express Highway
Vikhroli, Mumbai 400 079

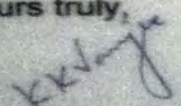
Dear Sir,

Sub: Consolidated Report on Voting by the Equity Shareholders at the Annual General meeting of the Company held on 29th July, 2015 at Yashwantrao Chavan Pratishthan, 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 29th July, 2015 at 3.30 p.m. at Yashwantrao Chavan Pratishthan, General Jagannath Bhosle Marg, Nariman Point, Mumbai, submit my report as under:

1. 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.
2. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The consolidated results of the e-voting and Poll is given in the annexure.
5. 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.
6. 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



Gudrej Consumer Products Limited- Details of Outcome of AGM
(Annexure to scrutinizer's report dt. 30th July, 2015)

Date of the AGM/EGM	29-Jul-15	
Total number of shareholders on record date for AGM for E-voting: (32nd July 2015)	79870	
No. of Shareholders present in the meeting either in person or through proxy:	In person	In Proxy
Promoters and Promoter Group	26	Nil
Public	149	1
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 AGM dated June 26, 2015

Details of Agenda	To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2015 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	61,625,221	59.01%	61,625,221	-	100.00%	0.00%
Public-Others	20,607,215	229,782	1.12%	229,741	41	99.98%	0.02%
Total	340,532,966	277,351,085	81.45%	277,351,044	41	100.00%	0.00%

Resolution No.2 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To declare dividend on equity shares
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

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	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	278,226,623	81.70%	278,226,582	41	100.00%	0.00%



Resolution No.3 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To appoint a Director in place of Mr. Nadir Godrej, who retires by rotation and being eligible, offers himself for re-appointment
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	215,496,082	213,944,904	99.28%	213,944,904	-	100.00%	0.00%
Public - Institutional holders	104,429,669	62,501,439	59.85%	60,696,471	1,804,968	97.11%	2.89%
Public-Others	20,607,215	229,102	1.11%	229,061	41	99.98%	0.02%
Total	340,532,966	276,675,445	81.25%	274,870,436	1,805,009	99.35%	0.65%

Resolution No.4 in the Notice of AGM dated June 26, 2015

Detail of Agenda	To ratify the appointment of Auditors to hold office from the conclusion of this AGM till the conclusion of the next AGM and to authorise the Board of Directors of the Company to fix their remuneration
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public - Institutional holders	104,429,669	49,525,254	47.42%	48,912,727	612,527	98.76%	1.24%
Public-Others	20,607,215	228,902	1.11%	228,861	41	99.98%	0.02%
Total	340,532,966	265,250,238	77.89%	264,637,670	612,568	99.77%	0.23%

Resolution No.5 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2015-16
Resolution Required	Ordinary
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public - Institutional holders	104,429,669	62,501,439	59.85%	62,485,329	16,110	99.97%	0.03%
Public-Others	20,607,215	229,102	1.11%	228,136	966	99.58%	0.42%
Total	340,532,966	278,226,623	81.70%	278,209,547	17,076	99.99%	0.01%



Resolution No.6 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Private placement of Non-Convertible Debentures upto an amount of Rs. 300 crore
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public - Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,064	1,038	99.55%	0.45%
Total	340,532,966	278,226,623	81.70%	278,225,585	1,038	100.00%	0.00%

Resolution No.7 in the Notice of AGM dated June 26, 2015

Detail of Agenda	Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40% of the paid-up equity share capital of the Company
Resolution Required	Special
Mode of Voting	E-voting/AGM Voting

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)] \times 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $[(4)/(2)] \times 100$	% of Votes against on votes polled (7) = $[(5)/(2)] \times 100$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	-	100.00%	0.00%
Public - Institutional holders	104,429,669	62,501,439	59.85%	62,501,439	-	100.00%	0.00%
Public-Others	20,607,215	229,102	1.11%	228,316	786	99.66%	0.34%
Total	340,532,966	278,226,623	81.70%	278,225,837	786	100.00%	0.00%

Kx Vanije
Kalidas Vanije
Scrutinizer
Practising Company Secretary

