

Godrej Consumer Products Ltd.
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Website : www.godrejcp.com
CIN : L24246MH2000PLC129806

July 30, 2014

BSE Limited

Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

Scrip Code : 532424

The National Stock Exchange of India Ltd

Exchange Plaza, 4th Floor,
Bandra-Kurla Complex, Mumbai 400 050

Dear Sir,

Sub: Outcome of Annual General Meeting on July 28, 2014

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 14th Annual General Meeting (AGM). The E-voting was open from July 23, 2014 to July 24, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands is not permitted at the General Meeting where E-voting has been offered to the Members. Therefore, voting was conducted by means of Poll, at the 14th AGM.

The Board of Directors had appointed Mr. Kalidas Vanjpe, Practicing Company Secretary, as the Scrutinizer for E- voting and Poll. The Scrutinizer had carried out the scrutiny of the votes cast by e-voting and by poll and submitted his Report. The consolidated result as per Scrutinizer's Report is attached.

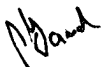
Accordingly, all the Resolutions as mentioned in the Notice of AGM dated June 20, 2014 has been passed with the requisite majority

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

Thanking you.

Yours faithfully

For Godrej Consumer Products Limited



P Ganesh

Executive-Vice President (Finance & Commercial) & Company Secretary



Godrej Consumer Products Limited- Details of Outcome of AGM

Date of the AGM	28-Jul-14	
Total number of shareholders on record date (20th June 2014)	82318	
No. of Shareholders present in the meeting either in person or Promoters and Promoter Group Public	In person	In Proxy
	2	16
No. of Shareholders attended the meeting through Video Promoters and Promoter Group: Public:	In person	In Proxy
	Nii	Nil

Resolution No.1 in the Notice of AGM dated June 20, 2014

Details of Agenda	To consider and adopt the audited financials statement (both standalone and consolidated) of the Company for the year ended March 31,2014 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March31, 2014. The Balance sheet as at that date, the Auditors' Report thereon and the Directors' Report	
Resolution Required	Ordinary	
Mode of Voting	E-voting/Poll	

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	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{[(2)/(1)]*100}{0}$	(4)	(5)	(6)= $\frac{[(4)/(2)]*100}{0}$	(7)= $\frac{[(5)/(2)]*100}{0}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	62,758,414	59.00%	62,758,414	0	100.00%	0.00%
Public-Others	18,513,384	32,359	0.17%	32,349	10	99.97%	0.03%
Total	340,378,310	278,286,855	81.76%	278,286,845	10	100.00%	0.00%

Resolution No.2 in the Notice of AGM dated June 20, 2014

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

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	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3) = $\frac{[(2)/(1)]*100}{0}$	(4)	(5)	(6)= $\frac{[(4)/(2)]*100}{0}$	(7)= $\frac{[(5)/(2)]*100}{0}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	63,423,578	0	100.00%	0.00%
Public-Others	18,513,384	32,349	0.17%	32,349	0	100.00%	0.00%
Total	340,378,310	278,952,009	81.95%	278,952,009	0	100.00%	0.00%



Resolution No.3 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To appoint a Director in Place of Ms. Tanya Dubash, who retires by rotation and being eligible, offers herself for reappointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)]*100}{0}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= $\frac{[(4)/(2)]*100}{0}$	% of Votes against on votes polled (7)= $\frac{[(5)/(2)]*100}{0}$
Promoter and Promoter Group	215,496,082	214,425,028	99.50%	214,425,028	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	62,619,584	803994	98.73%	1.27%
Public-Others	18,513,384	32,359	0.17%	32,349	10	99.97%	0.03%
Total	340,378,310	277,880,965	81.64%	277,076,961	804004	99.71%	0.29%

Resolution No.4 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To appoint a Director in Place of Mr. Jamshyd Godrej, who retires by rotation and being eligible, offers himself for reappointment.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)]*100}{0}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= $\frac{[(4)/(2)]*100}{0}$	% of Votes against on votes polled (7)= $\frac{[(5)/(2)]*100}{0}$
Promoter and Promoter Group	215,496,082	213,889,274	99.25%	213,889,274	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	62,421,462	1002116	98.42%	1.58%
Public-Others	18,513,384	32,359	0.17%	32,349	10	99.97%	0.03%
Total	340,378,310	277,345,211	81.48%	276,343,085	1002126	99.64%	0.36%



Resolution No.5 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To appoint Auditors to hold office from the conclusion of the 14 th Annual General Meeting till the conclusion of the 17 th Annual General Meeting to be held in 2017, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	62,626,924	58.88%	62,520,718	106206	99.83%	0.17%
Public-Others	18,513,384	32,359	0.17%	32,340	19	99.94%	0.06%
Total	340,378,310	278,155,365	81.72%	278,049,140	106225	99.96%	0.04%

Resolution No.6 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To appoint Mr. Narendra Ambwani, as Independent Director of the Company to hold office from July 28, 2014 to July 27, 2019
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{100}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{100}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	63,303,020	120558	99.81%	0.19%
Public-Others	18,513,384	32,359	0.17%	32,319	40	99.88%	0.12%
Total	340,378,310	278,952,019	81.95%	278,831,421	120598	99.96%	0.04%



Resolution No.7 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To ratify the remuneration payable to M/s P M Nanabhoy & Company, appointed as Cost Auditors for FY 2014-15
Resolution Required	Ordinary
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{0}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{0}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{0}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	63,423,578	0	100.00%	0.00%
Public-Others	18,513,384	32,359	0.17%	32,340	19	99.94%	0.06%
Total	340,378,310	278,952,019	81.95%	278,952,000	19	100.00%	0.00%

Resolution No.8 in the Notice of AGM dated June 20, 2014

Detail of Agenda	To authorize payment of commission on profits to Non-Executive Directors.
Resolution Required	Special
Mode of Voting	E-voting/Poll

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{[(2)/(1)] \times 100}{0}$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)] \times 100}{0}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)] \times 100}{0}$
Promoter and Promoter Group	215,496,082	215,496,082	100.00%	215,496,082	0	100.00%	0.00%
Public – Institutional holders	106,368,844	63,423,578	59.63%	63,423,578	0	100.00%	0.00%
Public-Others	18,513,384	32,359	0.17%	32,248	111	99.66%	0.34%
Total	340,378,310	278,952,019	81.95%	278,951,908	111	100.00%	0.00%

For Godrej Consumer Products Ltd.

P Ganesh
P Ganesh
Executive Vice President (Fin & Comml.)
& Company Secretary

