

February 5, 2014

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

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 023

National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Re: - BSE - Scrip Code: 532424, Scrip ID - GODREJCP NSE - GODREJCP

Sub: Results of the Postal Ballot

Dear Sir,

This is with reference to the Notice of Postal Ballot dated December 18, 2013, sent to the members of the Company seeking their approval by way of Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, in respect of the Resolutions as specified in the said Notice.

The last date for casting of vote through e-voting and of receipt of the Postal Ballot Forms, duly completed and signed by the Members was February 3, 2014 before 5.30 pm. Mr. Kalidas Vanjpe, Company Secretary in Practice, the Scrutinizer has submitted his report on the Postal Ballot and the results of the Postal Ballot are as follows:

Resolution No. 1:

Particulars	No. of Shares (through Postal Ballot)	No. of Shares (through eVoting)	Total No. of shares	% of Total Net Valid Votes (in percentage)
Total No. of Votes received	259,315,812	21,151,150	280,466,962	Not Applicable
Less: No. of Invalid Votes	23,959	-	23,959	Not Applicable
Less: No. of Votes not Polled	0	0	0	Not Applicable
Net valid number of votes cast	259,291,853	21,151,150	280,443,003	100.000
Total No. of Votes cast in favour of the Resolution.	245,939,927	21,149,625	267,089,552	95.24
Total No. of Votes cast against the Resolution	13,351,926	1,525	13,353,451	4.76

Accordingly, the Resolution as mentioned in the Notice of Postal Ballot dated December 18, 2013 has been passed by the requisite majority.



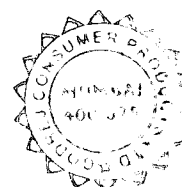
Details of Results of Postal Ballot (including eVoting) as per Clause 35A of the Listing Agreement:

Pursuant to Clause 35A of the Listing Agreement; please find below details regarding the Postal Ballot result declared today i.e. **February 5, 2014:**

Date of the AGM/EGM	N.A. (The resolutions were passed through Postal Ballot including eVoting)
Total number of shareholders on record date	81,875
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A

Resolution No. 1 in the Notice of Postal Ballot dated December 18, 2013:

Detail of the Agenda	Subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 & other provisions as are applicable, and in addition to the amounts already invested/loans made or guarantees provided by the Company, consent be and is hereby accorded for the Company to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary/associate companies and/or to make loans to any of its subsidiary/associate companies and/or to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies, upto a limit of USD 150 million (or equivalent thereof in any currency) for such investments/loans/guarantees notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013
Resolution required	Special Resolution
Mode of voting	Postal ballot including e-voting

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Details of Postal Ballot (including eVoting)

Promoter/ Public	No. of shares held	No. of votes polled	% 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	0	100.00	0.00
Public – Institutional holders	105,547,684	64,526,747	61.14	51,189,345	13,337,402	79.33	20.67
Public-Others	19,334,544	420,174	2.17	404,125	16,049	96.18	3.82
Total	340,378,310	280,443,003	82.39	267,089,552	13,353,451	95.24	4.76

Accordingly, the Resolution as mentioned in the Notice of Postal Ballot dated **December 18, 2013** has been passed by the requisite majority.

This is for your information and record.

Thanking you,

For Godrej Consumer Products Limited

P Ganesh

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

