

# PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

## Godrej Consumer Products Limited

Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai – 400079  
CIN: L24246MH2000PLC129806

### 15<sup>th</sup> Annual General Meeting (AGM) – July 29, 2015

Name of the Member(s):	Email:
Registered Address:	Folio No/Client ID:
	DP ID:
	No. of shares held:

I/We being the holders of \_\_\_\_\_ shares of the above named Company hereby appoint

Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	

as my/our proxy, whose signature is appended overleaf, to attend and vote (on a poll) for me/ us on my/ our behalf at the 15<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, July 29, 2015 at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Near Mantralaya, Mumbai – 400021.

Resolution No.		Vote		
		For	Against	Abstain
	<b>Resolution</b>			
<b>Ordinary Business</b>				
1.	To consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report			
2.	To declare dividend on equity shares			
3.	To appoint a Director in place of Mr. Nadir Godrej, who retires by rotation and being eligible, offers himself for re-appointment			
4.	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.			
<b>Special Business</b>				
5.	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2015-16			
6.	Private placement of Non-Convertible Debentures upto an amount of ₹ 300 crore			
7.	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			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Affix revenue stamp of not less than ₹ 1/-
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\_\_\_\_\_  
Signature of the Member

\_\_\_\_\_  
Signature of First Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

\_\_\_\_\_  
Signature of Third Proxy Holder

**Notes:-**

1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
3. Members are requested to note that *a person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.*