

Godrej Consumer Products Limited

Proxy Form

Registered Office : Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai – 400 079.
Tel: +91 22 25188010/20/30, Fax: +91 22 25188040, Website: www.godrejcp.com CIN: L24246MH2000PLC129806

14th Annual General Meeting – July 28, 2014

Folio No / DP-ID – Client ID	
Name(s) & Registered Address of the Member	

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

- (1) Name: _____
Address: _____
E-mail: _____ or failing him/her
- (2) Name: _____
Address: _____
E-mail: _____ or failing him/her
- (3) Name: _____
Email: _____
Address: _____

as my/our proxy to attend & vote for me/us on my/our behalf at the 14th Annual General Meeting of the Company to be held on Monday, July 28, 2014 at 3.30 p.m. at Yashwantrao Chavan Pratisthan, General Jagannath Bhosale Marg, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1	To consider and adopt the audited financial statements (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 March 31, 2014, 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 Ms. Tanya Dubash, who retires by rotation and being eligible, offers herself for reappointment.			
4	To appoint a Director in place of Mr. Jamshyd Godrej, who retires by rotation and being eligible, offers himself for reappointment.			
5	To appoint Auditors to hold office from the conclusion of the 14th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held in 2017, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.			
Special Business				
6	To appoint Mr. Narendra Ambwani, as Independent Director of the Company to hold office from July 28, 2014 to July 27, 2019.			
7	To ratify the remuneration payable to M/s Nanabhoy & Company, appointed as Cost Auditors for FY 2014-15.			
8	To authorise payment of commission on profits to Non-Executive Directors.			

Signed this _____ day of _____, 2014

Signature of member

Affix
₹ 1/-
Revenue
stamp

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 a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% 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 proxy shall not act as a proxy for any other person or shareholder.