

# Godrej Consumer Products Limited

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Saturday, August 4, 2012 at 3.30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2012, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report;
2. To declare a dividend on equity shares;
3. To appoint a Director in place of Prof. Bala Balachandran, who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Aman Mehta who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. D. Shivakumar who retires by rotation and being eligible, offers himself for re-appointment;
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to authorise the Board of Directors of the Company to fix their remuneration. M/s. Kalyaniwalla & Mistry, Chartered Accountants, the retiring Auditors are eligible for re-appointment.

By Order of the Board of Directors

**P. Ganesh**

Executive Vice President (Finance & Commercial) &  
Company Secretary

Mumbai, April 30, 2012

### Registered Office:

Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079

### Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting.

2. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

## Godrej Consumer Products Limited

- Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
- Unclaimed Dividends pertaining to the financial years 2005-06 and 2006-07 will be transferred to the 'Investor Education and Protection Fund' of the Central Government, pursuant to Section 205C of the Companies Act, 1956 on the dates mentioned below. Those Members who have so far not encashed these dividend warrants or dividend warrants for financial years 2005-06 and onwards, may claim or approach our Registrars viz. Computech Sharecap Ltd., 147, M G Road, Fort, Mumbai 400 001 (e-mail:gcpl@computechsharecap.com) or the Company for the payment thereof.

Please note that as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the aforesaid Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date the dividend became due for payment and no payment shall be made in respect of such claims.

Dividend Period	Due date for transfer
First Interim 2005-06 paid in August 2005	27-08-2012
Second Interim 2005-06 paid in November 2005	26-11-2012
Third Interim 2005-06 paid in February 2006	26-02-2013
Fourth Interim 2005-06 paid in May 2006	01-06-2013
First Interim 2006-07 paid in August 2006	25-08-2013
Second Interim 2006-07 paid in November 2006	05-12-2013
Third Interim 2006-07 paid in February 2007	25-02-2014
Fourth Interim 2006-07 paid in May 2007	31-05-2014

- The details pursuant to Clause 49 of the listing agreement in respect of the directors retiring in the annual general meeting and proposed to be reappointed are annexed to this notice.

By Order of the Board of Directors

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

Mumbai, April 30, 2012

**Registered Office:**

Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079

Details pursuant to Clause 49 of the listing agreement in respect of the directors retiring by rotation in the annual general meeting and proposed to be re-appointed

Name of Director	Prof. Bala Balachandran	Mr. Aman Mehta	Mr. D. Shivakumar
Date of Birth	July 5, 1934	September 1, 1946	September 22, 1959
Qualifications	B.Sc. (Hons.) 1959 Mathematics/Statistics, 1961; M.A., Mathematics/Statistics, 1963; M.S. Applied Statistics, Annamalai University, MSE 1969, Engineering, University of Dayton; MSIA 1972; Business Administration, PhD 1973; Industrial Administration, Carnegie-Mellon University; CPA 1978; CMA, 1979	B.A. (Hons) Economics	Engineer (IIT, Chennai), MBA (IIM, Kolkata)
Specialised Expertise	Prof Bala has served as a Distinguished Professor at Kellogg, Northwestern University, USA. He specialises in accounting, forecasting & strategic decision support systems.	Finance	Marketing, General Management, Innovation
No. of shares held in GCPL	Nil	Nil	Nil
Directorships in Companies	<p><b>In Public Companies</b></p> <ol style="list-style-type: none"> <li>Allsec Technologies Ltd.</li> <li>Godrej Consumer Products Ltd.</li> <li>Orchid Chemicals &amp; Pharmaceuticals Ltd.</li> </ol> <p><b>In Private Companies/Section 25 companies</b></p> <ol style="list-style-type: none"> <li>Great Learning Management Private Limited</li> <li>Great Lakes &amp; Institute of Management, Chennai</li> <li>Mumbai Business School India</li> <li>Karaikal Port Private Ltd.</li> </ol> <p><b>In Foreign Companies :</b></p> <ol style="list-style-type: none"> <li>Solid Systems Engineering Pvt. Ltd., Boulder Colorado, USA</li> <li>Air Control Bolder Coloron Systems Pvt. Ltd., Boulder, Colorado, USA</li> </ol>	<p><b>In Public Companies</b></p> <ol style="list-style-type: none"> <li>Wockhardt Ltd.</li> <li>Jet Airways (India) Ltd.</li> <li>Cairn India Ltd.</li> <li>Tata Consultancy Ltd.</li> <li>Godrej Consumer Products Ltd.</li> <li>Max India Ltd.</li> </ol> <p><b>In Foreign Companies</b></p> <ol style="list-style-type: none"> <li>Vedanta Resources Plc, U.K</li> <li>PCCW Ltd., Hongkong</li> <li>Supervisory Board of ING Group N.V, Netherlands</li> </ol>	<p><b>In Public Companies</b></p> <p>Godrej Consumer Products Limited</p> <p><b>In Private/Section 25 companies</b></p> <p>Nokia India Private Ltd.</p>

Godrej Consumer Products Limited

Name of Director	Prof. Bala Balachandran	Mr. Aman Mehta	Mr. D. Shivakumar
Committee Positions held	<p><b>Member</b> <b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. Godrej Consumer Products Ltd.</li> <li>2. Orchid Chemicals &amp; Pharmaceuticals Ltd.</li> </ol>	<p><b>Chairman</b> <b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. Jet Airways</li> <li>2. Tata Consultancy Services Ltd</li> </ol> <p><b>Member</b> <b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. Godrej Consumer Products Ltd.</li> <li>2. Wockhardt Ltd.</li> <li>3. Emaar MGF Land Limited</li> </ol> <p><b>Investor Grievance Committee</b></p> <ol style="list-style-type: none"> <li>4. Wockhardt Ltd.</li> </ol>	<p><b>Member</b> <b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>1. Godrej Consumer Products Ltd.</li> </ol>