

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Thursday, July 22, 2004 at 3.30 p.m. at Nehru Centre Auditorium, Discovery of India Bldg, Dr. Annie Besant Road, Worli, Mumbai 400 018 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, 2004, 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 Mr. Bharat Doshi, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Anupam Puri, who retires by rotation and being eligible, offers himself for reappointment.
5. 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 reappointment.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION :-

RESOLVED that pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 and other prevailing laws, rules and regulations as applicable from time to time and subject to such consents, sanctions and permissions as may be required from the appropriate authorities, consent of the Company be and is hereby accorded for acquiring and holding Equity shares of the Company by Foreign Institutional Investors (FIIs) including their sub accounts upto an aggregate limit of 35% of the paid up Equity Share Capital of the Company.

RESOLVED FURTHER that Mr A B Godrej, Chairman & Managing Director, Mr H K Press, Executive Director & President, Mr. S. S. Sapre, Vice President (Finance & Commercial) & Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which they may deem fit in the interest of the Company.

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION :-

RESOLVED that subject to the applicable provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the rules framed thereunder, Listing Agreements, Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 ("the Guidelines") (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereafter), and all other applicable laws, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such terms, conditions, stipulations and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded for voluntary delisting of the equity shares of the Company from The Stock Exchange Ahmedabad, The Delhi Stock Exchange Association Limited, Madras Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.



RESOLVED FURTHER that Mr A. B. Godrej, Chairman & Managing Director, Mr. H. K. Press, Executive Director & President, Mr. S. S. Sapre, Vice President (Finance & Commercial) & Company Secretary be and are hereby severally authorized to do all such acts as may be necessary to give effect to the above.

8. **To consider and if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION.**

RESOLVED that pursuant to Section 309 of the Companies Act, 1956 and Article 121 of the Articles of Association of the Company and within the limits stipulated in Section 309(4) of the said Act, the Company be and is hereby authorised to pay to its Directors (other than a Managing Director and Whole-time Director of the Company) for a period of three years commencing from April 1, 2004, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and in default of such determination equally), but so that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 349 & 350 of the Companies Act, 1956) or Rs. 8 lac per director per annum, whichever is less.

By Order of the Board of Directors

Sunil Sapre

Vice President (Finance & Commercial)
& Company Secretary

Mumbai, April 28, 2004

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. The relative Explanatory Statement in respect of business under Item Nos. 6, 7 & 8 set out in the Notice is annexed hereto.
3. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
4. 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.
5. In terms of Section 205A of the Companies Act, 1956, any dividend which has not been paid or claimed within thirty days from the date of declaration shall be transferred within seven days from the date of expiry of thirty days to an unclaimed dividend account with a scheduled bank. In terms of sub-section 5 of Section 205A any money transferred to the unpaid dividend account which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred to the fund established under Section 205C viz. Investors' Education and Protection Fund. The dates of payment in respect of dividend paid till March 31, 2004, their dates of transfer to the unclaimed dividend account with a scheduled bank and the due dates for remittance to the Investors' Education and Protection Fund is given below :

	Date of Declaration	Date from which amount is in unclaimed dividend account	Date by which the amount is to be transferred to Investors' Education & Protection Fund
1st Interim Dividend 2001-02	October 15, 2001	November 21, 2001	November 20, 2008
2nd Interim Dividend 2001-02	April 29, 2002	June 5, 2002	June 4, 2009
1st Interim Dividend 2002-03	July 22, 2002	August 28, 2002	August 27, 2009
2nd Interim Dividend 2002-03	October 22, 2002	November 28, 2002	November 27, 2009
3rd Interim Dividend 2002-03	January 21, 2003	February 27, 2003	February 26, 2010
Final Dividend 2002-03 and 1st Interim Dividend 2003-04	July 22, 2003	August 28, 2003	August 27, 2010
2nd Interim Dividend 2003-04	October 22, 2003	November 28, 2003	November 27, 2010
3rd Interim Dividend 2003-04	January 31, 2004	March 7, 2004	March 6, 2011

Shareholders who have not encashed the dividend warrants are requested to send back their warrants or make their claims to our Registrar & Share Transfer Agents viz., Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400 023. Tel. : 22671824/1825. It may be noted that once the unclaimed dividend is transferred to the above fund, no claim from the shareholder shall lie in respect thereof.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

The Reserve Bank of India, Exchange Control Department vide its notification no. FEMA 20/2000-RB dated May 3, 2000 has permitted registered Foreign Institutional Investors (FIIs) to purchase shares or convertible debentures of an Indian company under the Portfolio Investment Scheme, subject to the terms and conditions specified in Schedule 2 to the above notification. The terms and conditions inter-alia stipulate that the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10% (ten per cent) of the total paid-up equity capital or 10% (ten per cent) of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 per cent of paid-up equity capital or paid up value of each series of convertible debentures provided that the limit of 24 per cent referred above may be increased upto the sectoral cap applicable to the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body.

The shareholding of FIIs in your Company as on March 31, 2004 was 15.91%, with no single FII holding above 10%. To further improve the free float of the Company's scrip for purchase/trading by FIIs, it is proposed to increase the limit from 24% to 35% of the Company's paid up equity share capital.

In their meeting held on April 28, 2004, the Board of Directors of the Company have passed a resolution for according their consent for increasing the limit for investment by FIIs in the equity share capital of the Company to 35%.

Pursuant to the RBI/FEMA guidelines as stated above, a special resolution for increasing the limit for investments by FIIs, in the equity share capital of the Company to 35%, is being placed before the members for their consideration.

None of the Directors of the Company are concerned or interested in the resolution.

The Board of Directors of the Company recommends the passing of the resolution as set out at Item No. 6 of the Notice.

Item No. 7

The Company is at present listed on six stock exchanges i.e. The Stock Exchange, Mumbai (hereinafter referred to as "BSE"), National Stock Exchange of India Limited (hereinafter referred to as "NSE"), The Stock Exchange, Ahmedabad, The Delhi Stock Exchange Association Limited, Madras Stock Exchange Limited and The Calcutta Stock Exchange Association Limited.



The shares of the Company are regularly traded on the BSE and NSE. However the trading in equity shares of the Company on The Stock Exchange, Ahmedabad, The Delhi Stock Exchange Association Ltd., Madras Stock Exchange Limited and The Calcutta Stock Exchange Association Limited (hereinafter referred to as "the 4 stock exchanges") has been negligible since the date of listing. The Company believes that since no particular benefit is available to the shareholders of the Company by continuing the listing of its equity shares on the 4 stock exchanges it is beneficial for the Company to voluntarily delist the equity shares of the Company from the 4 Stock Exchanges, pursuant to the provisions contained in Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (hereinafter referred to as "the Guidelines") so as to enable saving of listing fees and other administrative costs.

The Guidelines require that prior approval of shareholders by special resolution should be taken for the above matter.

The delisting would not adversely affect any investor including the investors located in the regions where the 4 stock exchanges are situated since the Company shall continue to be listed on BSE and NSE, which have nationwide trading terminals.

None of the Directors of the Company are concerned or interested in the resolution.

The Board of Directors of the Company recommends the passing of the resolution as set out at Item No. 7 of the Notice.

Item No. 8

The Non Executive/Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems and finance. The Board is of the view that it is necessary that adequate compensation should be given to the Non-Executive/Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

The shareholders in the Annual General Meeting held on April 11, 2001 passed a special resolution for approving the payment of commission to the Non-Executive/Independent Directors not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 and 309(4) of the Companies Act, 1956) or Rs. 6 lac per director, whichever is less for a period of three years from April 1, 2001 till March 31, 2004.

It is now proposed to pay commission on profits to the Non-Executive/Independent Directors for a period of three years commencing from April 1, 2004, as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and in default of such determination equally), but so that such commission shall not exceed 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 349 & 350 of the Companies Act, 1956) or Rs. 8 lac per director per annum, whichever is less.

The payment is subject to the approval of members by way of Special Resolution.

The two Non-Executive Directors, Mr. Jamshyd Godrej and Mr. Nadir Godrej, and the four Independent Directors, Mr. Bala Balachandran, Ms. Rama Bijapurkar, Mr. Bharat Doshi and Mr. Anupam Puri are concerned or interested in the resolution to the extent of the payment that they may receive by way of commission on profits.

Mr. Adi Godrej, being the brother of Mr. Nadir Godrej, may also be deemed to be interested in this resolution.

No other Director of the Company is any way concerned or interested in the resolution.

The Board of Directors recommends the passing of the resolution as set out at Item No. 8 of the Notice.

By Order of the Board of Directors

Sunil Sapre

Vice President (Finance & Commercial)
& Company Secretary

Mumbai, April 28, 2004

Registered Office :

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