

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Fifth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Friday, July 22, 2005 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, 2005, 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. Nadir Godrej, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Hoshedar Press, 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 an ORDINARY RESOLUTION :-**

RESOLVED that pursuant to the applicable provisions of the Companies Act, 1956 and the listing agreement with the stock exchanges, the consent of members of the Company be and is accorded for the payment of sitting fees, as per the table given below, to the non-executive directors of the Company for attending meetings of the Board of Directors of the Company and meetings of the Committees of the Board of Directors of the Company :

Type of meeting	Amount of sitting fees per meeting per director
Board Meeting	Rs. 20,000
Audit Committee Meeting	Rs. 5,000
Human Resource Committee Meeting	Rs. 5,000
Nomination Committee Meeting	Rs. 5,000

NOTES :

1. The relative Explanatory Statement in respect of business under Item No. 6 set out in the Notice is given overleaf.
2. **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.
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 and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Therefore 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.

Mumbai, April 28, 2005

Registered Office :

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

By Order of the Board of Directors

S S Sapre

Executive Vice President (Finance & Commercial)
& Company Secretary

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM No. 6**

Securities and Exchange Board of India has vide its Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004 amended the listing agreement with the stock exchanges, by substituting the existing clause 49 of the listing agreement with a new clause 49. The said amendment was initially made effective from April 1, 2005. However SEBI has vide its Circular No. SEBI/CFD/DIL/CG/1/2005/29/3 dated March 29, 2005 extended the effective date from April 1, 2005 to December 31, 2005.

According to Clause 1(B) of the new clause 49, all fees/compensation to non-executive directors shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting.

At present, the Company pays sitting fees and commission on profits to its non-executive directors.

The payment of commission on profits to non-executive directors for a period of three years beginning from April 1, 2004 has been fixed by the Board and approved by the shareholders in the Annual General Meeting held on July 22, 2004.

The sitting fees paid to non-executive directors has been fixed by the Board of Directors in terms of Section 309 of the Companies Act, 1956. In terms of the above new clause 49, which has to be complied by December 31, 2005, payment of sitting fees will also require the prior approval of shareholders.

Hence the above proposal is being placed before the members for their prior approval.

The following Directors, viz. Mr. Jamshyd Godrej, Mr. Nadir Godrej, Mr. Bala Balachandran, Ms. Rama Bijapurkar, Mr. Bharat Doshi and Mr. Anupam Puri, are concerned or interested in the resolution to the extent of sitting fees that they will receive for attending the meetings of the Board of Directors of the Company/Committees of the Board of Directors of the Company. 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 in any way concerned or interested in the resolution.

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

By Order of the Board of Directors

S S Sapre

Executive Vice President (Finance & Commercial)
& Company Secretary

Mumbai, April 28, 2005

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