

## Godrej Consumer Products Limited

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Saturday, July 24, 2010 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, 2010, 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 Ms. Rama Bijapurkar, who retires by rotation and being eligible, offers herself for re-appointment;
4. To appoint a Director in place of Mr. Bharat Doshi who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mr. Nadir Godrej 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.

#### SPECIAL BUSINESS:

7. **To consider, and if thought fit, to pass with or without modification(s) 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, 2010, 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. 10 lac per director per annum, whichever is less.

By Order of the Board of Directors

**P. Ganesh**

Executive Vice President (Finance & Commercial) &  
Company Secretary

Mumbai, April 26, 2010

#### 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 No. 7 as 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. Unclaimed Dividends pertaining to the financial years 2003-04 and 2004-05, 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.

<b>Dividend Period</b>	<b>Due date for transfer</b>
Final 2002-03 and First Interim 2003-04-paid in August 2003	27-08-2010
Second Interim 2003-04-paid in November 2003	27-11-2010
Third Interim 2003-04-paid in February 2004	06-03-2011
Fourth Interim 2003-04 paid in May 2004	03-06-2011
First Interim 2004-05 paid in July 2004	27-08-2011
Second Interim 2004-05 paid in November 2004	02-12-2011
Third Interim 2004-05 paid in February 2005	27-02-2012
Fourth Interim 2004-05 paid in May 2005	03-06-2012

6. The details required to be given in pursuance of Clause 49 of the listing agreement in case of directors being re-appointed viz. Ms. Rama Bijapurkar, Mr. Bharat Doshi and Mr. Nadir Godrej are given in the Corporate Governance section of the Annual Report.

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

**ITEM 7**

The Non-Executive Directors and the 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 Directors and the 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 August 3, 2007 passed a special resolution for approving the payment of commission to the Non-Executive Directors and Independent Directors at a rate 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. 10 lac per director, whichever is less for a period of three years from April 1, 2007 till March 31, 2010.

It is now proposed to pay commission to the Non-Executive Directors and Independent Directors at the same rate as above for a further period of three years commencing from April 1, 2010.

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

The three Non-Executive Directors viz. Mr. Jamshyd Godrej, Mr. Nadir Godrej, and Mr. A. Mahendran and all the Independent Directors viz. Mr. Bala Balachandran, Ms. Rama Bijapurkar, Mr. Bharat Doshi, Dr. Omkar Goswami, Mr. Aman Mehta and Mr. D. Shivakumar 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. 7 of the Notice.

By Order of the Board of Directors

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

Mumbai, April 26, 2010