

Godrej Consumer Products Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Saturday, July 23, 2011 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, 2011, 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 Dr. Omkar Goswami, who retires by rotation and being eligible, offers himself 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 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 (Firm Registration No. 104607W), the retiring Auditors are eligible for reappointment.

SPECIAL BUSINESS

6. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**
RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Ms. Tanya Dubash, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.
7. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**
RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, if any, Ms. Nisaba Godrej, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice on May 2, 2011 under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.
8. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**
RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Mr. Narendra Ambwani, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice on May 2, 2011 under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.
9. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**
RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Mr. Shyamsunder Jaipuria, in respect of whom the Company has received a notice on May 9, 2011 under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- and proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

By Order of the Board of Directors

P. Ganesh

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, June 10, 2011

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.
3. 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.
4. Unclaimed Dividends pertaining to the financial years 2004-05 and 2005-06 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 2006-07 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 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
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

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM 6**

The Board of Directors at its meeting held on May 2, 2011 appointed Ms. Tanya Dubash as an Additional Director on the Board of the Company.

Ms. Tanya Dubash holds office upto the date of the Annual General Meeting. The Company has received on May 2, 2011, a notice from a member under Section 257 of the Companies Act, 1956 to propose the candidature of Ms. Tanya Dubash as a Director of the Company.

Profile of Ms. Tanya Dubash

“Tanya Dubash, aged 42 years, is Executive Director and President of Marketing for the Godrej Group. Tanya is charged with boosting value of the Godrej brand and evolving the Group to a more brand driven organization. She led the successful relaunch of the Godrej Brand (one of the most successful relaunchees of a Group brand ever in India). Tanya heads the Strategic Marketing Group (SMG) that guides the Godrej Masterbrand and portfolio strategy. She has been closely involved in designing the strategy of GCPL's portfolio of brands. Tanya also heads Corporate Communications and Media for the Group. She also oversees Godrej Natures Basket, a gourmet food retailing chain. Tanya is a graduate in Economics and Political Science from Brown University, USA. She is an alumna of the Harvard Business School having done the Advance Management Program there. She was recognized by the World Economic Forum as a Global Young Leader in 2008.”

Ms. Tanya Dubash holds 1,370,990 (0.42%) shares in the Company as on the date of this notice.

The details of directorships held by Ms. Tanya Dubash is given in the corporate governance section of the Annual Report of the Company for 2010-11.

The Board is of the opinion that the Company will benefit from her professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance.

Ms. Tanya Dubash is concerned or interested in the resolution. Mr. Adi Godrej being the father of Ms. Tanya Dubash and Ms. Nisaba Godrej, being the sister of Ms. Tanya Dubash are also concerned or interested in the resolution.

None of the other Directors is concerned or interested in the resolution.

ITEM 7

The Board of Directors at its meeting held on May 2, 2011 appointed Ms Nisaba Godrej as an Additional Director on the Board of the Company.

Ms Nisaba Godrej holds office upto the date of the Annual General Meeting. The Company has received on May 2, 2011, a notice from a member under Section 257 of the Companies Act, 1956 to propose the candidature of Ms. Nisaba Godrej as a Director of the Company.

Profile of Ms. Nisaba Godrej

“Ms. Nisaba Godrej, aged 33 years, is the President, Human Capital and Innovation for Godrej Industries and associate companies. She is responsible for driving the Group's transformation efforts including efforts to attract younger talent and make the culture more agile and innovative. Nisaba recently instituted a design and innovation cell to work with the Groups' different business units. In particular, she has been working very closely with the Godrej Consumer Products team on their innovation strategy. Nisaba's previous assignments within the Godrej Group have included the successful turnaround of Godrej Agrovet. She also led the creation of a strategy cell and worked on defining the FMCG strategy for the Group. Nisaba oversees the Group's CSR strategy and is the point person for the operations of the Godrej Family Council. Nisaba has a B.Sc. degree from The Wharton School, University of Pennsylvania and an MBA from the Harvard Business School.”

Ms. Nisaba Godrej holds 1,370,999 (0.42%) shares in the Company as on the date of this notice.

The details of directorships held by Ms. Nisaba Godrej is given in the corporate governance section of the Annual Report of the Company for 2010-11.

The Board is of the opinion that the Company will benefit from her professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance.

Ms. Nisaba Godrej is concerned or interested in the resolution. Mr. Adi Godrej being the father of Ms. Nisaba Godrej and Ms. Tanya Dubash, being the sister of Ms. Nisaba Godrej are also concerned or interested in the resolution.

None of the other Directors is concerned or interested in the resolution.

ITEM 8

The Board of Directors at its meeting held on May 2, 2011 appointed Mr. Narendra Ambwani as an Additional Director on the Board of the Company.

Mr. Narendra Ambwani holds office upto the date of the Annual General Meeting. The Company has received on May 2, 2011 a notice from a member under Section 257 of the Companies Act, 1956 to propose the candidature of Mr. Narendra Ambwani as a Director of the Company.

Profile of Mr. Narendra Ambwani

“Mr. Narendra Ambwani, aged 62 years, is a professionally trained executive coach and business advisor. He brings with him experience of over 34 years of work with renowned multi-national Johnson & Johnson. He was Managing Director in Indonesia for 5 years followed by appointment as MD in India in 1995. He completed his corporate career in April 2009. Narendra serves on boards of leading corporates in India and acts as business strategy advisor.”

Mr. Narendra Ambwani holds 1000(< 0.01%) shares in the Company as on the date of this notice.

The details of directorships held by Mr. Narendra Ambwani is given in the corporate governance section of the Annual Report of the Company for 2010-11.

The Board is of the opinion that the Company will benefit from his professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance.

None of the Directors except Mr. Narendra Ambwani is concerned or interested in the resolution.

ITEM 9

Pursuant to the provisions of Section 257 of the Companies Act, 1956, the Company has received on May 9, 2011 a notice dated May 3, 2011, from a shareholder viz. Mr. Shyamsunder Jaipuria proposing his candidature for appointment as a Director of the Company. Mr. Jaipuria holds 120 shares in the Company.

It may be noted that if the resolutions mentioned in items 6, 7 and 8, which have already been approved by the Board of Directors on May 2, 2011 for inclusion in the notice of annual general meeting (AGM) are approved by the shareholders at the AGM, the strength of the Board would stand at the maximum prescribed limit of 12 Directors as per Article 115 of the Articles of Association of the Company with no room for any further appointment (including the appointment proposed in resolution no. 9) unless Article 115 of the Articles of Association of the Company is amended to increase the maximum number above 12 and also approval of the Central Government is obtained for the increase.

Therefore in the event the appointment of Mr. Jaipuria as Director is approved, the Board will take necessary steps to amend Article 115 of the Articles of Association to increase the maximum strength of the Board to atleast 13 or such other number as may be deemed fit and the appointment will take effect only after the said Article 115 of the Articles of Association of the Company is amended and the Central Government approval is received for the increase in the maximum Board strength beyond 12.

None of the Directors is concerned or interested in the resolution.

By Order of the Board of Directors

P. Ganesh

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, June 10, 2011

Registered Office:

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



Godrej Consumer Products Limited

Registered Office : Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

ATTENDANCE SLIP

Folio No.

Client/DP ID No.

I hereby record my presence at the ELEVENTH ANNUAL GENERAL MEETING of the Company to be held at Y.B. Chavan Centre, Nariman Point, Mumbai - 400 021 on Saturday, July 23, 2011 at 3.30 p.m.

.....
Name of attending Member/Proxy

.....
Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

Notes :

1. Shareholder/Proxyholder wishing to attend the Meeting must bring the Attendance Slip to the Meeting and hand-over at the entrance duly signed.
2. Shareholder/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



Godrej Consumer Products Limited

Registered Office : Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079.

PROXY FORM

Folio No.

Client/DP ID No.

I/We
of.....being a member/
members of the abovementioned Company, hereby appoint
or failing him..... as my/our proxy to vote for me/us on my/our behalf at
the ELEVENTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, July 23, 2011 at 3.30 p.m. and at any
adjournment thereof. This form is to be used in favour of the resolution(s)..... /against the
resolution/s..... Unless otherwise instructed the proxy will act as he thinks fit.

Signed this day of..... 2011.

Affix Re 1/- Revenue Stamp

Signature.....

Note : Proxy Forms must reach the Company's Registered Office not less than 48 hours before the Meeting.

