

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the SEVENTH ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Friday, August 3, 2007 at 10.00 a.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, 2007, 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 reappointment.
4. To appoint a Director in place of Mr. Bharat Doshi 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 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, 2007, 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

Sunil Sapre

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, April 25, 2007

Registered Office:

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



ANNEXURE TO THE NOTICE

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

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 July 22, 2004 passed a special resolution for approving the payment of commission to the Non-Executive Directors and Independent Directors not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in Sections 198 and 309(4) of the Companies Act, 1956) or Rs. 8 lac per Director, whichever is less for a period of three years from April 1, 2004 till March 31, 2007.

It is now proposed to pay commission on profits to the Non-Executive Directors and Independent Directors for a period of three years commencing from April 1, 2007, 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 Sections 349 & 350 of the Companies Act, 1956) or Rs. 10 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 viz. Mr. Jamshyd Godrej and Mr. Nadir Godrej and the four Independent Directors viz. Mr. Bala Balachandran, Ms. Rama Bijapurkar, Mr. Bharat Doshi and Mr. Aman Mehta 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 in any way concerned or interested in the resolution.

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

By Order of the Board of Directors

Sunil Sapre

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, April 25, 2007

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