

# Godrej Consumer Products Limited

## NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Friday, July 25, 2008 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, 2008, 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(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. A Mahendran, who has been appointed as an Additional Director of the Company by the Board of Directors with effect from June 18, 2008 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 Rs.500/- from a Member proposing his 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, Dr. Omkar, Goswami, who has been appointed as an Additional Director of the Company by the Board of Directors with effect from June 18, 2008 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 Rs.500/- from a Member 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

Vice President (Finance & Commercial) &  
Company Secretary

Mumbai, June 20, 2008

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 set out in the notice is annexed hereto.
3. The record date for the Final Dividend, if declared at the Annual General meeting, will be August 4, 2008.
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

5. 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.
6. Unclaimed Dividends pertaining to the financial years 2001-02 and 2002-03, 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 2003-04 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 2001-02 paid in November, 2001	11-11-2008
Second Interim 2001-02 paid in May, 2002	23-05-2009
First Interim 2002-03-paid in August, 2002	21-08-2009
Second Interim 2002-03-paid in November, 2002	11-11-2009
Third Interim 2002-03-paid in February, 2003	13-02-2010

7. The details required to be given in pursuance of clause 49 of the listing agreement in case of directors being reappointed viz. Mr. Nadir Godrej and Mr. Hoshedar Press are given in the Corporate Governance section of the Annual Report. The details required to be given in pursuance of clause 49 of the listing agreement in case of directors being appointed viz. Mr. A Mahendran and Dr. Omkar Goswami are given in the annexure to the explanatory statement.

#### **ANNEXURE TO THE NOTICE**

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

##### **ITEM 6**

The Board of Directors has appointed Mr. A Mahendran as an Additional Director on the Board of the Company with effect from June 18, 2008.

Pursuant to Section 260 of the Companies Act, 1956, Mr. A Mahendran holds office up to the date of this Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. A Mahendran as a Director of the Company.

##### **Profile of Mr. A Mahendran**

Mr. A Mahendran, a Commerce graduate of Loyola College, Madras (1976), became a Chartered Accountant in 1979. He started his Professional life as a partner with M/s. R.G.N. Price & Co. before joining Transelektra Domestic Products Private Ltd. (Translektra), as an Executive Director in 1987, with the scope of an overall management of that Company. In 1994 Transelektra was taken over by the Godrej Group and Mr. Mahendran was elevated as the Managing Director of that Company.

In his capacity as the Executive Director and later as the Managing Director of Translektra (since renamed as Godrej Sara Ltd. (GSSL) ), Mr. A Mahendran has played a pivotal role & steered the fortunes of GSSL right from its inception. GSSL is the world's largest manufacturer of mosquito repellent mats and India's largest household insecticide company. He has nurtured the Good knight brand of GSSL, which has been acknowledged as a 'Super Brand' year after year.

His long experience in the industry, business acumen, administration ability, positive disruption and active involvement in the day to day management of GSSL has contributed to the present stature of GSSL.

He is the architect of the merger between Godrej Tea Ltd. and Godrej Industries Foods Division to create Godrej Beverages & Foods Ltd. (GBFL) in 2006 (since renamed as Godrej Hershey Ltd.). He has been managing the affairs of Godrej Hershey Ltd. ever since.

He has pioneered the idea of premium pest management service and created an off-shoot of Home Insecticides business in India through Godrej HiCare Ltd. (GHCL).

He is the founder member of Household Insect Control Association (HICA).

He is also the Promoter-Director of Harvey Heart Hospitals, Madras, which is a super specialty hospital in cardiac care.

The details of Mr. A Mahendran as required to be given in pursuance of Clause 49 of the listing agreement is annexed to the explanatory statement.

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. A Mahendran is concerned or interested in the Resolution.

#### **ITEM 7**

The Board of Directors has appointed Dr. Omkar Goswami as an Additional Director on the Board of the Company with effect from June 18, 2008.

Pursuant to Section 260 of the Companies Act, 1956, Dr. Omkar Goswami holds office up to the date of this Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Dr. Omkar Goswami as a Director of the Company.

#### **Profile of Dr. Omkar Goswami**

Dr. Omkar Goswami is the Founder and Chairman of CERG Advisory Private Limited. CERG is the acronym for the Corporate and Economic Research Group. Its objectives are to use Indian as well as international resources to provide best in class:

- Corporate advisory and consulting services for companies and industries in India and abroad.
- Research and analytics on markets, industries and businesses.
- Economic and policy analyses of different markets, regions, countries, industries, as well as trade, monetary, fiscal and exchange rate regimes.
- Strategic profiling of countries, regions and international institutions for clients.
- Research, surveys and analytical work for governments, companies, banks, investors, international multilateral institutions and NGOs.
- International and national workshops, conferences and round tables on focused policy areas.

A professional economist, Dr. Goswami did his Masters in Economics from the Delhi School of Economics in 1978 and his D.Phil (Ph.D) from Oxford in 1982. He taught and researched economics for 18 years at Oxford, Delhi School of Economics, Harvard, Tufts, Jawaharlal Nehru University, Rutgers University and the Indian Statistical Institute, New Delhi.

In March 1997 he moved away from formal academics to become the Editor of Business India, one of the country's prestigious business magazines. From August 1998 up to March 2004, Dr. Goswami served as the Chief Economist of the Confederation of Indian Industry – the premier apex industry organisation of India.

Dr. Goswami has served on several government committees. He was the Chairman of the Committee on Industrial Sickness and Corporate Restructuring in 1993, which recommended revamping India's bankruptcy laws and procedures; member of the Working Group on the Companies Act; the CII Committee on Corporate Governance; the Rakesh Mohan Committee on Railway Infrastructure Reform; the Vijay Kelkar Committee on Direct Tax Reforms; the Naresh Chandra Committee on Auditor-Company Relationship; the N R Narayana Murthy SEBI Committee on Corporate Governance Reforms; and others.

Dr. Goswami has been a consultant to the World Bank, the IMF, the Asian Development Bank and the OECD. He serves on the Board of Dr. Reddy's Laboratories and Infosys Technologies – two of India's most prestigious knowledge-based companies. He also serves on the Board of Infrastructure Development Finance Company, Crompton Greaves, Cairn India Ltd. and DSP-Merrill Lynch Fund Managers.

Other than his regular columns for newspapers and magazines, Dr. Goswami has authored three books and over 70 research papers on economic history, industrial economics, public sector, bankruptcy laws and procedures, economic policy, corporate finance, corporate governance, public finance, tax enforcement and legal reforms.

The details of Dr. Omkar Goswami as required to be given in pursuance of Clause 49 of the listing agreement is annexed to the explanatory statement.

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 Dr. Omkar Goswami is concerned or interested in the Resolution.

By Order of the Board of Directors

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

Mumbai, June 20, 2008

**ANNEXURE TO THE EXPLANATORY STATEMENT**

Details of Directors proposed to be appointed (pursuant to clause 49 of the listing agreement)

<b>Name of Director</b>	<b>Mr. A Mahendran</b>	<b>Dr. Omkar Goswami</b>
Date of Birth	April 13, 1955	August 29, 1956
Date of Appointment	June 18, 2008	June 18, 2008
No. of shares held in the Company	Nil	Nil
Specialised Expertise	Finance & General Management	Economist and Corporate Consultant; Finance: Corporate Governance; Macroeconomics
Qualification	B.Com., ACA	D.Phil (Ph.D) in Economics, University of Oxford, 1982
Directorships in Companies	<p><b>In Public Companies</b>  Godrej Sara Lee Ltd.  Godrej Hershey Ltd.  Godrej Hicare Ltd.  Nutrine Confectionery Company Ltd.  Harvey Healthcare Ltd.  Goodlife Industries Ltd.</p> <p><b>In Private Companies</b>  Sara Lee Household and Bodycare India Pvt. Ltd.  DB Apparel India Pvt Ltd.</p> <p><b>In Foreign Companies</b>  Godrej Sara Lee Lanka (Pvt.) Ltd.  Godrej Sara Lee (Bangladesh) Pvt. Ltd.</p> <p><b>Others</b>  Great Lake Institute of Management</p>	<p><b>In Public Companies</b>  Infosys Technologies Ltd.  Dr. Reddy Laboratories Ltd.  IDFC Ltd.  Sona Koya Steering Systems Ltd.  Crompton Greaves Ltd.  DSP Merrill Lynch Fund Managers Ltd.</p> <p>Ambuja Cements Ltd.  Cairn India Ltd.</p> <p><b>In Private Companies</b>  CERG Advisory Private Ltd.</p>
Chairman/Member of Board Committees	<p><b>Chairman</b>  <i>Audit Committee</i>  1. Nutrine Confectionery Company Ltd.</p> <p><b>Member</b>  <i>Audit Committee</i>  1. Godrej Hershey Ltd.</p>	<p><b>Chairman</b>  <i>Audit Committee</i>  1. Dr. Reddy Laboratories Ltd.  <i>Investor Grievance Committee</i>  2. Cairn India Ltd.</p> <p><b>Member</b>  <i>Audit Committee</i>  1. Infosys Technologies Ltd.  2. IDFC Ltd.  3. Sona Koya Steering Systems Ltd.  4. Crompton Greaves Ltd.  5. Cairn India Ltd.  <i>Investor Grievance Committee</i>  6. Infosys Technologies Ltd.</p>

**Note:** The details required to be given in pursuance of clause 49 of the listing agreement in case of directors being reappointed viz. Mr. Nadir Godrej and Mr. Hoshedar Press are given in the Corporate Governance section of the Annual Report.