



Godrej Consumer Products Limited

Registered Office:

Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai 400 079.
Tel. +91 22 25188010/20/30, Fax: +91 22 25188040,
Website: www.godrejcp.com, e-mail: investor.relations@godrejcp.com
CIN: L24246MH2000PLC129806

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth ANNUAL GENERAL MEETING of the Members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Monday, July 28, 2014 at 3.30 p.m. at Yashwantrao Chavan Pratishthan, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2014 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2014, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028), who retires by rotation and being eligible, offers herself for re-appointment;
4. To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250), who retires by rotation and being eligible, offers himself for reappointment;
5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this 14th Annual General Meeting (AGM) till the conclusion of the 17th Annual General Meeting to be held in 2017 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolutions

6. Ordinary Resolution for appointment of Mr. Narendra Ambwani as Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, Mr. Narendra Ambwani (DIN: 00236658), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director not liable to retire by rotation, is hereby appointed as an Independent Director of the Company to hold office for a period of five years from 28th July, 2014 to 27th July 2019.

7. Ordinary Resolution for ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2014-15

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co., Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2014-15, be paid a remuneration of ₹ 5.75 lac per annum plus applicable service tax and out of pocket expenses that may be incurred

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

8. Special Resolution for Payment of Commission on Profits to Non-Executive Directors

RESOLVED THAT pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013, provisions of Listing agreement and the Articles of Association of the Company, in addition to sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and committees thereof, the Company be and is hereby authorized 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, 2014, 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 198 of the Companies Act, 2013) plus service tax at applicable rate OR ₹15 lac per director per annum plus service tax at applicable rate, whichever is less.

By Order of the Board of Directors

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

Mumbai, June 20, 2014

Notes:-

1. The statement pursuant to Sec. 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE ON BEHALF OF SELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
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. Members are requested to note that as per section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the

Investor Education and Protection Fund of the Government. Unclaimed Dividends as per details given in the table below will be transferred to the 'Investor Education and Protection Fund' on the dates mentioned below. Those members who have so far not encashed these dividend warrants or any subsequent dividend warrants 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.

| Dividend Period | Due date for transfer |
|--|------------------------------|
| First Interim 2007-08 paid in August 2007 | 05-09-2014 |
| Second Interim 2007-08 paid in November 2007 | 28-11-2014 |
| Third Interim 2007-08 paid in February 2008 | 25-02-2015 |
| Fourth Interim 2007-08 paid in May 2008 | 03-06-2015 |
| First Interim 2008-09 paid in August 2008 | 30-08-2015 |

Please note that Section 124 (6) of Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF. Hence it is in the shareholders' interest to claim any uncashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time

6. Details as stipulated under Clause 49 of the Listing Agreement in respect of the directors being appointed/reappointed are annexed to this notice.

7. E-voting

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Fourteenth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited

The instructions for members for voting electronically are as under:-

(1) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field. |
| DOB# | Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format. If the shares are in physical form, enter the folio number. |
| Dividend Bank Details# | Enter the dividend bank details as recorded in your demat account. If the shares are in physical form, enter the dividend bank details as given to the company. |
| # If the details of DOB or Dividend Bank Details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field. | |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "GODREJ CONSUMER PRODUCTS LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(2) In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

- (3) The voting period begins on Wednesday, July 23, 2014 and ends on Thursday, July 24, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 20, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (4) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (5) In case of Members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. **For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting.** The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014
- (6) Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership no. FCS 7132) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the Annual General Meeting) in a fair and transparent manner.
- (7) The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (8) The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
- (9) The results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.godrejcp.com and on the website of CDSL viz www.cdslindia.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE and NSE.

By Order of the Board of Directors

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

Mumbai, June 20, 2014

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 6

Mr. Narendra Ambwani is a Non Executive (Independent) Director of the Company. He joined the Board of Directors of the Company in the year 2011. He retires by rotation at the ensuing AGM under the provisions of erstwhile Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Ambwani being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five years. A notice has been received from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing Mr. Ambwani as a candidate for the office of Director of the Company.

The resume of Mr. Ambwani is enclosed with this notice. The Company has also received from him the consent in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, the disclosure of his directorship in Form MBP-1 and a disclosure to effect that he is not disqualified under section 164(2).

In the opinion of the Board, Mr Narendra Ambwani fulfils the conditions specified in the Act and the rules made thereunder for the appointment of Independent Director of the Company and is independent of the management.

A copy of draft letter of appointment setting out the terms and conditions of appointment of Mr. Ambwani is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

No Director, Key Managerial Personnel or their relatives except Mr. Narendra Ambwani, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolution. This statement may also be regarded as a disclosure under clause 49 of the Listing agreement with the Stock Exchange.

The Board recommends this resolution for approval of the Members.

ITEM 7

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at its meeting held on April 28, 2014, the Board has, considered and approved the appointment of Messrs. P. M. Nanabhoy & Co., Cost Accountants as the cost auditor for the financial year 2014-15 at a remuneration of ₹ 5.75 lac per annum plus applicable service tax and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of the Members

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM 8

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 of the Company have at the Extra-Ordinary General meeting held on October 11, 2012 accorded their consent for payment of commission on profits to the non-executive Directors of the Company at a rate not exceeding

1% of the net profits of the Company in any financial year (computed in the manner provided in Sections 349 and 350 of the Companies Act) plus service tax at applicable rate OR ₹ 12.50 lac per Non-Executive Director per annum plus service tax at applicable, whichever is less, for the financial years 2011-12, 2012-13 and 2013-14.

For FY 2014-15, 2015-16 and 2016-17, it is proposed to pay commission on profits at rate not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus service tax at applicable rate subject to a maximum amount of ₹ 15 lac per annum per director.

All the Non-Executive Directors of the Company are concerned or interested financially in the resolution since the resolution relates to payment of commission to self. Mr Adi Godrej, Chairman and Ms. Nisaba Godrej, Executive Director, Innovation who are Key Managerial Personnel are also concerned or interested financially in the resolution since the resolution relates to payment of commission to their relatives. Save and except these persons, no other Director or Key Managerial Personal of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.”

By Order of the Board of Directors

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

Mumbai, June 20, 2014

Information pursuant to clause 49 of the listing agreement in respect of Directors being reappointed

| | | | |
|---|--|--|---|
| Name of Director | Tanya Dubash | Jamshyd Godrej | Narendra Ambwani |
| Date of Birth | 14-Sep-68 | 24-Jan-49 | 15-Nov-48 |
| Qualifications | AB cum laudé, Economics & Political Science, Brown University, USA, and an alumnus of the Harvard Business School | B.S. from Illinois Institute of Technology, USA | B.Tech, MBA |
| Specialised Expertise | Industrialist having rich business experience | Industrialist having rich business experience | Business Strategy, Coaching and People |
| No. of shares held in GCPL as at March 31, 2014 | 1071054 | Nil | 1000 |
| Directorships in Companies | <p>Listed Public Companies Godrej Consumer Products Ltd. Godrej Industries Ltd.</p> <p>Public Companies Godrej Agrovet Ltd. Ensemble Holdings & Finance Limited Natures Basket Ltd. Bharatiya Mahila Bank Ltd.</p> <p>Foreign Companies: Keyline Brands Ltd. Rapidol (Pty) Ltd. Godrej Holdings Pvt. Ltd.</p> <p>LLP Anamudi Real Estates LLP (Designated Partner)</p> | <p>Listed Public Companies Geometric Ltd. Godrej Consumer Products Ltd. Godrej Industries Ltd. Bajaj Auto Ltd. Godrej Properties Ltd.</p> <p>Public Companies Godrej Agrovet Ltd. Godrej & Boyce Mfg. Co. Ltd. Haldia Petrochemicals Ltd.</p> <p>Private Companies: Godrej Investments Pvt. Ltd. Illinois Institute of Technology (India) Pvt. Ltd.</p> <p>Foreign Companies: Godrej (Malaysia) Sdn. Bhd. Godrej (Singapore) Pte.Ltd. Godrej (Vietnam) Company Ltd. Godrej & Khimji (Middle East) LLC Singapore-India Partnership Foundation, Singapore</p> <p>Climate Works Foundation, USA World Resources Institute, USA Global Footprint Network, USA</p> <p>Section 25 Companies: Breach Candy Hospital Trust Singapore-India Partnership Foundation (India)</p> <p>Indian Institute For Human Settlements Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation</p> <p>WWF India Foundation Indian Machine Tool Manufacturers Association IMTMA Machine Tool Industry Park</p> | <p>Listed Public Companies Agro Tech Foods Ltd Godrej Consumer Products Ltd</p> <p>Section 25 Companies: The Advertising Standards Council of India</p> |
| Committee Positions | <p>Member <u>Investor Grievance Committee</u> Godrej Industries Limited</p> | <p>Chairman <u>Investor Grievance Committee</u> Geometric Ltd.</p> <p>Member <u>Investor Grievance Committee</u> Godrej Consumer Products Ltd Bajaj Auto Ltd.</p> | <p>Member <u>Audit Committee</u> Godrej Consumer Products Ltd Agro Tech Foods Ltd</p> <p><u>Investor Grievance Committee</u> Agro Tech Foods Ltd</p> |