

Godrej Consumer Products Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040/8065/8069
Website : www.godrejcp.com

September 11, 2012

BSE Ltd

1st Floor, New Trading Ring, Rotunda Bldg.,
P.J. Towers, Dalal Street,
Mumbai 400 023.

The Secretary, National Stock Exchange,

Exchange Plaza, 4th Floor, Bandra-Kurla Complex,
Mumbai 400 051.

Dear Sir/Madam,

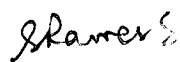
We are sending herewith the following:-

- Three copies of Notice of the Extra-Ordinary General Meeting of the Company to be held on October 11, 2012.

This is pursuant to Clause 31 and other applicable clause(s), if any of the Listing Agreement.

Thanking you,

Yours faithfully,
For Godrej Consumer Products Ltd.,



Ramesh Iyer
Dy. Company Secretary





Godrej Consumer Products Ltd.

Registered Office: Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai – 400079
Tel: 25188010/20/30, Fax: 25188040, website: www.godrejcp.com, e-mail: investor.relations@godrejcp.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary general meeting of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Thursday, October 11, 2012 at 3.30 p.m. at the registered office of the Company viz. Pirojshanagar, Eastern Express Highway, Vikhroli(East), Mumbai 400 079, to transact the following special business:

SPECIAL BUSINESS

1. Modification of the stock option plan of the erstwhile Godrej Sara Lee Ltd

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT the following amendment shall be applicable to all the options granted under the Godrej Sara Lee Employee Stock Option Plan of the erstwhile Godrej Sara Lee Ltd.

Original Clause Determining the Exercise Price.

The price at which the Option Grantee shall convert Options Granted into Shares shall be the current Market Price plus Interest at such a rate not being less than the Bank Rate then prevailing, compoundable on an annual basis for the period commencing from the date of Granting of the Option and ending on the date of intimating Exercise of the Option to the Company.

Modified Clause Determining the Exercise Price.

The price at which the Option Grantee shall convert Options Granted into Shares shall be the current Market Price plus Interest at such a rate not being less than the Bank Rate then prevailing, compoundable on an annual basis for the period commencing from the date of Granting of the Option and ending on June 30, 2012, or as may be decided by the Board and/or the Compensation Committee of the Board.

FURTHER RESOLVED THAT for the purpose of giving effect to the above, as well as any other modifications that may be required in the scheme, the Board and/or the Compensation Committee of the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem fit, necessary, desirable, expedient or proper for such purpose and with authority on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard or any other matter incidental or consequential thereto and its decision shall be final and binding on the members without requiring the Board to secure any further consent or approval of the members of the Company.

2. Service Tax on Commission on Profits to Non Executive Directors

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 1956, as amended (the “Companies Act”), the Articles of Association of the Company and the provisions of any rules/regulations/guidelines issued/framed by appropriate authorities, consent of the Company be and is hereby accorded for payment of service tax at applicable rates on the amount of Commission on Profits to the Non-Executive Directors of the Company approved by the shareholders in the Extra-Ordinary General Meeting held on February 21, 2012 for the financial years 2011-12, 2012-13 and 2013-14.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

3. Service Tax on Sitting Fees to Non Executive Directors

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT, in addition to the sitting fees paid to the Non-Executive Directors of the Company, determined by the Board of Directors of the Company from time to time, as per the applicable provisions of the Companies Act, the Articles of Association of the Company, and the Companies (Central Government's) General Rules and Forms, 1956, and the provisions of any rules/regulations/guidelines issued/framed by appropriate authorities, the consent of the Company be and is hereby accorded for payment of service tax at applicable rates on such amount of sitting fees paid to the Non-Executive Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

**By order of the Board
For Godrej Consumer Products Limited**

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

Mumbai, September 04, 2012

Notes.

1. The relevant explanatory statement in respect of the above resolutions is annexed here to.
2. **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.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESSES:

Item No. 1

Background

Under the Scheme of Employee Stock Option Plan of erstwhile Godrej Sara Lee Limited (which has since been merged with Godrej Consumer Products Limited (GCPL) from April 1, 2010) 21,29,000 Options of Godrej Industries Limited (GIL) have been granted to the employees of the erstwhile Godrej Sara Lee Ltd (GSLL). Loans have been given by the erstwhile GSLL to an ESOP trust for the purchase of the options and interest of about 10% p.a is being charged from the trust on the loan amounts. Further, loans have also been given to the extent of interest accrued to enable the trust to pay interest, thereby increasing the loan amount in the books of the Company. Similar interest is being levied on the option grantees by the ESOP trust and therefore, the exercise price for the option grantees keeps rising with time. As on June 30, 2012 the average exercise price of the options (including interest) is Rs. 378, which is well above the current market price of the shares of GIL.

Current status

Total number of options (GIL shares) granted : 21,29,000

Average exercise price for option grantees : Rs.378 (as on 30th June 2012)

Exercise period: Dates ranging from June 2012 to May 2016

During the previous year, the market price of GIL shares has been in the range of Rs. 170 to Rs. 270. Hence, there is a significant gap between the market price and the exercise price. It is therefore proposed, that GCPL stops charging interest on loan to the trust, and therefore the exercise price will be capped at current levels. This will be beneficial to the option grantees, and will increase the likelihood of exercise of the options as and when the market price of the shares crosses the exercise price.

The Board has, therefore subject to the approval of shareholders decided to cease levy of interest with effect from July,01 2012 on the outstanding loan and correspondingly, extend this benefit (of ceasing interest charge) to the option grantees. Accordingly this resolution for modification in the terms of the ESOP scheme of the erstwhile GSLL is placed before the shareholders for their approval.

The Board recommends the passing of the resolution as set out at item no. 1 of the notice.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Item Nos. 2 and 3

The shareholders of the Company have at the Extra-Ordinary General meeting held on February 21, 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) or Rs.12.50 lac per Non-Executive Director per annum, whichever is less, for the financial years 2011-12, 2012-13 and 2013-14.

Further, in accordance with the provisions of the Companies Act and the Articles of Association of the Company, an amount of Rs. 20,000 and Rs. 5,000 is paid to each Non-Executive Director of the Company as sitting fees for attending a meeting of the Board of Directors and a duly authorised committee of the Directors, respectively. The sitting fees so paid is within the limits prescribed by the Central Government in terms of Section 310 of the Companies Act (read with Rule 10B of the Companies (Central Government's) General Rules and Forms, 1956, as amended)

As per the new Service Tax Rules that have come into effect from July 1, 2012, service tax is applicable on the services provided by a director of a company. Further, pursuant to the notification no. 45/2012-ST & 46/2012-ST dated August 7, 2012 issued by the Ministry of Finance, Government of India, the liability to pay service tax on the services provided by the directors has been shifted to the company receiving such services under the reverse charge mechanism. In addition, as per the General Circular No. 24/2012 issued by the Ministry of Corporate Affairs on August 9, 2012, service tax paid by a company in relation to the services provided by a non-executive director will be deemed to be part of the remuneration paid to the non-executive directors under Section 198 of the Companies Act and accordingly, the service tax payable by the Company for the services of the Non-Executive Director shall be considered as part of the commission paid to such Non-Executive Director.

The payment of such service tax at applicable rates may result in the Company paying an amount over and above the Commission on Profits approved by the shareholders at their meeting held on February 21, 2012. Accordingly, consent of the shareholders of the Company is requested for payment of such increased amount, on account of payment of service tax on the Commission on Profits.

The Shareholders approval is also sought for payment of service tax at applicable rates, over and above the sitting fees paid to the non-executive directors. The sitting fees are determined by the Board of Directors of the Company as per the applicable provisions of the Companies Act, the Articles of Association of the Company, and the Companies (Central Government's) General Rules and Forms, 1956, and the provisions of any rules/regulations/guidelines issued/framed by appropriate authorities.

The four Non-Executive Directors of the Company viz. Mr. Jamshyd Godrej, Mr. Nadir Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej and all the Independent Directors of the Company viz. Mr. Narendra Ambwani, Mr. Bala Balachandran, Mr. Bharat Doshi, Dr. Omkar Goswami, Mr. Aman Mehta and Mr. D Shivakumar are concerned or interested in the resolutions in item nos. 2 and 3 of this notice to the extent of the payment that they may receive by way of commission on profits and sitting fees. Mr. Adi Godrej, being the brother of Mr. Nadir Godrej and the father of Ms. Tanya Dubash and Ms. Nisaba Godrej, may also be deemed to be interested in the above resolutions.

No other Director of the Company is in any way concerned or interested in the resolutions.

**By order of the Board
For Godrej Consumer Products Limited**

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

Mumbai, September 04, 2012

**Godrej Consumer Products Ltd.**

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Attendance Slip

Folio/DP-ID/CLIENT-ID/	
Name and Address of the Shareholder	
Whether the member is attending the meeting in person or by proxy or by authorized representative	
Name of the proxy (to be filled in if proxy attends instead of the member)	

I/we hereby record my/our presence at the Extra ordinary general meeting of the Company held on Thursday, October 11, 2012 at 3.30 p.m. at the registered office of the Company viz Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079

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

Notes: Member(s)/Proxy(ies) are requested to bring the Attendance slip to the meeting and hand it over at the entrance of the meeting hall duly signed.

**Godrej Consumer Products Ltd.**

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PROXY FORM**Folio/DP-ID/CLIENT-ID/**

I/We.....

of.....
 being a member of Godrej Consumer Products Ltd hereby appoint the following as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra ordinary General Meeting of the Company to be held on Thursday, October 11, 2012 at 3.30 p.m. at the registered office of the Company viz. Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai – 400079 and at any adjournment thereof:

1. Mr/Ms _____ Signature _____ or failing him/her

2. Mr/Ms _____ Signature _____ or failing him/her

3. Mr/Ms _____ Signature _____ or failing him/her

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 2012

Note: Proxy forms must reach the Company's Registered Office not less than 48 hours before the meeting

Affix Re.1/
 Revenue
 Stamp