

GODREJ CONSUMER PRODUCTS LIMITED

**MINUTES OF EXTRA ORDINARY GENERAL MEETING HELD ON DECEMBER 24, 2012 AT 11.30 AM
AT THE REGISTERED OFFICE OF THE COMPANY VIZ. PIROJSHANAGAR, EASTERN EXPRESS
HIGHWAY, VIKHROLI, MUMBAI 400 079**

Directors/Company officials Present	Mr. Adi Godrej, Chairman Mr. Nadir Godrej, Director Mr. P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary
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Attendance

	In Person	In Proxy
Promoters and Promoter Group	15 folios representing 197,221,435 Shares	16 folios representing 18,913,647 Shares
Public	21 folios representing 8,118 shares	137 folios representing 51,275,415 Shares
Total	36 folios representing 197,229,553 Shares	153 folios representing 70,189,062 Shares

Mr. Adi Godrej, Chairman of the Board took the Chair and welcomed all the members to the Extra Ordinary General Meeting. After noting that the required Quorum was present the Chairman called the meeting to order.

The Chairman with the permission of the shareholders took the Notice of the Extra Ordinary General Meeting as read. He briefly informed the members about the item on the agenda and drew the attention of the members present to the explanatory statement attached to the notice of the meeting, which provided the details of the resolution proposed.

He then invited the members to ask any questions that they may have on the Agenda. One of the shareholder, Mr. P K Agnitori had certain queries on the resolution which was adequately answered by Chairman. Thereafter, the resolution was placed before the meeting:

1. Increase in the maximum number of Directors from 12 to 15 and the consequent amendment to the Articles of Association of the Company

Mr. Manohar Manglani proposed and Mr. P. K. Agnihotri seconded the following special resolution:

"RESOLVED THAT pursuant to section 258, 259 and all other applicable provisions of the Companies Act, 1956 and subject to the approval of the Central Government consent of the members be and is hereby given for increasing the maximum number of Directors of the Company from twelve to fifteen and for substituting the existing article no. 115 of the Articles of Association of the Company by the following article:

"Article 115

Unless otherwise determined in a general meeting and subject to section 252 of the Act, the number of Directors of the Company shall not be less than three or more than fifteen excluding nominee Director as mentioned in Article 116"

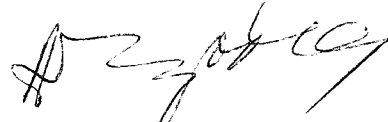


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RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and is hereby severally authorized to complete all formalities in this regard and to do all such acts, deeds and incur such expenditure and taking such ancillary and incidental steps, as may be required in this regard.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chairman.



Adil Godrej
Chairman

Mumbai, December 24, 2012