

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

February 28, 2012

BSE Limited

Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

Scrip Code : 532424

The National Stock Exchange of India Ltd

Exchange Plaza, 4th Floor,
Bandra-Kurla Complex, Mumbai 400 050

Dear Sir,

We are sending herewith a copy of the minutes of the Extra-Ordinary General Meeting of the Company held on February 21, 2012

This is in compliance of clause 31(d) 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 LIMITED

**MINUTES OF EXTRA ORDINARY GENERAL MEETING HELD ON FEBRUARY 21, 2012 AT 11.30 AM AT
THE REGISTERED OFFICE VIZ. PIROJSHANAGAR, EASTERN EXPRESS HIGHWAY, VIKHROLI,
MUMBAI 400 079**

Present	Mr. Adi Godrej, Chairman Mr. A Mahendran, Managing Director Mr. P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary
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Attendance summary of members/proxy

	No of folios	Shares
Person	45	37949
Authorised Representative	15	197221435
Proxy	86	62088179
	146	259347563

Mr. Adi Godrej, Chairman of the Board took the Chair and welcomed all the members to the Extra Ordinary General Meeting.

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 items 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 resolutions proposed

He then invited the members to ask any questions that they may have on the Agenda. Since no member had any questions, the special resolutions as contained in the notice of the meeting dated January 24, 2012 were placed before the meeting:

1. Preferential Allotment of Equity shares to Baytree Investmenrs (Mauritius) Pte Ltd:

Mr. R Shivshankar proposed and Mr. Cyrus Munshi seconded the following special resolution:

RESOLVED THAT pursuant to section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "**SEBI ICDR Regulations**"), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the stock exchange where the shares of the company are listed and any other appropriate authorities (hereinafter collectively referred to as the "**Appropriate Authorities**"), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed and subject to the Company obtaining all approvals from the Appropriate Authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**" which term shall

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be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot upto an aggregate of 16,707,317 equity shares of Re. 1 each (each an "Equity Share" and collectively the "Issue Shares") at a premium of Rs. 409 per Equity Share aggregating to Rs. 685 crore) to the investor named below (the "Investor") on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection:

Name of the Investor(s)	Equity Shares	Issue Size (Rs.)
Baytree Investments (Mauritius) Pte Ltd	16,707,317	685 crore

"RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the above-mentioned Investor, inter alia, subject to the following:

- The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval; and
- The Issue Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e. January 22, 2012

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Issue Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions".

"RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

The resolution was carried unanimously.

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2. Commission on Profits to Non Executive Directors

Since Mr Adi Godrej, Chairman is related to some of the non executive directors to whom the commission on profits would be payable, he proposed Mr. A Mahendran as Chairman for this item. The proposal was seconded by Mr. C V Pawar and was carried unanimously.

Mr. A Mahendran took the chair and invited the members to propose and second the special resolution number 2 of the notice

Mr. R Shivshankar proposed and Mr. Khambatta seconded the following special resolution:

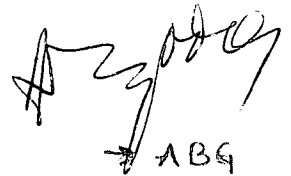
"Resolved that pursuant to Section 309 of the Companies Act, 1956 and Article 121 of the Articles of Association of the Company and within the limits stipulated in section 309(4) of the said Act, the Company be and is hereby authorized to pay to its Directors (other than a Managing Director and Whole-time Director of the Company) for a period of three years commencing from April 1, 2011, 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.12.50 lac per director per annum, whichever is less."

The resolution was carried unanimously.

Mr A Mahendran requested Mr Adi Godrej to take the Chair.

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

Adi Godrej
Chairman


ABG

Mumbai, February 23, 2012