

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

August 19, 2011.

General Manager - Market Operations,
Bombay Stock Exchange Ltd.,
1st Floor, New Trading Ring, Rotunga Bldg.,
P.J. Towers, Dalal Street,
Mumbai 400 023.

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 4th Floor, Bandra-Kurla Complex,
Mumbai 400 051.

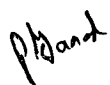
Dear Sir,

We are sending herewith a copy of the Minutes of the Annual General Meeting of the Company held on July 23, 2011.

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 Limited,



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

Encl: as above

GODREJ CONSUMER PRODUCTS LIMITED

MINUTES OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2011

Date *Saturday, July 23, 2011*

Time *3.30 p.m.*

Held at *Y B Chavan Centre,
General Jagannath Bhosale Marg,
Nariman Point, Mumbai 400 021*

<i>Present</i>	<i>Mr.Adi Godrej</i>	<i>Chairman</i>
	<i>Mr.Nadir Godrej</i>	<i>Director</i>
	<i>Ms.Tanya Dubash</i>	<i>Director</i>
	<i>Ms.Nisaba Godrej</i>	<i>Director</i>
	<i>Mr.Narendra Ambwani</i>	<i>Director</i>
	<i>Mr.Bala Balachandran</i>	<i>Director</i>
	<i>Mr.Bharat Doshi</i>	<i>Director, Chairman of Audit Committee</i>
	<i>Mr.Omkar Goswami</i>	<i>Director</i>
	<i>Mr A Mahendran</i>	<i>Managing Director</i>
	<i>Mr Aman Mehta</i>	<i>Director</i>
	<i>Mr D Shivakumar</i>	<i>Director</i>
	<i>Mr.P Ganesh</i>	<i>Executive Vice President(Finance & Commercial) & Company Secretary</i>
	<i>Mr.Daraius Fraser</i>	<i>Kalyaniwalla & Mistry, Chartered Accountants, Statutory Auditors of the Company</i>

122 Members / representatives holding 19,72,53,871 shares were present in person and 73 members holding 6,05,36,098 shares were present through proxy.

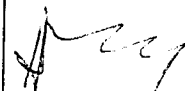
Chairman of the meeting

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

Notice convening the meeting and Auditors Report

The Chairman with the consent of the requisite members present took the Notice of the Annual General Meeting, the Directors' Report and the Annexures thereto as read.

Mr. P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary of the Company read the Auditors' Report. The Annexure to the Auditors' Report was taken as read with the permission of the shareholders present.



MINUTES OF ANNUAL GENERAL MEETING HELD ON JULY 23, 2011

Chairman's Statement

The Chairman then, before moving the motion for adoption of Directors' Report, the Auditor's Report and the Audited Accounts, addressed the meeting as under:

"The year 2010-11 marked a significant transformation in our strategy to expand our global growth prospects while focusing on our core categories to establish market leadership in diverse geographies. While macroeconomic challenges posed a significant obstacle to the global recovery post-recession, the Company delivered strong financial figures. For the year under review, net sales were higher by 78% at Rs. 3643 crore and PAT stood at Rs. 514.7 crore, 52% higher than the previous year. This unrelenting growth is also highlighted by a rise in earnings per share, which was higher at Rs. 16.1, up from Rs. 11.3 in the previous year on the back of new acquisitions both international and domestic as well as strong and robust organic growth.

We continue to maintain high dividend payments, with dividend for the year 2010-2011 at 450% i.e. Rs. 4.50 per share.

Next, I will briefly touch upon the key aspects of performance during the year in each of our various categories.

Domestic operations continued to perform strongly on the back of better economies of scale and high growth. We continue to maintain our market leadership in three of our major categories, namely in hair colours (with a market share of 29.4%), household insecticides (with a market share of 36.6%), and liquid detergents (with a market share of 86.3%). We also maintained our position as the second largest toilet soaps player in the country with a market share of 10.1% in the fiscal year.

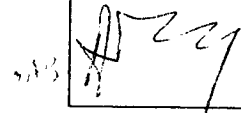
In Hair colour, GCPL has maintained its market leadership and has during the year steadily augmented the reach of its brand portfolio. We have recently relaunched a range of Hair colours under the Godrej Expert brand viz. Original, Care and Advanced variants

Goodknight Advanced Low Smoke Coil and Naturals mosquito cream as well as Hit Aerosols have all grown at healthy rates and continue to outperform in the category, establishing Godrej as one of the most trusted Companies in the household insecticides space.

In toilet soaps, we launched Godrej No. 1 Saffron & Milk Cream, which has continued to strengthen the Company's market presence in the category and increase revenue visibility through the creation of a diversified product mix. Cinthol continues to perform strongly especially in the South India market

GCPL also acquired the 51% stake held by Sara Lee Corporation, which has consolidated the Company's business and stands as an important milestone in the Company's business strategy as a leading FMCG Company. We have since merged the Company into GCPL. The consolidation of GCPL and Godrej Household Products Ltd will further improve operational efficiency and will enhance the spread of distribution networks across rural and urban spaces

We have continued to make significant improvements and enhanced the Company's distribution networks, particularly in rural markets.



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Coming to our international business, the Company has made several significant strides towards establishing itself in the three continents- Asia, Africa, and South America. Despite tough macroeconomic conditions, international operations continue to deliver robust growth. The Company's business including exports now extends to over 60 countries and our acquisitions during the year will augment the Company's reach, presence, and market share in each of these geographies.

The acquisition of Megasari in Indonesia has made us market leaders in the country in wet tissues and air freshners. The Company currently enjoys the number 2 position in the household insecticides space. We are confident of the important place this acquisition will hold in our global portfolio, producing a significant share of revenue from international business.

The Company strengthened its presence in Africa with the acquisition of Tura in Nigeria and more recently we have acquired 51% rights in the Darling group, who are market leaders in the hair extension category in Africa.

In Latin America, we acquired two hair care companies in Argentina viz. Issue and Argencos, and have merged the two businesses operationally to create a consolidated LATAM business. Both Companies synergize and complement one another well, providing both strategic and operational benefits in terms of efficiency and economies of scale. The Issue portfolio, which has a strong mass presence, and Argencos, a mid size Argentine hair company focused primarily on hair colours, serve as a strong foothold into the South American market. GCPL now enjoys a volume market share of 28% in hair colours in Argentina.

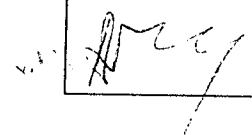
A number of recognitions during the year also serve to fortify the Company's reputation both domestically and internationally. Our commitment to being a great employer has placed the Company as the 14th best place to work in India and 1st in the FMCG sector particularly, according to 'India's Best Companies to Work For' survey 2010 conducted by The Great Places to Work Institute and Economic Times. GCPL was ranked one of the best 25 employers in Asia in Outlook Business-Hewitt Study

We will continue to consolidate our strategy to sustain growth momentum. Our 3x3 strategy, i.e focussing on our 3 core categories across the continents of Asia, Africa and South America focuses GCPL's vision of being a truly global home grown FMCG company. We see significant opportunities in growth, innovation, and expansion in all three categories and strategic acquisitions have placed the Company at the forefront of growth in Africa, Asia, and South America.

I would like to take this opportunity to inform you that, your Company has announced today the first quarter results for FY11-12. The highlights for the first quarter are:

- *Net Consolidated sales grew by 39% to Rs. 998 crore from Rs. 715 crore.*
- *Consolidated PBT grew by 93% to Rs. 307 crore from Rs. 159 crore.*
- *The Board of Directors has declared an interim dividend of Re. 1 per equity share i.e. 100% on shares of face value Re. 1 each.*

I would like to conclude by sincerely thanking all our shareholders, consumers, suppliers, distributors and partners for their continuous support and dedication. We look forward to your continued support."



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ORDINARY BUSINESS

1. Adoption of Accounts & Reports thereon

The Chairman thereafter proposed the following ORDINARY RESOLUTION which was seconded by Mr. H K Sanghvi.

Resolved that the Balance Sheet as at March 31, 2011 and the Profit & Loss Account for the year ended March 31, 2011, the Auditors' Report thereon along with the Directors' Report dated May 2, 2011 placed before this meeting, be and are hereby adopted.

Before putting the resolution to vote, the Chairman invited the shareholders for their comments.

The following shareholders registered for speaking at the meeting and participated in the proceedings of the meeting:

1. Mr. Harshad Kesharuwala
2. Mr. Prabhakar Kuvalekar
3. Mr. H V Sanghvi
4. Mr. Beruz Framroz
5. Mr. Prakash Vijaykar
6. Mr. Suresh A Kamath
7. Mr. T M Davar
8. Mr. Kirti J Shah
9. Mr. Shailesh Mahadevia
10. Mr. Yursuf Y Rangwala
11. Mr. P K Agnihotri
12. Mr. Alyous Mascarans

The above members gave their observations on the annual report and the general performance of the Company. Few members sought clarifications on certain matters reported in the annual report which were suitably clarified by the Chairman.

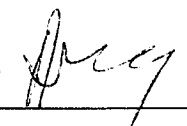
Thereafter the resolution no 1 of the Ordinary Business was put to vote by show of hands and it was carried unanimously

The following resolutions were then placed before the meeting:

2. Dividend on Equity Shares

Mr. H K Sanghvi proposed and Mr. Prakash Vijaykar seconded the following ORDINARY RESOLUTION:

"Resolved that the sum total of four interim dividends declared and paid by the Board of Directors for the year ended March 31, 2011, which constitute a total payout of Rs.4.50 per share (450% on the face value of Rs.1/- each) and the dividend at the rate of Rs.13.50 per share on shares of face value Rs.4 each paid by the erstwhile Godrej Household Products Ltd be and is hereby approved, and the same be treated as the final dividend for the year ended March 31, 2011."



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The Chairman then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

3. Reappointment of Retiring Director- Dr. Omkar Goswami

Mr. Beruz Feramroz proposed and Mr. P K Agnihotri seconded the following ORDINARY RESOLUTION:

"Resolved that Dr.Omkar Goswami, who retires by rotation and being eligible for reappointment, be and is hereby reappointed as the director of the Company, liable to retire by rotation."

The Chairman then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

4. Reappointment of retiring Director- Mr Jamshyd Godrej

Mr. Kirti Shah proposed and Mr Prakash Vijaykar seconded the following ORDINARY RESOLUTION:

"Resolved that Mr.Jamshyd Godrej, who retires by rotation and being eligible for reappointment, be and is hereby reappointed as the director of the Company, liable to retire by rotation."

The Chairman then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

5. Auditors

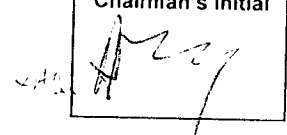
Mr. Alyous Mascarns proposed and Mr.Prakash Vijaykar seconded the following ORDINARY RESOLUTION:

"Resolved that M/s. Kalyaniwalla & Mistry, Chartered Accountants, be and are hereby reappointed as the Auditors of the Company, to audit the Accounts of all the undertakings and offices of the Company until the conclusion of the next Annual General Meeting of the Company, on a remuneration as may be decided by the Board of Directors of the Company."

The Chairman then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

Chairman for item no.6 and 7 of the Notice

The Chairman then informed the members that item no.6 and 7 of the notice pertained to the appointment of Ms Tanya Dubash and Ms Nisaba Godrej as Directors of the Company. Since he was related to both of them, he requested the members present to elect a Chairman from amongst the Directors present for item nos 6 & 7.



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Mr. M V Rajgopal, a shareholder, proposed the name of Mr. Nadir Godrej and the proposal was seconded by Mr V Srinivasan, another shareholder

The Chairman then put the proposal to vote by show of hands. As all the shareholders voted in favor, the proposal was declared as carried unanimously.

Mr. A.B. Godrej then requested Mr. Nadir Godrej to chair the proceedings for item nos 6 and 7.

SPECIAL BUSINESS

6. Appointment of Ms. Tanya Dubash as Director of the Company

Mr. Kirti Shah proposed and Mr. Alyous Mascarns seconded the following ORDINARY RESOLUTION:

"RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Ms. Tanya Dubash, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice on May 2, 2011 under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

Mr Nadir Godrej, the Chairman for item no. 6, then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

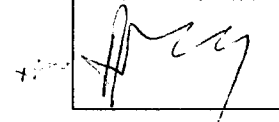
7. Appointment of Ms. Nisaba Godrej as Director of the Company

Mr. T M Davar proposed and Mr. Harshad Kesharwala seconded the following ORDINARY RESOLUTION:

"RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Ms. Nisaba Godrej, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice on May 2, 2011 under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company."

Mr Nadir Godrej, the Chairman for item no. 7, then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

After the resolutions at item no 6 & 7 were passed, Mr. Nadir Godrej vacated the chair. Mr. Adi Godrej took the chair and continued with the proceedings of the meeting.



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8. Appointment of Mr. Narendra Ambwani as Director of the Company

Mr. Kirti Shah proposed and Mr. Beruz Feramroz seconded the following ORDINARY RESOLUTION:

"RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Mr. Narendra Ambwani, who was appointed as an Additional Director of the Company with effect from May 2, 2011 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice on May 2, 2011 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."

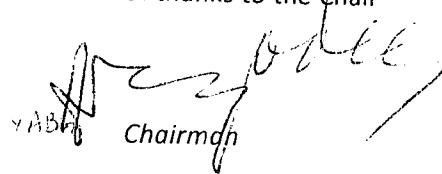
The Chairman then put the resolution to vote by a show of hands. As all the shareholders voted in favour, he declared that the resolution has been carried unanimously.

9. Candidature of Mr. Shyamsunder Jaipuria for appointment as Director of the Company

The Chairman put the motion at item no. 9 of the Agenda for the members to propose and second. However, it was not proposed or seconded by any of the members present at the meeting.

Since the motion was not proposed or seconded by the shareholders present, item no. 9 of the agenda was dropped.

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


Chairman

Place: Mumbai

Dated: August 17, 2011