

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

November 28, 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 December 24, 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 December 24, 2012 at 11.30 a.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 :

Increase in the maximum number of Directors and Amendment of Articles of Association of the Company to increase the maximum number of Directors from 12 Directors to 15 Directors.

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a 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”

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.”

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

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

Mumbai, November 9, 2012

Notes.

1. The relevant explanatory statement in respect of the notice is annexed hereto.
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.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956.

During the last couple of years, your Company has strengthened its presence significantly in emerging markets in 3 continents (Asia, Africa and Latin America) through 3 core categories (Home Care, Personal Wash and Hair Care). The 3 x3 strategy is aimed at achieving leadership or a position of strength in the categories or geographies that the Company operates in. In order to meet new challenges, it is imperative that the Company's Board is strengthened to enhance its effectiveness and also to maximize shareholder value. It is therefore proposed to increase the number of directors from 12 to 15, in order to further enhance the benefit to the company derived through an expanded board consisting of directors with appropriate qualification, skills, experience and/or background in diverse or related fields considering the multinational presence.

The maximum limit for directors prescribed in the Company's Articles of Association is twelve. Section 259(b) of the Companies Act, 1956 provides that any increase in the number of directors beyond the maximum limit requires the permission of the Central Government. The Articles of Association is sought to be amended in the manner as set out in the resolution. The Company will apply to the Central Government for amendment to the Articles and for the increase in the number of directors from the existing maximum of 12 Directors to a maximum of 15 Directors.

None of the Director of your Company is concerned or interested in this resolution.

The Board recommends the resolution for approval of the members.

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

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

Mumbai, November 9, 2012



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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 Monday, December 24, 2012 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.



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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 Monday, December 24, 2012 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 / against the resolution. Unless other wise instructed the proxy will act as he / she 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

BOOK - POST

If undelivered, please return to :
M/s Computech Sharecap Limited
Unit : **Godrej Consumer Products Limited**
147, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.