

Godrej Consumer Products Ltd.
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Certified copy of the resolution passed by the Finance Committee of the Board of Directors on July 1, 2010

"RESOLVED THAT in respect of the issue of equity shares of the Company of face value of Re. 1 each ("Equity Shares") to Qualified Institutional Buyers in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI Regulations"), as opened vide the Committee resolution dated June 28, 2010 (the "Issue"), the bid period be and is hereby declared closed today with immediate effect."

"RESOLVED FURTHER THAT in respect of the Issue, the Company be and is hereby authorised to issue 15,400,100 Equity Shares at a price of Rs. 345 per Equity Share including a premium of Rs. 344 per Equity Share) aggregating to Rs 5,313,034,500"

"RESOLVED FURTHER THAT the Placement Document, in respect of the issue of Equity Shares of the Company of face value of Re. 1 each ("Equity Shares") to Qualified Institutional Buyers in terms of the Issue, as per the copy placed before the Committee duly initialed by the Chairman for the purposes of identification, be and is hereby approved for filing with the stock exchanges where the Equity Shares of the Company are listed."

"RESOLVED FURTHER THAT Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Director, Mr. A Mahendran, Managing Director and Mr. P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the Stock Exchanges and filing of applications for seeking listing and trading permissions in respect of the aforesaid Equity Shares from the Stock Exchanges, and/or any other authority or persons, and making other regulatory filings, as required."

**Certified to be true
For Godrej Consumer Products Limited**

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

Godrej