



Godrej Consumer Products Limited

CIN No. L24246MH2000PLC129806

Registered Office: Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai – 400 079

Phone: +91 22 25188010/20/30; Fax: +91 22 25188040;

Website: www.godrejcp.com; Email: investor.relations@godrejcp.com

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules thereunder]

The Board of Directors of the Company at its meeting held on July 28, 2014, approved the businesses, as set out in the accompanying postal ballot form, for approval of the Members of the Company through Postal Ballot.

Accordingly, the proposed Resolutions and the Explanatory Statement thereto is sent to you along with a Postal Ballot Form for your consideration.

You are requested to read the instructions printed in the accompanying Postal Ballot Form and return the same along with assent (**FOR**) or dissent (**AGAINST**), in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer **before the close of working hours (5.30 p.m.) on September 19, 2014**. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

Members may note that as required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide Electronic Voting facility (e-voting) to Members of the Company. Accordingly the Company is providing e-voting facility through Postal Ballot as an alternate, which would enable them to cast votes electronically, instead of dispatching Postal Ballot. E-voting is available from **9.00 a.m. on September 17, 2014 to 5.30 p.m. on September 19, 2014**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 4, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately in this Notice.

Mr. Kalidas Vanjpe, Practising Company Secretary has been appointed by the Board as Scrutinizer to scrutinize the e-voting process and the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman / Board of Directors of your Company after completion of the e-voting and scrutiny of postal ballots. The combined results of the e-voting and Postal Ballot will be announced by the Chairman or any Director of the Company on **September 23, 2014**. The declaration/announcement of the results by the Chairman or any Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable Rules thereunder. After the above declaration, the results will be posted on the Company's website viz., www.godrejcp.com and also communicated to the Stock Exchanges, where the Company's shares are listed.

PROPOSED RESOLUTION:

1. To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

Appointment of Prof. Bala Balachandran as Independent Director

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Prof. Bala Balachandran (DIN 00472998)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

2. **Appointment of Mr. Bharat Doshi as Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Mr. Bharat Doshi (DIN 00012541)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

3. **Appointment of Dr. Omkar Goswami as Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his

candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Dr. Omkar Goswami (DIN 00004258)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

4. **Appointment of Mr. Aman Mehta as Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Mr. Aman Mehta (DIN 00009364)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

5. **Appointment of Mr. D. Shivakumar as Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Mr. D. Shivakumar (DIN 00364444)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

6. **Appointment of Ms. Ireena Vittal as Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Clause 49 of the Listing Agreement (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the Members of the Company be and is hereby accorded for appointment of **Ms. Ireena Vittal (DIN 05195656)**, as an Independent Director of the Company for a period of five years with effect from September 26, 2014 to September 25, 2019.

7. **Adoption of new Articles of Association of the Company incorporating provisions of Companies Act, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

8. **Variation in terms of appointment of Mr. Vivek Gambhir, Managing Director so as to make his office liable for retirement by rotation**

To consider and if thought fit, to pass with or without modification(s), the following as an **ORDINARY RESOLUTION**

"RESOLVED THAT, the terms of appointment of Mr. Vivek Gambhir (DIN 06527810), appointed as Managing Director in the Annual General Meeting held on August 3, 2013, be modified and during the period of his current contract, his office is liable to determination by retirement of Directors by rotation as per Section 152(6) of the Companies Act, 2013.

9. **Private placement of Non-Convertible Debentures upto an amount of Rs.300 crore**

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

"RESOLVED THAT pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force; and the relevant provisions of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to make issue(s)/offer(s)/invitation(s) to subscribe Non-Convertible Debentures ("NCDs") to eligible person(s) for an amount not exceeding Rs. 300,00,00,000 (Rupees Three Hundred Crore Only) whether secured or unsecured on private placement basis in one or more tranches on such terms and conditions as the Board of Directors may deem appropriate, during the period of one year commencing from the date of passing of this resolution by the shareholders.

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

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

Mumbai, August 20, 2014

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on August 4, 2014.
3. In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its Members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services Limited. E-voting is available from 9.00 am on September 17, 2014 to 5:30 pm on September 19, 2014. Members are requested to refer to instructions for e-voting, appended to this Notice.
4. Members have the option either to vote through the e-voting process or through the postal ballot form. Members who have received the postal ballot Notice by email and who wish to vote through postal ballot form can seek duplicate postal ballot form from M/s. Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai – 400 001, fill in the requisite details and send the same to the Scrutinizer.
5. Resolution passed by the Members by means of Postal Ballot including e-voting is deemed to have been passed at a general meeting of the Members.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item 1 to 6**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed company is required to have atleast one third of its total number of Directors as Independent Directors. In terms of clause 49 of the Listing Agreement with the stock exchanges, in case the Chairman is an executive director, at least half of the Board should comprise of Independent Directors.

Out of the seven Independent Directors in the Board, six Independent Directors viz. Prof. Bala Balachandran, Mr. Bharat Doshi, Dr. Omkar Goswami, Mr. Aman Mehta, Mr. D. Shivakumar and Ms. Ireena Vittal, have been appointed in terms of clause 49 of the Listing Agreement with the stock exchanges and the provisions of the erstwhile Companies Act, 1956 and liable to retire by rotation. As per the provisions of section 149 and 152 read with Schedule IV of the Companies Act, 2013, Independent Directors are to be appointed for a fixed term of upto five consecutive years and not liable to retire by rotation.

It is therefore proposed to appoint Prof. Bala Balachandran, Mr. Bharat Doshi, Dr. Omkar Goswami, Mr. Aman Mehta, Mr. D. Shivakumar and Ms. Ireena Vittal as Independent Directors under the provisions of the Act for a period of five years from September 26, 2014 to September 25, 2019 and they will not be liable to retire by rotation. In this regard, notices as prescribed in the Act have been received from a member proposing Prof. Bala Balachandran, Mr. Bharat Doshi, Dr. Omkar Goswami, Mr. Aman Mehta, Mr. D. Shivakumar and Ms. Ireena Vittal as candidate for the office of Directors of the Company. Accordingly, resolutions proposing appointment of Independent Directors are given at item no 1 to 6 of this notice.

A brief profile of the Independent Directors proposed to be appointed is given below:

Prof. Bala Balachandran

Bala Balachandran began his teaching career in 1960 while a graduate student at Annamalai University, India. In 1967, he moved to the University of Dayton and in 1971, to Carnegie-Mellon University, Pittsburgh, where he taught management courses while working on his doctorate. In 1973, he joined the Kellogg Graduate School of Management faculty. From 1979-83, he chaired the Department of Accounting and Information Systems and Decision Sciences. He is also Director of the Accounting Research Center.

Professor Balachandran's teaching interests include managerial accounting, auditing, management information systems, and mathematical programming.

He is one of three Kellogg faculty members who started the Information Resource Management Program (IRM) at Northwestern in 1974. He has authored more than 55 research articles and is currently writing a managerial accounting textbook with emphasis on cost management in an automated manufacturing environment. He is department editor in accounting for Management Science, associate editor for The Accounting Review and on the editorial boards of Contemporary Accounting Research, and the Journal of Accounting, Auditing and Finance.

Professor Balachandran's research deals with performance evaluation, cost management, audit planning, allocation models, and forecasting. His recent work includes auditors' legal liability and game theoretic cost allocation models with transfer pricing. His work has earned numerous scholastic honors, awards, and fellowships, and he serves as a consultant to senior management in industry, as well as to the U.S. Air Force, in the areas of accounting, forecasting, and strategic decision support systems. He has provided executive education for various companies and the government and is the Program Director for "Managing Cost Information for Effective Strategic Decisions", a 3-day programme conducted at the James L. Allen Center each year during the spring and fall.

Mr. Bharat Doshi

Mr. Bharat Doshi joined Mahindra & Mahindra in 1973 as an Executive and was elevated to its Board as Executive Director in 1992. In November 2013, he transited from his position as Executive Director & Group CFO to Non-Executive Director. He is the Chairman of Mahindra & Mahindra Financial Services Limited and Mahindra Intertrade Limited. He is also Director of some of the companies in the Mahindra Group. He is an Independent Director of NSE.IT.

Mr. Doshi is a Trustee of the Mahindra Foundation and the K.C. Mahindra Education Trust. He is also on the Board of Governors of The Mahindra United World College of India and the Board of Governors of Indian Institute of Management, Tiruchirappalli (Trichy). He is a Director on the Board of Indian Council on Global Relations. He was a Member of Reserve Bank of India (RBI) constituted Working Group to examine a range of emerging issues pertaining to regulation of the NBFC (Non-Banking Financial Companies) sector.

He was adjudged "India's Best CFO" by the leading business fortnightly Business Today (India Today Group Publication) in April 2005. He was also conferred the CFO of the Year Award for financial excellence by IMA India, an associate of The Economist Group, in December 2005. In November 2007, he was honoured with the CNBC CFO of the Year Award. In March 2011, he was inducted by CFO India as a Founding Member to the CFO Hall of Fame in recognition of an exemplary career and a lifetime of contribution to the field of Finance. In February 2013, Mr. Doshi was awarded the CA Business Achiever - Corporate award for his exceptional performance and achievements in the sphere of business.

Dr. Omkar Goswami

Dr. Omkar Goswami is the Founder and Chairman of CERG Advisory Private Limited. CERG is the acronym for the Corporate and Economic Research Group. Its objectives are to use Indian as well as international resources to provide best in class:

- Corporate advisory and consulting services for companies and industries in India & abroad.
- Research and analytics on markets, industries and businesses.
- Economic and policy analysis of different markets, regions, countries, industries, as well as trade, monetary, fiscal and exchange rate regimes.
- Strategic profiling of countries, regions and international institutions for clients.
- Research, surveys and analytical work for governments, companies, banks, investors, international multilateral institutions and NGOs.
- International and national workshops, conferences and roundtables on focussed policy areas.

Mr. Aman Mehta

Mr. Aman Mehta has over 35 years of experience in various positions with the HSBC Group, He was the Chairman and Chief Executive Officer of HSBC USA Inc., the New York-based arm of HSBC Holdings plc. which oversaw HSBC group companies in the Americas, before being appointed as Deputy Chairman of HSBC Bank Middle East, based in Dubai with responsibility for the Group's operations in the Middle East region. He was re-appointed as General Manager International of the Hong Kong and Shanghai Banking Corporation in February 1998, Executive Director International in May 1998 and Chief Executive Officer in January 1999. He also became Chairman of HSBC Bank Malaysia Berhad on January 1, 1999 and a Director of HSBC Bank Australia Limited.

Mr. D. Shivakumar

Mr. Shivakumar, or Shiv as he is popularly known, is Chairman and CEO of PepsiCo India Holdings Pvt. Ltd. Before Pepsico, he was with Nokia for eight years, running India and then the Emerging Markets operations.

Shiv is a Marketer and CEO. He has run over 34 brands in his career across Unilever, Philips and Nokia. He is a growth manager, having grown every brand and geography he has managed through Innovation, new business models and eco system partnerships. Shiv is a good coach and invests time and energy in growing people. He writes regularly for the business press on emerging markets, on brands, on consumers and leadership, followership. He also teaches in Business schools across the world.

Shiv has been awarded many times over for Marketing, for leadership and for turning around businesses. The one that's dear to his heart is the "Most Distinguished Alumnus award" from his alma mater IIM Calcutta bestowed on him in 2011.

He was one amongst nine to get the Most Distinguished Alumnus award in the first 50 years of IIM Calcutta.

Shiv's pioneering work in telecom has become case studies in Harvard, Ivy and ISB.

Ms. Ireena Vittal

Ms. Ireena Vittal is recognised as a thought partner to global and local consumer-facing companies, eager to build large-scale profitable businesses in emerging markets. With a perspective across both developed and emerging markets, she helps companies define dynamic growth portfolios, assemble effective local top teams, and re-craft business models. She has also served governments and foundations to design and implement solutions core to India's development, such as sustainable rural growth and inclusive urban development.

She was a founding member of the McKinsey Global Emerging Markets Practice and of the Economic Development Practice. She is also a much valued counsellor to leaders, who seek her practical judgment and empathetic coaching in an always evolving, often tough market.

Ms. Ireena Vittal graduated in electronics and has an MBA from the Indian Institute of Management, Calcutta.

Details as stipulated under Clause 49 of the Listing Agreement in respect of the Directors being appointed is annexed to this Notice.

In the opinion of the Board, all the above Directors fulfill the conditions specified in the Act and the Rules made thereunder for their appointment as Independent Directors of the Company and they are independent of the management.

A copy of draft letter of appointment setting out the terms and conditions of appointment of the above Directors is open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members.

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates, is concerned or interested, financially or otherwise, in the above resolutions. This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends this resolution for approval of the Members.

Item 7

The existing Articles of Association (AoA) of the Company is based on the provisions of the Companies Act, 1956. Several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several clauses of the existing AoA of the Company requires alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a new AoA.

The new AoA to be substituted in place of the existing AoA inter alia incorporates various provisions and Table F of Schedule I of the Companies Act, 2013, which sets out the model AoA for a Company limited by shares, and also carries forward certain provisions from the existing Articles of Association suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013

Accordingly this Resolution is being placed for approval of the Members. The proposed Articles of Association is available for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours without payment of any fees by the Members. None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

Item 8

Under the provisions of the erstwhile Companies Act, 1956, two third of the Board of Directors should have been liable for retirement by rotation. In your Company's case, out of the Board strength of fourteen, eleven Directors (including the Independent Directors) were liable for retirement by rotation and hence the Company was compliant with the provisions of the Companies Act, 1956.

As per the Companies Act, 2013 (the Act), Independent Directors are to be appointed for a fixed term not exceeding five consecutive years and they shall not be liable for retirement by rotation. After excluding such Independent Directors atleast two third of the remaining Directors shall be liable for retirement by rotation. In your Company, out of the Board strength of fourteen, there are seven Independent Directors whose office will be there for a fixed term and not liable for retirement by rotation. Out of the balance seven Directors, the period of office of atleast five Directors should be liable to determination for retirement by rotation (i.e. 2/3rd of the balance seven Directors).

However, currently only the four non Independent Directors viz. Mr. Jamshyd Godrej, Mr. Nadir Godrej, Ms. Tanya Dubash and Mr. A Mahendran are liable to retire by rotation. In order to maintain atleast five Directors in the Board as Directors liable to retire by rotation and be in compliance with the provisions of Section 152(6) of the Act, it is necessary to elect one of the three Whole Time Directors as a Director liable to retire by rotation. The Board has at its meeting held on July 28, 2014, decided that Mr. Vivek Gambhir, Managing Director shall also be liable for retirement by rotation during the period of his contract. The Members at the Annual General Meeting held on August 3, 2013 appointed Mr. Vivek Gambhir as Managing Director of the Company for a period of three years with effect from July 1, 2013.

The approval of Members is sought accordingly to amend the terms of appointment of Mr Vivek Gambhir, Managing Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives except Mr Vivek Gambhir are in any way, concerned or interested, financially or otherwise, in the resolution.

Item 9

The Company had made a private placement of Non-Convertible Debentures (NCD's) aggregating Rs. 250 crore in October 2012 for a tenor of two years. The same is repayable in October 2014 at a redemption premium of 9.40 % p.a. The total redemption amount inclusive of premium works out to approximately Rs. 299.20 crore. The Company is looking at various options for funding the above repayment and one of the option is private placement of fresh NCD's.

Pursuant to section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company cannot make a private placement of its securities unless the proposed offer of securities has been previously approved by the shareholders of the Company by a Special Resolution.

In case of offer or invitation to offer of NCD's, the Company may pass a Special Resolution once in a year for all offers or invitations for such debentures to be made during the year.

The Company therefore seeks an enabling authorisation to borrow funds by offer of NCD's on private placement basis for an amount not exceeding Rs. 300 Crore, at a coupon rate that will be determined based upon the prevailing money market conditions at the time of borrowing.

In case the Company makes a private placement of fresh NCD's upto Rs. 300 crore, it will substitute the existing outstanding debt of the Company with a new debt, and accordingly the debt equity ratio will remain unchanged.

The Board of Directors recommend the Special Resolution as set out in Item No. 9 of the Notice for the approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

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

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

Mumbai, August 20, 2014

Details as per clause 49 of the Listing Agreement in respect of Directors being appointed

Name of Director	Prof. Bala Balachandran	Mr. Bharat Doshi	Dr. Omkar Goswami	Mr. Aman Mehta	Mr. D. Shivakumar	Ms. Ireena Vittal
Date of Birth	05/07/1937	12/06/1949	29/08/1956	01/09/1946	22/09/1959	02/10/1968
Qualifications	BSc (Hons.) 1959 Mathematics/ Statistics, 1961; M.A., Mathematics/ Statistics, 1963; M.S. Applied Statistics, Annamalai University, MSE 1969, Engineering,	B.Com; LLM (Bombay University), FCA, FCS. Mr Doshi has also participated in the program for Management Development at the Harvard Business School	D. Phil (Ph.D) in Economics, University of Oxford, 1982	B.A (Hons) Economics	Engineer (IT, Chennai) , MBA (IIM, Kolkata)	MBA
Specialised Expertise	Prof Bala has served as a Distinguished Professor at Kellogg, Northwestern University, USA. He specialises in accounting, forecasting & strategic decision support systems.	Finance, Corporate Affairs and General Management.	Economist and Corporate Consultant; Finance:Corporate Governance; Macroeconomics	Finance.	Marketing ,General Management, Innovation	Understanding of Indian Consumers & winning business models in emerging markets, expertise in Indian Agriculture and Urban Space
No. of shares held in GCPL	Nil	13714	Nil	Nil	Nil	Nil
Directorships in Companies	<p>Listed Public Companies</p> <p>Godrej Consumer Products Ltd Allsec Technologies Ltd</p> <p>Private Companies / Sec 25 Companies</p> <p>Great Learning Management Pvt Ltd Great Lakes & Institute of Management, Chennai Beacon Learning Pvt Ltd Mumbai Business School India</p> <p>Foreign Companies :</p> <p>Solid Systems Engineering Pvt. Ltd, USA Air Control Bolder Coloron Systems Pvt. Ltd,USA</p>	<p>Listed Public Companies</p> <p>Mahindra & Mahindra Limited Mahindra & Mahindra Financial Services Limited Tech Mahindra Ltd Godrej Consumer Products Limited</p> <p>Public Companies</p> <p>Mahindra Intertrade Limited Mahindra Holdings Limited NSE.IT Limited</p> <p>Section 25 Companies:</p> <p>The Mahindra United World College of India Indian Council on Global Relations Indian Institute of Management, Tiruchirapalli</p> <p>Foreign Companies</p> <p>Mahindra Foundation, U.S.A Mahindra Foundation, U.K</p>	<p>Listed Public Companies</p> <p>Ambuja Cements Ltd Bajaj Finance Ltd Cairn India Ltd Crompton Greaves Ltd Dr. Reddy'S Laboratories Ltd</p> <p>Godrej Consumer Products Ltd IDFC Limited Infosys Limited</p> <p>Other Public Companies</p> <p>Max Healthcare Institute Ltd Infosys BPO Limited</p> <p>Private Companies</p> <p>CERG Advisory Private Ltd DSP BlackRock Investment Managers Pvt Ltd</p>	<p>Listed Public Companies</p> <p>Wockhardt Limited Tata Consultancy Ltd Jet Airways (India) Ltd Godrej Consumer Products Ltd. Cairn India Ltd Max India Ltd</p> <p>Foreign Companies</p> <p>Vedanta Resources Plc, U.K PCCW Ltd, Hongkong</p>	<p>Listed Public Companies</p> <p>Godrej Consumer Products Ltd Nourishco Beverages Ltd</p>	<p>Listed Public Companies</p> <p>Axis Bank Limited Titan Company Ltd Godrej Consumer Products Ltd The Indian Hotels Company Ltd Wipro Ltd Tata Global Beverages Ltd</p> <p>Private Companies</p> <p>Zomato Media Pvt Ltd</p>
Committee Positions	<p>Member</p> <p><i>Audit Committee</i> Godrej Consumer Products Ltd</p>	<p>Chairman</p> <p><i>Audit Committee</i> Godrej Consumer Products Ltd</p> <p>Member</p> <p><i>Audit Committee</i> Mahindra & Mahindra Limited <i>Stakeholders' Relationship committee</i> Mahindra & Mahindra Limited</p>	<p>Chairman</p> <p><i>Investor Grievance Committee</i> Infosys Limited Cairn India Ltd <i>Audit Committee</i> Crompton Greaves Ltd</p> <p>Member</p> <p><i>Audit Committee</i> Ambuja Cements Limited IDFC Ltd Cairn India Ltd Godrej Consumer Products Ltd Bajaj Finance Ltd Infosys BPO Limited Dr. Reddy'S Laboratories Ltd</p>	<p>Chairman</p> <p><i>Audit Committee</i> Jet Airways (India) Ltd Tata Consultancy Services Ltd Cairn India Ltd Vedanta Resources Plc, U.K PCCW Ltd, Hongkong</p> <p>Member</p> <p><i>Audit Committee</i> Godrej Consumer Products Ltd Wockhardt Ltd <i>Investor Grievance Committee</i> Wockhardt Ltd</p>	<p>Member</p> <p><i>Audit Committee</i> Godrej Consumer Products Ltd Nourishco Beverages Ltd</p>	<p>Member</p> <p><i>Audit Committee</i> Titan Company Ltd Godrej Consumer Products Ltd Wipro Ltd Tata Global Beverages Ltd</p>

Instructions for E voting

In compliance of the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote in the postal ballot by electronic means through e-voting services provided by Central Depository Services Limited. The instructions for members for voting electronically are as under:-

(1) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account in dd/mm/yyyy format. If the shares are in physical form, enter the folio number.
Dividend Bank Details#	Enter the dividend bank details as recorded in your demat account. If the shares are in physical form, enter the dividend bank details as given to the company.
# If the details of DOB or Dividend Bank Details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. **Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.** It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "GODREJ CONSUMER PRODUCTS LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(2) In case of members receiving the physical copy:

Please follow all steps from Sr. No. (i) to Sr. No. (xvii) above to cast vote.

- (3) The e-voting period will be open from **9.00 am on September 17, 2014 to 5:30 pm on September 19, 2014**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 4, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (4) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (5) Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership no. FCS 7132) has been appointed as the Scrutinizer to scrutinize the e-voting process and the Postal Ballot in a fair and transparent manner.
- (6) The Scrutinizer shall within a period not exceeding three working days from the date of close of e-voting unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (7) The results of e-voting and Postal Ballot on the resolutions shall be aggregated and declared by the Chairman on September 23, 2014. The results declared alongwith the Scrutinizer’s report shall be placed on the Company’s website www.godrejcp.com. The results shall also be informed to the stock exchanges.



Godrej Consumer Products Limited

CIN: L24246MH2000PLC129806

Registered Office: Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai - 400 079.

Phone: +91 22 25188010/20/30; Fax: +91 22 25188040; Website: www.godrejcp.com; Email: investor.relations@godrejcp.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

Serial No. :

- 1. Name(s) of Shareholder(s) /Joint Holder(s), if any : (in block letters)
2. Registered Address of the Sole/First named : Shareholder/Beneficial Owner
3. DP ID /Client ID No. : Registered Folio No.
4. Class of Shares held : Equity
5. I/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated August 4, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Table with 5 columns: Item No., Description, No. of Shares held, I/We assent to the resolution (FOR), I/We dissent to the resolution (AGAINST). Rows 1-9 detailing appointments and resolutions.

Place : Mumbai

Date :

(Signature of the Shareholder)

Notes:

- 1. Voting rights shall be reckoned on the paid up shares registered in the name of the member as on August 4, 2014.
2. Last Date for receipt of postal ballot form by the Scrutinizer: Close of working hours (5:30 p.m.) on September 19, 2014. Please see instructions overleaf for filling the postal ballot form.
3. For e-voting, please refer the instructions under "E-Voting Facility" in the Notice attached herewith.



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Table with 5 columns: Item No., Description, No. of Shares held, I/We assent to the resolution (FOR), I/We dissent to the resolution (AGAINST). Rows 1-9 detailing appointments and resolutions.

Place : Mumbai

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Notes:

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INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Company in the enclosed postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. Envelopes containing postal ballots, if sent by courier at the expense of the registered member will also be accepted.
2. The pre-paid self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the member, as per specimen signature registered with the Company or Depository Participants. In case of joint holding, this postal ballot form should be completed and signed by the first named member and in his absence, by the next named member. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holders.
4. In case of shares held by Companies, Trust's, Societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority. Where the postal ballot form has been signed by a representative of the President of India or by the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect postal ballot forms will be rejected. Votes will be considered invalid on the following grounds:
 - a. If the postal ballot is unsigned;
 - b. If the member's signature does not tally with the signature available with Company/Depositories;
 - c. If the member has marked all his shares both in favour and also against the resolutions;The Scrutiniser's decision on the validity of the postal ballot form shall be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on September 19, 2014. Postal ballot forms received after this date will be treated as if reply from such member has not been received.
8. Members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing medium(s) like pencil).
9. The postal ballot shall not be exercised by a proxy.
10. A member may request for a duplicate postal ballot form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction 7 above.
11. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self addressed envelope.
12. A member need not use all his votes nor cast all his votes in the same way.
13. The Company is also offering e-voting facility as an alternate, for all the members to enable them to cast their votes electronically instead of dispatching postal ballot form. Kindly refer the postal ballot notice for detailed procedure.

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