



Godrej Consumer Products Limited

Registered Office:

Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079

Tel.: +91 22 25188010/20/30 Fax: +91 22 25188040

Website: www.godrejcp.com e-mail: investor.relations@godrejcp.com

CIN: L24246MH2000PLC129806

NOTICE OF THE ANNUAL GENERAL MEETING ("AGM")

NOTICE is hereby given that the FIFTEENTH ANNUAL GENERAL MEETING of the Members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Wednesday, July 29, 2015 at 3.30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Near Mantralaya, Mumbai – 400021 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2015 which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2015, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation and being eligible, offers himself for re-appointment;
4. To ratify the appointment of Auditors and fix their remuneration and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, appointment of M/s. Ms. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No.104607W) as Statutory Auditors of the Company to hold office from the conclusion of the 14th Annual General Meeting of the Company till the conclusion of the 17th Annual General Meeting to be held in 2017, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified."

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s) the following resolutions

5. **Ordinary Resolution for ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2015-16**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co., Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2015-16, be paid a remuneration of ₹ 5.75 lac per annum plus applicable service tax and out of pocket expenses that may be incurred;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Special Resolution for private placement of Non-Convertible Debentures upto an amount of ₹ 300 crore**

"**RESOLVED THAT** pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 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 to Non-Convertible Debentures ("NCDs") to eligible person(s) for an amount not exceeding ₹ 300,00,00,000 (Rupees Three Hundred Crore Only) whether secured or unsecured, on private placement 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."

7. **Special Resolution for acquiring and holding equity shares of the Company by Foreign Institutional Investors (FIIs) including their sub-accounts upto an aggregate limit of 40% of the paid-up equity share capital of the Company**

RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 and other prevailing laws, rules and regulations as may be applicable from time to time and subject to such consents, sanctions and permissions as may be required from the appropriate authorities, consent of the Company be and is hereby accorded for acquiring and holding equity shares of the Company by Foreign Institutional Investors (FIIs) including their sub-accounts

upto an aggregate limit of 40% of the paid-up equity share capital of the Company;

RESOLVED FURTHER THAT any one of the following persons viz. Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Director, Ms. Tanya Dubash, Director, Ms. Nisaba Godrej, Executive Director, Innovation, Mr. Vivek Gambhir, Managing Director or Mr. V Srinivasan, Chief Financial Officer & Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be required for the aforesaid purpose and which it may deem fit in the interest of the Company.”

By Order of the Board of Directors

V. Srinivasan

Chief Financial Officer & Company Secretary

Mumbai, June 26, 2015

Notes:-

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on behalf of self. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.**
A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. **Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.**
4. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
5. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
6. The route map for the venue of the meeting has been given in the attendance slip.
7. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund of the Government. Unclaimed Dividends as per details given in the table below will be transferred to the 'Investor Education and Protection Fund' on the dates mentioned in the table. Those members who have so far not

encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars viz. Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400 001 (e-mail: gcpl@compuotechsharecap.com) or the Company for payment thereof.

Dividend Period	Due date for transfer
1 st Interim 2008-09 paid in August 2008	30-08-2015
2 nd Interim 2008-09 paid in November 2008	29-11-2015
3 rd Interim 2008-09 paid in February 2009	01-03-2016
4 th Interim 2008-09 paid in May 2009	05-06-2016
1 st Interim 2009-10 paid in August 2009	30-08-2016

Please note that Section 124(6) of Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF.

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the investor's account on time.

8. Details as stipulated under Clause 49 of the Listing Agreement in respect of the directors being appointed/ re-appointed are annexed herewith to the Notice.

In terms of Section 152 of the Companies Act, 2013, Mr. Nadir Godrej (DIN 00066195) Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment. The details in accordance with the provisions of Clause 49 of the Listing Agreement and Secretarial Standards in respect of appointment/ re-appointment of directors is annexed to the Notice.

9. **E-voting**

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the Fifteenth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (“CDSL”).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on **Sunday, 26th July, 2015 at 9.00 a.m.** and ends on **Tuesday, 28th July, 2015 at 5.00 p.m.** 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 **July 22, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.

- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to enter the first five letters NPGCP and the 5 digits of the sequence number printed on the label.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com

10. In case of members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on

his own motion for all businesses specified in the accompanying Notice. **For clarity, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting.** The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/ record date i.e. July 22, 2015. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

11. Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot cast by the Members at the AGM) in a fair and transparent manner.
12. 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 shall forthwith make the Scrutinizer's Report of the votes cast in favour of or against, if any, and submit the same to the Chairman of the Company.
13. The results of e-voting and poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
14. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.godrejcp.com within two days of passing of the resolutions at the AGM of the Company and communicated to BSE and NSE.

By Order of the Board of Directors

V. Srinivasan

Chief Financial Officer & Company Secretary

Mumbai, June 26, 2015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company. On recommendation of the Audit Committee at its meeting held on April 28, 2015, the Board considered and approved the appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the cost auditor for the FY 2015-16 at a remuneration of ₹ 5.75 lac per annum plus applicable service tax and reimbursement of out of pocket expenses.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Shareholders.

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

ITEM 6

The Company had made a private placement of Non-Convertible Debentures (NCDs) aggregating to ₹ 250 crore in October 2014 for a tenor of 15 months. The same is repayable in December 2015 at a redemption premium of 9.40% p.a. The Company is looking at various options for funding the above repayment and one of the option is private placement of fresh NCDs.

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 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 NCDs, the Company is required to 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 NCDs on private placement basis for an amount not exceeding ₹ 300 Crore, at a coupon rate that will be determined based upon the prevailing money market conditions at the time of the borrowing.

It may be noted that the current net debt equity ratio of the Company is Nil. Post the repayment of the existing NCDs, in case the Company makes a private placement of fresh NCDs upto ₹ 300 crore, the debt equity ratio will remain unchanged.

The Board of Directors recommend the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Shareholders.

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

ITEM 7

The Exchange Control Department, Reserve Bank of India vide its notification no. FEMA 20/2000-RB dated May 3, 2000 has permitted registered Foreign Institutional Investors (FIIs) to purchase shares or convertible debentures of an Indian company under the Portfolio Investment Scheme, subject to the terms and conditions specified in Schedule 2 to the above notification. The terms and conditions *inter alia* stipulate that the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10% (ten per cent) of the total paid-up equity capital or 10% (ten per cent) of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 per cent of paid-up equity capital or paid up value of each

series of convertible debentures provided that the limit of 24 per cent referred above may be increased upto the sectoral cap applicable to the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body.

The Company at its AGM held on July 22, 2004, had taken consent for increasing the limit for investment by FII in the equity share capital of the Company to 35%.

The shareholding of FIIs in your Company as on March 31, 2015 was 29%, with no single FII holding above 10%. It is proposed to increase the limit from 35% to 40% of the Company's paid-up equity share capital as it will help diversify shareholder base and also provide further depth and liquidity to our equity shares.

The Board of Directors recommend the Special Resolution as set out in Item No. 7 of the Notice for the approval of the Shareholders.

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

By Order of the Board of Directors

V. Srinivasan

Chief Financial Officer & Company Secretary

Mumbai, June 26, 2015

Information pursuant to Clause 49 of the Listing Agreement and Secretarial Standards in respect of Appointment/ Re-appointment of Directors

Name of Director	Nadir Godrej
Date of Birth	26-08-1951
Qualifications	B.S. Chem. Engg. (M.I.T, U.S.A), M.S. Chem. Engg. (Stanford, U.S.A)
Specialised Expertise	Industrialist having rich business experience
First Appointment on the Board	29-11-2000
Terms & Conditions of Appointment/ Re-appointment	Appointment for a period of three years subject to retirement by rotation
Remuneration Details	<p>Last drawn remuneration Commission of ₹ 15 lacs p.a. and Sitting Fees of ₹ 1,00,000 for each Board Meeting and ₹ 20,000 for each Committee Meeting</p> <p>Remuneration details to be paid Commission on profits and sitting fees as fixed by the shareholders of the Company, from time-to-time. Currently, the Commission payable as per the shareholders approval is 1% of the Net Profits of the Company subject to maximum of ₹ 15 lacs p.a. and sitting fees is ₹ 1,00,000 for each Board Meeting and ₹ 20,000 for each Committee Meeting.</p>
No. of shares held in GCPL as at March 31, 2015	1,551,178 (includeing 633,724 shares held on behalf of son)
Relationship with other Directors/ Manager/ KMP	Brother of Mr. Adi Godrej, Chairman
No. of meetings attended during the year	6 Board Meetings attended (out of 6 held) 8 Stakeholders' Relationship Committee Meetings attended (out of 11 held) Also attended Annual General Meeting held on July 28, 2014
Directorships / Partnerships	<p>Listed Public Companies Godrej Consumer Products Ltd. Godrej Industries Ltd. Godrej Properties Ltd. Mahindra And Mahindra Ltd. Tata Teleservices (Maharashtra) Ltd. The Indian Hotels Company Ltd</p> <p>Public Companies Godrej & Boyce Mfg. Co. Ltd. Godrej Agrovet Ltd. Isprava Technologies Limited Godrej Tyson Foods Ltd.</p>

Directorships / Partnerships	<p>Private Companies Godrej Investments Private Limited</p> <p>Foreign Companies- Godrej International Limited ACI Godrej Agrovat Pvt. Ltd., Bangladesh Godrej South Africa Pty. Ltd. Kinky Group Pty Ltd. Godrej Nigeria Ltd.</p> <p>Others ABG Venture LLP NBG Enterprise LLP</p>	
Committee Positions	<p>Chairman <u>Stakeholders' Relationship Committee</u> Godrej Consumer Products Ltd.</p> <p><u>CSR Committee</u> Godrej Agrovat Ltd. Godrej Consumer Products Ltd.</p>	<p>Member <u>Stakeholders' Relationship Committee</u> Godrej Industries Ltd.</p> <p><u>Audit Committee</u> Mahindra & Mahindra Ltd.</p> <p><u>Nomination & Remuneration Committee</u> The Indian Hotels Company Ltd.</p> <p><u>CSR Committee</u> The Indian Hotels Company Ltd.</p> <p><u>Governance, Nomination & Remuneration Committee</u> Mahindra & Mahindra Ltd.</p>