

Godrej Consumer Products Limited

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Saturday, August 3, 2013 at 3.30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2013, 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, who retires by rotation and being eligible, offers himself for reappointment;
4. To appoint a Director in place of Mr. Bharat Doshi, who retires by rotation and being eligible, offers himself for reappointment;
5. To appoint a Director in place of Dr. Omkar Goswami, who retires by rotation and being eligible, offers himself for reappointment;
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to authorise the Board of Directors of the Company to fix their remuneration. M/s. Kalyaniwalla & Mistry, Chartered Accountants, the retiring Auditors are eligible for reappointment.

SPECIAL BUSINESS

7. **To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution**

RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. Adi Godrej be and is hereby reappointed as Whole-time Director designated as "Chairman" of the Company with effect from April 1, 2013 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Adi Godrej, on the following terms and conditions:

I. Period of appointment: April 1, 2013 to March 31, 2016

II. Remuneration

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity. The Basic Salary shall be in the range of ₹ 8,50,000/- to ₹ 14,00,000/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time to time.

B) Performance Linked Variable Remuneration (PLVR)

PLVR according to the applicable scheme of the Company for each of the financial year 2013-14, 2014-15 and 2015-16 or as may be decided by the Board of Directors.

C) Flexible Compensation

In addition to the fixed compensation and long-term incentives, the Chairman will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 1956 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Chairman in such form and manner as the Board may decide.

- Furnished residential accommodation (including maintenance of such accommodation, provision of or reimbursement of expenditure incurred on gas, water, power and furnishing) or house rent allowance in lieu thereof as per rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses for the Chairman and his family, hospitalisation and accident insurance for self and family in accordance with the rules of the Company;
- Leave Travel Assistance for the Chairman and his family in accordance with the rules of the Company;
- Payment/reimbursement of club fees;
- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company;
- Sick leave as per the rules of the Company;
- Provision of Company maintained car(s) with driver(s) for official use;
- Provision of free telephone facilities or reimbursement of telephone expenses at residence including payment of local calls and long distance official calls;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

Explanation

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children of Mr. Adi Godrej.
- ii) For the purpose of calculation of gratuity and other retirement benefits, the tenure of Mr. Adi Godrej as an employee in the erstwhile Godrej Soaps Ltd. till 31.03.2001 shall also be taken into account.
- iii) For the purpose of accumulation of leave, the balance of leave to the credit of Mr. Adi Godrej as on 31.03.2001 in the erstwhile Godrej Soaps Ltd., will be carried forward to Godrej Consumer Products Ltd.
- iv) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Chairman from time to time, shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the Chairman, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

Notes:

- i) The Chairman shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and the Chairman shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person from disclosing the aforesaid information.
- ii) If the Chairman be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Chairman or any breach of this agreement, as in the opinion of all other Directors renders his retirement from the office of the Chairman desirable, the opinion of such other Directors shall be final, conclusive and binding on the Chairman and the Company may, by giving thirty days notice in writing to the Chairman, determine this Agreement and he shall cease to be a Director and Chairman of the Company, upon expiration of such notice.

- iii) In the event of any re-enactment or re-codification of the Companies Act, 1956 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 1956 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the rules and notifications issued thereunder.

8. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Ms. Nisaba Godrej be and is hereby appointed as Whole-time Director designated as “Executive Director, Innovation” of the Company with effect from July 1, 2013 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Ms. Nisaba Godrej, on the following terms and conditions:

I. Period of appointment: July 1, 2013 to June 30, 2016

II. Remuneration

A) Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity. The Basic Salary shall be in the range of ₹ 7,50,000/- to ₹ 10,84,000/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time to time.

B) Long-term Incentives

Performance linked variable remuneration (PLVR) payable for the period of appointment according to applicable scheme of the Company or as may be decided by the Board of Directors.

C) Flexible Compensation

In addition to the fixed compensation and long-term incentives, Ms. Nisaba Godrej will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 1956 (collectively called “perquisites and allowances”).

These perquisites and allowances may be granted to Ms. Nisaba Godrej in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation and House Rent Allowance at applicable rate as per Company's rules OR House Rent Allowance as per Company's rules);
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Assistance for self and family in accordance with the rules of the Company;
- Payment/ reimbursement of medical/ hospitalisation expenses for self and family in accordance with the rules of the Company.
- Group insurance cover, group mediclaim cover;
- Payment/reimbursement of club fees, food vouchers, petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;

- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

Explanation

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children and dependent parents of Ms. Nisaba Godrej.
- ii) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to Ms. Nisaba Godrej from time to time, shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of Ms. Nisaba Godrej, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

Notes:

- i) Ms. Nisaba Godrej is appointed by virtue of her employment in the Company and her appointment is subject to the provisions of Section 283(1)(l) of the Act. The appointment is terminable by giving three months' notice in writing on either side.
- ii) Ms. Nisaba Godrej shall not, during the continuance of her employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for her own or for any other purpose other than that of the Company, any information or knowledge obtained by her during her employment with the business or affairs or other matters whatsoever of the Company and shall, during the continuance of her employment hereunder, also use her best endeavour to prevent any other person from disclosing the aforesaid information.
- iii) If Ms. Nisaba Godrej is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with her duties as Executive Director, Innovation or any breach of this Agreement, as in the opinion of all other Directors renders her retirement from the office of the Executive Director, Innovation desirable, the opinion of such other Directors shall be final, conclusive and binding on the Executive Director, Innovation and the Company may by giving thirty days notice in writing to Ms. Nisaba Godrej determine this Agreement and she shall cease to be a Director and Executive Director, Innovation of the Company, upon expiration of such notice.

9. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, if any, Mr. Vivek Gambhir, who was appointed as an Additional Director of the Company with effect from April 30, 2013 by the Board of Directors at their Meeting held on April 30, 2013 and subsequently appointed as the Managing Director effective July 1, 2013 and whose term as Additional Director expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

10. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the shareholders be and is hereby accorded for the appointment of Mr. Vivek Gambhir as a Whole Time Director designated as "Managing Director" of the Company for a period of three years with effect from July 1, 2013 to June 30, 2016, on the following remuneration, terms and conditions.

I. Period of appointment: July 1, 2013 to June 30, 2016**II. Remuneration****A) Fixed Compensation**

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity. The Basic Salary shall be in the range of ₹ 15,00,000/- to ₹ 21,67,000/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time to time.

B) Long-term Incentives

- Performance linked variable remuneration (PLVR) payable for the period of appointment according to applicable scheme of the Company or as may be decided by the Board of Directors.
- Special Incentives as per the applicable scheme of the Company or as may be decided by the Board of Directors.
- Stock Grants under the Company's Employee Stock Grant Scheme (ESGS).

C) Flexible Compensation

In addition to the fixed compensation and long term incentives, Mr. Vivek Gambhir will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 1956 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to Mr. Vivek Gambhir in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation and House Rent Allowance at applicable rate as per Company's rules OR House Rent Allowance as per Company's rules);
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Assistance for self and family in accordance with the rules of the Company;
- Payment/ reimbursement of medical/ hospitalisation expenses for self and family in accordance with the rules of the Company;
- Group insurance cover, group mediclaim cover;
- Payment/reimbursement of club fees, food vouchers, petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

Explanation

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children and dependent parents of Mr. Vivek Gambhir.
- ii) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Managing Director from time to time, shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

Notes:

- i) The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 283(1)(i) of the Act. The appointment is terminable by giving three month's notice in writing on either side.
- ii) The Managing Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and the Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person from disclosing the aforesaid information.
- iii) If the Managing Director is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Managing Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office of the Managing Director desirable, the opinion of such other Directors shall be final, conclusive and binding on the Managing Director and the Company may by giving thirty days notice in writing to the Managing Director determine this Agreement and he shall cease to be a Director and Managing Director of the Company, upon expiration of such notice.

11. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Ms. Ireena Vittal, who was appointed as an Additional Director of the Company with effect from April 30, 2013 by the Board of Directors at their meeting held on April 30, 2013 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

12. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 257 and other applicable provisions of the Companies Act, 1956, if any, Mr. A. Mahendran, who was appointed as an Additional Director of the Company with effect from July 1, 2013 by the Board of Directors at their meeting held on April 30, 2013 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 along with a deposit of ₹ 500/- from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

By Order of the Board of Directors

P. Ganesh

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, April 30, 2013

Registered Office:

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

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE ON BEHALF OF HIM. 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.**
2. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
3. 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.
4. Unclaimed Dividends pertaining to the financial years 2006-07 and 2007-08 will be transferred to the 'Investor Education and Protection Fund' of the Central Government, pursuant to Section 205C of the Companies Act, 1956 on the dates mentioned below. Those members who have so far not encashed these dividend warrants or dividend warrants for financial years 2006-07 and onwards, may claim or approach our Registrars viz. Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400 001 (e-mail: gcpl@compu-techsharecap.com) or the Company for the payment thereof.

Please note that as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the aforesaid Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date the dividend became due for payment and no payment shall be made in respect of such claims.

Dividend Period	Due date for transfer
First Interim 2006-07 paid in August 2006	25-08-2013
Second Interim 2006-07 paid in November 2006	05-12-2013
Third Interim 2006-07 paid in February 2007	25-02-2014
Fourth Interim 2006-07 paid in May 2007	31-05-2014
First Interim 2007-08 paid in August 2007	05-09-2014
Second Interim 2007-08 paid in November 2007	28-11-2014
Third Interim 2007-08 paid in February 2008	25-02-2015
Fourth Interim 2007-08 paid in May 2008	03-06-2015

5. The details pursuant to Clause 49 of the listing agreement in respect of the directors retiring in the Annual General Meeting and proposed to be reappointed are given in the Corporate Governance Section of the Annual Report.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM 7

The shareholders at the Annual General Meeting held on July 25, 2009 reappointed Mr. Adi Godrej as a Whole-time Director designated as “Chairman” with effect from April 1, 2010 to hold office for a period of three years till March 31, 2013.

The Board of Directors, at its meeting held on January 31, 2013, reappointed Mr. Adi Godrej as a Whole-time Director designated as “Chairman” to hold office for a period of three years with effect from April 1, 2013. This appointment is subject to the approval of the shareholders.

The details Mr. Adi Godrej are given in the Corporate Governance section of the Annual Report of the Company for 2012-13.

For the sake of brevity, the particulars of the proposed remuneration, perquisites and benefits of Mr. Adi Godrej are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

The abstract of the terms of the contract entered into with Mr. Adi Godrej which is required to be sent to every member pursuant to Section 302 of the Companies Act, 1956 has already been sent to the members in February 2013, alongwith the dividend warrants.

The Board is of the opinion that the Company should continue to benefit from his professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance.

Mr. Adi Godrej himself and his relatives Mr. Nadir Godrej, Ms. Tanya Dubash and Ms. Nisaba Godrej may be deemed to be interested in this resolution. None of the other Directors is concerned or interested in this resolution.

ITEM 8

The Board of Directors, at its meeting held on April 30, 2013, appointed Ms. Nisaba Godrej as a Whole-time Director designated as “Executive Director, Innovation”, to hold office for a period of three years with effect from July 1, 2013. This appointment is subject to the approval of the shareholders.

Profile of Ms. Nisaba Godrej

“Ms. Nisaba Godrej, is the President, Human Capital & Innovation for Godrej Industries and associate companies. She is responsible for driving the Group’s transformation efforts including efforts to attract younger talent and make the culture more agile and innovative. Nisaba recently instituted a design and innovation cell to work with the Groups’ different business units. In particular, she has been working very closely with the Godrej Consumer Products team on their innovation strategy. Nisaba’s previous assignments within the Godrej Group have included the successful turnaround of Godrej Agrovet. She also led the creation of a strategy cell and worked on defining the FMCG strategy for the Group. Nisaba oversees the Group’s CSR strategy and is the point person for the operations of the Godrej Family Council. Nisaba has a B.Sc. degree from The Wharton School, University of Pennsylvania and an MBA from the Harvard Business School”

Ms. Nisaba Godrej holds 1,263,339 (0.37%) shares in the Company as on the date of this notice.

The details of directorships held by Ms. Nisaba Godrej are given in the Corporate Governance section of the Annual Report of the Company for 2012-13.

For the sake of brevity, the particulars of the proposed remuneration, perquisites and benefits payable to Ms. Nisaba Godrej are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

The abstract of the terms of appointment which is required to be sent to every member pursuant to Section 302 of the Companies Act, 1956 has already been sent in May 2013 to the members, alongwith the dividend warrants of May 2013.

The Board is of the opinion that the Company will benefit from her professional expertise and rich experience. The Board recommends the resolution to the members for their acceptance.

Ms. Nisaba Godrej herself and her relatives Mr. Adi Godrej and Ms. Tanya Dubash are concerned or interested in the resolution. None of the other Directors is concerned or interested in the resolution.

ITEM 9 & 10

The Board of Directors, at its meeting held on April 30, 2013, appointed Mr. Vivek Gambhir as an Additional Director on the Board of the Company with effect from April 30, 2013.

Pursuant to Section 260 of the Companies Act, 1956, Mr. Vivek Gambhir holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. Vivek Gambhir as Director of the Company.

The Board of Directors has also appointed Mr. Vivek Gambhir as Managing Director with effect from July 1, 2013, to hold office for a period of three years till June 30, 2016. This appointment is subject to approval of the shareholders.

Profile of Mr. Vivek Gambhir

"Mr. Vivek Gambhir is the Chief Strategy Officer of Godrej Industries and associated companies.

Vivek joined Godrej Industries in 2009. He is responsible for enhancing the strategic capabilities within the group companies, guiding overall group strategy, conducting portfolio analysis, leading mergers and acquisitions and driving special projects.

Under Vivek's leadership, the Group's planning processes have become more robust. He helped define the CREATE portfolio strategy for the Group and the 10X10 vision for the Group. He also oversees the finance, investor relations, legal and IT functions for Godrej Industries. He leads the EVA (Economic Value Added) Committee for the Group. He is the secretary to the Godrej Family Business Board (FBB). He also serves on the investment committee for Omnivore Capital, an agriculture technology focused venture fund backed by the Godrej Group.

Vivek has been very closely involved with Godrej Consumer Products Limited. He was the key architect of GCPL's 3 by 3 strategy. He leads mergers and acquisitions for the company and has been instrumental in driving GCPL's international expansion efforts. He co-led Project Neo that developed the blueprint for integrating the erstwhile Godrej Sara Lee Business with Godrej Consumer Products. He also led the process for a recent PE investment in the Company.

Prior to joining the Godrej Group, Vivek was a partner at Bain & Company, one of the world's leading business consulting firms. He worked with Bain in Boston, Singapore and New Delhi. He was a founding member of Bain's consulting operations in India and led the firm's FMCG practice in India.

Vivek has an MBA from the Harvard Business School and a BS (Computer Science) and BA (Economics) from Lafayette College."

Mr. Vivek Gambhir does not hold any shares in the Company.

The details of Mr. Vivek Gambhir as required to be given in pursuance of Clause 49 of the listing agreement are given in the Corporate Governance section of the Annual Report.

For the sake of brevity, the particulars of the proposed remuneration, perquisites and benefits payable to Mr. Vivek Gambhir are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

The abstract of the terms of appointment which is required to be sent to every member pursuant to Section 302 of the Companies Act, 1956 has already been sent in May 2013 to the members, alongwith the dividend warrants of May 2013.

The Board is of the opinion that the Company will benefit from his professional expertise and rich experience. The Board recommends the resolution to the members for their approval.

None of the Directors, except Mr. Vivek Gambhir is concerned or interested in the resolution.

ITEM 11

The Board of Directors, at its meeting held on April 30, 2013, appointed Ms. Ireena Vittal as an Additional Director on the Board of the Company with effect from April 30, 2013.

Pursuant to Section 260 of the Companies Act, 1956, Ms. Ireena Vittal holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Ms. Ireena Vittal as Director of the Company.

Profile of 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 counselor to leaders, who seek her practical judgement and empathetic coaching in an always evolving, often tough market.

Before joining McKinsey in 1996, Ms. Ireena Vittal worked with Nestle and with MaxTouch (now Vodafone) as head of marketing & sales. Ms. Ireena Vittal graduated in electronics and has an MBA from the Indian Institute of Management, Calcutta.

Ms. Ireena Vittal does not hold any shares in the Company.

The details of Ms. Ireena Vittal as required to be given in pursuance of Clause 49 of the listing agreement are given in the Corporate Governance section of the Annual Report.

The Board is of the opinion that the Company will benefit from her professional expertise and rich experience. The Board recommends the resolution to the members for their approval.

None of the Directors, except Ms. Ireena Vittal is concerned or interested in the resolution.

ITEM 12

Mr. A. Mahendran had indicated that he would like to retire when his current term expires on June 30, 2013 to devote time to his family businesses. The Board is of the opinion that the Company should continue to benefit from his professional expertise and rich experience and accordingly has appointed Mr. Mahendran as a Non-Executive Additional Director with effect from July 1, 2013.

Pursuant to Section 260 of the Companies Act, 1956, Mr. A. Mahendran holds office as an Additional Director up to the date of this Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 proposing the candidature of Mr. A. Mahendran as a Director of the Company.

As on the date of the notice, Mr. A. Mahendran holds 3188 shares (<0.01 %) in the Company. He also has the right to acquire 10,00,000 shares (0.29%) of the Company under the Employee Stock Purchase Plan, which has vested in him and which has to be compulsorily exercised by him within the exercise period.

The Board recommends the resolution to the members for their approval. None of the Directors, except Mr. A. Mahendran is concerned or interested in the resolution.

By Order of the Board of Directors

P. Ganesh

Executive Vice President (Finance & Commercial) &
Company Secretary

Mumbai, April 30, 2013