

Godrej Consumer Products Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040/8065/8069
Website : www.godrejcp.com

December 27, 2013

BSE Ltd

1st Floor, New Trading Ring, Rotunda Bldg.,
P.J. Towers, Dalal Street,
Mumbai 400 023.

The National Stock Exchange of India Ltd

Exchange Plaza, 4th Floor, Bandra-Kurla Complex,
Mumbai 400 051.

Dear Sir/Madam,

Sub: Notice of Postal Ballot

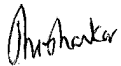
We are sending herewith the following:-

- Three copies of Notice of the Postal Ballot, the results of which will be declared on February 5, 2014.

This communication is in compliance of Clause 31 and other applicable clause(s), if any of the Listing Agreement.

Thanking you,

Yours faithfully,
For Godrej Consumer Products Ltd.,



R Shivshankar
Manager (Finance)





Godrej Consumer Products Ltd.

Registered Office : Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai – 400079
Tel : 25188010/20/30, **Fax :** 25188040, **website :** www.godrejcp.com, **e-mail :** investor.relations@godrejcp.com

Dear Shareholder(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 192A of the Companies Act, 1956 and notified provisions of the Companies Act, 2013, as applicable, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

The Board of Directors of the Company at their meeting held on 18th December, 2013 has approved the following item for the shareholders' approval through Postal Ballot:

- i) Subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 and other provisions as are applicable, and in addition to the amounts already invested/loans made or guarantees provided by the Company, the Company do invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or to make loans to any of its subsidiary/associate companies and/or to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies, upto a limit of USD 150 million (or equivalent thereof in any currency) for such investments/loans/guarantees notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

Accordingly, the proposed Resolution and the Explanatory Statement thereto are sent to you along with a Postal Ballot Form for your consideration. Mr. Kalidas Vanjpe, Practising Company Secretary or failing him Mr. Bharat Shemlani, Practising Chartered Accountant has been appointed by the Board as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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 Monday, February 3, 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. The Scrutinizer will submit his report to the Chairman or any Director of your Company after completion of the scrutiny. Results of the Postal Ballot will be announced by the Chairman or any Director of the Company on **Wednesday, February 5, 2014** at the Registered office of the Company, viz. Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079. The declaration by the Chairman/ Director as stated above shall be treated as declaration of results by the Chairman/ Director at a meeting of the shareholders as per the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. After the above declaration by the Chairman/Director the results of the Postal Ballot 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.

As per the provisions of the Companies Act, 2013, Special Resolution shall be declared as passed in Postal Ballot if votes cast in favour of the resolution are not less than three times the number of the votes, if any, cast against the resolution by members entitled to vote.

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 e-voting facility 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. 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.

SPECIAL BUSINESS

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

RESOLVED THAT subject to such regulatory approvals as may be required and compliance with the applicable provisions of Companies Act, 2013 and other provisions as are applicable, and in addition to the amounts already invested / loans made or guarantees provided by the Company, consent be and is hereby accorded for the Company to do the following transactions

- i. to invest by way of subscription, purchase or otherwise in the securities of any of its subsidiary / associate companies and/or
- ii. to make loans to any of its subsidiary/associate companies and/or
- iii. to give guarantees in connection with loan(s) given by any other person to any of its subsidiary/associate companies

upto a limit of USD 150 million (or equivalent thereof in any currency) for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits laid down by the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Management Committee of the Board of Directors and/or Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Director, Ms. Tanya Dubash, Director, Ms. Nisaba Godrej, Executive Director, Innovation, Mr. Vivek Gambhir, Managing Director, and Mr. P. Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary be and are hereby severally authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

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

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

Mumbai : December 18, 2013

Registered Office:

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

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Resolution passed by the members through Postal Ballot is deemed to have been passed at a General Meeting of the members.

Explanatory Statement pursuant to section 102 of the Companies Act, 2013.

Your Company's focus is on emerging markets. Our 3x3 strategy concentrates on three categories namely home care, personal wash and hair care in three geographies which comprise Asia, Africa and South America. The acquisition of Megasari in Indonesia, Issue and Argencos in Argentina, Tura in Nigeria, Cosmetica Nacional in Chile and the Darling group in various countries in Africa were in line with our 3 x 3' strategy.

The above acquisitions have been funded by borrowings made by wholly owned subsidiaries of your Company against the corporate guarantee given by your Company(GCPL). The funding obligations of such subsidiaries, are normally funded primarily out of India cash flows. Any such equity infusion by GCPL into its wholly owned subsidiaries/corporate guarantee given by GCPL to secure the borrowings made by the wholly owned subsidiaries are done by means of a resolution passed by the Board of Directors or the Management Committee of the Board which does not require shareholder approval as per the provisions of the prevailing Section 372A of the Companies Act, 1956.

The Companies Act, 2013 has replaced the Companies Act, 1956. Though some of the sections of Companies Act, 2013 have been notified, section 186 which governs investments in securities of other bodies corporate/ loans to other bodies corporate and giving corporate guarantee for loans availed by other bodies corporate is yet to be notified. As such, as of the date of this notice, investments/loans and guarantees to other bodies corporate are governed by the provisions of Section 372A of the Companies Act, 1956.

Section 186 (3) provides that where the giving of any loan or guarantee or providing any security or the acquisition under sub section (2) exceeds the limits specified in that sub section 2 of Section 186, prior approval by means of a special resolution passed at a general meeting shall be necessary.

During the period from February 2014 to March 2015 the total estimated funding requirement of your Company's subsidiaries/associates for their loan repayment and other requirement is estimated to be in the range of USD 150 million. Your Company has in the past, provided such collateral/support and it is a part of the objects of the Company and the Board has previously approved such transactions.

Keeping in mind the likely notification of Section 186 of the Companies Act, 2013 and the clarification on the applicability of Section 372A of the Companies Act, 1956, issued by the MCA vide Circular No. 17/202/2013-CL-V (dated November 19, 2013), as a measure of prudence, the Company proposes to have the approval of shareholders ready by means of a Postal Ballot so that in case Section 186 is notified before the due date of the repayment, GCPL would be in a position to comply with the relevant provisions of the Companies Act, 2013 and also ensure that its funding obligations to its subsidiary/associate companies are met on time.

As on date of this notice, Mr. Adi Godrej (Chairman), Mr. Nadir Godrej (Director), Ms Tanya Dubash (Director), Ms Nisaba Godrej (Executive Director, Innovation), Mr. Vivek Gambhir (Managing Director) and Mr. A Mahendran (Director) may be concerned or interested in the resolution to the extent of their directorships in one or more of the subsidiaries. Mr P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary (considered as a Key managerial Personnel) may also be interested to the extent of his directorships in one or more subsidiaries. None of the other directors, or any key managerial personnel or any relative of any of the directors of the Company or the relatives of any key

managerial personnel is concerned or interested in the resolution. Mr. Vivek Gambhir (Managing Director) and Mr. P Ganesh, Executive Vice President (Finance & Commercial) & Company Secretary hold 1 share each in some of the subsidiary companies (which is less than 0.01% of the paid up capital of the respective companies) to fulfill the requirement of minimum number of members. None of any other director of the Company or the promoters of the Company hold any share in any of the subsidiary/associate companies.

Your Directors recommend that the resolution be passed.

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

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

Mumbai : December 18, 2013

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. The members are requested to carefully read the instructions printed in the Postal Ballot form and return the Postal Ballot form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, **before Monday, February 3, 2014**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot form only. No other form or photocopy thereof is permitted.
3. Envelopes containing Postal Ballot form if deposited in person or sent by courier at the expense of the registered member will also be accepted.

E-voting Facility

In compliance with provisions of Section 192A of the Companies Act 1956, read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting.

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

If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.

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

- i) Open the e-mail which contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" tab to cast your votes.
- iv) Select the Electronic Voting Sequence Number (EVSN) along with "GODREJ CONSUMER PRODUCTS LIMITED" from the drop down menu and click on Submit.
- v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Password	Your unique password has been printed on the postal ballot form / mentioned in the e-mail vide which the Postal Ballot Notice has been emailed to you	
PAN	Enter your 10 digit alpha - numeric * PAN issued by Income Tax Department when prompted by the system while e-voting	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: 54321 in the PAN field or use physical Postal Ballot Form for voting.

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
- viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the member forgets the password and the same needs to be reset.
- ix) For members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of equity shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "Resolutions File Link" if you wish to view the entire Postal Ballot Resolutions.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(B) In case of members receiving Postal Ballot Form by Post:

- (i) Initial password and other details are provided as below at the bottom of Postal Ballot Form:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

- (ii) Please follow all steps from sl. no. (ii) to sl. no. (xiii) above, to cast vote.

- (C) The voting period starts on **Wednesday, January 1, 2014** and ends at 5.30 p.m. on **Monday, February 3, 2014**. The e-voting module will be disabled by CDSL for voting thereafter.
- (D) 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.

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 - 400001, fill in the requisite details and send the same to the Scrutinizer.