

THE FEDERAL REPUBLIC OF NIGERIA

COMPANIES AND ALLIED MATTERS ACT, 1990

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION



Corporate Affairs Commission
VERIFICATION
24 MAR 2010
Name NURUSE
Sign AR

INCORPORATED THIS DAY OF 2010

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 1990

COMPANY LIMITED BY SHARES

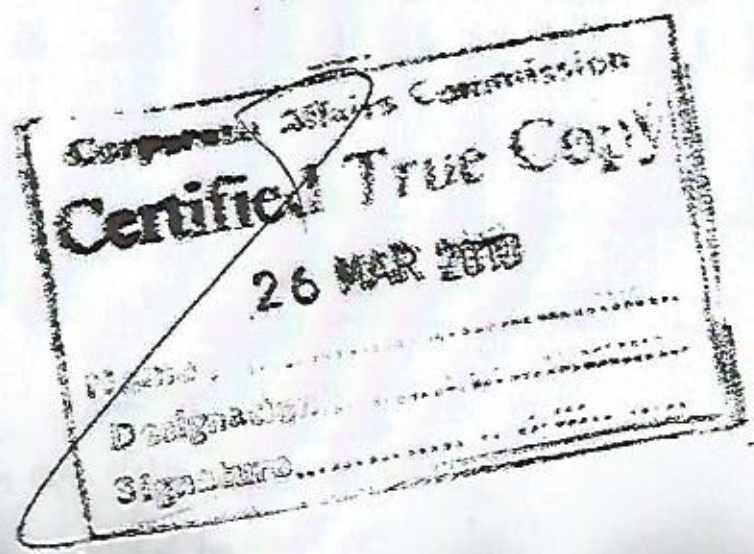
MEMORANDUM OF ASSOCIATION

OF



GODREJ NIGERIA LIMITED

1. The name of the Company is **GODREJ NIGERIA LIMITED**.
2. The registered office of the Company will be situated in Nigeria.
3. The objects for which the Company is established are:
 - a.) To establish, acquire and carry on the business of manufacturing, selling distributing, trading, importing and exporting consumer goods such as toilet soaps, perfumes, laundry soaps, detergents, scourers, toiletries cosmetics, personal care products of all kinds including hair extensions and hair accessories, fabric care products of all kinds, dental care products of all kinds and household consumer products/durables of all kinds.
 - b.) To establish, acquire, manufacture, trade, distribute and deal in articles of food of all kinds and to carry on the business of manufacture of vegetable products, margarine, and all kinds of fat and oleaginous emulsions and to buy, sell, manufacture, refine, prepare, deal in all kinds of fats, oils and oleaginous substances and all the required ingredients for the manufacture of the Company's products. To utilise, work up and deal in every kind of by-product intermediate or residue resulting from intermediate raw materials required for any of the Company's manufacture or operations.
 - c.) To purchase, take on lease, mortgage or in exchange hire, or acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the Company and in particular any land, building, easement, machinery, plant, vehicle and stock - in-trade. To build, construct, alter, maintain, enlarge, pull down, remove, replace and to manage and control any buildings, offices, factories, mills, shops or any other structure which may seem directly or indirectly to advance the interests of the Company and to join with any person or company in doing any of the aforesaid.

- d.) To import, export, deal in or prepare for market, revise, clean, restore, re-
repair, remodel, treat and manipulate and deal in and turn to account by p
means whatsoever all by-products, refuse and waste products capable
manufactured or produced out of or with the use of all or any raw
ingredients, substances or commodities used in the manufacture of all
the products which the Company is entitled to manufacture or deal in and
such other use of the same as may be thought fit.
- e.) To borrow or raise money in such manner and on such terms as the dire
deem expedient and to secure the repayment of moneys owing or o
incurred by the Company.
- f.) To acquire and obtain any licence or authority required to enable the Comp
any of its objects in effect.
- g.) To do all such things as may be considered to be incidental or conducive to t
objects or any of them.
4. The Company is a private company.
5. The liability of the members is limited by shares.
6. The share capital of the Company is N20,000,000.00 (Twenty Million Naira) di
20,000,000 (Twenty Million) ordinary shares of N1.00 each.



WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN	SIGNATURES
<p>Godrej Nigeria Holdings Limited 4th Floor, Les Cascades Building Edith Cavell Street Port Louis, Mauritius</p> <p>Represented by Mr. Dalip Sehgal</p>	9,999,999	
<p>Godrej Consumer Products Mauritius Limited 4th Floor, Les Cascades Building Edith Cavell Street Port Louis Mauritius</p> <p>Represented by Mr. Adi B Godrej</p>	1A250	

Corporate Affairs Commission
VERIFICATION

24 MAR 2010

Dated this day of

2010

Name

Witness to the above Signatures:

Sign

Name: Bukola Okunola

Address: 43 Usuna Street

Occupation: legal practitioner

Corporate Affairs Commission
Certified True Copy
26 MAR 2010

THE FEDERAL REPUBLIC OF NIGERIA
COMPANIES AND ALLIED MATTERS ACT 1990

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GODREJ NIGERIA LIMITED

(PURSUANT TO SECTIONS 33 AND 34 OF THE COMPANIES AND
ALLIED MATTERS ACT 1990)

The form and content of the Articles of Association of this company is in accordance with:

* Part1 (Private Company Limited by shares) X

Respectively of Table "A" in Schedule 1 of this Act with additions, omissions or alterations as may be required in this circumstances.



ADDITIONS

DIRECTORS

1. The Board shall consist of not less than two (2) Directors.

POWERS AND DUTIES OF THE BOARD

2. The Board shall set the general policies of the Company. The Board may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Members of the Company by special resolution in general meeting or by the Managing Director, subject nevertheless to the provisions of these Articles and of the Act and to such regulations, not being inconsistent with such provisions, as may be prescribed by the Members by resolution in general meeting, but no regulations made by the Members by resolution in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not then been made. The Board may cause the Company to enter into any agreement that the Board thinks fit in order to secure for the Company the management and technical advice which the Board considers appropriate.
3. The Board may delegate any of its powers to committees, whether consisting of a member or members of its body or not, or to such person or persons pursuant to a written agreement as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
4. Any action required or permitted to be taken at any meeting of the Board, or any committee designated by the Board, may be taken without a meeting if all Members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Corporate Affairs Commission.
Certified True Copy
26 MAR 2010
5. Each director may appoint any person to be his alternate and may at his discretion remove an alternate director so appointed. If the alternate director is not already a director, the appointment, unless previously approved by the board, shall have effect only upon and subject to its being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing signed by the appointor and sent to or received at the office or at an address specified by the Company for the purpose of communication by electronic means or tendered at a meeting of the board, or in any other manner approved by the board. An alternate director shall be entitled to receive notice of all meetings of the board or of committees of the board of which his appointor is a member. He shall also be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and at such meeting to exercise and discharge all the functions, powers, rights and duties of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these articles shall apply as if he were a director.

6. All or any of the members of the board may participate in a meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other or by a series of telephone calls from the chairman of the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Any such meeting will be treated as taking place where the chairman is located.
7. The Board may appoint such officers of the Company as it may think fit and may fix their terms of office, remuneration and conditions as it may think fit, and any such officers so appointed may be removed by the Board.

NON-WAIVER

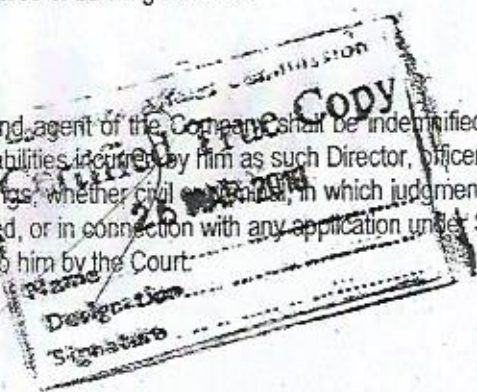
8. Failure or neglect to exercise any of the rights or remedies of a Member or a Director provided by these Articles or by the Act shall not constitute a waiver of any such right or remedy despite any such failure or neglect. No right or remedy provided by these Articles is exclusive of any other right or remedy herein or existing at law, but each shall be cumulative of every other right or remedy given hereunder, or now or hereafter existing at law, and may be enforced concurrently therewith or from time to time.



BORROWING POWERS

9. The Directors may exercise the borrowing powers of the Company to borrow and/or create any indebtedness in the ordinary course of banking business.

INDEMNITY

10. Every Director, officer, employee and agent of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, officer, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 641 of the Act in which relief is granted to him by the Court.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
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<p>Godrej Consumer Products Mauritius Limited 4th Floor, Les Cascades Building Edith Cavell Street Port Louis, Mauritius</p> <p>Represented by Mr. Adi B Godrej</p>	

Dated this day of 2010

Witness to the above Signatures:

Name:

Address:

Occupation:

