



The Imagine Studio is a thoughtful example of legacy reinterpreted whilst retaining the heritage and post-industrial identity of the site. It houses two erstwhile power cogeneration plants, which have been transformed into a gallery and exhibition spaces as well as a boiler converted to a café, among others.

# REPORT ON CORPORATE GOVERNANCE

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# REPORT ON CORPORATE GOVERNANCE

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance refers to the framework of rules and practices by which the board of directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders.

The Company is a part of the 119-year-old Godrej Group, which has established a reputation for honesty, integrity, and sound governance.

The Company's philosophy on corporate governance envisages attainment of the highest levels of transparency, accountability, and equity in all facets of its operations and in its interactions with its stakeholders, including shareholders, employees, lenders, and the government. The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing overall stakeholder value over a sustained period of time.

Since FY 2002-03, every year Godrej Consumer Products Limited

(GCPL) has subjected itself to a voluntary review of its corporate governance practices by an external rating agency viz., the Investment Information and Credit Rating Agency (ICRA). During the year 2015-16, ICRA has reaffirmed the Corporate Governance rating of CGR2+ (pronounced as CGR two plus) and Stakeholder Value Creation and Governance Rating of SVG1 (pronounced as SVG one).

The two ratings evaluate whether a Company is being run on the principles of corporate governance, and whether the practices followed by the Company lead to value creation for all its shareholders.

The CGR2 rating is on a rating scale of CGR1 to CGR6, where CGR1 denotes the highest rating. The CGR2+ rating implies that in ICRA's current opinion, the rated Company has adopted and follows such practices, conventions, and codes as would provide its financial stakeholders a high level of assurance on the quality of corporate governance.

The SVG1 rating is on a rating scale of SVG1 to SVG6, where SVG1 denotes the highest rating. The SVG1

rating implies that in ICRA's current opinion, the Company belongs to the highest category on the composite parameters of stakeholder value creation and management as also corporate governance practices.

### 1. Board of Directors

GCPL's corporate governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. The information relating to procedures, composition, committees, etc. of the Board is provided below.

#### A. Board Procedures

GCPL currently has a 12-member Board, with 6 Independent Directors who are eminent professionals from diverse fields, with expertise in finance, information systems, marketing, and corporate strategy. None of the Independent Directors have had any material association with the Godrej Group in the past. GCPL's Board has a lead Independent Director, in line

with accepted best practices, to strengthen the focus and quality of discussion at the Board level.

The Board meets at least once in a quarter to review the Company's quarterly performance and financial results. Board meetings are governed with a structured agenda. The Board periodically reviews the compliance reports with respect to laws and regulations applicable to

the Company. Before the commencement of the Audit Committee meeting, members of the Audit Committee—which entirely consists of Independent Directors—have a discussion with the Statutory Auditors, in the absence of the management team or Whole-time Directors. For all major items, comprehensive background information is provided to the Board members to enable them to take an informed decision. Once a year, the Board

members participate in a strategy meeting, in which it also interacts with the management team of the Company. The Independent Directors also have a meeting amongst themselves, after which they provide their insights to the entire Board and the management team. During the year, the Independent Directors were imparted training programmes. Details of the same are available under the link given below. <sup>[1]</sup>

#### (i) Composition of the Board

The Board composition is as follows:

Category	No. of Directors as on March 31, 2016
<b>i) Non-Independent Directors</b>	
Executive Chairman	1
Managing Director	1
Executive Director	1
Non-Executive Promoter Directors	3
<b>Sub Total</b>	<b>6</b>
<b>ii) Independent Directors</b>	<b>6</b>
<b>Total Strength (i + ii)</b>	<b>12</b>

#### (ii) Other relevant details of the Directors

Name of Directors	Date of Original Appointment	Relationship with other Directors	Category	Number of Directorships held in Indian Public Limited Companies (including GCPL)*	Committee Positions including GCPL		Shares Held
					Committee Chairperson**	Committee member (excluding Committee Chairperson)**	
Adi Godrej	29-Nov-2000	Brother of Nadir Godrej, Father of Tanya Dubash and Nisaba Godrej	Promoter / Executive Chairman	6 (3)	2	1	500
Nadir Godrej	29-Nov-2000	Brother of Adi Godrej	Promoter / Non-Executive	10 (6)	1	2	1,551,178

<sup>[1]</sup> <http://www.godrejcp.com/Resources/pdf/Familiarisation-Programme-for-Independent-Directors.pdf>

Name of Directors	Date of Original Appointment	Relationship with other Directors	Category	Number of Directorships held in Indian Public Limited Companies (including GCPL)*	Committee Positions including GCPL		Shares Held
					Committee Chairperson **	Committee member (excluding Committee Chairperson) **	
Jamshyd Godrej	1-Mar-2001	None	Promoter / Non-Executive	7 (5)	1	2	1,606,808***
Tanya Dubash	2-May-2011	Daughter of Adi Godrej, Sister of Nisaba Godrej	Promoter / Non-Executive	5 (2)	1	1	1,071,054
Nisaba Godrej	2-May-2011	Daughter of Adi Godrej, Sister of Tanya Dubash	Promoter / Executive	2 (1)	None	None	1,071,061
Vivek Gambhir	30-Apr-2013	None	Managing Director / Executive	2 (1)	None	2	19,558 ****
Narendra Ambwani	2-May-2011	None	Non-Executive / Independent	8 (3)	1	9	1,000
Bharat Doshi	1-Apr-2001	None	Non-Executive / Independent	3 (1)	1	None	13,714
Omkar Goswami	18-Jun-2008	None	Non-Executive / Independent	10 (7)	1	7	Nil
Aman Mehta	26-Apr-2006	None	Non-Executive / Independent	6 (6)	3	4	Nil
D Shivakumar	1-Apr-2009	None	Non-Executive / Independent	2 (1)	None	2	Nil
Ireena Vittal	30-Apr-2013	None	Non-Executive / Independent	7 (5)	None	7	Nil

\* Does not include Directorships in Private Companies, Section 8 Companies, and Foreign Companies.

\*\* Does not include Chairmanship / Membership in Board Committees other than the Audit Committee, the Shareholders' Grievance Committee and Chairmanship / Membership in Board Committees in companies other than public limited companies registered in India.

\*\*\* Held as one of the Trustee of Raika Godrej Family Trust.

\*\*\*\*Under the Employee Stock Grant Scheme of the Company, Mr. Vivek Gambhir additionally holds 39,136 options that are convertible into equivalent equity shares on their vesting and exercise. The options will vest in tranches and the same has to be exercised within 1 month of the respective vesting dates.

**Notes:**

- Figures in brackets denote Directorships in listed companies.

**(iii) Re-appointment of Directors liable to retire by rotation**

The Board has four Directors whose period of office is liable to be determined for retirement by rotation, and out of these four directors, one-third i.e. one Director shall retire at the Annual General Meeting.

Thus, Ms. Tanya Dubash shall retire at the ensuing Annual General Meeting of the Company and being eligible is considered for re-appointment. Her brief resume is annexed to the notice of the Annual General Meeting.

**(iv) Re-appointment of Whole-time Directors**

The service contract of Mr. Adi Godrej was for a period of 3 years beginning from April 1, 2013 to March 31, 2016. The Board of Directors have reappointed Mr. Adi Godrej for a further period of 3 years beginning from April 1, 2016 to March 31,

2019. This re-appointment is subject to the approval of shareholders and accordingly a special resolution is included in the Notice of Annual General Meeting.

The service contracts of Ms. Nisaba Godrej, Executive Director, Innovation and Mr. Vivek Gambhir, Managing Director are for a period of 3 years beginning from July 1, 2013 to June 30, 2016.

The Board of Directors have reappointed Ms. Nisaba Godrej as Executive Director and Mr. Vivek Gambhir as Managing Director for a further period of 3 years beginning from July 1, 2016 to June 30, 2019. This reappointment is subject to the approval of shareholders and accordingly separate ordinary resolutions are included in the Notice of Annual General Meeting for their re-appointment. The brief resumes of the Whole-time Directors proposed to be re-appointed is included

in the Notice of Annual General Meeting.

**B. Committees of the Board**

The Company has constituted an Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. (**'Listing Regulations'**). The Stakeholders Relationship Committee formed in accordance with Regulation 20 of the Listing Regulations and Section 178 of the Companies Act, 2013 inter alia looks into the investor grievances. The Company has also formed a Nomination & Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which looks after the appointment, remuneration, and performance evaluation of Directors. The Company also has a Risk Management Committee in accordance with Regulation 21 of the Listing Regulations.

**The composition of the Committees is as below:**

Name of the Director	Category of the Director	Position in the Committee			
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Adi Godrej	Promoter, Executive	None	None	Member	None
Nadir Godrej	Promoter, Non-Executive	None	None	Chairman	None
Jamshyd Godrej	Promoter, Non-Executive	None	None	Member	None
Tanya Dubash	Promoter, Non-Executive	None	None	None	None
Nisaba Godrej	Promoter, Executive	None	None	None	Member
Vivek Gambhir	Executive	None	None	Member	Member
Narendra Ambwani	Independent	Member	Chairman	None	None
Bharat Doshi	Independent	Chairman	Member	None	None
Omkar Goswami	Independent	Member	Member	None	Chairman
Aman Mehta	Independent	Member	Member	None	None
D Shivakumar	Independent	Member	Member	None	None
Ireena Vittal	Independent	Member	Member	None	None
Total Strength of the Committee		6	6	4	5
No. of Independent Directors in the Committee		6	6	-	1
No. of Non Independent Directors in the Committee		-	-	4	2
Members of Senior Management in the Committee		-	-	-	2

Mr. V. Srinivasan, Chief Financial Officer & Company Secretary, was the Secretary for all the Board Committees during the FY 2015-16. He is also the Compliance Officer of the Company and responsible for redressing investor grievances.

**C. Attendance details at Board / Committee meetings and at the last Annual General Meeting**

Name of Meeting	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	AGM July 29, 2015
No. of Meetings held	4	4	3	11	3	
Attendance of the Director						
Adi Godrej	4	NA	NA	10	1*	Yes
Jamshyd Godrej	2	NA	NA	7	NA	Yes
Nadir Godrej	3	NA	NA	9	NA	Yes
Tanya Dubash	3	NA	NA	NA	NA	Yes
Nisaba Godrej	4	NA	NA	NA	3	Yes
Vivek Gambhir	4	NA	NA	9	3	Yes
Narendra Ambwani	4	4	3	NA	1*	Yes
Bharat Doshi	4	4	3	NA	1*	Yes
Omkar Goswami	4	4	3	NA	3	Yes
Aman Mehta	4	4	3	NA	1*	Yes
D Shivakumar	4	4	3	NA	1*	Yes
Ireena Vittal	4	4	3	NA	1*	Yes

\* Attended 1 out of 1 meeting in which they were members.

**Notes:**

- Board meetings and Audit Committee meetings were held on April 28, 2015; July 29, 2015; October 24, 2015; and January 27, 2016.
- The maximum gap between any two Board meetings did not exceed 120 days during the year.

- Nomination & Remuneration Committee meetings were held on April 28, 2015; October 24, 2015; and January 27, 2016.
- Stakeholders' Relationship Committee meetings were held on April 3, 2015; May 13, 2015; July 9, 2015; August 10, 2015; September 14, 2015; October 14, 2015; November 10, 2015; December 21, 2015; January 28, 2016; February 16, 2016; and March 18, 2016.
- Risk Management Committee meetings were held on April 28, 2015; July 28, 2015; and January 27, 2016. The Committee was reconstituted in the Board Meeting held on April 28, 2015. Prior to the reconstitution, the Committee constituted of the Executive Directors and the Independent Directors. However, post the reconstitution, Mr. Adi Godrej, Mr. Narendra Ambwani, Mr. Bharat Doshi, Mr. Aman Mehta, Mr. D. Shivakumar, and Ms. Ireena Vittal ceased to be the members of the Committee and hence they attended only one Risk Management Committee Meeting, which was held on April 28, 2015. Upon reconstitution Mr. Omkar Goswami was elected as the Chairman of the Committee and two members of the Senior Management viz. Mr. Omar Momin, Head—M&A and Darling Business and Mr. Sunil Kataria, Business Head—India & SAARC were appointed as the members of the Committee. They attended both the meetings post their re-appointment.
- Leave of absence was granted to the Directors whenever they could not be physically present for the Board / Committee meeting.
- 'NA' indicates not a member of the Committee.

**D. Terms of reference of Board Committees**

**(i) Audit Committee:**

The terms of reference for the Audit Committee includes the matters specified in Section 177 of the Companies Act, 2013 as well as Part C of Schedule II of Listing Regulations such as:

- (1) oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- (2) recommendation for appointment, remuneration, and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services

rendered by the statutory auditors;  
 (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- (a) matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (b) changes, if any, in accounting policies and practices and reasons for the same;

- (c) major accounting entries involving estimates based on the exercise of judgment by management;
- (d) significant adjustments made in the financial statements arising out of audit findings;
- (e) compliance with listing and other legal requirements relating to financial statements;
- (f) disclosure of any related party transactions;
- (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the Board



- for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue, such as public, rights, or preferential issues, the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to initiate steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the Company with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders
- (in case of non-payment of declared dividends), and creditors;
- (18) to review the functioning of the Whistle Blower mechanism;
- (19) approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;
- (20) performing any other function as is mentioned in the terms of reference of the Audit Committee.
- (ii) Nomination & Remuneration Committee:**  
The terms of reference of the Nomination & Remuneration Committee are as below:
- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel, and other employees;
- (2) formulation of criteria for the evaluation of performance of Independent Directors and the Board of Directors;
- (3) devising a policy on the diversity of Board of Directors;

- (4) identifying individuals who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- (5) Deciding whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- The criteria for the evaluation of Independent Directors includes skills, experience and level of preparedness of the directors, attendance and extent

of contribution to Board debates and discussion, and how the director leverages his / her expertise and networks to meaningfully contribute to the Company.

### (iii) Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee is redressing grievances of shareholders, debenture-holders, and other security holders. The Committee shall consider and resolve the grievances of the security holders of the Company, including complaints like transfer/transmission of shares, non-receipt of Annual Report, and non-receipt of declared dividends as well as those required under Companies Act, 2013.

### (iv) Risk Management Committee

The terms of reference of the Committee are as follows:

- Spearhead risk management initiative within the Company;
- Review status of actions planned;
- Review progress and status of mitigation for the "Risk That Matter";
- Set standards for risk documentation and monitoring;
- Improve risk management techniques and enhance awareness;

## 2. Remuneration Policy

The Remuneration Policy of the Company has been provided in the Directors' Report section of the Annual Report as Annexure 'A'.

### Remuneration to Directors:

The details of the remuneration to Directors are as follows:

₹ in crore

Name of Director	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	Company's Contribution to PF	PLVR	Monetary Value of Perquisites	Total
<b>Whole-time Directors</b>							
Adi Godrej	-	-	5.48	0.18	11.04	1.98	18.68
Nisaba Godrej	-	-	2.92	0.14	3.06	0.00	6.12
Vivek Gambhir	-	-	6.21	0.27	11.63	1.51	19.62
<b>Non-Executive Directors</b>							
Jamshyd Godrej	0.02	0.15	-	-	-	-	0.17
Nadir Godrej	0.03	0.15	-	-	-	-	0.18
Tanya Dubash	0.03	0.15	-	-	-	-	0.18
Narendra Ambwani	0.06	0.15	-	-	-	-	0.21
Bharat Doshi	0.05	0.15	-	-	-	-	0.20
Omkar Goswami	0.06	0.15	-	-	-	-	0.21
Aman Mehta	0.05	0.15	-	-	-	-	0.20
D Shivakumar	0.05	0.15	-	-	-	-	0.20
Ireena Vittal	0.05	0.15	-	-	-	-	0.20
<b>Total</b>	<b>0.40</b>	<b>1.35</b>	<b>14.61</b>	<b>0.59</b>	<b>25.73</b>	<b>3.49</b>	<b>46.17</b>

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**Notes:**

- In the case of Mr. Adi Godrej, salary includes basic salary and various elements of flexible compensation. The monetary value of perquisites includes accommodation, car, electricity expenses, reimbursement of medical/hospitalisation expenses incurred for self and family and medical insurance premium paid by the Company.
- In the case of Ms. Nisaba Godrej and Mr. Vivek Gambhir, salary includes basic salary and various elements of flexible compensation. Additionally, the perquisites received by Mr. Vivek Gambhir include value of stock grants.
- The Performance Linked Variable Remuneration (PLVR) to Mr. Adi Godrej, Ms. Nisaba Godrej, and Mr. Vivek Gambhir is the amount payable for FY 2015-16, as per the scheme of the Company. The same is based on the profitability and optimum utilisation of capital employed over the last year.
- The service contract of Mr. Adi Godrej was for a period of 3 years beginning from April 1, 2013 to March 31, 2016. The Board of Directors have reappointed Mr. Adi Godrej for further period of 3 years beginning from April 1, 2016 to March 31, 2016. This reappointment is subject to the approval of shareholders and accordingly a special resolution is included in the Notice of Annual General Meeting. The office of Mr. Adi Godrej is terminable with a notice period of 3 months by either side.
- The service contracts of Ms. Nisaba Godrej, Executive Director, Innovation and Mr. Vivek Gambhir, Managing Director are for a period of 3 years beginning from July 1, 2013 to June 30, 2016.  
The Board of Directors have reappointed Ms. Nisaba Godrej as Executive Director and Mr. Vivek Gambhir as Managing Director for a further period of 3 years beginning from July 1, 2016 to June 30, 2019. This reappointment is subject to the approval of shareholders and accordingly separate resolutions are included in the Notice of Annual General Meeting for their re-appointment. Their office in the new term is terminable with a notice period of 3 months by either side.
- Non-Executive Directors are paid commission on profits at a rate not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) or ` 15 lakh per director per annum, whichever is lower.
- The Independent Directors were originally appointed in terms of the erstwhile Listing Agreement (refer the table on other relevant details of the Directors under Para 1 on Board of Directors for the original date of appointment). After the notification of Companies Act, 2013, all the Independent Directors have been appointed for a period of 5 years beginning from September 26, 2014 to September 25, 2019.
- Mr. Vivek Gambhir has been granted stock options, the details of which are as follows:

Grant year	No. of options	Options exercised	Options outstanding	Vesting dates of outstanding options
2013-14	17,778	11,852	5,926	31.05.2016
2014-15	23,118	7,706	7,706	31.05.2016
			7,706	31.05.2017
2015-16	17,798	Nil	5,933	31.05.2016
			5,933	31.05.2017
			5,932	31.05.2018

### 3. Details of stakeholder complaints

Sr. No.	Nature of Complaint/Query	Total complaints pending at the beginning of the year	Total complaints received during the year	Total complaints replied during the year	Total complaints pending at the end of the year	Complaints not resolved to the satisfaction of shareholders
1.	Non-receipt of Dividend	Nil	47	47	0	0
2.	Non-receipt of shares lodged for transfer / exchange	Nil	53	53	0	0
3.	Non-receipt of Annual Report	Nil	17	17	0	0
4.	Others	Nil	1	1	0	0
	<b>Total</b>	<b>Nil</b>	<b>118</b>	<b>118</b>	<b>0</b>	<b>0</b>

### 4. General Body Meetings

#### A. Annual General Meeting

Details of the last three Annual General Meetings of GCPL are as follows:

Date	Time	Venue	Details of special resolutions passed
August 3, 2013	3.30 p.m.	Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021	Re-appointment of Mr. Adi Godrej as Whole-time Director designated as Chairman for a period of 3 years from April 1, 2013 to March 31, 2016.
July 28, 2014	3.30 p.m.	Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021	Payment of commission on profits to Non-Executive Directors at a rate not exceeding 1% of the net profits of the Company in any financial year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) or ₹ 15 lakh per director per annum, whichever is lower.
July 29, 2015	3.30 p.m.	Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021	<ul style="list-style-type: none"> <li>• Ratification of remuneration payable to M/s. P. M. Nanabhoy &amp; Co., appointed as Cost Auditors of the Company for FY 2015-16.</li> <li>• Private placement of Non-Convertible Debentures up to an amount of ₹ 300 crore.</li> <li>• Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40% of the paid-up equity share capital of the Company.</li> </ul>

There were no special resolutions passed during the year 2015-16 through postal ballot. Also there are no special resolutions proposed to be passed through conduct of postal ballot as on the date of this report.

## 5. Means of Communication

GCPL has sent the Chairman's statement and unaudited financial results for the half-year ended September 30, 2015 to all shareholders. GCPL has started sending quarterly newsletter on registered email addresses of the investors. Moreover, all vital information relating to the Company and its performance, including quarterly results, press releases, and performance updates / corporate presentations, and the information required by

the Listing Regulations are posted on the Company's website - [www.godrejcp.com](http://www.godrejcp.com). The quarterly, half-yearly, and annual results of the Company's performance are generally published in leading English dailies, such as The Economic Times, Business Line, and Mint as well as in the Marathi newspaper Maharashtra Times. The Chairman holds conference calls / meetings with financial analysts once in a quarter, and their transcripts are posted on the website soon after. The presentations made to

financial analysts and institutional investors are being shared with the Stock Exchanges and also being uploaded on the Company's website. The same may be accessed through the link given below.<sup>[2]</sup>

The Company files its quarterly results on the Electronic filing system of BSE and NSE. The same are also available on the websites of BSE Limited and National Stock Exchange of India Limited (NSE), viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

## 6. General Shareholder Information

### A. Annual General Meeting

**Date and Time:** Friday, July 29, 2016 at 4.00 p.m.

**Venue:** Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079

### B. Financial Calendar

**Financial year:** April 1, 2015 to March 31, 2016

### C. Dividends for FY 2015-16

Dividend type	Declared at Board Meeting dated	Dividend rate per share on shares of face value ₹ 1 each	Record date
1st Interim for FY 2015-16	July 29, 2015	₹ 1.00	August 6, 2015
2nd Interim for FY 2015-16	October 24, 2015	₹ 1.00	November 2, 2015
3rd Interim for FY 2015-16	January 27, 2016	₹ 1.00	February 4, 2016
4th Interim for FY 2015-16	May 3, 2016	₹ 2.75	May 11, 2016
<b>TOTAL</b>		<b>₹ 5.75</b>	

### D. Listing

The Company's shares are listed and traded on the following Stock Exchanges:

Name & Address of the Stock Exchange	Segment	Stock/Script Code	ISIN number for NSDL/ CDSL
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	Equity	532424	
The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Equity; Futures & Options (F&O) since January 1, 2016	GODREJCP	INE102D01028

The applicable listing fees has been paid to the Stock Exchanges before the due date.

The Company had its privately placed Non-Convertible Debentures (₹ 250 crore issued in October 2014) listed on the Wholesale Debt Market Segment of the National Stock Exchange of India Limited. The same were redeemed on December 18, 2015 upon maturity.

<sup>[2]</sup> <http://www.godrejcp.com/investor-updates.aspx>

**E. Market Price Data**

The monthly high and low prices of GCPL at BSE Limited and the National Stock Exchange of India Limited in Equity series for the year ended March 31, 2016, are as follows:

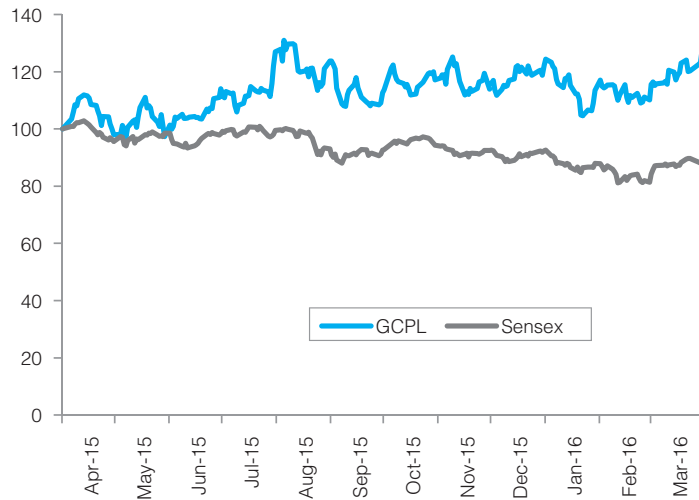
Month	BSE		NSE	
	High	Low	High	Low
Apr-15	1230.00	1024.00	1238.00	1020.00
May-15	1214.90	1024.00	1220.20	1021.00
Jun-15	1261.85	1057.00	1262.80	1050.05
Jul-15	1397.55	1140.00	1398.00	1139.65
Aug-15	1456.65	1203.30	1459.00	1202.00
Sep-15	1408.95	1150.05	1409.85	1146.90
Oct-15	1344.00	1202.00	1344.95	1200.00
Nov-15	1365.95	1202.65	1368.00	1200.05
Dec-15	1339.80	1203.00	1339.80	1201.25
Jan-16	1373.00	1120.00	1374.90	1118.80
Feb-16	1278.30	1137.55	1276.80	1139.00
Mar-16	1408.20	1195.75	1409.95	1192.00

**Source: Websites of the respective stock exchanges**

Note: High and low are in rupees per traded share

**F. GCPL's share price at the BSE versus the Sensex**

GCPL's share performance compared to the BSE Sensex for FY 2015 -16 is as follows:



Note:

- Both BSE Sensex and GCPL share price are indexed to 100 at the beginning of the financial year

### G. Registrar and Transfer

#### Agents

Computech Sharecap Limited,  
147, M.G. Road,  
Opp. Jehangir Art Gallery,  
Mumbai - 400001  
Tel. No.: 022 22635000/01  
Fax: 022 22635005

Email ID:  
gcpl@computechsharecap.in  
Website:  
www.computechsharecap.com

Sharecap Limited, registered with SEBI as a Category I Registrar. Share transfer is normally effected within a maximum of 15 days from the date of receipt, if all the required documentation is submitted.

### H. Share transfer

GCPL's share transfers and other related operations are performed by Computech

### I. Distribution of Shareholding

Distribution of shareholding by size class as on March 31, 2016:

Number of shares	Number of shareholders	Shareholders %	Number of shares held	Shareholding %
1-500	75,834	91.36%	9,151,031	2.69%
501-1,000	4,597	5.54%	3,009,527	0.88%
1,001-2,000	1,352	1.63%	1,832,381	0.54%
2,001-3,000	293	0.35%	701,412	0.21%
3,001-4,000	109	0.13%	374,914	0.11%
4,001-5,000	104	0.13%	479,339	0.14%
5,001-10,000	216	0.26%	1,546,800	0.45%
10,001 & above	503	0.61%	323,438,419	94.98%
<b>Total</b>	<b>83,008</b>	<b>100.00%</b>	<b>340,533,823</b>	<b>100.00%</b>

Distribution of shareholding by ownership as on March 31, 2016:

Category	Shares held (No.)	% of holding
<b>Promoter's Holding</b>		
Promoters	215,496,082	63.28%
<b>Institutional Investors</b>		
Mutual Funds	1,765,464	0.52%
Banks	22,033	0.01%
Financial Institutions	786,598	0.23%
Insurance Companies	3,778,002	1.11%
Foreign Institutional Investors	97,258,510	28.56%
<b>Others</b>		
Private Corporate Bodies	3,722,632	1.09%
Indian Public	16,325,782	4.79%
NRI/OCB's	1,378,720	0.41%
<b>Total</b>	<b>340,533,823</b>	<b>100.00%</b>

### J. Shares held in Physical and Dematerialised Form

Breakup of physical and dematerialised shares as on March 31, 2016:

	Number of shares	%	Number of folios	%
Physical	5,495,903	1.61%	32,540	39.20%
Demat	335,037,920	98.39%	50,468	60.80%
<b>Total</b>	<b>340,533,823</b>	<b>100.00%</b>	<b>83,008</b>	<b>100.00%</b>

Shares in Demat mode have more liquidity as compared to shares held in physical mode. Therefore, the Company recommends shareholders holding shares in physical form to convert their shareholdings to demat mode.

**K. Outstanding GDRs / ADRs / Warrants / Convertible Instruments and their Impact on Equity**

GCPL does not have any outstanding GDRs / ADRs / warrants / convertible instruments.

**L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

The Company has foreign exchange risk and the mitigation of the same is managed by the FOREX committee. The Company has

entered into forward contracts to hedge some of the risks. Details of hedged and unhedged positions are available in the Notes to Financial Statements in the Annual Report.

**M. Plant Locations**

The Company's plants are located in the following states:

Name of the State	Location of Plant
Jammu & Kashmir	Kathua
Himachal Pradesh	Thana, Baddi; Katha, Baddi
Sikkim	Namchi
Assam	Village Sila, Guwahati; Kalapahar, Lohra, Guwahati
Meghalaya	Burnihat, Rebhoi District
Madhya Pradesh	Malanpur, District Bhind
Pondicherry	Kattukuppam - Manpet Post, Mannadipet Commune
Tamil Nadu	Nedungadu Commune, Karaikal and Thirunallar Commune, Karaikal; Maraimalainagar, Kanjipuram

**N. Address for Correspondence**

Members can contact us at our Registered Office:  
Godrej Consumer Products Limited,  
4th Floor, Godrej One,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East),  
Mumbai - 400 079

Tel. No. : 022 25188010/20/30  
Fax No. : 022 25188040  
Email ID : [investor.relations@godrejcp.com](mailto:investor.relations@godrejcp.com)  
Website: [www.godrejcp.com](http://www.godrejcp.com)  
CIN : L24246MH2000PLC129806  
Investor correspondence should be addressed to M/s. Computech Sharecap Limited, whose address is provided in this section of the Annual Report.  
To allow us to serve shareholders with greater speed and efficiency, the Company strongly

recommends email-based correspondence on all issues, which do not require signature verification for being processed.

**O. Electronic Credit of Dividend**

The Company would encourage the shareholders to opt for electronic credit of dividend. The system is administered by RBI, which ensures faster credit of dividends as dividends are directly credited in electronic form to the bank accounts of the shareholder. Moreover, by availing this facility, shareholders avoid the risk of loss of dividend warrants in transit or fraudulent encashment. Shareholders holding shares in physical form and who have

not opted for the above system may provide the required data to Computech Sharecap Limited in the requisite form, which can be obtained either from GCPL's registered office or Computech Sharecap Limited or downloaded from the Investors page on the GCPL website [www.godrejcp.com](http://www.godrejcp.com). Shareholders holding shares in the demat form are requested to provide details to NSDL/ CDSL through their respective depository participants. It may be noted that if the shareholders holding shares in demat form provide the details directly to the Company, the Company will not be able to act on the same and consequently dividends cannot be remitted through electronic credit.



**P. Consolidation of Shares under one folio**

The Company would urge shareholders holding shares of GCPL under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs, and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.

**7. Other Disclosures**

**A. Materially significant Related Party Transaction that may potentially conflict with the**

**Company's interest**

During FY 2015-16, there were no materially significant related party transactions i.e. transactions of the Company of material nature with bodies including its subsidiaries, promoters, directors, management, and relatives, which may have potential conflict with the interests of Company at large. Attention of members is drawn to disclosures of transactions with related parties, as set out in Notes to Accounts.

**B. Details of Non-compliance**

There has not been any non-compliance of mandatory requirements, expected of the Company. No penalties or strictures were imposed on the Company by the Stock

Exchanges, SEBI, or any statutory authority for matters related to capital markets during the last 3 years.

**C. Vigil Mechanism/ Whistle Blower policy**

With a view to establish a mechanism for protecting employees reporting unethical behaviour, frauds, or violation of the Company's Code of Conduct, the Board of Directors have adopted a Whistle Blower Policy. No person has been denied access to the Audit Committee.

**D. Web link for Policies**

The Whistle Blower Policy, the Policy for determining Material Subsidiaries and the Policy on dealing with Related Party Transactions are available under the link given below. <sup>[3]</sup>

**E. Details of Compliance with Corporate Governance Requirements**

Item		Compliance status (Yes / No / NA)
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes

<sup>[3]</sup> <http://www.godrejcp.com/codes-and-policies.aspx>

Item		Compliance status (Yes / No / NA)
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and senior management personnel	26(2) & 26(5)	Yes
Other Corporate Governance requirements	27(2)	Yes
Terms and conditions of appointment of Independent Directors	46(2)(b)	Yes
Composition of various committees of Board of Directors	46(2)(c)	Yes
Code of conduct of Board of Directors and senior management personnel	46(2)(d)	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	46(2)(e)	Yes
Criteria of making payments to Non-Executive Directors	46(2)(f)	Not Applicable
Policy on dealing with related party transactions	46(2)(g)	Yes
Policy for determining 'material' subsidiaries	46(2)(h)	Yes
Details of familiarisation programmes imparted to Independent Directors	46(2)(i)	Yes

#### 8. Auditor's Certificate on Corporate Governance

As stipulated in Para E of Schedule V of the Listing Regulations, the Auditor's Certificate regarding compliance of conditions of corporate governance is attached with the Directors' Report.

#### Declaration by the Managing Director

I, Vivek Gambhir, Managing Director of Godrej Consumer Products Limited

(GCPL) hereby confirm pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 that:

- The Board of Directors of GCPL has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website [www.godrejcp.com](http://www.godrejcp.com)

- All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2016.

**For Godrej Consumer Products Ltd.**

sd/-

**Vivek Gambhir**  
Managing Director

Mumbai, May 3, 2016