

GOVERNANCE

ACCOUNTABILITY STARTS FROM THE TOP

At GCPL, we demonstrate the highest levels of ethics and compliance pertaining to corporate governance and management. Our robust framework lays down procedures and mechanisms to enhance leadership for smooth administration and productive collaboration among team members, value chain, community, investors and the government. The corporate governance mechanism ensures clear accountability and responsibility across all levels.

Since FY 2002-03, we have been annually undertaking a voluntary audit of our corporate governance practices by the Investment Information and Credit Rating Agency (ICRA), an external rating agency. The agency has consistently accredited us with the Stakeholder Value Creation and Governance Rating of SVG1 and Corporate Governance Rating of CGR2+. The ratings received are the best and second-best in their scales, respectively, denoting high standards of corporate governance and stakeholder value creation.



Godrej Group Chairman Adi Godrej and GCPL Executive Chairperson Nisaba Godrej at the inauguration of our state-of-the-art hair extensions factory in Mozambique

Board of Directors

We currently have a 14-member Board, with seven 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. Our Board has a lead Independent Director, in line with the 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 our quarterly performance and financial results. Board meetings are governed with a structured agenda. The Board periodically reviews compliance reports with respect to Company-specific laws and regulations.

Board Committees

- The Nomination and Remuneration Committee
- Human Resources Committee
- The Audit Committee
- Risk Management Committee
- The CSR Committee
- The Stakeholders Relationship Committee
- © Chairman



Nisaba Godrej
Executive Chairperson



Adi Godrej
Chairman Emeritus



Vivek Gambhir
Managing Director & CEO



Jamshyd N Godrej
Non-executive Director



Nadir Godrej
Non-executive Director



Tanya Dubash
Non-executive Director





Pirojsha Godrej
Non-executive Director



Pippa Tubman Armerding
Additional Director



Narendra Ambwani
Independent Director



Bharat Doshi
Independent Director



Omkar Goswami
Independent Director



Aman Mehta
Independent Director



Ndidi Nwuneli
Independent Director



Ireena Vittal
Independent Director



GOVERNANCE

Committees

To maintain a systematic framework for the smooth functioning of various facets of the organisation and enhance decision-making, the Board has established five committees. They are the Nomination and Remuneration Committee, Human Resources Committee, Audit Committee, CSR Committee and Stakeholders Relationship Committee.

The Nomination and Remuneration Committee

Members of the committee identify and nominate eligible and suitable candidates for vacancies in the Board. They are then presented to the rest of the Board for their approval. The committee has set up a stringent selection criteria and appointment procedures for Directors. Members ensure that the Board has an appropriate mix of expertise, knowledge and skills and they provide relevant recommendations to the Board. They are also responsible for Board evaluation.

The Human Resources Committee

The committee was formed to drive the Company policy on remuneration package for Executive Directors as per the SEBI Listing Obligations. In addition, the committee takes a close look at matters pertaining to Human Resources.

The Audit Committee

Members of the Audit Committee primarily address matters related to financial reporting, and the audit approach and review.

The CSR Committee

At GCPL, we take efforts to ensure that CSR is not only a Listing Obligation, but that it also goes beyond compliance to engage with our communities. The Board members take the help of the CSR Committee to guide, assess and review our CSR initiatives.

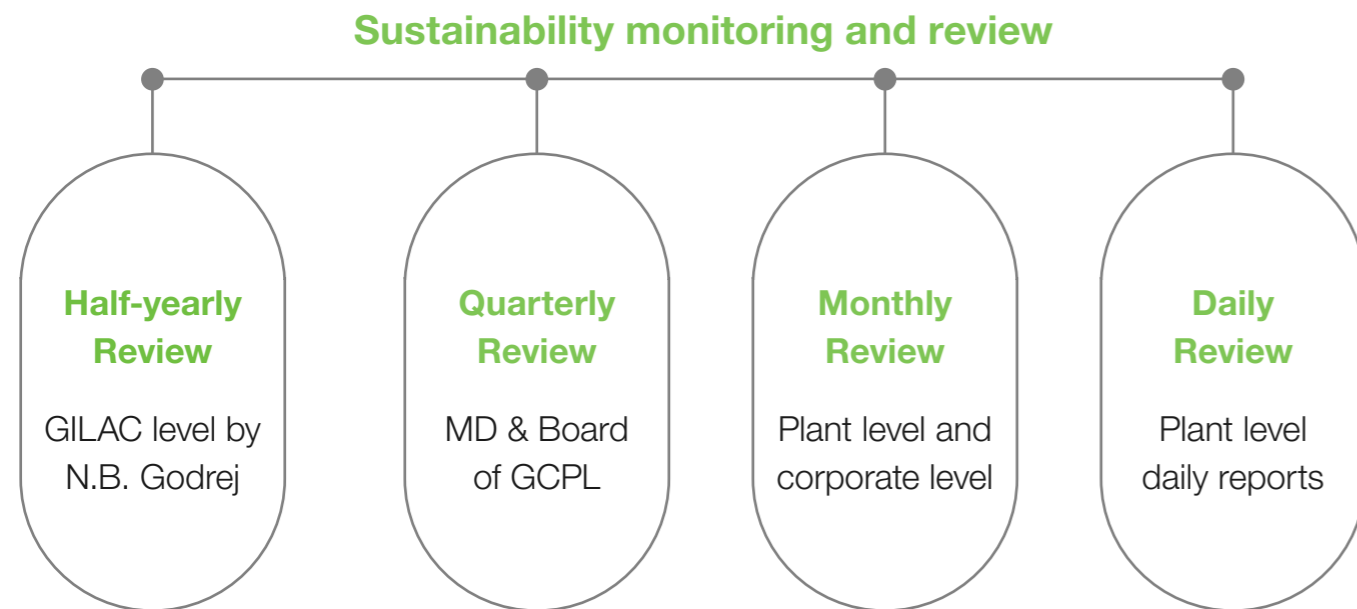
The Stakeholders Relationship Committee

Members of this committee address matters related to investor or shareholder grievances, such as the transfer of shares, non-receipt of balance sheet and non-receipt of declared dividends, as required in Clause 49 of the Listing Agreement.

GOVERNANCE

Sustainability governance framework at GCPL

Sustainability is mainstreamed in our business through the Broad and long-term decisions taken around the Group’s Good & Green Vision 2020. The Green Council ensures that sustainable practices are followed across the Group.



Sustainability management cell

