

Board's Report

Dear Members,

Your Directors, with great pleasure, present the Annual and Integrated Report for the year ended March 31, 2020.

1. Results of Our Operations

The financial performance of your Company for the fiscal year under review is given below.

An overview of the performance of the Company's

subsidiaries in various geographies is given separately in the Board's Report.

The shareholders may also refer to the Management Discussion and Analysis section that gives more details on the functioning of the Company.

₹ (Crore)

Financials: Abridged Profit and Loss Statement	Consolidated		Standalone	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Total revenue from operations	9,910.80	10,314.34	5,474.45	5,679.31
Other income	112.30	108.76	91.26	94.45
Total income	10,023.10	10,423.10	5,565.71	5,773.76
Total expenses, including depreciation and finance costs	8,182.46	8,590.96	4,166.08	4,300.68
Profit/loss before exceptional items, share of profit of equity accounted investees, and tax	1,840.64	1,832.14	1,399.63	1,473.08
Exceptional items	(81.05)	252.56	-	-
Share of profit of equity accounted investees (net of income tax)	0.81	0.63	-	-
Profit/loss before tax	1,760.40	2,085.33	1,399.63	1,473.08
Tax expense	263.82	(256.20)	219.74	(281.90)
Profit/loss after tax	1,496.58	2,341.53	1,179.89	1,754.98
Other comprehensive income	223.20	138.51	(0.97)	(0.17)
Total comprehensive income attributable to owners of the Company	1,719.78	2,480.04	1,178.92	1,754.81

2. Appropriation

Your Directors recommend appropriation as given below:

Appropriation	Fiscal Year 2019-20	Fiscal Year 2018-19
	₹ (Crore)	₹ (Crore)
Surplus at the beginning of the year	3,258.64	2,982.46
Less: Transition impact of lease as per IND AS 116 (net of tax)	1.20	-
Restated balance at the beginning of the year	3,257.44	2,982.46
Add: Net profit for the year	1,179.89	1,754.98
Less: Remeasurements of defined benefit plans (net of tax)	0.97	0.17
Available for Appropriation	4,436.36	4,737.27
Less: Interim dividends	817.82	1,226.52
Less: Tax on distributed profits	168.11	252.11
Surplus Carried Forward	3,450.43	3,258.64

3. Dividend

A. Dividend Declared

During the fiscal year 2019-20, the following interim dividends were declared on shares of face value of ₹ 1 each:

Declared at the Board Meeting Dated	Dividend Rate Per Share on Shares of Face Value of ₹1 Each	Record Date
May 3, 2019	2	May 13, 2019
August 1, 2019	2	August 9, 2019
November 6, 2019	2	November 15, 2019
January 29, 2020	2	February 6, 2020

B. Dividend Distribution Policy

The Board of Directors adopted the Dividend Distribution Policy pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (Listing

Regulations), which requires the top 500 listed companies (by market capitalisation) to formulate the same. The Company's Dividend Distribution Policy may also be accessed through the following link ^[1].

4. COVID-19

The novel coronavirus outbreak in the last quarter of fiscal year 2020 has significantly affected the consumer goods industry across the globe. We at Godrej Consumer Products Limited (GCPL), have been working on a safety first principle,

^[1] <https://godrejcp.com/sustainability/codes-and-policies>

ensuring that our employees and business partners are safe, and taking all necessary precautions to control the spread of Coronavirus. In view of the lockdown in many of the States/Union Territories across India, operations in many of the Company's locations (manufacturing, warehouses, offices, etc.) had to be scaled down or shut down from the second half of March 2020. The operations at several of the overseas locations were also shut down/scaled down over various periods and are being operated as per the local guidelines complying with the required social distancing and high hygiene standards. While this has adversely impacted the sales performance in various geographies, we continue to closely monitor the situation and take appropriate action, as necessary to scale up operations, in due compliance with the applicable regulations. As per our current assessment, other than the impairment recorded in the financial statements, no significant impact on carrying amounts of inventories, goodwill, intangible assets, trade receivables, investments and other financial assets is expected, and we continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of the financial statements.

From a risk management perspective, we are monitoring and acting against the outbreak in line with our internal crisis management plan, which is overseen by the Risk Committee. More details regarding our response is available in the 'Risks and Opportunities' section and in the message from our Executive Chairperson.

5. Board of Directors
A. Number of Meetings

Four Board meetings were held during the year. The details of the meetings and the attendance record of the Directors are given in the Corporate Governance section of the Annual Report.

B. Changes in the Board of Directors

At the Board meeting held on January 29, 2019, Mr Sumeet Narang was appointed as an Independent Director with effect from April 1, 2019, for a period of 5 years, and the shareholders approved his appointment through postal ballot held on March 20, 2019. In the opinion of the Board of Directors, he possesses the requisite integrity, expertise, and experience to guide the Company's growth strategy.

Mr Bharat Doshi's tenure of 5 years ended on September 25, 2019, and he had expressed his desire to not offer himself

for reappointment for another term. The Board places on record its sincere appreciation of the contribution made by Mr Doshi during his tenure on the Board. Ms Ireena Vittal was appointed to act as the Lead Independent Director in place of Mr Bharat Doshi.

After the end of the financial year, Mr Vivek Gambhir tendered his resignation as Managing Director of the Company with effect from the close of business hours of June 30, 2020 for personal reasons. His resignation was accepted by the Board of Directors at their meeting held on June 9, 2020. The Board has requested Mr Vivek Gambhir to continue as a Whole-time Director up to September 30, 2020. The Board members place on record their sincere appreciation for Mr Gambhir's contributions to the Company's growth during his tenure as the Managing Director.

At the meeting held on June 9, 2020, the Board approved the appointment of Ms Nisaba Godrej as the Managing Director of the Company, subject to approval of the shareholders at the Annual General Meeting (AGM). The Board of Directors also requested her to continue as the Chairperson of the Board till March 31, 2022 and accordingly, designated her as the Chairperson and Managing Director.

In the forthcoming AGM, Mr Pirojsha Godrej and Ms Tanya Dubash will retire by rotation, and being eligible, they will be considered for reappointment.

C. Audit Committee of the Board of Directors

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The Committee consists entirely of the Independent Directors, viz., Mr Aman Mehta, Chairman of the Committee, and, Mr Narendra Ambwani, Dr Omkar Goswami, Ms Ireena Vittal, Ms Ndidi Nwuneli, Ms Pippa Armerding, Mr Sumeet Narang, all being members of the Committee.

D. Declaration from Independent Directors

All the Independent Directors have given their declaration confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 and the Listing Regulations, and the same has been noted by the Board of Directors.

E. Enrolment of Directors in Independent Directors Data Bank

The Ministry of Corporate Affairs (MCA) vide its notification dated October 22, 2019, has amended Rule 6 of

the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, and accordingly, every individual appointed/to be appointed as an Independent Director is required to enrol his/her name for inclusion in the 'Independent Director's Data Bank' to be maintained by the Indian Institute of Corporate Affairs, Manesar. All the Independent Directors of your Company have successfully registered their names for inclusion in the said 'Independent Director's Data Bank'.

F. Familiarisation Programmes

Several familiarisation programmes for the Independent Directors were conducted during the year, covering topics such as the Annual Operating Plan for the fiscal year 2019-20, update on key amendments to the SEBI Listing Regulations, and actionables for the Company arising out of the amendments. Additionally, at all the Board meetings, detailed presentations covering business performance and financial updates were made. The number of hours of the familiarisation programmes conducted may be accessed through the following link^[2].

G. Board Diversity Policy

The Company has in place a Board Diversity Policy, which

is attached as **Annexure 'A'**. The criteria for determining qualification, positive attributes, and independence of Directors are as per the Board Diversity Policy, Listing Regulations, and the Companies Act, 2013.

H. Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel (KMP), and other employees is attached as **Annexure 'B'**. The Company's total rewards framework aims at holistically using elements such as fixed and variable compensation, long-term incentives, benefits and perquisites, and non-compensation elements (career development, work-life balance, and recognition). The Non-Executive Directors receive sitting fees and commission in accordance with the provisions of the Companies Act, 2013.

I. Remuneration to Directors

The remuneration of Directors is in accordance with the Remuneration Policy formulated in accordance with various rules and regulations for the time being in force. The disclosure on the details of remuneration to Directors and other employees pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given under **Annexure 'C'**. The information required under

^[2] <https://godrejcp.com/investors/stock-exchange-filings>

Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent along with this report. Members interested in obtaining these particulars may request the same by sending an email to the Company at investor.relations@godrejcp.com from their registered email ID, quoting their name and Folio No.

Mr Adi Godrej, Chairman Emeritus; Ms Nisaba Godrej, Executive Chairperson; and Mr Vivek Gambhir, Managing Director and CEO, receive remuneration from your Company.

J. Performance Evaluation of the Board of Directors, its Individual Members, and its Committees

We conducted a formal Board effectiveness review, as part of our efforts to evaluate the performance of our Board and identify areas that need improvement in order to enhance the effectiveness of the Board, its Committees, and Individual Directors. This was in line with the requirements of the Companies Act, 2013 and the Listing Regulations. The Corporate HR team of Godrej Industries Limited and Associate Companies worked directly with the Chairperson and the Nomination and Remuneration Committee of the Board to design and execute this process. It was later adopted by the Board.

Each Board Member completed a confidential online questionnaire, sharing vital feedback on how the Board currently operates and how its effectiveness could be improved. This survey included four sections on the basis of which feedback and suggestions were compiled:

- Board Processes
- Individual Committees
- Individual Board Members
- Chairperson

The criteria for Board processes included Board composition, strategic orientation and team dynamics. Evaluation of each of the Board Committees covered whether they have well-defined objectives and the correct composition, and whether they achieved their objectives. The criteria for Individual Board Members included skills, experience, level of preparedness, attendance, extent of contribution to Board debates and discussion, and how each Director leveraged their expertise and networks to meaningfully contribute to the Company. The criteria for the Chairperson's evaluation included leadership style and conduct of Board meetings. The performance evaluation criteria for Independent Directors included a check on their fulfilment of the independence criteria and their independence from the management.

The following reports were created as part of the evaluation:

- Board Feedback Report
- Individual Board Member Feedback Report
- Chairperson's Feedback Report

The overall Board Feedback was facilitated by Ms Ireena Vittal with the Independent Directors. The Directors put forth their views regarding the Board functioning effectively and identified areas that showed scope for improvement. Feedback from the Committees and Individual Board Members was shared with the Chairperson. Following her evaluation, a Chairperson's Feedback Report was compiled.

K. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors, based on the representation received from the Operating Management, and after due inquiry, confirm the following points:

- a) In the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.

- b) They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the fiscal year and of the profit of the Company for that period.
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the Company, and such internal financial controls are adequate and operating effectively.
- f) They have devised a proper system to ensure compliance with the provisions of all applicable laws, and this system is adequate and operating effectively.

6. Transfer to Investor Education and Protection Fund (IEPF)

In accordance with the applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules), all unclaimed dividends are required to be transferred by the Company to the IEPF after completion of 7 years. Further, according to IEPF Rules, the shares on which dividend has not been claimed by the shareholders for 7 consecutive years or more shall be transferred to the demat account of the IEPF authority. Accordingly, ₹ 1,07,15,412 of unpaid/unclaimed dividends were transferred during the financial year 2019-20 to IEPF.

The Company has appointed a Nodal Officer under the provisions of IEPF Regulations, the details of which are available on the Company website and can be accessed through the following link^[3].

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2019 on the Company website, which can be accessed through the following link^[4]. The details of

unpaid and unclaimed amounts lying with the Company as March 31, 2020 will be available on the same link within 60 days of the AGM.

7. Finance

A. Loans, Guarantees, and Investments

The details of loans, guarantees, and investments as required by the provisions of Section 186 of the Companies Act, 2013 and the rules made thereunder are set out in the Notes to the Standalone Financial Statements of the Company.

B. Related Party Transactions

In compliance with the Listing Regulations, the Company has a Policy for Transactions with Related Parties (RPT Policy). During the year, the Company has revised its Policy on dealing with Materiality of Related Party Transactions, in accordance with the amendments to the applicable provisions of the Listing Regulations. The RPT Policy is available on the Company website and can be accessed through the following link^[5].

Apart from the Related Party Transactions in the ordinary course of business and on arm's length basis, the details of which are given in the Notes to Financial Statements,

^[3] <https://godrejcp.com/investors>

^[4] <https://godrejcp.com/investors/unclaimed-dividend>

^[5] <https://godrejcp.com/sustainability/codes-and-policies>

no other related party transactions require disclosure in the Board's Report for complying with Section 134(3)(h) of the Companies Act, 2013. Therefore, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

8. Subsidiaries, Associates and Joint Venture

During the year, the following companies ceased to be the subsidiaries of your Company:

- Godrej Household Insecticide Nigeria Limited on account of its dissolution with effect from March 19, 2020
- Godrej Consumer Products Malaysia Limited on account of its dissolution with effect from October 7, 2019

Post the completion of financial year 2019-20, the following companies ceased to be the subsidiaries of the Company:

- Godrej Hair Care Nigeria Limited on account of its dissolution with effect from April 15, 2020
- Godrej Hair Weave Nigeria Limited on account of its dissolution with effect from April 24, 2020

During the year, Godrej Africa Holdings Limited, a wholly owned subsidiary of your Company acquired additional 5 per cent stake in the Darling Group Holding Company, namely Godrej West Africa Holdings Limited, which is a 100 per cent holding Company of Subinite (Pty) Limited and Weave Mozambique LDA. Post this acquisition, the total stake of your Company in Godrej West Africa Holdings Limited increased from 90 per cent to 95 per cent.

Similarly, Godrej Mauritius Africa Holdings Limited, a wholly owned subsidiary of your Company acquired additional 5 per cent stake in the Darling Trading Company Mauritius Limited which is a 100 per cent holding Company of Godrej Consumer Products International FZCO. Post this acquisition, the total stake of your Company in Darling Trading Company Mauritius Limited increased from 90 per cent to 95 per cent.

A. Report on the Performance of Subsidiaries and Associates

The brief details of the cluster-wise performance is given below:

Indonesia

Our Indonesia business posted a strong performance in the fiscal year 2019-20, growing the top line by 8 per cent

in constant currency terms, continuing strong momentum from the previous year with a 2-year CAGR of 10 per cent. Our growth this year was led by HIT and Mitu. HIT continued a strong share momentum, backed by at-scale media investments, break-the-clutter communication, and strategic trade spends. We continued the strong momentum on innovation—we had 8 launches this year, all aimed at category development and with strong product differentiation. In household insecticides, we strengthened our foray into other pests by launching Roach Gel, a DIY solution with an impact similar to professional pest services and a mechanical rat trap, a first-to-market non-invasive rat trap. In air care, we launched "Minimatic", a premium fragrancing solution for smaller spaces at an affordable price and renovated our fragrance portfolio by launching strongly differentiated fragrances. We bolstered our play in the functional air care space by launching Stella Fabric Spray and Disinfectant to create the category for fabric disinfection, increasingly relevant in the post-COVID new normal. Q4 was challenging due to COVID. We responded with unprecedented agility by launching "Saniter", a hygiene brand from scratch in record 30 days. We also launched a no-ammonia hair colour bleach solution, a first ever to the

market, to gain share in the fast-growing fashion colouring space. We backed all our new products with strong media and trade investments and made strong inroads in strengthening our channel fundamentals in both Modern Trade & General Trade.

We also continued our focus on cost savings through direct cost and fixed overhead optimisation to enable strong investments in brand and channel building. Our margins expanded this fiscal, with the bottom line growing well ahead of the top line. We continue to focus sharply on category development with breakthrough innovation, strong brand building, and driving balanced growth across our portfolio.

Africa, Middle East and USA

The fiscal year 2020 continued to be challenging for our Africa, Middle East, and US business cluster. The overall business top line declined 1 per cent in constant currency terms. We faced adverse currency movement due to which the rupee translation was weaker, making the top line decline by 6 per cent. Most countries faced challenges, given strong macro headwinds, culminating in the COVID blow in Q4. However, South Africa recovered strongly from the previous year, growing at 10 per cent

in constant currency terms. Our margins expanded due to trade spend and fixed overhead rationalisation. Despite a challenging year, we focused on strengthening the fundamentals for future. We established a braid portfolio across markets to address key portfolio gaps, which enabled share gain.

We also accelerated our fast fashion model that delivered strong innovation rates on non-brands across markets. We strengthened our category leadership by strengthening our back end on technical and consumer understanding. Going forward, our focus would be to continue improving margins, strengthening our portfolio by addressing whitespaces in dry hair, accelerating Wet Hair and FMCG in the post-COVID new normal, and strengthening GTM.

Latin America

Our Argentina business recovered strongly this year despite continued macroeconomic challenges. The business grew 67 per cent in constant currency terms, while the currency devaluation impacted the rupee translation, reducing the top line growth to 13 per cent. Our top line growth was driven by our focus on value growth and price growth ahead of inflation and improved distribution. We turned around the business profitability through strategic cost rationalisation.

Our Chile business, however, faced challenges due to continued competitive intensity and political unrest, resulting in share loss. As a result, our top line declined 1 per cent in constant currency terms with further erosion in margins, driven by increased trade spends to counter competition and working capital requirements.

Looking ahead, we will continue focusing disproportionately on margin improvement and working capital management to strengthen our Latin America businesses.

B. Policy on Material Subsidiaries

In compliance with the Listing Regulations, the Board has adopted a policy for determining material subsidiaries. This policy is available on the Company website and can be accessed through the following link^[6].

C. Financial Performance

A statement containing the salient features of the financial statements of subsidiary/joint venture /associate companies, of the Company in the prescribed Form AOC-1 forms a part of consolidated financial statements (CFS) in compliance with Section 129(3) and other applicable provisions, if any, of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

^[6] <https://godrejcp.com/sustainability/codes-and-policies>

The said form also highlights the financial performance of each of the subsidiaries and joint venture companies included in the CFS of the Company pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

9. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with the provisions relating to the constitution of the Internal Committee in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to consider and resolve all sexual harassment complaints reported by women. During the year, in-person and e-learning workshops were conducted to create awareness regarding sexual harassment among employees. No complaint was reported during calendar year 2019, and hence, the Committee has not filed any complaint report with the concerned authorities, in accordance with Section 22 of the aforementioned Act.

10. Talent Management and Succession Planning

Your Company has the talent management process in place with an objective of developing a robust talent pipeline for the organisation, which includes the senior leadership team. As part of the talent process, we identify critical positions and assess the succession coverage for them annually. During this process, we also review the supply of talent, identify high-potential employees, and plan talent actions to meet the organisation's talent objectives. We continue to deploy leadership development initiatives to build succession for key roles.

11. Extract of Annual Return

In compliance with the provisions Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company as per Section 92(3) of the Act is available on the Company website, which can be accessed through the following link^[7].

12. Risk Management

The Company has a well-defined process in place to ensure appropriate identification and mitigation of risks. The Risk Management Committee of the Company

has been entrusted by the Board with the responsibility of identification and mitigation plans for the 'Risks that Matter'.

Elements of risks to the Company are listed in the Management Discussion and Analysis Section of the Annual and Integrated Report.

13. Vigil Mechanism

Your Company has adopted a Whistle Blower Policy as a part of its vigil mechanism. The purpose of the policy is to enable any person (employees, customers, or vendors) to raise concerns regarding unacceptable improper practices and/or any unethical practices in the organisation without the knowledge of the management. All employees shall be protected from any adverse action for reporting any unacceptable or improper practice and/or any unethical practice, fraud, or violation of any law, rule, or regulation. This policy is also applicable to the Directors of the Company.

Mr V Swaminathan, Head Corporate Audit and Assurance, has been appointed as the 'Whistle Blowing Officer', and his contact details have been mentioned in the policy. Furthermore, employees are free to communicate their complaints directly to the Chairman/Member of the Audit Committee, as stated in the

^[7] https://godrejcp.com/public/uploads/reports/2019-20/AnnualReturn_201920.pdf

policy. The policy is available on the internal employee portal as well as the Company website and can be accessed through the following link^[8]. The Audit Committee reviews reports made under this policy and implements corrective actions wherever necessary.

14. Annexures

A. Disclosure on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings, and Outgo

Annexure 'D' of this Report provides information on the conservation of energy, technology absorption, foreign exchange earnings, and outgo required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, which forms a part of the Board's Report.

B. Corporate Social Responsibility

Your Company has a well-documented Corporate Social Responsibility (CSR) Policy, which is available on the Company website under the following link^[9]. The CSR Report, along with details of CSR projects, are provided in **Annexure 'E'** to this report.

C. Employee Stock Option Scheme

The Company has a stock option scheme named as 'Employee Stock Grant Scheme, 2011'. The number and the resulting value of stock grants to be given to eligible employees are decided by the Nomination and Remuneration Committee, which are based on the closing market price on the date of the grants. The grants vest in one or more tranches as per the decision of the Nomination and Remuneration Committee with a minimum vesting period of 1 year from the grant date. Upon vesting, the eligible employee can exercise the grants and acquire equivalent shares of face value of ₹ 1. The difference between the market price at the time of grant and that on the date of exercise is the gross gain/loss to the employee. The details of the grants allotted under the Godrej Consumer Products Limited Employee Stock Grant Scheme, 2011 and the disclosures in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 and Section 62 1 (b) read with Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014 are set out in **Annexure 'F'**. Your Company has not given loan to any person under any scheme for or in connection with the subscription or purchase of

shares in the Company or the holding Company. Hence, there are no disclosures on voting rights not directly exercised by the employees.

15. Listing

The shares of your Company are listed at the BSE Limited and National Stock Exchange of India Limited. The applicable annual listing fees have been paid to the stock exchanges before the due dates. Your Company is also listed on the Futures and Options Segment of the National Stock Exchange of India.

16. Business Responsibility Report

Pursuant to Regulation 34 of the Listing Regulations, the Business Responsibility Report highlighting the initiatives taken by the Company in the areas of environment, social, economic, and governance is available on the website of the Company and can be accessed through the following link^[10].

17. Auditors and Auditors' Report

A. Statutory Auditors

In accordance with Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. B S R and Co.,

^[8] <https://godrejcp.com/sustainability/codes-and-policies>

^[9] <https://godrejcp.com/sustainability/codes-and-policies>

^[10] https://godrejcp.com/public/uploads/reports/2019-20/GCPL_BRR_FY_201920.pdf

LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022) have been appointed as the statutory auditor to hold the office from the conclusion of the 17th AGM on July 31, 2017 until the conclusion of the 22nd AGM in the year 2022 at a remuneration as may be approved by the Board.

B. Cost Auditors

The Company is maintaining requisite cost records for the applicable products of the Company. Pursuant to directions from the Department of Company Affairs, M/s. P. M. Nanabhoy and Co., Cost Accountants, were appointed as cost auditors for the applicable products of the Company for the fiscal year 2018-19. They are required to submit the report to the Central Government within 180 days from the end of the accounting year.

C. Secretarial Auditors

The Board had appointed M/s. A. N. Ramani and Co., Company Secretaries, Practising Company Secretary, to conduct a secretarial audit for the fiscal year 2019-20. The Secretarial Audit Report for the fiscal year ended March 31, 2020 is attached herewith as **Annexure 'G'**. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

18. Corporate Governance

Your Company continues to enjoy a Corporate Governance Rating of CGR2+ (pronounced CGR 2 plus) and a Stakeholder Value Creation and Governance Rating of SVG1 (pronounced SVG one). The '+' sign indicates a relatively high standing within the category indicated by the rating. The aforementioned ratings are on a scale of 1 to 6, where 1 is the highest rating. The two ratings indicate 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 scale of CGR1 to CGR6, where CGR1 denotes the highest rating. The CGR2+ rating implies that according to ICRA's current opinion, the rated company has adopted and follows such practices, conventions, and codes that would provide its financial stakeholders a high level of assurance of the quality of corporate governance. The SVG1 rating is on a scale of SVG1 to SVG6, where SVG1 denotes the highest rating.

The SVG1 rating implies that according to ICRA's current opinion, the company belongs to the highest category of the composite parameters of stakeholder value creation

and management as well as corporate governance practices.

Pursuant to the Listing Regulations, the Report on Corporate Governance is included in the Annual and Integrated Report. The Practising Company Secretary's Certificate certifying the Company's compliance with the requirements of corporate governance, in terms of the Listing Regulations, is attached as **Annexure 'H'**.

19. Management Discussion and Analysis

Management Discussion and Analysis as stipulated under the Listing Regulations is presented in a separate section forming a part of this Annual and Integrated Report. The details pertaining to internal financial control and their adequacy are also part of the Annual and Integrated Report.

20. Confirmations

- Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

- There have been no material changes and commitments affecting the financial position of the Company that have occurred between March 31, 2020 and the date of this Board's Report.
- There have been no instances of frauds reported by the auditors under Section 143 (12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government.
- The Company has not accepted any deposits from public, and as such, no amount on the account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.
- During the Financial Year 2019-20, there were no significant and material orders passed by the regulators or Courts or Tribunals that can adversely impact the going concern status of the Company and its operations in future.

21. Appreciation

Your Directors wish to extend their sincere thanks to the employees of the Company, central and state governments, as well as government

agencies, banks, customers, shareholders, vendors, and other related organisations that have helped in your Company's progress, as partners, through their continued support and co-operation.

For and on behalf of the Board of Directors

**Nisaba Godrej
Executive Chairperson**

Mumbai, June 9, 2020

ANNEXURE 'A'

BOARD DIVERSITY POLICY

The Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of nationality, race, colour, religion, caste, gender, gender identity or expression, sexual orientation, disability, age, or marital status. The Company recognises merit and continuously seeks to enhance the effectiveness of its Board. The Company believes that for an effective corporate governance, the Board should have the appropriate balance of skills, experience, and diversity of perspectives. Board appointments will be made on merit basis, and candidates will be considered on the basis of objective criteria, with due regard for the benefits of diversity on the Board. The Board believes that such merit-based appointments will best enable the Company to serve its stakeholders. The Board will regularly review this policy to ensure its effectiveness.

ANNEXURE 'B'

GCPL TOTAL REWARDS POLICY

GCPL's Total Rewards Framework aims at holistically using elements such as fixed and variable compensation, long-term incentives, benefits and perquisites, and non-compensation elements (career development, work-life balance, and recognition).

Highlights

The rewards framework offers employees the flexibility to customise different elements based on need. The framework is also integrated with GCPL's performance and talent management processes and is designed to ensure sharply differentiated rewards for our best performers.

The total compensation for a given position is influenced by three factors: position, performance, and potential. As a broad principle, for high performers and potential employees, GCPL strives to deliver total compensation at the 90th percentile of the market.

Total Cash Compensation

The employees' total cash compensation has the following three components:

1. 'Fixed Compensation' comprising the basic salary and retirement benefits such as the provident fund and gratuity
2. 'Flexible Compensation' comprising a fixed predetermined component

of employees' compensation. The employees can allocate this amount to different components, as per their grade eligibility, defined at the start of each fiscal year.

3. 'Variable Compensation (Performance-Linked Variable Remuneration)' comprising employee rewards for delivering superior business results and individual performance. It is designed to provide a significant upside earning potential without a

cap for overachieving business results. It has a 'Collective' component, linked to the achievement of specified business results, measured by 'Economic Value Added' or other related metrics, relative to the target set for a given fiscal year, and an 'Individual' component, based on an employee's performance, as measured by the performance management process.

Long-Term Incentives (Employee Stock Grant Scheme)

This scheme aims at driving a culture of ownership and focus on long-term results. It is applicable to Godrej Leadership Forum members. Under this scheme, performance-based stock grants are awarded. The value of the stock grant is proposed by the management and approved by the Nomination and Remuneration Committee.

ANNEXURE 'C'

INFORMATION PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the fiscal year 2019-20; the percentage increase in the remuneration of each Director, Chief Financial Officer, and Company Secretary during the fiscal year 2019-20; and the comparison of remuneration of each KMP against the performance of the Company are as follows:

A. Whole-Time Directors, Chief Financial Officer, and Company Secretary

Sr. No.	Name of the KMP	Designation	Per Cent Increase/ (Decrease) in Remuneration in the Fiscal Year 2019-20	Ratio of Median Remuneration of Each Director to the Median Remuneration Paid/Payable to all Employees for the Fiscal Year 2019-20
1	Adi Godrej	Chairman Emeritus	9.00	157.91
2	Nisaba Godrej	Executive Chairperson	(11.00)	109.87
3	Vivek Gambhir	Managing Director and CEO	(19.00)	253.64
4	V Srinivasan	Chief Financial Officer and Company Secretary	(11.00)	Not applicable

In case of Mr Vivek Gambhir and Mr V Srinivasan, the remuneration includes the actual performance-linked variable remuneration payable for the fiscal year on the basis of performance, profitability, and optimum utilisation of capital. Ms Nisaba Godrej has voluntarily waived the PLVR for the financial year 2019-20 due to the grave situation caused by the outbreak of the COVID 19 pandemic and suspension of business activities due to the lockdown imposed by the Government of India and the likely impact of the same on the Company's performance.

B. Non-Executive Directors

Sr. No.	Name of Director	Per Cent Increase/(Decrease) in Remuneration in the Fiscal Year 2019-20	Ratio of Remuneration of Each Director to the Median Remuneration Paid/Payable to all Employees for the Fiscal Year 2019-20
1	Jamshyd Godrej	4.35 %	5.71
2	Nadir Godrej	4.17 %	5.95
3	Tanya Dubash	-	5.71
4	Pirojsha Godrej	-	5.71
5	Narendra Ambwani	-	9.75
6	Pippa Armerding	(17.50 %)	7.85
7	Bharat Doshi*	-	-
8	Omkar Goswami	21.21 %	9.51
9	Aman Mehta	-	9.51
10	Ndidi Nwuneli	-	9.51
11	Ireena Vittal	5.26 %	9.51
12	Sumeet Narang **	-	---

* In the current financial year, Mr Bharat Doshi was on the Board till Sep 25, 2019. For FY 2018-19, he was on the Board for the full financial year. Hence per cent change is not comparable.

** Mr Sumeet Narang's appointment in the Board is from April 1, 2019. Also, he has voluntarily waived the remuneration receivable from the Company.

Note:

- (i) The median remuneration of all the employees of the Company for the fiscal year 2019-20: ₹ 4.21 lakh.
- (ii) The percentage decrease in the median remuneration of employees in the fiscal year 2019-20: 0.12 per cent.
- (iii) The number of permanent employees on the payrolls of the Company as on March 31, 2020: 2768
- (iv) The average percentile increase already made in the salaries of the employees, other than the Managerial Personnel, in the last fiscal year and its comparison with the percentile increase in the managerial remuneration and justification thereof: Total managerial remuneration comprises the remuneration of the Whole-Time Directors and commission paid to Non-Executive Directors. The Whole-Time Directors' remuneration is as per the resolution approved by the shareholders and will not exceed 10 per cent of the Company's net profits as permitted by the Companies Act, 2013. The Non-Executive Directors are also eligible for a sitting fees of ₹ 1 lakh per Board meeting attended

and ₹ 20,000 per Committee meeting attended. The shareholders at the AGM held on July 30, 2018, has authorised the payment of commissions on profits to the Non-Executive Directors at the rate not exceeding 1 per cent of net profits of the Company with authority to the Board to determine the manner and proportion in which the amount be distributed among the Non-Executive Directors. The Board has authorised a base commission of ₹ 20 lakhs per annum to each Non-Executive Director. All the Independent Directors are paid an additional commission linked to their attendance at the Audit Committee meeting, Nomination & Remuneration Committee meeting, and Independent Directors' meeting. There is no change in the base amount of the commission on profits or sitting fees payable to Non Executive Directors for attending meetings of the Board/ Committee thereof. The per cent change in remuneration represents change in the payout based on actual attendance at meetings of the Board or Committee thereof for each of the Non Executive Directors, compared to the previous year.

The average change in the salary of employees other than the Managerial Personnel is a decline of 9.12 per cent whereas that in salary of the Managerial Personnel is a decline of 10.08 per cent. The decline is largely on account of performance-linked variable remuneration.

- (v) The remuneration is as per the Remuneration Policy of the Company.

ANNEXURE 'D'**INFORMATION PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014, WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS, AND OUTGO****A. Conservation of Energy**

Steps taken or impact of initiatives for conservation of energy, and steps taken by the Company to use alternate sources of energy.

I. North East Cluster

The total capital investment on energy saving initiatives is ₹ 22 lakh. The energy conservation initiatives undertaken are as follows:

- Installation of a screw conveyor in stamping machine Line 1: It reduced the wet dough moisture

content hence increased the drier efficiency at Meghalaya coil, which resulted in briquette savings of 100 t per annum.

- Capacitor installation in 2 radiator motors of 30HP to improve the power factor and reduction in current at the Meghalaya unit. Annual energy savings—45,792 KWh.
- Condensate recovery in a packaged baby boiler at the New Conso unit with a huge saving of HSD 8616 L/annum.
- Drive installation with an ID fan motor of 50 HP to improve the load factor as well as result in energy savings at the Meghalaya coil, resulting in saving of 36,000 KWh.
- Few small modifications in ARG and Crème line and switching from pneumatic to mechanical (low energy-intensive), such as wick pressing in refill line, leading to a reduction in compressed air pressure setting from 7.5 bar to 6.5 bar at the New Conso unit, resulting in saving of 18,163 KWh.
- Regulating running hours of exhaust fans and few ACs through the Arduino board at the New Conso unit, resulting in saving of 57,870 KWh.

- Eco 365 valve installation in wash basins at New Guwahati, New Conso, and AER units, leading to a water saving of around 2,600 KL/annum.

CSR Project

This year, we invested ₹ 8.66 lakh on community projects in the North East Cluster. As there was huge pressure from the Sikkim Government and other local bodies from the last few years, this year we decided to conduct all our projects in Sikkim. The Community projects conducted in Sikkim are as follows:

- Donation of 4 desktops to Mamring High School: Because of the insufficient number of desktops, the school authorities are unable to properly conduct computer classes for students. This project cost is around ₹ 63,340.
- Improvement in the sanitisation facility of LP School at Pasi by constructing 2 separate biotoilets for girls and boys. The total cost of the project is ₹ 2,50,000.
- Construction of boundary fencing throughout LP School to secure the school campus and kids. The total investment for the project is ₹ 5,53,550.

National Convention on Quality Concepts (NCQC)

We received the following awards in NCQC where

around 500 companies had participated, with around 10,000 participants, and where more than 1600 case studies were presented with great enthusiasm and competitive spirit.

- Par Excellence awards—3
- Excellence awards—4
- Best model awards in (awards in the best project category) model presentation—2.

II. North Cluster Energy Conservation

The total capital investment on energy saving initiatives is ₹ 63 lakh, and savings in energy consumption is 6.84 lakh KWh/annum, which is equivalent to ₹ 53 Lakh per annum. The energy conservation initiatives undertaken are as follows:

- Replacement of high-load motors with energy-efficient IE4
- Downsize of the heater assembly in a wrapping machine
- Automation in the BOPP tape machine
- Downsize of TRM and the stamping machine motor
- Interlocking of the BOPP taping machine
- Unification of chiller plants
- Two-pole station to minimise DG usage

Water Conservation

The total capital investment on water conservation initiatives is ₹ 2.5 lakh, and savings in water consumption is 750 KL/annum. The water conservation initiatives undertaken are as follows:

- Softner rejected water re-routed through flush in toilet
- Reuse of condensate water in Boiler
- ETP treated water using gardening and toilet

Awards Won

- Thana unit received the 'National Safety Council appreciation certificate'
- Par excellence award for 7 teams and excellence award for 9 teams during NCQC 2019

III. Central- West Cluster Energy Conservation

The total capex utilised for energy conservation measures is ₹ 126 lakh. The energy conservation measures undertaken are as follows:

Power Saving

- Installation of an energy-efficient air compressor resulted in saving in power consumption by 289,407 KWh/annum

- Installation of an energy-efficient chilling compressor in soap finishing lines, which lead to saving in power consumption by 79,200 KWh/annum

Fuel Saving

- Installation of a water-based vacuum system in FADP1 for reducing steam consumption, which lead to saving of fuel by 58MT/annum
- Installation of a vapour-liquid separator for improving noodle productivity, which will reduce energy consumption

Water Conservation

- Installation of a water treatment tank with an agitator for coagulating dissolved soap particles in the cooling water of soap driers, thus reducing fresh water intake and saving by 24 KL/day.
- Installation of an automatic level control system for reducing water wastage during makeup in cooling tower, which results in saving of water by 100 KL/annum
- Provision of 3 rainwater harvesting pits covering a roof surface area of 2,600 sq m, which results in the recharging of a borewell by 1,350 KL/annum

- Usage of effluent-treated water in dirty cooling towers and process pump cooling, which results in a reduction in freshwater consumption by 2,000 KL/annum

Awards won by the Malanpur unit

- GOLD award at SEEM National Energy Management Awards 2019 held at New Delhi
- FICCI award for efficiency in energy usage—chemicals—in a summit on 'Global Chemicals & Petrochemicals Award 2019' held at Mumbai
- Successfully cleared the certification of IMS ISO 9001/14001/45001

IV. South Cluster

The total CAPEX utilised for energy conservation measures is ₹ Rs.50.8 lakh. The energy conservation measures undertaken are as follows:

- Reduction in energy consumption by the installation of energy-efficient LED lightings, solar-based lightings, Encon devices in ACs and by using servo-based coil stamping cylinders has resulted in saving of 4,25,611 KWh/annum, covering 5 factories in Pondicherry, Karaikal, and MM Nagar

- Use of biowaste fuels in our hot air generators to the extent of 4,331 MT instead of furnace oil in our Pondicherry coil factory

Awards

1. 5S Award from QCFI and Union of Japanese Scientist Engineers (JUSE), received by the MMN unit
2. The CONSO unit, which won the QCFI JUSE 5S Award last year, successfully completed the surveillance audit by the official team.
3. CII EHS Excellence Audit— one 4-star rating and three 3-star rating awards won
4. National Safety Councils Safety Award 2019—4th level 'PRASHANSHA PATRA' award won by the CONSO unit
5. All our 5 units are certified for ISO 9001:2015, ISO 14001:2015, and ISO 45001:2018 standards and have completed 2 surveillance audits with NIL non-conformance in this year.
6. South cluster won the Godrej Safety Awards 2019 for the best celebration of National Road Safety Week in 2019

B. Technology Absorption

The R&D function of our organisation played a key role in ensuring the successful launches of the following products during the year 2019-20:

1. Good Knight – Gold Flash LV
2. Natural House Hold Insecticides.
3. AER Smart Matic Room Freshener
4. Premium AER Fresheners
5. Expert Crème – re launch
6. Cinthol Charcoal Soap
7. Shampoo Hair Colour
8. Keratin Range under Godrej Professional
9. Protekt Hand Sanitiser
10. E-commerce led products

The current year, like previous years, also saw a sharp focus on consumer-centric and relevant design-led innovations. The company has placed a lot of focus on innovation in new technologies, which gives value for money to the consumer.

I. R&D product categories initiated by the Company:

1. Hair Care
2. Skin Care
3. Household Insecticides

4. Customer Centricity
5. Packaging Development
6. Fabric Care
7. Health & Hygiene Products
8. Air Care
9. Dry Hair

II. Benefits derived as a result of the aforementioned R&D efforts

R&D has played pivotal role in developing new technologies in AER, Hair Colours, Personal Wash and HI areas. Strong R&D led initiatives with innovative projects have led to successful launches of several new products in the marketplace in the current financial year. The Company has launched break through Innovation first of its kind in HI category, Good Knight Gold Flash LV. This is first of its kind in terms of design and product delivery. R&D is continuously protecting its Innovations through Design and Product patents. R&D has played a pivotal role in improving cost optimization across product categories by contributing through both product and process related innovations and improvements.

We believe that the three key pillars of consumer centricity, new product Innovation & Development and training-led skill up-gradation will continue to propel your Company ahead of competition in its strategy of innovation led value creation.

III. Future plan of action

R&D shall continue to play a key role in the advancement and successful execution of newer innovations in the marketplace for both domestic and international businesses. Our R&D team shall constantly endeavour to deliver superior innovative products, thereby delighting domestic and international customers by—

1. Ensuring successful commercial launches within Hair Care,

Household Insecticides, Room Freshener and Personal Care categories for the coming year;

2. Engaging in providing support on global innovation strategies for various product categories within our international businesses and extending support on relevant product development for international markets;
3. Focusing on newer

consumer relevant product experiences within all categories such as Skin Care, Household Insecticides, Hair Care, Air Care, Fabric Care and Health & Hygiene;

4. Maintaining a strong focus on R&D training needs and people development;
5. Partnering collaborations with external stakeholders and leading institutions.

IV. Expenditure on R&D

	₹ Crore	
	Fiscal Year 2019-20	Fiscal Year 2018-19
Capital	0.09	0.12
Recurring	18.12	16.38
Total	18.21	16.50
Total R&D expenditure as a percentage of total sales turnover	0.34 per cent	0.30 per cent

C. Foreign Exchange Earnings and Outgo

	₹ Crore	
	Fiscal Year 2019-20	Fiscal Year 2018-19
I. Foreign exchange used	458.39	448.53
II. Foreign exchange earned	204.22	219.82

ANNEXURE 'E'

CSR REPORT

A brief outline of the Company's CSR Policy, including an overview of projects or programmes proposed to be undertaken, with a URL to the CSR Policy and initiatives

GCPL is committed to the Godrej Group's 'Good & Green' vision

of creating a more inclusive and greener India. The Good & Green CSR policy focuses on addressing the critical social, environmental, and economic needs of the marginalised and less privileged sections of society. Through our Good & Green CSR Policy, we align our CSR strategy with the Godrej Group's Good & Green vision and goals. We adopt an approach that integrates the solutions to these problems

into the strategy of the Company to benefit communities at large and deliver social and environmental impacts. The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013. The policy as well as projects and programmes under the CSR Policy are available on the Company website and can be accessed through the following link.^[11]

^[11] <https://www.godrejcp.com/sustainability>

An overview of the projects or programmes undertaken during the fiscal year 2019-20 is given below. We have aligned our programmes to national missions and priorities, and they are categorised as follows.

A. National Skills Mission

I. Employability and Livelihoods

At Godrej, we collaborate with non-profit organisations and social enterprises to design and run several employability training programmes for youth from low-income sections of society. We aim to improve the earning potential of our trainees by building their skills and by empowering them. Apart from core domain skills, our programmes also focus on life skills training, entrepreneurship development, and postplacement support.

As of March 2020, we have trained over 4,33,435 young people in skills that will enhance their earning potential. Our projects include the following factors:

- Salon-i—our beauty and hair care training
- Beauty-preneur and Homepreneur platform for micro entrepreneurs in beauty industry

Salon-i trains young girls and women in beauty and hair care. In the fiscal year

2019-20, over 9000 women have been trained across India. The curriculum is integrated with life skills and entrepreneurial modules to equip the candidates in starting their own enterprise if they are interested. The curriculum has been digitised through the learning management system (LMS). The LMS enables blended learning by using multimedia formats, such as audio, video, PDFs, and presentations. We have developed a life skills curriculum for all our employability programmes across our businesses. The life skills curriculum supplements the current employability courses. The modules equip our trainees with financial literacy, work readiness, and critical skills, which will enable them to build stronger and more productive careers and lives. Interactive games and activities have been developed for different target audiences under this project.

Our learnings from CSR programmes in skills and livelihoods development report revealed that after the Salon-i training, the proportion of women in paid work has increased from 14 per cent to 45 per cent, of which 78 per cent were first time entrants in the workforce. The trainees also increased their earnings

by three-fold although from a lower base.

Our beauty-preneur platform reaches out to women micro entrepreneurs in the beauty and wellness industry across India. This programme promotes entrepreneurship and enables women to start training other girls as well as empowers these women entrepreneurs through life skills and entrepreneurship modules. In the fiscal year 2019-20, 2665 women have been supported through our beauty-preneur programme, which supports those who run micro salons as well as those who provide home services.

II. Community Development

Sustainability is an integral part of our business and value chain, and it helps us provide high-quality and affordable goods to our 1.1 billion people globally who use our products on any given day. Our stakeholders are also the communities that border our plant locations. To align our CSR activities with community needs and our Good & Green strategy, we conducted third-party community needs assessments at our priority plant locations.

On the basis of valuable stakeholder input, we are

now implementing a range of high-impact community development programmes primarily to improve the quality of education in government schools around our manufacturing sites. We have primarily invested in education, water, sanitation, and skill building initiatives across 8 villages in and around our manufacturing facilities.

Our interventions help to improve the infrastructure in schools as well as the overall teaching–learning environment. Following are our key initiatives in the fiscal year 2019-20:

- In the north cluster, we have partnered with government schools in Himachal Pradesh and Jammu. In Baddi, we have provided a sanitary napkin vending machine in a senior secondary school and supported the complete flooring of assembly area. We have also supported the construction of a playground in the Himachal Pradesh Police Line. In Thana senior secondary school, we have supported the repairs of toilets and installed a sanitary napkin vending machine. In Kathua, we have supported the repairs and maintenance of Chack Ram

Singh government primary school, installed a reverse osmosis system, and provided utensils for mid-day meals. In Bari Brahmana, we have renovated 2 classrooms of government girls middle school and installed a water filter.

- In the North East cluster, we are working with schools in Sikkim. We have provided computers to the Mamring high school, supported construction of biotoilets in LP school at Pasi, and constructed a fence around the school to ensure safety of the children.
- In the central cluster, we are working with the community around our flagship plant in Malanpur. We have supported painting and levelling work at local middle school. We have supported the local community hospital in plumbing, lighting, painting, and furniture. We are also implementing a ‘Youth ki awaaz’ programme, a water, health, and sanitation behaviour change programme, that works with young

people to drive change.

B. Swachh Bharat Mission

I. Elimination of Vector-Borne Endemic Diseases

Elimination of Vector-Borne Endemic Diseases (EMBED) is an intensive community awareness and behaviour change communication programme to combat malaria in regions that report high annual parasite index (API). Under the EMBED programme, we collaborate with NGOs and governments in an effort to reduce morbidity and mortality due to malaria. The approach towards this project is as follows:

- Implement community need-based behaviour change communication interventions at the village and household levels to spread awareness and encourage appropriate healthcare-seeking behaviour for prevention and control of mosquito-borne diseases
- Strengthen links with public and private health services in the prioritised blocks to improve access to preventive,

diagnostic, and curative services

- Evaluate data to support scalability and replicability of the project in other geographies
- In the fiscal year 2019-20, we expanded our footprint to 11 districts across Madhya Pradesh, Uttar Pradesh, and Chhattisgarh and are currently covering 830 villages and close to 10,00,000 people. We have signed MoUs with the governments of UP and Chhattisgarh and are supporting them in their endeavour to eliminate malaria by 2030.

Impact:

- An independent social return on investment study of the programme has revealed that every ₹ 1 invested in the programme created social impact worth ₹ 8.38.
- Close to 63 per cent of the community is taking steps to prevent malaria after increasing their awareness by participating in sessions.
- Around 75 per cent of the community healthcare workers

reported an increase in their knowledge and diagnosis and treatment of malaria.

- Post malaria treatment, a 32 per cent improvement in overall health was reported, which resulted in a 17 per cent increase in productivity and 22 per cent decrease in school/work absenteeism.

II. Waste Management

We have initiated various community waste management projects across India. Some of these projects are as follows:

In the past, we have collaborated with Hyderabad and Kalyan-Dombivali municipal corporations for urban waste management. We are working with a social enterprise in Guwahati to convert plastic waste into fuel. Further, we are partnering with an enterprise in Assam that is recycling forest and agri-residue into briquettes for biofuel. Altogether, through these projects, we aim to process up to 150 MT of solid waste per day.

C. Watershed Management

Our integrated watershed development project will help restore the ecological balance

in the drought-prone district of Siddipet in Telangana. Our efforts are designed to recharge groundwater and make more water available for irrigation over a total area of more than 3,300 hectares by the fiscal year 2022. As of March 2020, we have treated 880 hectares of land and carried out over 3,00,000 plantations through seed dibbling and over 38,000 plantations through direct saplings. We have worked with over 300 farmers to build their capacity on sustainable farming and livelihood diversification.

D. Donations

I. Green chemistry: With the funding from GCPL, the Institute of Chemical Technology, Mumbai, has proposed to set up a skill development centre. The proposed centre has the following three objectives:

- To develop training programmes for the characterisation of biologics and biopharmaceuticals
- To establish a state-of-the-art centre for biophysical and biochemical analysis for skill development for training students and provide a resource to the Indian biotechnology industry
- To develop back-to-school programmes for industrial

- participants to hone their skills
- II. Olympic Gold Quest: The project aims to support 49 senior Indian athletes aspiring to participate in commonwealth games, Asian games, and Olympics by funding their training and sport equipment purchase as well as by providing them medical support
 - III. Promote culture and music among children: GCPL supports the National Centre for Performing Arts in Mumbai to run school programmes to promote Indian music and dance
 - IV. Support ARMMAN for their Kilkari programme to improve national maternal and child health indicators
 - V. Support SEEDS for Kerala flood relief by building shelters for tribal families in Wayanad
 - VI. Support Shrimati Pushpa Wati Loomba Memorial Foundation to train youth in hospitality, tourism, tailoring, and retail sector skills

- VII. Support Rotary Club Bombay to set up solar-powered irrigation and water facilities for rural households in Palghar, Maharashtra
- VIII. Support the Corbett Foundation to provide skill development training to forest-dependent communities and to empower and encourage them to lead a sustainable and environment-friendly lifestyle with minimum dependency on forest resources in the Raigad district of Maharashtra
- IX. Support Dream Girl foundation to provide medical services for children suffering from cancer
- X. Support Aamcha Ghar to provide education for underprivileged children
- XI. Support Operation ASHA to provide tuberculosis treatment for underprivileged communities
- XII. Support Sharda education society to support HIV/AIDS-affected people in

commercial sex work and transgender communities

E. Composition of CSR Committee

The composition of the CSR Committee is as follows:

1. Mr Nadir Godrej, Chairman of the Committee
 2. Ms Tanya Dubash, Director
 3. Ms Nisaba Godrej, Executive Chairperson
 4. Mr Vivek Gambhir, Managing Director and CEO
 5. Mr Narendra Ambwani, Independent Director
- F. Average net profit of the company in the last 3 fiscal years: ₹ 1,267 crores.
- G. Prescribed CSR expenditure (2 per cent of the amount as in item F above): ₹ 25.34 crores.

Details of CSR expenditure for the fiscal year

a)	Total amount to be spent for the fiscal year	A total of ₹ 19.49 crore was spent, against the mandated amount of ₹ 25.34 crore.
b)	Amount unspent, if any	₹ 5.85 crores Projects worth this amount had been sourced and committed, with signed MoUs and deliverables agreed during the financial year itself. In order to ensure proper utilisation of funds and high-quality results from our CSR initiatives, we believe in funding projects on tranche basis. The whole grant is not given upfront in advance and is instead given in stages when certain milestones are achieved. This led to an underspend of Rs.5.85 crore during the financial year. The Company is committed to spend the unspent funds specifically for the selected projects in FY 20-21. The CSR Committee has approved that the unspent funds be carried forward to FY20-21 in addition to the prescribed 2% CSR budget for FY 20-21.
c)	Manner in which the amount is spent during the fiscal year	As given below in Table 1

Table -1 Details of CSR expenditure for the fiscal year 2019-20

Sr. No.	CSR Project/Activity Identified	Sector in which the Project is Covered	Projects/Programmes 1) Local Area/Other 2) Specify the District and State Where the Project/Programme was Undertaken	Amount Outlay (Budget) Project/Programme wise	Amount Spent on the Project/Programmes		Cumulative Expenditure Up to the Reporting Period	Amount Spent (Direct/ Implementing Agency)
					Direct Expenditure on Projects/ Programmes	Overheads		
1	Project Salon-i: skill training for employability and entrepreneurship, leading to women empowerment	Schedule VII (ii) livelihood enhancement projects	States in India, namely Gujarat, Maharashtra, Uttar Pradesh, Bihar, Chhattisgarh, Assam, Nagaland, Manipur, Mizoram, and Delhi	8.70	8.70	0.32	9.02	Multiple Agencies: Saath, Yuva, Dhriti, DDJF, Don Bosco Tech Society, Pratham, Save the Children India, Youthnet, Vrutti, Delhi Council of Child Welfare, Collective Good Foundation, QUEST Alliance
2	Behaviour change communication on malaria and vector-borne diseases	Schedule VII (i) promoting preventive healthcare	Dindori and Mandla districts of Madhya Pradesh	4.64	4.64	0.17	4.81	Multiple agencies: Family Health India, CIDS, Sustainable Square
3	Community development around factories	Schedule VII(x) rural development projects	Jammu, Himachal Pradesh, Madhya Pradesh, Sikkim, Pondicherry, and Tamil Nadu	0.31	0.31	0.01	0.32	Direct intervention
4	Waste management	Schedule VII (iv) environment sustainability	Guwahati and Assam	1.26	1.22	0.05	1.27	Maa Kamakhya Disposable Works

Sr. No.	CSR Project/Activity Identified	Sector in which the Project is Covered	Projects/Programmes 1) Local Area/Other 2) Specify the District and State Where the Project/Programme was Undertaken	Amount Outlay (Budget) Project/Programme wise	Amount Spent on the Project/Programmes		Cumulative Expenditure Up to the Reporting Period	Amount Spent (Direct/Implementing Agency)
					Direct Expenditure on Projects/Programmes	Overheads		
5	Carbon mitigation project	Schedule VII (iv) environment sustainability	Assam and Meghalaya	2.10	0.48	0.02	0.50	Dharthi Sustainables Private Limited
6	Watershed management	Schedule VII (iv) environment sustainability	Siddipet district, Telangana	0.70	0.46	0.02	0.48	Peoples Action for Creative Education
7	Disaster relief in response to Kerala floods	Schedule VII (i) promoting preventive healthcare and sanitation and making available safe drinking water	Wayanad, Kerala	0.20	0.20	0.01	0.21	Sustainable Environment and Ecological Development Society
8	Support to train fellows to teach in government-funded schools across India	Schedule VII (ii) promoting education	PAN India	1.00	1.00	0.00	1.00	Teach to Lead
9	Green chemistry	Schedule VII (ii) promoting education	Institute of Chemical Technology	0.60	0.60	0.00	0.60	Donation to Institute of Chemical Technology
10	Promotion of sports	Schedule VII(vii) promoting nationally recognised sports	PAN India	0.35	0.35	0.00	0.35	Foundation for promotion of sports and games
11	Promotion of Indian music and dance by training children in government schools	Schedule VII (v) promoting traditional arts	Mumbai, Maharashtra	0.30	0.30	0.00	0.30	National Centre for Performing Arts
12	Awareness raising and training of young mothers to improve maternal and child health through technology	Schedule VII (i) promoting preventive healthcare	PAN India	0.25	0.25	0.00	0.25	ARMMAN

Sr. No.	CSR Project/Activity Identified	Sector in which the Project is Covered	Projects/Programmes 1) Local Area/Other 2) Specify the District and State Where the Project/Programme was Undertaken	Amount Outlay (Budget) Project/Programme wise	Amount Spent on the Project/Programmes		Cumulative Expenditure Up to the Reporting Period	Amount Spent (Direct/Implementing Agency)
					Direct Expenditure on Projects/Programmes	Overheads		
13	Training youth and young women in job skills	Schedule VII (ii) livelihood enhancement projects	West Bengal, Maharashtra, Bihar, Madhya Pradesh, and Delhi	0.15	0.15	0.00	0.15	The Shrimati Pushpa Wati Loomba Memorial Foundation
14	Solar-powered irrigation and water facilities for rural households	Schedule VII(x) rural development projects	Palghar, Maharashtra	0.10	0.10	0.00	0.10	Rotary Club Bombay Charities Trust
15	Skill development training to youth and women in forest-dependent communities	Schedule VII (ii) livelihood enhancement projects	Raigad, Maharashtra	0.05	0.05	0.00	0.05	The Corbett Foundation
16	Medical services for children suffering from cancer	Schedule VII (i) promoting healthcare	Mumbai, Maharashtra	0.04	0.04	0.00	0.04	Dream Girl Foundation
17	Support education for underprivileged children	Schedule VII (ii) promoting education	Mumbai, Maharashtra	0.02	0.02	0.00	0.02	Amcha Ghar
18	Support tuberculosis treatment for underprivileged communities	Schedule VII (i) promoting preventive healthcare	PAN India	0.01	0.01	0.00	0.01	Operation ASHA
19	Support HIV/AIDS-affected people in commercial sex work and transgender communities	Schedule VII (i) promoting preventive healthcare	Mumbai, Maharashtra	0.01	0.01	0.00	0.01	Sharda Education Society
Total				20.79	18.89	0.60	19.49	

The implementation and monitoring of this CSR policy is in compliance with the CSR objectives and policy of the Company.

Nadir Godrej
Chairman of the CSR Committee

Vivek Gambhir
Managing Director and CEO
(Member of the CSR Committee)

ANNEXURE 'F'

AS PER THE DISCLOSURE REQUIREMENT SPECIFIED UNDER THE SEBI (SHARE-BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SECTION 62 (1) (B) OF THE COMPANIES ACT, 2013 READ WITH RULE 12 (9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES), RULES, 2014, THE FOLLOWING INFORMATION IS DISCLOSED IN RESPECT OF EMPLOYEE STOCK BENEFIT PLANS:

Sr. No.	Particulars	Godrej Consumer Products Limited Employee Stock Grant Scheme
1	Date of shareholders' approval for the options granted under the scheme	March 18, 2011
2	Total number of options approved for grants under the scheme	25,00,000
3	Vesting requirements	As specified by the Nomination and Remuneration Committee, subject to minimum 1 year from the date of grant
4	Exercise price or pricing formula	₹. 1 per share
5	Maximum term of options granted	As may be decided by the Nomination and Remuneration Committee as per the prevalent regulatory provisions
6	Source of shares	Direct allotment
7	Variation of terms of options	None
8	Number of options outstanding as on April 1, 2019	2,95,015
	Number of fresh options granted during the year	1,62,917
9	Number of options lapsed during the year	17,543
	Number of options vested during the year	1,50,256
	Number of options exercised during the year	1,50,256
	Number of shares arising as a result of exercise of options	1,50,256
	Money realised by exercise of options	₹. 1,50,256
18	Number of options outstanding and exercisable at the end of the year	2,90,133
20	Method used to account for the options	The company has calculated the employee compensation cost using the fair value of stock options, in accordance with IND AS
21	Weighted-average exercise prices and weighted-average fair values of options (shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock)	Exercise price: ₹ 1.00 per share Fair value: ₹ 660.17
22	Employee-wise details of options granted to—	
	i) Senior Managerial Personnel	As per Note 1 below
	ii) Any other employee who receives a grant in any one year of option amounting to 5 per cent or more of the option granted during that year	Nil
	iii) Identified employees who were granted option, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	

Sr. No.	Particulars	Godrej Consumer Products Limited Employee Stock Grant Scheme
23	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'EPS'	₹ 11.54 per share (standalone) ₹ 14.64 per share (consolidated)
24	Description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	The fair value of the options granted has been calculated using the Black-Scholes Options pricing formula, and the significant assumptions made in this regard are as follows:
i)	Risk-free interest rate	6.44 per cent
ii)	Expected life	2 years
iii)	Expected volatility	28.16 per cent
iv)	Expected dividends	2.28 per cent
v)	The price of the underlying share in the market at the time of option grant	₹ 658.45

Note 1: Employee-wise details of options granted to Senior Managerial Personnel and details of options granted more than 5 per cent in 1 year

Name and Designation of Senior Managerial Personnel to Whom Stock Options Have Been Granted	Granted in Fiscal Year 2017-18 and Outstanding as on March 31, 2020	Granted in Fiscal Year 2018-19 and Outstanding as on March 31, 2020	Granted in Fiscal Year 2019-20 and Outstanding as on March 31, 2020	Total Outstanding Options as on March 31, 2020
Vivek Gambhir, Managing Director and CEO	12,042*	21,940*	37,946*	71,928
V Srinivasan, Chief Financial Officer and Company Secretary	2,031	3,510	6,071	11,612
Akhil Chandra, Business Head—ASEAN	2,676	4,388	7,589	14,653
Naveen Gupta, Cluster Head—Africa	2,676	4,388	7,589	14,653
Sunil Kataria, Business Head—India	3,213*	6,004*	10,382*	19,599*
Omar Momin, Business Head Darling and M&A	3,213	5,266	3,036	11,515
Rahul Gama, Head—Human Resources	1,605	2,950	5,100	9,655
Sunder Mahadevan, Head—R&D	1,605	2,897	5,009	9,511
Darshan Gandhi, Head—Design	642	2,633	4,554	7,829
Anirban Banerjee, Head—Innovation	642	1,054	1,821	3,517
Jishnu Batabyal, Head—Strategy & Planning	-	878	1,518	2,396

*Option granted was more than 5 per cent of the options granted in 1 year

The above disclosures can also be accessed through the Company website—<http://godrejcp.com/annual-reports.aspx>

ANNEXURE 'G'

Form No MR – 3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Godrej Consumer Products Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godrej Consumer Products Limited (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company as well as the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance

mechanism in place to the extent, in the manner reported and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2018;

- (d) The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (not applicable)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients; (not applicable)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable)

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / the Listing Agreements entered into by the Company with the BSE Limited and The National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

The other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on their sector/industry are:

- a. Insecticide Act, 1968 and rules made thereunder.
- b. Legal Metrology Act and rules made thereunder.
- c. Drugs & Cosmetics Act, 1940.

We report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has complied with the above laws applicable specifically to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings; the agenda and related detailed notes on agenda were sent at least seven days in advance.

Furthermore, a system for seeking and obtaining further information and clarifications on the agenda items before the meeting exists for meaningful participation at the meeting.

All the decisions were passed by majority in the meetings of the Board and there were no dissenting views from the Board members

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has:

- i. issued shares on exercise of options under the Employee Stock Grant Scheme.
- ii. issued and listed commercial papers with National Stock Exchange of India Limited.

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Ashok N. Ramani
Partner
FCS - 6808, COP -5342

UDIN - F006808B000274526

Place: Thane

Date : 24th May 2020

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure to the Secretarial Audit Report

The Members

Godrej Consumer Products Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Statutory and other records are the responsibility of the management of the company. Our responsibility is to express an opinion on these records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of Accounts of the company. We have relied on the report of the Statutory Auditor in respect of the same as per the guidance of the Institute of Company Secretaries of India.
4. In view of lockdown due to COVID 19, we have conducted part of our audit on the basis of details / documents provided by company through email and/ or other digital mode.

5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws. The company is following an electronic compliance management system for compliance management to ensure compliance with applicable laws, rules, regulations and guidelines.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
8. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Ashok N. Ramani
Partner
FCS - 6808, COP -5342

UDIN - F006808B000274526

Place: Thane
Date : 24th May 2020

ANNEXURE 'H'

Practising Company Secretary's Certificate on Corporate Governance

To the members of
Godrej Consumer Products Limited

We have examined the compliance of conditions of corporate governance by Godrej Consumer Products Limited ('the company') to the year ended on March 31st 2020, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulation')

Management Responsibility

The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management including the preparation and maintenance of all relevant supporting records and documents.

PCS Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations as applicable during the year ended March 31, 2020.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable any other purpose.

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Ashok Naran Ramani
Partner
FCS - 6808, COP -5342

Place : Thane
Date : 24th May 2020

UDIN: F006808B000274548

Report on Corporate Governance

Company's Philosophy On Corporate Governance

Corporate governance refers to the framework of rules and practices through 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 123-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 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 the overall stakeholder value over a sustained period.

Every year, since the fiscal year 2002-03, the Company has subjected itself to a voluntary review of its corporate governance practices by an external rating agency, namely the Investment Information and Credit Rating Agency (ICRA). The Company continues to enjoy the Corporate Governance Rating of

CGR2+ (pronounced CGR two plus) and the Stakeholder Value Creation and Governance Rating of SVG1 (pronounced 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 according to ICRA's current opinion, the rated company has adopted and follows such practices, conventions, and codes that 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 well as corporate governance practices.

1. Board of Directors

Godrej Consumer Products Limited's (GCPL) corporate governance practices are shaped by its Board of Directors. The Board is

committed to protect the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. Information related to the procedures, composition, committees, and several other factors of the Board is provided below.

A. Board procedures

GCPL currently has a 14-member Board, with 7 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. The Board of Directors also confirms that Independent Directors fulfil conditions specified in Listing Regulations and are independent of management. In line with the accepted best practices, to strengthen the focus and quality of discussion at the Board, GCPL's Board has appointed Ms Ireena Vittal as the lead Independent Director.

The Board meets at least once in a quarter to review the Company's quarterly performance and financial results.

The Board meetings are governed with a structured agenda. The Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company.

Before the commencement of the Audit Committee meeting, the members of the Audit Committee—which entirely consists of Independent Directors—have a discussion with Statutory Auditors, in the absence of the management team and 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 they also interact with the management team of the Company. The Independent Directors also have a meeting among themselves, after which they provide their insights to the entire Board and the management team.

Several familiarisation programmes for the Independent Directors were conducted during the year, covering topics such as the Annual Operating Plan for the fiscal year 2019-20, update on key amendments to the SEBI Listing Regulations, and actionable for the Company arising out of the amendments. Additionally, at all the Board meetings, detailed presentations covering business performance and financial updates were made. The programmes were conducted by the members of Company management. The details of the same are available on the website of the Company and can be accessed through the following link.¹

B. Matrix on skill sets possessed by the Board of Directors

At GCPL, we recognise the importance of having a Board comprising of directors who have a range of experiences, capabilities, and diverse viewpoints. This helps us create an effective and well-rounded board. The capabilities and experiences sought in our Directors are outlined here:

- **Strategy and Business**—Is or has been the Chief Executive Officer (CEO) or Chief Operating Officer, or has held any other leadership position in an organisation, leading to significant experience in strategy or business management. Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise**—Has expertise with respect to the sector the organisation operates in. Has an understanding of the 'big picture' in the given industry and recognises the development of industry segments, trends, emerging issues, and opportunities.
- **Market Expertise**—Has expertise with respect to the geography the organisation operates in. Understands the macroeconomic environment, nuances of the business, and consumers and trade in the geography

¹ <https://godrejcp.com/investors/stock-exchange-filings>

Has the knowledge of the regulations and legislations of the market/(s) the business operates in.

- **Technology Perspective** – Has expertise with respect to business-specific technologies such as in the field of research and development and manufacturing. Has experience and adds perspective on the future-ready skills required by the organisation such as e-commerce, digital, and sustainability
- **People and Talent Understanding** – Has experience in human resource management such that they bring in a considered approach

to the effective management of people in an organisation.

- **Governance, Finance, and Risk** – Has an understanding of the law and application of corporate governance principles in a commercial enterprise of a similar scale. Capability to provide inputs for strategic financial planning, assess financial statements, and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.

- **Diversity of Perspective** –

Provides diverse views to the Board that is valuable for managing our customers, consumers, employees, key stakeholders, and shareholders.

C. Process and criteria used for appointing new directors

The Nomination and Remuneration Committee evaluates the candidature of a new director in line with the Board Diversity Policy and the aforementioned skill sets and makes suitable recommendation to the Board for final approval. The appointment of all Directors is also subject to shareholders' approval.

Director Names/Skills	Age (Years)	Appointment Year	Gender	Committee Membership	Strategy and Business	Industry Expertise	Market Expertise	Tech and Future Perspective	People and Talent Understanding	Governance, Finance, and Risk	Diversity of Perspective
Mr Adi Godrej	78	Nov 2000	M	SRC	√	√	√			√	
Ms Nisaba Godrej	42	May 2011	F	CSR, RMC	√	√	√		√	√	
Mr Jamshyd Godrej	71	Mar 2001	M	SRC	√		√			√	√
Mr Nadir B. Godrej	69	Nov 2000	M	CSR, SRC	√		√	√		√	√
Ms Tanya Dubash	52	May 2011	F	CSR	√		√			√	√
Mr Pirojsha Godrej	40	Apr 2017	M	-	√		√			√	√
Mr Vivek Gambhir	51	Apr 2013	M	SRC, CSR, RMC	√	√	√			√	
Mr Narendra Ambwani	72	May 2011	M	ACM, NRC, CSR, SRC	√	√	√		√	√	
Mr Sumeet Narang	44	Apr 2019	M	ACM, NRC	√		√	√		√	√
Mr Omkar Goswami	64	Jun 2008	M	ACM, NRC, RMC			√			√	√
Mr Aman Mehta	74	Apr 2006	M	ACM, NRC	√					√	√
Ms Ireena Vittal	52	Apr 2013	F	ACM, NRC	√	√	√		√	√	
Ms Nididi Nwuneli	45	Apr 2017	F	ACM, NRC	√		√		√	√	√
Ms Pippa Armerding	51	Jan 2018	F	ACM, NRC	√		√		√	√	√

D. Detailed reasons for resignation of Independent Director, if any

No Independent Director resigned before the expiry of his tenure during this financial year.

(i) Composition of the Board

The Board composition is as follows:

Category	Number of Directors as on March 31, 2020
i) Non-Independent Directors	
Executive Chairperson	1
Managing Director	1
Executive Director	1
Non-Executive Promoter Directors	4
Subtotal	7
ii) Independent Directors	7
Total Strength (i + ii)	14

(ii) Other relevant details of the Directors as on March 31, 2020

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 Member (Excluding Committee Chairperson)**	Committee Chairperson**	
Adi Godrej	November 29, 2000	Brother of Nadir Godrej and Father of Tanya Dubash, Nisaba Godrej, and Pirojsha Godrej	Promoter/ Executive	3 (2)	1	1	1512#
Jamshyd Godrej	March 01, 2001	None	Promoter/ Non- Executive	5 (4)	1	0	0#
Nadir Godrej	November 29, 2000	Brother of Adi Godrej	Promoter/ Non-Executive	9 (6)	2	2	63#
Tanya Dubash	May 02, 2011	Daughter of Adi Godrej and Sister of Nisaba Godrej and Pirojsha Godrej	Promoter/ Non- Executive	8 (5)	1	0	62#
Nisaba Godrej	May 02, 2011	Daughter of Adi Godrej and Sister of Tanya Dubash and Pirojsha Godrej	Promoter/ Executive Chairperson	4 (3)	0	0	3,70,083#
Pirojsha Godrej	April 01, 2017	Son of Adi Godrej and Brother of Tanya Dubash and Nisaba Godrej	Promoter/ Non- Executive	4 (3)	1	0	3,70,125#
Vivek Gambhir	April 30, 2013	None	Managing Director & CEO	2 (2)	2	1	2,51,618
Narendra Ambwani	May 02, 2011	None	Non-Executive/ Independent	5 (4)	7	1	3,000
Pippa Armerding	January 30, 2018	None	Non-Executive/ Independent	1 (1)	1	0	Nil
Sumeet Narang	April 01, 2019	None	Non- Executive/ Independent	1 (1)	1	0	Nil
Omkar Goswami	June 18, 2008	None	Non-Executive/ Independent	4 (4)	3	1	Nil

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 Member (Excluding Committee Chairperson)**	Committee Chairperson**	
Aman Mehta	April 26, 2006	None	Non-Executive/Independent	5 (5)	4	2	Nil
Ndidi Nwuneli	April 01, 2017	None	Non-Executive/Independent	1 (1)	1	0	Nil
Ireena Vittal	April 30, 2013	None	Non-Executive/Independent	4 (4)	4	0	Nil

#This shareholding reflects holding in their own name and does not include shares held as one of the trustee of family trusts.

*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 and Shareholders' Grievance Committee and chairmanship/membership in board committees in companies other than public limited companies registered in India.

***Under the Employee Stock Grant Scheme of the Company, Mr Vivek Gambhir additionally holds 71,928 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) Details of directorship in other listed companies including category of their directorship as on March 31, 2020

Names of Directors	Directorship in Other Listed Companies	Category of Directorship
Adi Godrej	Godrej Industries Limited	Chairman
Jamshyd Godrej	1. Godrej Industries Limited	Director
	2. Godrej Agrovet Limited	Director
	3. Godrej Properties Limited	Director
Nadir Godrej	1. Godrej Industries Limited	Managing Director
	2. Astec Lifesciences Limited	Chairman
	3. Godrej Agrovet Limited	Chairman
	4. Godrej Properties Limited	Director
	5. Mahindra And Mahindra Limited	Independent Director
Tanya Dubash	1. Godrej Industries Limited	Director
	2. Godrej Agrovet Limited	Director
	3. Britannia Industries Ltd	Independent Director
	4. Escorts Limited	Independent Director
Nisaba Godrej	1. Godrej Agrovet Limited	Director
	2. VIP Industries Limited	Independent Director
Pirojsha Godrej	1. Godrej Agrovet Limited	Director
	2. Godrej Properties Limited	Chairman
Vivek Gambhir	1. Metropolis Healthcare Limited	Independent Director
Narendra Ambwani	1. Parag Milk Foods Limited	Independent Director
	2. Agro Tech Foods Limited	Independent Director
	3. RPG Life Sciences Limited	Independent Director

Names of Directors	Directorship in Other Listed Companies	Category of Directorship
Pippa Tubman Armerding	NIL	-
Sumeet Narang	NIL	-
Omkar Goswami	1. Bajaj Finance Limited	Independent Director
	2. Ambuja Cements Limited	Independent Director
	3. Bajaj Auto Limited.	Independent Director
Aman Mehta	1. Wockhardt Limited	Independent Director
	2. Max Financial Services Limited	Independent Director
	3. Vedanta Limited	Independent Director
	4. Tata Steel Limited	Independent Director
Ndidi Nwuneli	NIL	-
Ireena Vittal	1. Housing Development Finance Corporation Limited	Independent Director
	2. Titan Company Limited	Independent Director
	3. Wipro Limited	Independent Director

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

Names of Meetings	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility	Stakeholders' Relationship Committee	Risk Management Committee	AGM August 1, 2019
Number of Meetings held	4	4	2	2	1	2	1
Attendance of Directors							
Adi Godrej	4	NA	NA	NA	1	NA	Yes
Jamshyd Godrej	4	NA	NA	NA	1	NA	Yes
Nadir Godrej	4	NA	NA	2	1	NA	Yes
Tanya Dubash	4	NA	NA	2	NA	NA	Yes
Nisaba Godrej	4	NA	NA	2	NA	2	Yes
Pirojsha Godrej	4	NA	NA	NA	NA	NA	Yes
Vivek Gambhir	4	NA	NA	2	1	2	Yes
Narendra Ambwani	4	4	2	2	1	NA	Yes
Pippa Armerding	3	3	1	NA	NA	NA	Yes
Sumeet Narang	4	4	2	NA	NA	NA	Yes
Omkar Goswami	4	4	1	NA	NA	2	Yes
Aman Mehta	4	4	2	NA	NA	NA	Yes
Ndidi Nwuneli	4	4	2	NA	NA	NA	Yes
Ireena Vittal	4	4	2	NA	NA	NA	Yes
Bharat Doshi*	2	2	1	NA	NA	NA	Yes

Notes:

- Board and Audit Committee meetings were held on May 03, 2019; August 01, 2019; November 06, 2019; and January 29, 2020.
- Nomination and Remuneration Committee meetings were held on May 03, 2019 and January 29, 2020.
- The Independent Directors Committee meeting was held on May 03, 2019.
- The Stakeholders' Relationship Committee meeting was held on May 03, 2019.
- Risk Management Committee meetings were held on May 02, 2019 and July 10, 2019.
- Corporate Social Responsibility meetings were held on May 03, 2019 and November 06, 2019.

- The maximum gap between any two board meetings did not exceed 120 days during the year.
 - 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.
 - *Mr Bharat Doshi's tenure of five years ended on September 25, 2019 and he had expressed his desire to not offer himself for re-appointment for another term. Hence, he was eligible to attend meetings held till September 25, 2019 only.
- (i) Reappointment of Directors liable to retire by rotation

The Board has five Directors whose period of office is liable to be determined for retirement by rotation, and of these five directors, one-third, i.e. two Directors, shall retire at the Annual General Meeting. Thus, Mr Pirojsha Godrej and Ms Tanya Dubash will retire at the ensuing Annual General Meeting of the Company and, being eligible, will be considered for reappointment. Their brief resume is annexed to the notice of the Annual General Meeting.

F. 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 and 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 investor grievances. The Company has also formed a Nomination and 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 criteria for performance evaluation of Independent Directors includes

skills, experience, level of preparedness, attendance, extent of contribution to board debates and discussion, and how each Director leverages his/ her expertise and networks to meaningfully contribute to the Company. The Company also has a Risk Management Committee in accordance with Regulation 21 of the Listing Regulations.

Composition of the Committees as on March 31, 2020

Names of Directors	Category	Position in the Committee				
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
Adi Godrej	Promoter and Executive	None	None	Member	None	None
Jamshyd Godrej	Promoter and Non-Executive	None	None	Member	None	None
Nadir Godrej	Promoter and Non-Executive	None	None	Chairman	None	Chairman
Nisaba Godrej	Promoter and Executive Chairperson	None	None	None	Member	Member
Tanya Dubash	Promoter and Non-Executive	None	None	None	None	Member
Pirojsha Godrej	Promoter and Non-Executive	None	None	None	None	None
Vivek Gambhir	Executive	None	None	Member	Member	Member
Narendra Ambwani	Independent	Member	Chairman	Member	None	Member

Names of Directors
Position in the Committee

	Category	Position in the Committee				
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee
Pippa Armerding	Independent	Member	Member	None	None	None
Sumeet Narang	Independent	Member	Member	None	None	None
Omkar Goswami	Independent	Member	Member	None	Chairman	None
Aman Mehta	Independent	Chairman	Member	None	None	None
Ndidi Nwuneli	Independent	Member	Member	None	None	None
Ireena Vittal	Independent	Member	Member	None	None	None
Total Strength of the Committee		7	7	5	5	5
Number of Independent Directors in the Committee		7	7	1	1	1
Number of Non-Independent Directors in the Committee		-	-	4	2	4
Members of Senior Management in the Committee		-	-	-	2	-

Mr V. Srinivasan, Chief Financial Officer and Company Secretary, is the Secretary of all the Board Committees. He is also the Compliance Officer of the Company and is responsible for redressing investor grievances.

G. 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 the Listing Regulations such as:

Financial Statements

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial

statement is correct, sufficient, and credible.

- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - 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 subsection (3) of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies

and practices and reasons for the same.

- Major accounting entries involving estimates based on the exercise of judgment by the management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.

<p>(g) Modified opinion(s) in the draft audit report.</p> <ul style="list-style-type: none"> • Reviewing, with the management, the quarterly financial statements before submission to the Board for approval. • Scrutiny of intercorporate loans and investments. 	<p>exchange(s) in terms of Regulation 32(1) of the Listing Regulations.</p> <ul style="list-style-type: none"> - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations. 	<p>other services rendered by the statutory auditors.</p> <ul style="list-style-type: none"> • Reviewing of management letters/letters of internal control weakness issued by the statutory auditors. • Reviewing the appointment, removal, and terms of remuneration of the chief internal auditor.
<p>Review of Information</p>		
<ul style="list-style-type: none"> • 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 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. • Reviewing the management discussion and analysis of financial condition and results of operations. 	<p>Internal Control</p>	<ul style="list-style-type: none"> • Reviewing the adequacy of the 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. • Reviewing internal audit reports relating to internal control weakness. • Discussion with internal auditors of any significant findings and follow-up thereon. • 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.
<ul style="list-style-type: none"> • Statement of deviations: <ul style="list-style-type: none"> - quarterly statement of deviation(s) including the report of the monitoring agency, if applicable, submitted to stock 	<p>External and Internal Audit</p>	<ul style="list-style-type: none"> • Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company. • Approval of payment to statutory auditors for any

- Periodical discussions with the auditors about internal control systems and the scope of audit including the observations of the auditors and review of the quarterly, half yearly, and annual financial statements before submission to the Board. Overseeing compliance of internal control systems.

Subsidiary Companies

- The Committee shall have access to the Audit Committee minutes of the subsidiary companies.
- Reviewing the financial statements, in particular the investments made by the subsidiary companies.
- Recommending the revision in the Policy for determining Material Subsidiaries to align it with the extant applicable provisions.
- Reviewing the utilisation of loans and/or advances from/ investment in the subsidiary exceeding ₹ 100 crore or 10 per cent of the asset size of the subsidiary, whichever is lower, including existing loans and advances.

Related Party Transactions

- Approval or any subsequent modification of transactions of the Company with related parties.

- Formal approval or omnibus approval of transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis.
- Laying down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transactions so that that the approval is in the interest of the Company.
- Granting omnibus approval for related party transactions not exceeding ₹ 1 crore per transaction in a financial year.
- Reviewing on a quarterly basis, the statement of such significant related party transactions as may be specified by the Committee and the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommending the revision in the Policy on Material-Related Party Transactions and on dealing with Related Party Transactions to align it with the extant applicable provisions.

Compliance

- Looking 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, if any.
- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Reviewing the findings of any examinations by regulatory agencies and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel and for monitoring compliance therewith.
- Reviewing compliance with respect to the provisions of Insider Trading Regulations at least once in a financial year and verifying that the systems for internal control for compliance with these regulations are adequate and operating effectively.
- Obtaining regular updates from the management regarding compliance matters.

Other Responsibilities

- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Approval of the appointment of the Chief Financial Officer after assessing the qualifications, experience, and background of the candidate.
- Valuation of undertakings or assets of the Company, wherever it is necessary by appointing a Registered Valuer in terms of Section 247 of the Companies Act, 2013.
- Instituting and overseeing special investigations as needed.
- Performing any other functions and activities related to this terms of reference as requested by the Board of Directors.
- Performing any other functions as required to be done by the Audit Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

(ii) Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes, and independence of a Director and recommendation to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel, and other employees.
- Formulation of criteria for the evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on the diversity of Board of Directors.
- Identifying individuals who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment and removal.
- 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.
- Recommending to the Board, all remuneration, in whatever form, payable to senior management.

- Administering the Employee Stock Grant Scheme of the Company and render all such functions required to be done under the SEBI (Share-Based Employee Benefit) Regulations, 2015.
- Performing any other functions and activities related to the terms of reference as requested by the Board of Directors.
- Performing any other functions as required to be done by the Nomination and Remuneration Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

(iii) Stakeholders' Relationship Committee

- Resolving the grievances of the security holders of the Company, including complaints relating to transfer/transmission of shares, non-receipt of Annual Report, and non-receipt of declared dividends; issue of new/ duplicate certificates; and general meetings.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards

adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
- Performing any other functions and activities related to the terms of reference as requested by the Board of Directors.
- Performing any other functions as required to be done by the Stakeholders' Relationship Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

(iv) Risk Management Committee

- The terms of reference of the Committee are as follows:
- Spearhead the risk management initiative within the Company.

- Review status of actions planned.
- Review progress and status of mitigation for the 'Risks That Matter'.
- Set standards for risk documentation and monitoring.
- Improve risk management techniques and enhance awareness.
- Review and manage risks relating to cyber security.
- Performing any other functions and activities related to the terms of reference as requested by the Board of Directors.
- Performing any other functions required to be done by the Risk Management Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

(v) Corporate Social Responsibility Committee

- Formulate and recommend to the Board a Corporate Social Responsibility Policy that shall indicate the activities to be undertaken by the company as specified in Schedule VII of

the Companies Act, 2013.

- Recommend the amount of expenditure to be incurred on the activities referred above.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- Perform any other functions and activities related to the terms of reference as requested by the Board of Directors.
- Perform any other functions as required to be done by the Corporate Social Responsibility Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

2. REMUNERATION POLICY

The Remuneration Policy of the Company has been provided in the Board's Report section of the Annual Report as **Annexure 'B'**.

Remuneration to Directors:

Details of the remuneration to Directors are as follows:

Names of Directors	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	PLVR	Company's Contribution to PF	Amount ₹ crore	
						Monetary Value of Perquisites	Total
Whole-Time Directors							
Adi Godrej	-	-	4.73	0.00	0.21	1.70	6.64
Nisaba Godrej	-	-	3.86	0.00	0.17	0.59	4.62
Vivek Gambhir	-	-	7.63	0.18	0.33	2.52	10.66
Subtotal	-	-	16.22	0.18	0.71	4.81	21.92
Non-Executive Directors							
Jamshyd Godrej	0.04	0.20	-	-	-	-	0.24
Nadir Godrej	0.05	0.20	-	-	-	-	0.25
Tanya Dubash	0.04	0.20	-	-	-	-	0.24
Pirojsha Godrej	0.04	0.20	-	-	-	-	0.24
Narendra Ambwani	0.06	0.35	-	-	-	-	0.41
Pippa Armerding	0.04	0.29	-	-	-	-	0.33
Bharat Doshi	0.03	0.17	-	-	-	-	0.20
Omkar Goswami	0.05	0.35	-	-	-	-	0.40
Ndidi Nwuneli	0.05	0.35	-	-	-	-	0.40
Aman Mehta	0.05	0.35	-	-	-	-	0.40
Sumeet Narang	0.00	0.00	-	-	-	-	0.00
Ireena Vittal	0.05	0.35	-	-	-	-	0.40
Subtotal	0.50	3.01	0.00	0.00	0.00	0.00	3.51
Total	0.50	3.01	16.22	0.18	0.71	4.81	25.43

Notes:

- In the case of Mr Adi Godrej, salary includes basic salary and various elements of flexible compensation. The monetary value of perquisites includes maintenance of 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 the perquisite value of stock grants exercised during the financial year.
- The Performance Linked Variable Remuneration (PLVR) of Mr Vivek Gambhir is the amount payable for fiscal year 2019-20, as per the scheme of the Company. The same is based on the Economic Value Added that reflects profitability and optimum utilisation of capital employed and revenue growth. Ms Nisaba Godrej has voluntarily waived the PLVR for the financial year 2019-20 due to the grave situation in the country caused by the outbreak of the COVID 19 pandemic and the suspension of business activities due to the lockdown imposed by the Government of India and the likely impact of the same on the Company's performance.

- The service contract of Mr Adi Godrej was for a period of 3 years beginning from April 1, 2016 to March 31, 2019. The Board of Directors have reappointed Mr Adi Godrej for a further period of 5 years beginning from April 1, 2019 to March 31, 2024. The same was approved by shareholders by postal ballot on March 20, 2019. 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 Chairperson, and Mr Vivek Gambhir, Managing Director and CEO, were for a period of 3 years beginning from July 1, 2016 to June 30, 2019. The Board of Directors have reappointed Ms Nisaba Godrej as a Whole-time Director and Mr Vivek Gambhir as the Managing Director and CEO for a further period from July 1, 2019 to September 30, 2022. The reappointments were approved by shareholders at the Annual General Meeting held on August 1, 2019. Their office in the new term is terminable with a notice period of 3 months by either side.
- Mr Vivek Gambhir has resigned from the post of MD & CEO with effect from close of business hours of June 30, 2020 but he will continue to be whole time director till September 30, 2020. Based on the recommendation of the Nomination & Remuneration Committee, the Board has considered and approved the appointment of Ms Nisaba Godrej as the Managing Director for the remainder of her term, i.e. till September 30, 2022, subject to the approval of the shareholders. The Board has also requested her to continue as the Chairperson till March 31, 2022.
- The shareholders have authorised the payment of commissions on profits to Non-Executive Directors at a rate not exceeding 1 per cent of net profits of the Company with authority to the Board to determine the manner and proportion in which the amount is distributed among the Non-Executive Directors. The Board has authorised a base commission of ₹ 20 lakhs per annum to each Non-Executive Director. All the Independent Directors are paid an additional commission linked to their attendance at Audit Committee meetings, Nomination and Remuneration Committee meeting, and Independent Directors' meeting. In addition, all the Non-Executive Directors are paid sitting fees for attending the meetings of the Board or Committees thereof.
- Mr Sumeet Narang has voluntarily waived the remuneration receivable from the Company.
- All the Independent Directors except Ms Ndidi Nwuneli, Ms Pippa Armerding, and Mr Sumeet Narang were originally appointed in terms of the erstwhile Listing Agreement (refer to the table containing other relevant details of the Directors under Para 1 of Board of Directors for the original date of appointment). After the notification of Companies Act, 2013, these Independent Directors have been appointed for a period of 5 years.
- The first term of 5 years of Mr Narendra Ambwani ended on July 27, 2019. The first term of 5 years of Mr Aman Mehta, Dr. Omkar Goswami, and Ms Ireena Vittal ended on September 25, 2019. Based on successful performance evaluation, the Nomination and Remuneration Committee had recommended their reappointments for a second term and the same got approved by shareholders at the Annual General Meeting held on August 1, 2019.

Mr Narendra Ambwani: Term from July 28, 2019 to November 14, 2023

Mr Aman Mehta: Term from September 26, 2019 to August 31, 2021

Ms Ireena Vittal and Dr. Omkar Goswami: Term of 5 years from September 26, 2019 to September 25, 2024

Mr Bharat Doshi's tenure of five years ended on September 25, 2019 and he had expressed his desire to not offer himself for re-appointment for another term

- Mr Vivek Gambhir has been granted stock options, the details of which are as follows:

Grant year	Number of Options	Options exercised	Options outstanding	Vesting dates of outstanding options
2017-18	24,081	12,039	12,042	May 31, 2020
2018-19	32,910	10,970	10,970	May 31, 2020
			10,970	June 30, 2020
2019-20	37,946	Nil	12,649	May 31, 2020
			12,649	June 30, 2020
			12,648	June 30, 2020

3. Details of Stakeholder Complaints and Stakeholders' Grievance Committee

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	91	91	0	0
2.	Non-receipt of shares lodged for transfer/exchange	Nil	66	66	0	0
3.	Non-receipt of the Annual Report	Nil	2	2	0	0
4.	Others	Nil	2	2	0	0
	Total	Nil	161	161	0	0

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
July 31, 2017	3.00 p.m.	Godrej One, 1 st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079	None
July 30, 2018	3:00 p.m.	Godrej One, 1 st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079	None
August 1, 2019	1.30 p.m.	Godrej One, 1 st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079	Reappointment of Mr Narendra Ambwani, Mr Aman Mehta, Dr. Omkar Goswami, and Ms Ireena Vittal as Independent Directors for a second term of 5 years.

No postal ballot was conducted during the FY 2019-2020.

5. MEANS OF COMMUNICATION

GCPL has sent a quarterly newsletter on the registered email addresses of the investors. Moreover, all vital information related 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. 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 Chairperson holds conference calls/meetings

with financial analysts once in a quarter, and their transcripts are posted on the website. The presentations made to financial analysts and institutional investors are shared with the Stock Exchanges and uploaded on the Company's website. The same may be accessed through the link given below.² The Company files its quarterly results on the electronic filing system of the Bombay Stock

Exchange (BSE) Limited and National Stock Exchange of India Limited (NSE). The same are also available on the websites of the BSE Limited and NSE, namely <https://www.bseindia.com/> and www.nseindia.com, respectively.

Reminders to Investors

Shareholders who have not registered their email addresses are requested to do so for

receiving communications from the Company.

Shareholders who are holding shares in a physical form can update their email addresses by writing a letter to the Company under the signature of the first named shareholder. Shareholders who are holding shares in a demat form can do so by contacting their Depository Participant.

6. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting

Date and Time:	Tuesday, August 4, 2020, 4.00 p.m. (IST)
Venue:	Video Conferencing/ Other audio visual means

B. Financial Calendar

Financial Year:	April 1, 2019 to March 31, 2020
-----------------	---------------------------------

C. Interim Dividends during Fiscal Year 2019-20

Declared at Board Meeting Dated	Dividend Rate Per Share on Shares of Face Value ₹ 1 Each	Record Date
May 3, 2019	₹ 2.00	May 13, 2019
Aug 1, 2019	₹ 2.00	August 9, 2019
November 6, 2019	₹ 2.00	November 15, 2019
January 29, 2020	₹ 2.00	February 6, 2020

D. Listing

The Company's shares are listed and traded on the following stock exchanges:

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

The applicable listing fees has been paid to the stock exchanges before the due date.

² <https://godrejcp.com/investors>

E. Market Price Data

The monthly high and low prices of GCPL at the BSE Limited and the NSE in Equity series for the year ended March 31, 2020, are as follows:

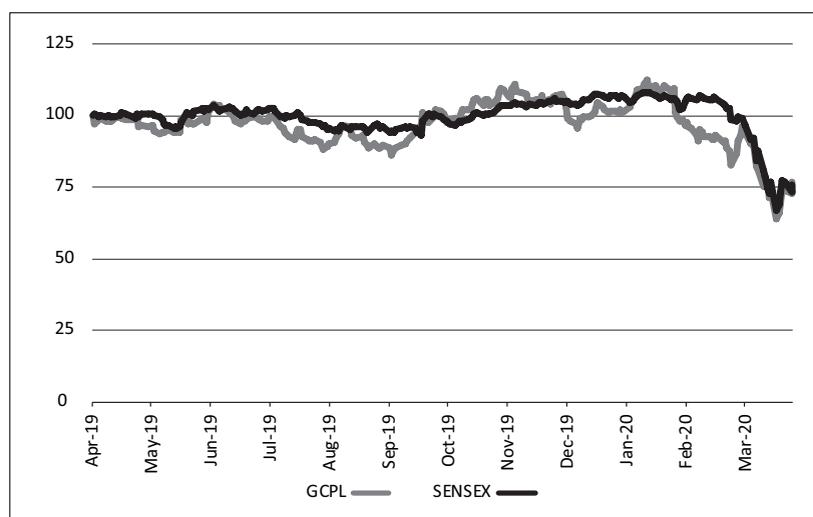
Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-19	692.95	645.80	692.80	645.65
May-19	689.50	627.55	691.00	626.50
Jun-19	715.40	648.05	715.00	647.60
Jul-19	686.00	590.00	686.50	590.20
Aug-19	659.90	585.50	659.90	585.05
Sep-19	723.65	577.00	724.20	575.00
Oct-19	743.75	656.05	743.95	655.30
Nov-19	768.00	693.00	764.00	691.80
Dec-19	733.80	645.50	734.10	645.05
Jan-20	771.75	671.25	772.00	671.65
Feb-20	688.00	556.65	688.40	556.40
Mar-20	654.95	425.10	654.85	425.10

Source: Websites of the respective stock exchanges

Note: High and low are in rupees per traded share

F. GCPL's Share Price at BSE Versus the Sensex

GCPL's share performance compared with the BSE sensex for fiscal year 2019-20 is as follows:



Note:

Both the 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

H. Share Transfer

In terms of amendments to Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form has been stopped by SEBI.

SEBI has given the following clarifications:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding

shares in physical form even after April 01, 2019.

2. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

3. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for

transfer even after the deadline of April 01, 2019.

The above decision by SEBI is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement / interchanging of the order of name of shareholders) cases.

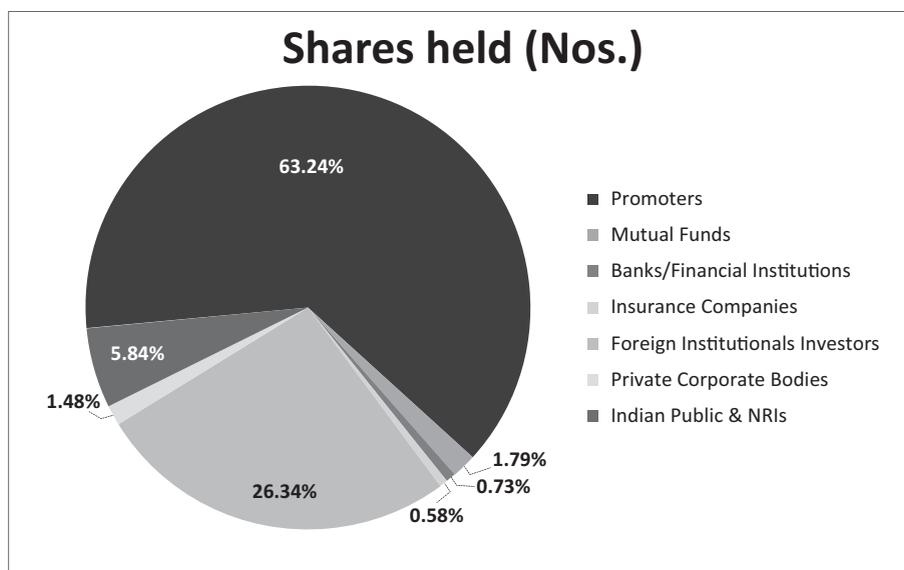
I. Distribution of Shareholding

Distribution of shareholding by size class as on March 31, 2020

Number of Shares	Number of Shareholders	Shareholders Per Cent	Number of shares held	Shareholding %
1-500	1,46,881	86.06	1,43,92,223	1.41
501-1,000	12,238	7.17	84,96,657	0.83
1,001-2,000	6,901	4.04	99,51,568	0.97
2,001-3,000	1,704	1.00	41,58,737	0.41
3,001-4,000	819	0.48	28,97,884	0.28
4,001-5,000	403	0.24	17,97,025	0.18
5,001-10,000	730	0.43	49,94,021	0.49
10,001 and above	1,001	0.59	97,56,28,237	95.43
Total	170,677	100.00	1,02,23,16,352	100.00

Distribution of shareholding by ownership as on March 31, 2020:

Category	Shares Held (Number)	Per Cent of Holding
Promoter's Holding		
Promoters	64,64,88,267	63.24
Institutional Investors		
Mutual Funds	183,22,341	1.79
Banks/Financial Institutions	74,84,971	0.73
Insurance Companies	59,64,558	0.58
Foreign Institutional Investors	26,92,66,493	26.34
Others		
Private Corporate Bodies	1,50,89,895	1.48
Indian Public	5,52,02,409	5.40
NRI/OCB's	44,97,418	0.44
Total	1,02,23,16,352	100



J. Shares Held in Physical and Dematerialised Forms

Breakup of physical and dematerialised shares as on March 31, 2020:

	Number of Shares	Per Cent	Number of Folios	Per Cent
Physical	83,88,402	0.81	17,001	9.96
Demat	1,01,39,27,950	99.19	1,53,676	90.04
Total	1,02,23,16,352	100.00	1,70,677	100.00

Shares held in the dematerialised mode have more liquidity than those held in the physical mode. Therefore, the Company urges shareholders holding shares in the physical form to convert their shareholdings to the demat mode. SEBI vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated June 8, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which after April 1, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository.

The said measure of SEBI is aimed at curbing fraud

and manipulation risk in the physical transfer of securities by unscrupulous entities. Transfer of securities in the demat form will improve the ease, convenience, and safety of transactions for investors. SEBI vide Press Release No. 12/2019 dated March 27, 2019, clarified that the transfer deed(s) once lodged prior to the deadline of April 1, 2019 and returned due to any deficiency in document(s) may be relogged for transfer.

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

GCPL is exposed to commodity risks mainly due to imported palm oil derivatives. We enter into fixed price contracts with overseas suppliers in order to hedge price volatility.

Regarding commodities that are imported at a contracted fixed price, there is a foreign exchange currency risk and the mitigation of the same is managed by the FOREX Committee of the Company. The Committee periodically meets and reviews the overall

foreign exchange currency exposure and enters into forward contracts to hedge the

currency risk. Details of hedged and unhedged positions for foreign currency exposures

are available in the Notes to the Financial Statement of the Annual Report

Details of the exposure of the Company to palm oil derivatives are given below:

Commodity Name	Exposure in ₹ (Purchase orders raised during the year)	Exposure in Qty	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International Market		
			OTC	Exchange	OTC	Exchange	
Palm Oil Derivatives	575.54 crore	1.32 Lac MT	Nil	Nil	Nil	Nil	Nil

M. Plant Locations

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

Names of States /Union Territory	Location of Plants
Jammu & Kashmir	SICOP Industrial Estate-Kathua, Hatli Moth-Kathua, Bari Brahmana-Jammu District
Himachal Pradesh	Thana-Baddi, Katha-Baddi
Sikkim	Mamring, South Sikkim
Assam	Village Sila, Kalapahar, Lokhra, Lalunggaon, Gouripur,
Meghalaya	Byrnihat, Rebhoi District
Madhya Pradesh	Malanpur Industrial Area, District Bhind
Pondicherry	Kattukuppam-Manpet Post, Nallur Village-Mannadipet Commune, Nedungadu Commune-Karaikal, Thirunallar Commune-Karaikal
Tamil Nadu	Maraimalainagar-Kanjipuram District

N. Address for Correspondence

Shareholders can contact us at our Registered Office:
Godrej Consumer Products Limited, 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079
Tel. No.: 022 25188010/20/30
Fax No.: 022 25188040; Email ID: investor.relations@godrejcp.com
Website: 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 that do not require signature verification for being processed.

Shareholders are expected to update any change in their residential addresses with our RTA to avoid non-receipt of dividends, annual reports, etc. You can download the form through the link given below³ and submit it with our RTA.

O. List of Credit Ratings Obtained during the Year

During the year, rating agencies have reaffirmed the following existing credit ratings of the Company.

[ICRA] A1+ (pronounced as ICRA A one plus) for ₹ 750 crore Commercial paper

Crisil A1+ for ₹ 750 crore Commercial paper

Long-term rating at [ICRA] AA+ (pronounced as ICRA double A plus) for unsecured fund-based and non-fund-based facilities and short-term rating at [ICRA] A1+ (pronounced as ICRA A one plus) aggregating to ₹1800 crore.

Long-term rating at [ICRA] AA+ (pronounced as ICRA double A plus) for secured fund-based and non-fund-based facilities and short-term rating at [ICRA] A1+ (pronounced as ICRA A one plus) aggregating to ₹ 200 crore.

3 <https://godrejcp.com/investors/investors-faqs>

P. Electronic Credit of Dividend

The Company encourages the shareholders to opt for electronic credit of dividends. The system is administered by the RBI, which ensures faster credit of dividends as dividends are directly credited in the 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 the physical form and who have not opted for the aforementioned 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 link given below.⁴ 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 the 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.

Q. Consolidation of Shares under One Folio

The Company urges 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 shareholdings should be consolidated. Share certificates need not be sent.

7. OTHER DISCLOSURES

A. Materially Significant Related Party Transactions That May Potentially Conflict with the Company's Interest

During fiscal year 2019-20, there were no materially significant related party transactions; that is, 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 the 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 on the link given below.⁵

E. Utilisation of Funds

There were no funds raised through preferential allotment or qualified institutions' placement as specified under Regulation 32 (7A) during this financial year.

4 <https://godrejcp.com/investors/investors-faqs>

5 <https://godrejcp.com/sustainability/codes-and-policies>

- F. Unclaimed Suspense Account shares into a demat account, verification, the shares are
In compliance with the Listing namely the 'Unclaimed rematerialised and physical
Regulations, your Company Suspense Account'. As and certificates are delivered to the
has transferred the unclaimed the Company, after proper allottee.

Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year (April 1, 2019)	1,462	886,764
Number of shareholders and aggregate shares transferred to the Unclaimed Suspense Account during the year on account of unclaimed share certificates pertaining to the bonus issue	154	34,116
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year and aggregate shares transferred	95	49,536
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year and the aggregate shares transferred	95	49,536
Number of shareholders to whose shares were transferred from the Unclaimed Suspense Account to the IEPF Account during the year and the aggregate shares transferred	-	-
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year (March 31, 2020)	1,521	871,344

- G. Certificate from Practicing Company Secretary on Director's Eligibility

The Company has received a certificate from a company secretary in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or

continuing as Directors of the Companies by the SEBI, Ministry of Corporate Affairs, or any such other statutory authority. The certificate is enclosed with this section as Annexure A.

H. Details of Total Fees Paid to Statutory Auditors

Details of total fees for all the services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in network firms/network entity of which the statutory auditor is a part are as follows:

Type of Services	Amount ₹ crore	
	2019-20	2018-19
Audit Fees	8.17	6.77
Tax Fees	0.29	0.30
Others	0.23	1.00
Total	8.70	8.07

I. Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013:

	Received during Financial year 2019-20	Disposed during Financial year 2019-20	Pending at the end of Financial year 2019-20
Number of Complaints	0	0	0

<p>J. Details of Compliance with Corporate Governance Requirements</p>	<p>Regulations, the practicing Company Secretary's certificate regarding the compliance of conditions of corporate governance is attached to the Board's Report.</p>	<p>Investors page of the Company website www.godrejcp.com</p>
<p>The Company has complied with the requirements specified in Regulations 17 to 27 and clause (b) to (i) of subregulation (2) of Regulation 46 of the Listing Regulations.</p>	<p>DECLARATION BY THE MANAGING DIRECTOR AND CEO</p>	<p>All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2020.</p>
<p>K. Recommendation by the Board Committees</p>	<p>I, Vivek Gambhir, Managing Director and CEO of Godrej Consumer Products Limited (GCPL), hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that</p>	<p>For Godrej Consumer Products Ltd. sd/- Vivek Gambhir Managing Director and CEO Mumbai, May 13, 2020</p>
<p>8. PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE</p>	<p>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</p>	
<p>As stipulated in Para E of Schedule V of the Listing</p>		

ANNEXURE A:

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Godrej Consumer Products Limited
4th Floor, Godrej One, Pirojshanagar,
Eastern Express Highway, Vikhroli
(East), Mumbai-400079

I/We have examined the relevant registers, records, forms, returns,

and disclosures received from the Directors of Godrej Consumer Products Limited having CIN - L24246MH2000PLC129806 and having a registered office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079 (hereinafter referred to as 'the Company'), produced before us (including soft copies in some cases due to lockdown) by the Company for the purpose of issuing this certificate in accordance with Regulation 34(3) read with Schedule V Para C Subclause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion, to the best of our knowledge, and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other statutory authority.

Sr. No.	Names of Directors	DIN	Date of Appointment in Company
1	Adi Barjorji Godrej	00065964	November 29, 2000
2	Tanya Arvind Dubash	00026028	May 2, 2011
3	Nadir Barjor Godrej	00066195	November 29, 2000
4	Jamshyd Naoroji Godrej	00076250	March 1, 2001
5	Pirojsha Adi Godrej	00432983	April 1, 2017
6	Nisaba Adi Godrej	00591503	May 2, 2011
7	Vivek Gambhir	06527810	April 30, 2013
8	Narendra Kumar Anand Ambwani	00236658	May 2, 2011
9	Sumeet Subhash Narang	01874599	April 1, 2019
10	Aman Mehta	00009364	April 26, 2006
11	Omkar Goswami	00004258	June 18, 2008
12	Ireena Vittal	05195656	April 30, 2013
13	Ndidi Okonkwo Nwuneli	07738574	April 1, 2017
14	Pippa Fametta Tubman Amerding	08054033	January 30, 2018

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is

neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For A. N. Ramani & Co.,
Company Secretaries
UNIQUE CODE-P2003MH000900
Ashok N. Ramani
Partner
FCS-6808, COP-5342

Date : 24th May, 2020
Place: Thane

Godrej Consumer Products Limited

Registered Office:

Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079

Tel.: +91 22 25188010/20/30 Fax: +91 22 25188040

Website: www.godrejcp.com E-mail: investor.relations@godrejcp.com

CIN: L24246MH2000PLC129806

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Tuesday, August 4, 2020, at 4.00 p.m. through video conferencing/other audio visual means to transact the following businesses.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2020 and Report of the Board of Directors and Auditor's Report thereon;
2. To confirm the Interim Dividends paid during fiscal year 2019-20;
3. To appoint a Director in place of Mr Pirojsha Godrej (DIN: 00432983), who retires by rotation, and being eligible, offers himself for re-appointment;

4. To appoint a Director in place of Ms Tanya Dubash (DIN: 00026028), who retires by rotation, and being eligible, offers herself for re-appointment;

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

5. **Ordinary Resolution for the ratification of remuneration payable to M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), appointed as Cost Auditors of the Company for the fiscal year 2020-21**

'RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), Cost Accountants, appointed as Cost Auditors by the Board

of Directors to audit the cost records of the Company for the fiscal year 2020-21, be paid a remuneration of ₹ 6,07,000/- per annum plus applicable taxes and out-of-pocket expenses that may be incurred.

RESOLVED FURTHER THAT

the Board of Directors of the Company be and is hereby authorised to perform all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution'.

6. **Ordinary Resolution for appointment of Ms Nisaba Godrej as Managing Director (DIN: 00591503)**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules thereunder, Ms Nisaba Godrej (DIN: 00591503) is hereby appointed as the Managing Director of

the Company, on the following terms and conditions:

I. Period of appointment: July 1, 2020 to September 30, 2022

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 ₹12,50,000 to ₹18,50,000 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 shall be according to the applicable scheme of the Company for each of the financial year as relevant to the period of appointment or as may be decided by the Board of Directors.

C. Flexible Compensation

In addition to the fixed compensation and the performance linked variable remuneration, Ms Nisaba Godrej will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject

to the relevant provisions of the Companies Act, 2013 (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) OR House Rent Allowance as per Company's rules;
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Allowance 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 in accordance with the rules of the Company;
- 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:

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 Ms Nisaba Godrej from time-to-time, shall not exceed the limits prescribed from time-to-time under Section

197 and other applicable provisions of the Companies Act, 2013 read with Schedule V 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 V to the Companies Act, 2013.

V. Other terms

- a) 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, about the business or affairs or other matters whatsoever of the Company and it shall be Ms Nisaba Godrej's endeavour, during the continuance of her employment, to prevent any other person from disclosing the aforesaid information.
- b) 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 director or any breach of these terms, as in the opinion of all other Directors renders her retirement from the office desirable, the opinion of all other Directors shall be final, conclusive and binding on her and the Company may, by giving thirty days' notice in writing, terminate this appointment and she shall cease to be the Director of the Company, upon expiration of such notice.

- c) In the event of any re-enactment or re-codification of the Companies Act, 2013 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, 2013 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.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer & Company
Secretary

Mumbai, July 10, 2020

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith. The Board of Directors have considered and decided to include the Item Nos. 5 & 6 given above as Special Businesses in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 20th AGM of the Company shall be conducted through VC/OAVM. The Central Depository Services (India) Limited ('CSDL') will be providing facility for voting through remote e-voting,

for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 6.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investor.relations@godrejcp.com.

5. **ELECTRONIC DISPATCH OF ANNUAL REPORT**

- In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the

Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

6. **PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:**

- Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access at www.evotingindia.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads/ Tabs for better experience. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their

respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

7. **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:**

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, Demat Account number / folio number, mobile number along with their queries to investor.relations@godrejcp.com latest by 5 p.m. on Friday 31st July, 2020. Questions / queries received by the Company till this time shall only be considered and responded during the AGM.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

8. Procedure for remote E-voting

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 20th AGM through electronic means and the business may be transacted through the e-voting services provided by the Central Depository Services Limited (CDSL).

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

- The e-voting facility is available from 9.00 a.m. on Friday, July 31, 2020 to 5.00 p.m. on Monday, August 3, 2020. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical or dematerialised (demat) form, as on the cut-off date, Tuesday, July 28, 2020, may cast their vote electronically.
- The shareholders should log on to the e-voting website www.evotingindia.com
- Click on Shareholders.

- Enter their User ID
 - For CDSL use the 16-digit beneficiary ID,
 - For NSDL use the 8-character DP ID followed by a 8-digit Client ID,
 - Members holding shares in the physical Form should enter the Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and Click on Login.
- If shareholders hold shares in demat form and have previously logged on to www.evotingindia.com and have voted earlier on a poll of any company, then the existing password is to be used.

(vii) First time users should follow the following steps:

	For Members holding shares in demat and physical forms
PAN	Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence numbers provided on the address label.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member ID/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on 'SUBMIT' tab.
- (ix) Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for GODREJ CONSUMER PRODUCTS LIMITED to vote.
- (xii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.
- (xvii) If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app 'm-Voting' available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store/Apple Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, including HUFs, NRIs, etc.) and
- Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User will be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com, and on approval of the accounts, they will be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in the PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory

who are authorized to vote, to the Scrutinizer and to the Company at investor.relations@godrejcp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(xx) **The instructions for Members for e-voting on the day of the AGM are as under:**

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system during the AGM.
- (c) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi

Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

- 9. Mr Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) or failing him, Mr Ashok Ramani (Membership No. FCS 6808) has been appointed as the Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.godrejcp.com within 2 days of passing resolutions at the AGM of the Company and communicated to stock exchanges, where the shares of the Company are listed.

10. **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities

and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode, basis the request being sent on investor.relations@godrejcp.com.

11. **DIVIDEND RELATED INFORMATION**

Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend pertaining to the financial year 2012-13 has been transferred by the Company to the Investor Education and Protection Fund (the 'IEPF') established by the Central Government. The Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Unclaimed Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars, Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400001 (e-mail: gcpl@computechsharecap.in) or the Company for payment thereof.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2013-14	Interim	August 2013	September 8, 2020
2013-14	Interim	November 2013	December 17, 2020
2013-14	Interim	February 2014	March 9, 2021
2013-14	Interim	May 2014	June 3, 2021
2014-15	Interim	August 2014	September 9, 2021

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of which the dividend of last 7 consecutive years has remained unclaimed, shall also be transferred to the IEPF.

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time.

12. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund

(IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The Member(s) whose dividend/ shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>

- The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to

Computech Sharecap Limited / Investor Relations Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. The Company will not be in position to issue Demand Drafts for dividends to those shareholders whose Bank account details are not updated.

- Details as stipulated under Listing Regulations in respect of the Directors being appointed/ re-appointed are attached herewith to the Notice.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer & Company
Secretary
Mumbai, July 10, 2020

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013
ITEM 5**

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 13, 2020, the Board considered and approved the re-appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2020-21 at a remuneration of ₹ 6,07,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested, financially or otherwise in the said resolution.

ITEM 6

The shareholders passed an ordinary resolution for the re-appointment of Ms Nisaba Godrej as whole time director from July 1, 2019 till September 30, 2022 at the Annual

General Meeting held on August 1, 2019.

The Board of Directors at its meeting held on January 29, 2020 approved the continuation of Ms Nisaba Godrej as Executive Chairperson till March 31, 2022.

On June 9, 2020, Mr Vivek Gambhir resigned as Managing Director & CEO of the Company with effect from close of business hours on June 30, 2020. The Nomination & Remuneration Committee recommended his continuation as whole time director till September 30, 2020 and also proposed the appointment of Ms Nisaba Godrej as Managing Director with effect from July 1, 2020 till September 30, 2022 subject to approval of shareholders at the AGM. The Nomination & Remuneration Committee also recommended that she continue to hold the position of Executive Chairperson of the Company till March 31, 2022. The Board of Directors at the meeting held on June 9, 2020 approved the aforesaid recommendations. The Company shall ensure that the position of Chairperson is in compliance with the applicable provisions of the Listing Regulations with effect from April 1, 2022.

The details of Ms Nisaba Godrej as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

For 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 respective resolutions.

A copy of the agreement with Ms Nisaba Godrej for her appointment as Managing Director can be made available for inspection of any Member on email upon a request received for such inspection through email at the Company's email ID viz. investor.relations @ godrejcp.com, upto the date of the AGM.

The Board believes that the Company will benefit from her professional expertise and rich experience. Hence, the Board recommends the resolution at item no.6 to the Members for their approval.

Mr Adi Godrej, Ms Tanya Dubash, Mr Pirojsha Godrej and Ms Nisaba Godrej herself are interested in the resolution under item no 6.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer & Company
Secretary
Mumbai, July 10, 2020

Information pursuant to the Listing Regulations and Secretarial Standards with respect to appointment or re-appointment of Directors

Names of Director	Nisaba Godrej	Pirojsha Godrej	Tanya Dubash
Category	Whole-time Director	Non-Executive Director	Non-Executive Director
DIN	00591503	00432983	00026028
Date of Birth and Age	February 12, 1978 42 years	October 27, 1980 39 years	September 14, 1968 51 years
Qualification	<ul style="list-style-type: none"> BSC, Wharton School, Pennsylvania MBA, Harvard Business School 	<ul style="list-style-type: none"> MBA, Columbia Business School Masters-International Affairs, School of International & Public Affairs at Columbia University Graduate-Economics, Wharton School of Business 	<ul style="list-style-type: none"> Graduate in Economics and Political Science from Brown University, USA Completed Advanced Management Programme from Harvard Business School
Nature of Expertise/ Experience	Industrialist	Industrialist/Management	Industrialist
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	May 2, 2011	April 1, 2017	May 2, 2011
Terms & Conditions of Appointment/ re-appointment	Appointment as Managing Director from July 1, 2020 to September 30, 2022	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as a Non-Executive Director subject to retirement by rotation
Last Drawn Remuneration Details along with remuneration sought to be paid	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, she is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013
No. of shares held in GCPL as at March 31, 2020	3,70,083*	3,70,125*	62*
Relationship with other Directors/ Manager/ KMP	Daughter of Mr Adi Godrej, Sister of Ms Tanya Dubash and Mr Pirojsha Godrej.	Son of Mr Adi Godrej, brother of Ms Tanya Dubash and Ms Nisaba Godrej.	Daughter of Mr Adi Godrej, Sister of Ms Nisaba Godrej and Mr Pirojsha Godrej
No. of Board meetings attended out of 4 meetings held during the year	4	4	4

Names of Director	Nisaba Godrej	Pirojsha Godrej	Tanya Dubash
Directorship details	<p><u>Listed Public Companies:</u> Godrej Consumer Products Limited Godrej Agrovet Limited VIP Industries Limited</p> <p><u>Public Companies:</u> Godrej Seeds & Genetics Limited</p> <p><u>Private Companies:</u> Innovia Multiventures Pvt Ltd</p> <p><u>LLPs:</u> Designated Partner in Anamudi Real Estates LLP</p> <p><u>Partnership Firms:</u> Partner in RKN Enterprises</p>	<p><u>Listed Public Companies:</u> Godrej Consumer Products Limited Godrej Agrovet Limited Godrej Properties Limited</p> <p><u>Public Companies:</u> Godrej Housing Finance Limited</p> <p><u>Private Companies:</u> Swaddle Projects Private Limited Godrej Investments Advisers Private Limited Godrej One Premises Management Private Limited Karukachal Developers Private Limited Eranthus Developers Private Limited Pyxis Developers Private Limited Ceres Developers Private Limited Praviz Developers Private Limited</p> <p><u>LLPs:</u> Designated Partner in Anamudi Real Estates LLP</p> <p><u>Partnership Firms:</u> Partner in RKN Enterprises</p>	<p><u>Listed Public Companies:</u> Godrej Consumer Products Limited Godrej Industries Limited Godrej Agrovet Limited Britannia Industries Limited Escorts Limited</p> <p><u>Public Companies:</u> Godrej Seeds & Genetics Limited Go Airlines (India) limited Ensemble Holdings & Finance Limited</p> <p><u>Private Companies:</u> Godrej Holdings Private Limited Innovia Multiventures Private Limited</p> <p><u>LLPs:</u> Designated Partner in Anamudi Real Estates LLP</p> <p><u>Partnership Firms:</u> Partner in RKN Enterprises</p>
Committee Positions	<p><u>Member:</u> Risk Management Committee Godrej Consumer Products Limited Corporate Social Responsibility Committee Godrej Seeds & Genetics Limited Godrej Consumer Products Limited Nomination & Remuneration Committee Godrej Agrovet limited VIP Industries Limited (wef April 8, 2020)</p> <p><u>Chairperson:</u> NIL</p>	<p><u>Member:</u> Stakeholders' Relationship Committee: Godrej Properties Limited Risk Management Committee Godrej Properties Limited</p> <p><u>Chairman:</u> Corporate Social Responsibility Committee Godrej Properties Limited</p>	<p><u>Member:</u> Stakeholders' Relationship Committee: Godrej Industries Limited Corporate Social Responsibility Committee Godrej Consumer Products Limited Godrej Industries Limited Risk Management Committee Godrej Industries Limited</p> <p><u>Chairperson:</u> Corporate Social Responsibility Committee Godrej Seeds and Genetics Limited</p>

* This shareholding reflects holding in their own name and does not include shares held as one of the trustee of family trusts.

Brief Resume of the Directors proposed to be appointed/re-appointed:

Nisaba Godrej

Nisaba Godrej is the Executive Chairperson of Godrej Consumer Products Limited (GCPL). She has been a key architect of GCPL's strategy and transformation in the last decade. She is also the Chairperson of Teach for India and sits on the board of Godrej Agrovet and VIP Industries. She has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School.

Pirojsha Godrej

Pirojsha Godrej is a Non-Executive Director of Godrej Consumer Products Ltd, Executive Chairman of Godrej Properties, Godrej Housing Finance, and Godrej Fund Management. Pirojsha graduated from the Wharton School of Business in 2002, completed his Masters in International Affairs from Columbia University in 2004, and an MBA from Columbia Business School in 2008. Pirojsha joined GPL in 2004, became an Executive Director in 2008, and was appointed CEO of Godrej Properties in 2012. He has led the company through a phase of rapid growth. In Financial Year 2016, Godrej Properties for the first time

became India's #1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years.

Under Pirojsha's leadership, Godrej Properties has been at the forefront of the sustainable development movement; in 2013, GPL received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. Godrej Properties in 2016 was ranked #2 in Asia and #5 in the World in terms of its sustainability performance in the Global Real Estate Sustainability Benchmark Report. The Indian Green Building Council (IGBC) has awarded Pirojsha the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment.

In 2017, Pirojsha was appointed the Executive Chairman of Godrej Properties. He also assumed the role of Executive Chairman of Godrej Fund Management. In 2019, Pirojsha founded and became the Executive Chairman of Godrej Housing Finance. He has travelled to over 90 countries and every continent and his interests include chess, scuba diving, and rare-book collecting. He is married and is the proud father of two young daughters.

Tanya Dubash

Tanya Dubash is a Non-executive Director of Godrej Consumer Products Limited (GCPL). Tanya serves as the Executive Director and Chief Brand Officer of Godrej Industries Ltd., and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand.

Tanya is also a Director on the Board of Godrej Industries Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, Escorts, Go Airlines, AIESEC and India@75.

Tanya was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member of the Brown India Advisory Council and on the Watson Institute Board of Overseers.

Tanya was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown University, USA, and an alumna of the Harvard Business School."

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