

CIN No.: L24246MH2000PLC129806

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NOTICE OF POSTAL BALLOT

[Pursuant to the Provisions of Section 110 of the Companies Act, 2013 and applicable rules thereunder]

Dear Member(s),

The Board of Directors of the Godrej Consumer Products Limited (“Company”) at its meeting held on Tuesday, February 8, 2022 approved the re-appointment of Ms. Ndidi Nwuneli as an Independent Director for a second term of five years from April 1, 2022 to March 31, 2027, subject to approval of the members.

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that approval of the members is proposed to be taken for the aforesaid reappointment through Postal Ballot only by voting through electronic means (“remote e-voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The proposed resolution and an explanatory statement pursuant to section 102 and 110 and other applicable provisions, if any, is appended to this Postal Ballot Notice.

Mr. Kalidas Vanjpe, Practising Company Secretary (Membership No. FCS 7132), has been appointed as the Scrutiniser to scrutinise the Postal Ballot through remote E-voting process in a fair and transparent manner.

The remote e-voting period commences **from 9.00 a.m. (IST) on Friday, May 20, 2022 and ends at 5.00 p.m. (IST) on Saturday, June 18, 2022**. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by her, upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before Tuesday, June 21, 2022, 5.00 p.m. (IST).**

The said results along with scrutinizer’s report will be communicated to the Stock Exchanges, where the shares of the Company are listed and also posted on the Company’s website viz., www.godrejcp.com

PROPOSED RESOLUTION:

1. **Re-appointment of Ms. Ndid Nwuneli as an Independent Director (DIN: 07738574) for a period of five years effective from April 1, 2022.**

To consider and, if thought fit, to pass the following as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Ms. Ndid Nwuneli (DIN: 07738574) be and is hereby reappointed as an Independent Director of the Company for a second term of five years commencing from April 1, 2022 till March 31, 2027”.

By Order of the Board,
For Godrej Consumer Products Limited

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, May 17, 2022

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. The Notice is being sent only through electronic mode to all the members, whose names appear in the Register of Members / Record of Depositories as on **the cut-off date mentioned in Note 7 herein below.**
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the names(s) of members(s) on the cut-off date mentioned in Note 7 herein below. A person who is not a member on the cut-off date should treat this notice for information purpose only.
4. In compliance of the provisions of Section 108 and 110 of the Companies Act, 2013 and rules made thereunder, the Company is pleased to provide its members the facility to exercise their right to vote on the postal ballot through the Electronic Voting (remote e-voting) Services provided by Link Intime India Private Limited (“LI IPL”). The e-voting commencement date and ending date is given in note 7 herein below. Members are requested to refer to instructions for e-voting, appended to this Notice.
5. The Postal Ballot Notice will also be available on the websites of the Stock Exchange(s), i.e., BSE Limited at <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/> respectively, Company’s website at <https://godrejcp.com/investors> and on the website of the Link Intime at <https://instavote.linkintime.co.in/>

6. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear on the Register of Members with the company /list of beneficial owners received from Depositories, and whose email address is registered with the company/depositories as on the cut-off date mentioned in note 7 hereinbelow. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this postal ballot. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

7. E-voting schedule:

The details are as under:

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Friday, May 13, 2022	Friday, May 20, 2022, 9.00 a.m. (IST)	Saturday, June 18, 2022, 5.00 p.m. (IST)	On or before Tuesday, June, 21, 2022, 5.00 p.m. (IST)

During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled after the close of e-voting. On the results announcement date indicated above, the results of entire e-voting along with Scrutinizer’s report shall be placed on the Company’s website www.godrejcp.com besides being communicated to the Stock Exchanges.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Resolution No. 1

At the Annual General Meeting held on July 31, 2017, Ms. Ndidi Nwuneli was appointed as an Independent Director to hold office for a period of five years from April 1, 2017 to March 31, 2022 (“first term”). The Company requires an Independent Director to inter alia have skill sets such as ability to contribute to strategy and business, has industry and market expertise, people and talent understanding, knowledge of governance, finance and risks and providing diverse views to the Board. The Nomination and Remuneration Committee of the Board of Directors, believes Ms. Ndidi Nwuneli has the above attributes and skills. On the basis of the report of her performance evaluation and pursuant to the provisions of Section 149 of the Companies Act 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014. it has been recommended the re-appointment Ms. Ndidi Nwuneli as an Independent Director for a second term of five years from April 1, 2022 to March 31, 2027.

After considering the recommendation of the Nomination and Remuneration Committee and on the basis of the background, experience and contributions made by her during her tenure, the Board of Directors is of the opinion that it would be beneficial for the Company to continue Ms. Ndidi Nwuneli as an Independent Director on the Board for a second term.

The Company has received a notice in writing from a Member of the Company proposing her candidature for the office of Director of the Company. Ms. Ndidi has accorded her consent for the re-appointment and has also given a declaration to the Board stating that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. She also fulfils the conditions for re-appointment under the applicable provisions of Companies Act, 2013 and the SEBI listing regulations.

Accordingly, the Board of Directors recommends the resolution for approval of the shareholders.

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

Her brief profile is as below:

Ndidi Okonkwo Nwuneli has over 25 years of international development experience and is a recognized serial entrepreneur, author, public speaker, and consultant.

Ndidi started her career as a management consultant with McKinsey & Company, working in Chicago, New York, and Johannesburg. She returned to Nigeria in 2000 to serve as the pioneer executive director of FATE Foundation, supporting young entrepreneurs to start and scale their businesses. In 2002, she established LEAP Africa to inspire, empower, and equip a new cadre of principled, disciplined, and dynamic young leaders in Africa.

Ndidi is the co-founder and Executive Chair of Sahel Consulting Agriculture & Nutrition, which works across Africa shaping policies and implementing ecosystem solutions. As the co-founder of AACE Foods, which produces a range of packaged spices, seasonings, snacks and cereals for local and international markets, Ndidi has propelled the growth of a catalytic business. As the founder of Nourishing Africa, a digital funding, training and knowledge hub, she is supporting entrepreneurs in 37 African countries. Her latest start-up is Changing Narratives Africa committed to changing global mindsets about Africa by showcasing the Continent's contributions to the global food ecosystem through the pioneering work of her dynamic people, their innovations, and products.

Ndidi serves on the boards of the Rockefeller Foundation, the Global Alliance for Improved Nutrition (GAIN), AGRA, the Young Global Leaders of the World Economic Forum, Nigerian Breweries Plc. (Heineken), Fairfax Africa Holdings Canada, Royal DSM Sustainability Board, Netherlands, and the African Philanthropy Forum. She previously served on the Boards of Nestle Nigeria Plc., the World Vegetable Center, Businessday Newspapers and Cornerstone Insurance Plc.

Ndidi was recognized as a Young Global Leader and a Schwab Social Innovator by the World Economic Forum and received a National Honor from the Nigerian Government. She was recognized as one of the 20 Power African Women by Forbes, as one of the 100 Most Influential Africans by New African Magazine and received the 2021 Harvard Business School Alumni Achievement Awards, the highest honours given by the school. She is a TED Global and TED Women speaker.

Ndidi is the author of "Social Innovation in Africa: A Practical Guide for Scaling Impact," and "Food Entrepreneurs in Africa: Scaling Resilient Agriculture Businesses," both published by Routledge. She is also the author of "Working for God in the Marketplace."

Ndidi holds an M.B.A. from Harvard Business School and an undergraduate degree with honours from the Wharton School of the University of Pennsylvania. She was a Senior Fellow at the Mossavar-Rahmani Center for Business & Government at the Harvard Kennedy School and an Aspen Institute New Voices Fellow. She is currently a visiting Scholar at Max Bell School of Public Policy at McGill University.

By Order of the Board,
For Godrej Consumer Products Limited

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, May 17, 2022

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

Name of Director	Ndidi Nwuneli
Category	Independent Director
DIN	07738574
Date of Birth and Age	March 22, 1975 46 years
Qualification	<ul style="list-style-type: none"> • MBA from Harvard Business School • Undergraduate Degree with Honours in Multinational and Strategic Management from the Wharton School of the University of Pennsylvania
Nature of Expertise/Experience	Please refer to the text of explanatory statement to the resolution.
Brief Resume	Please refer to the text of explanatory statement to the resolution.
First Appointment on the Board	April 1, 2017
Terms & Conditions of Appointment/ re-appointment	Re-appointment as an Independent Director for five years.
Last Drawn Remuneration Details along with remuneration sought to be paid	As a Non-Executive Independent Director, she is entitled to sitting fees of ₹1,00,000 per board meeting attended and ₹20,000 per Committee meeting attended. Additionally, shareholders have authorized the Board to determine and pay Commission on Profits not exceeding 1% of Net profits for any financial year for all Non-Executive Directors. In the last financial year, as a Non-Executive Director, Ndidi was paid ₹7,00,000 as sitting fees for attending meetings of the Board/Committee and ₹35,00,000 as Commission on Profits.
No. of shares held in GCPL as	Nil

on the date of this notice.	
Relationship with other Directors/ Manager/ KMP	Not related
No. of Board meetings attended out of 4 meetings held during the year	4
Directorship details	<p><u>Listed Public Companies:</u> Godrej Consumer Products Ltd.</p> <p><u>Public Companies:</u> Nil</p> <p><u>Foreign Companies</u> Nigerian Breweries Plc LEAP Africa Ltd/GTE AACE Food Processing & Distribution Ltd Sahel Consulting Agriculture & Nutrition Rockefeller Foundation Global Alliance for Improved Nutrition Young Global Leaders of the World Economic Forum Alliance for a Green Revolution for Africa (AGRA)</p> <p><u>Section 8 Companies:</u> Nil</p> <p><u>LLPs:</u> Nil</p> <p><u>Names of listed entities from which Ndidi has resigned in the past three years:</u> Nil</p>
Committee Positions	<p><u>Member:</u> <u>Audit Committee</u> Godrej Consumer Products Ltd. <u>Sustainability Committee</u> Godrej Consumer Products Ltd.</p> <p><u>Chairperson:</u> Nil</p>

8. Appendix- Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

- I. Individual Shareholders holding securities in demat mode with NSDL:
 - a) Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 - b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
 - c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nSDL.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- II. Individual Shareholders holding securities in demat mode with CDSL:
 - a) Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 - b) After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - c) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

d) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

III. Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- a) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

- c) Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

- d) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **‘Submit’**.

Cast your vote electronically:

- a) After successful login, you will be able to see the notification for e-voting. Select **‘View’** icon.
- b) E-voting page will appear.
- c) Refer the Resolution description and cast your vote by selecting your desired option **‘Favour / Against’** (If you wish to view the entire Resolution details, click on the **‘View Resolution’** file link).
- d) After selecting the desired option i.e. Favour / Against, click on **‘Submit’**. A confirmation box will be displayed. If you wish to confirm your vote, click on **‘Yes’**, else to change your vote, click on **‘No’** and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process for those Shareholders who have not registered their E-mail ID:

1. Shareholders holding shares in Physical Mode: They can update their KYC details by downloading forms from this link and submit if not already submitted

<https://web.linkintime.co.in/KYC-downloads.html>

2. Shareholders holding shares in Dematerialized Mode: Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s).