

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 Godrej Consumer Products Limited ("the Company") vide their resolution dated January 31, 2024 approved the re-appointment of Mr. Sumeet Narang as an Independent Director for a second term of five years from April 1, 2024 till March 31, 2029, 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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 re-appointment 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, Company Secretary in Practice (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 schedule is given in the table below:

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	•	Results announcement date
Friday, February 16, 2024	Friday, February 23,	Saturday, March 23, 2024,	On or before Tuesday, March
	2024, 9.00 a.m. (IST)	5.00 p.m. (IST)	26, 2024, 5.00 p.m. (IST)

PROPOSED RESOLUTION:

1. Re-appointment of Mr. Sumeet Narang as an Independent Director (DIN: 01874599) for a period of five years effective from April 1, 2024.

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, Mr. Sumeet Narang (DIN: 01874599) be and is hereby reappointed as an Independent Director of the Company for a second term of five years commencing from April 1, 2024 till March 31, 2029".

By Order of the Board,
For Godrej Consumer Products Limited

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, February 20, 2024

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 Central Depository Services (India) Limited ("CDSL"). 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 website of CDSL at https://www.evotingindia.com/.

6. In accordance with the MCA circulars, the postal ballot notice is being sent only by electronic mode to those members whose names appear in 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** herein below. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelops 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, February 16, 2024	Friday, February 23, 2024, 9.00 a.m. (IST)	l	On or before Tuesday, March 26, 2024, 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 meeting of Board of Directors of the Godrej Consumer Products Limited ("Company") held on January 29, 2019, Mr. Sumeet Narang was appointed as an Independent Director to hold office for a period of five years from April 1, 2019 till March 31, 2024 ("first term"). Sumeet's expertise in governance, finance & risk management, market expertise, tech and future perspective, strategy and business and diversity of perspective would immensely benefit the Company. On the basis of the report of his performance evaluation and pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Nomination and Remuneration Committee has recommended the re-appointment of Mr. Sumeet Narang, as an Independent Director for a second term of five years from April 1, 2024 till March 31, 2029.

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

Mr. Sumeet Narang has accorded his consent for the re-appointment and has also given a declaration to the Board stating that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations. He 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 himself, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested, financially or otherwise, in the said resolution.

His brief profile is as below:

Mr. Sumeet Narang is the Founder of Samara Capital, an India focused investment firm with strong focus on growth buyouts. Prior to founding Samara Capital in late 2006, Sumeet briefly worked at Goldman Sachs, New York, in their Proprietary Investments Group. From 2001-04, he worked with Citigroup India across various functions based out of Delhi and Hyderabad. He has also worked with the Fiat Group in Italy and India. Sumeet earned a Master's in Business Administration from Harvard Business School, where he graduated as a Baker Scholar and John Loeb Fellow. He also has a Master's in Business from the Indian Institute of Management, Lucknow, where he was an Aditya Birla Scholar, and a B.E. in Mechanical Engineering from the Indian Institute of Technology, Roorkee. Samara Capital has a strong focus in the consumer space and Sumeet has had the opportunity to evaluate and/or invest in multiple companies in the sector across different segments such as retail (including food and grocery retail), quick service restaurants, branded apparel, personal and beauty care, etc. Sumeet sits on the boards of many of these companies and has actively contributed in their growth journeys, some of which have now become market leading companies in their respective segments.

By Order of the Board,
For Godrej Consumer Products Limited

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, February 20, 2024

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

Name of Director	Mr. Sumeet Narang	
Category	Independent Director	
DIN	01874599	
Date of Birth and Age	January 11, 1976	
	48 years	
Qualification	Masters in Business Administration from the Harvard Business School	
	Masters in Business from Indian Institute of Management, Lucknow (IIM)	
	B.E. in Mechanical Engineering from Indian Institute of Technology (IIT), Roorkee	
Nature of Expertise/Experience	Expertise in governance, finance & risk management, market expertise, tech and future	
	perspective, strategy and business and diversity of perspective.	
Brief Resume	Please refer to the text of explanatory statement to the resolution.	
First Appointment on the Board	April 1, 2019	
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, he 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.	
	Sumeet had voluntarily waived off his sitting fees and commission so no remuneration was paid to him during his first term. He has extended the voluntary waiver of remuneration for his second term as well.	
No. of shares held in GCPL as on the date of this notice.	Nil	
Relationship with other Directors/ Manager/ KMP	Not related	
No. of Board meetings attended out of 4 meetings held during the year	4	
Directorship details	Listed Public Companies:	
	Godrej Consumer Products Ltd.	
	Godrej Properties Ltd.	
	Sapphire Foods India Ltd.	
	Private Companies:	
	Samara India Advisors Private Ltd.	
l.		

	Public Companies:
	Nil
	Foreign Companies:
	Godrej Africa Holdings Ltd.
	Section 8 Companies:
	Nil
	LLPs:
	Samara Global Services LLP
	Names of listed entities from which Sumeet has resigned in the past three years:
	Nil
Committee Positions	Member:
	Nomination & Remuneration Committee
	Godrej Consumer Products Ltd.
	Godrej Properties Ltd.
	Sapphire Foods India Ltd.
	Audit Committee
	Godrej Properties Ltd.
	Corporate Social Responsibility Committee
	Sapphire Foods India Ltd.
	Chairperson:
	<u>Audit Committee</u>
	Godrej Consumer Products Ltd.

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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- **Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on Friday, February 23, 2024, 9.00 a.m. (IST) and ends on Saturday, March 23, 2024, 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 (record date) of Friday, February 16, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- **Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

7 7	of Login Method	
shareholders		
Individual Share- holders holding securities in Demat mode with CDSL	 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 	
Depository	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.	
	 If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 	
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.	
Individual Share- holders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.	
	 If the user is 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 	
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL</u>

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
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.: 022 - 4886 7000 and 022 - 2499 7000

- **Step 2**: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your
Bank Details	demat account or in the company records in order to login.
OR Date of Birth (DOB)	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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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 the email address viz; <u>investor.relations@godrejcp.com</u>, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

<u>User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate)</u>: 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 participant's 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".

General instructions for shareholders who have not registered their E-mail ID/KYC:

1. Shareholders holding shares in Physical Mode: They can update their KYC details by downloading forms from this link and submit the hardcopy to the Registrar & Share Transfer Agent ("RTA")- Link Intime India Pvt Ltd. if not already submitted.

Link: https://godrejcp.com/public/pdfs/KYC_Updation.pdf

Address: Link Intime India Pvt. Ltd

Unit: Godrej Consumer Products Limited,

C-101, 247 Park, L B S Marg, Vikhroli West Mumbai – 400 083.

Contact: 022-49186270

Email ID: rnt.helpdesk@linkintime.co.in

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