

## Godrej Consumer Products Limited

### Registered Office:

Godrej One, 4<sup>th</sup> 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 20<sup>th</sup> 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 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> 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 20<sup>th</sup> 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 5<sup>th</sup> May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> 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](http://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 31<sup>st</sup> 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 20<sup>th</sup> 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](http://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](http://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:

|                        | <b>For Members holding shares in demat and physical forms</b>  |
|------------------------|--|
| 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence numbers provided on the address label.</li> </ul> |
| 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"> <li>• 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).</li> </ul>   |

- (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](http://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](mailto: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](mailto: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, 25<sup>th</sup> 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 20<sup>th</sup> 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<br>42 years  | October 27, 1980<br>39 years  | September 14, 1968<br>51 years  |
| Qualification   | <ul style="list-style-type: none"> <li>BSC, Wharton School, Pennsylvania</li> <li>MBA, Harvard Business School</li> </ul>  | <ul style="list-style-type: none"> <li>MBA, Columbia Business School</li> <li>Masters-International Affairs, School of International &amp; Public Affairs at Columbia University</li> <li>Graduate-Economics, Wharton School of Business</li> </ul>   | <ul style="list-style-type: none"> <li>Graduate in Economics and Political Science from Brown University, USA</li> <li>Completed Advanced Management Programme from Harvard Business School</li> </ul>  |
| 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   |

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