

## 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 21<sup>st</sup> ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Wednesday, August 4, 2021, 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, 2021 and Report of the Board of Directors and Auditors' Report thereon;
2. To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment;

### SPECIAL BUSINESS

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

3. **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 2021-22**

**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 2021-22, be paid a remuneration of ₹ 6,39,000/-

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'.

4. **Ordinary Resolution for appointment of Mr. Sudhir Sitapati (DIN: 09197063) as Managing Director and CEO for a period of five years with effect from October 18, 2021**

### "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, Mr. Sudhir Sitapati (DIN: 09197063)

is hereby appointed as the Managing Director and CEO of the Company, on the following terms and conditions:

**I. Period of appointment:**  
**October 18, 2021 to October 17, 2026**

**II. Remuneration**

**A. Fixed Compensation**

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity. 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. Flexible Compensation**

In addition to the fixed compensation, Mr. Sudhir Sitapati 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 allowances may be granted to Mr. Sudhir Sitapati in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation as per Company's rules OR House Rent Allowance as per Company's rules);
- Supplementary allowance;
- Leave Travel Allowance in accordance with the rules of the Company;
- Payment/ reimbursement of club fees, food vouchers, petrol reimbursement, car maintenance as per rules of the company;
- 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;
- 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.

The annual fixed remuneration which includes fixed and flexible remuneration shall be within the range of INR 6 crores p.a. to INR 12 crores p.a.

**C. Variable Pay and Incentives**

- (i) Performance Linked Variable Remuneration (PLVR) relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company or as may be decided by the Board of Directors.
- (ii) Long Term Incentives as may be approved by the Board of Directors.
- (iii) Stock Grants under the Company's Employee Stock Grant Scheme (ESGS).

**D. Other Benefits**

- Company car with driver
- Furnishing at residence as per rules of the Company;

- Payment/ reimbursement of medical/ hospitalization expenses in accordance with the rules of the Company;
- Group insurance cover, group mediclaim cover in accordance with the rules of the Company;
- Consolidated privilege leave, on full pay and allowance, Encashment/ accumulation of leave will all be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;

**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 Mr. Sitapati 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 tenure of Mr. Sudhir Sitapati, the Company has no profits or its profits are inadequate, the remuneration will be subject to the limits specified in Schedule V to the Companies Act, 2013.

#### Notes:

- a) Mr. Sudhir Sitapati is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.
- b) Mr. Sudhir Sitapati shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment, and it shall be Mr. Sitapati's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- c) If Mr. Sitapati 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 his duties as director or any breach of these terms, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him, and the Company may, by giving thirty days' notice in writing to him, terminate the appointment and he shall cease to be the Managing Director & CEO of the Company, upon expiration of such notice.

- d) 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.

#### RESOLVED FURTHER THAT

- i) the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory

modification(s) or re-enactment thereof for the time being in force)

- ii) Any Key Managerial Personnel of the Company or any other person duly authorised by the Board be and are hereby severally authorised to take all such steps as may be necessary and expedient to give effect to this resolution and do all such acts including execution of agreement with Mr. Sudhir Sitapati.

**By Order of the Board of Directors**

**V Srinivasan**

**Chief Financial Officer &  
Company Secretary**

Mumbai, July 2 2021

**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. 3 & 4 given above as Special Businesses in the forthcoming AGM.
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. 02/2021 dated 13<sup>th</sup> January 2021 decided to allow Companies to conduct AGMs to through Video Conferencing

(VC) or Other Audio Visual Means (OAVM) in accordance with requirements provided in paragraphs 3 and 4 of General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and any other applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI). 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 21<sup>st</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 relevant MCA and SEBI Circulars, allowing electronic despatch of financial statements (including Report of Board of Directors, Auditors' report or other documents required to be attached therewith) instead of physical despatch, 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, 30<sup>th</sup> July, 2021. 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 21<sup>st</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:-

- (i) The e-voting facility is available from 9.00 a.m.(IST) on Saturday, July 31, 2021 to 5.00 p.m. (IST) on Tuesday, August 3, 2021. 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, Wednesday, July 28, 2021, may cast their vote electronically.
- (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

shareholders/retail shareholders is at a negligible level.	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.	(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.
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		

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

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.

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

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 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](http://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 Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order 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 (v).</li> </ul>

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) 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.

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| <p>(ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.</p> <p>(x) 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.</p> <p>(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.</p> <p>(xiii) 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 &amp; enter the details as prompted by the system.</p> <p>(xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting</p> <ul style="list-style-type: none"> <li>• Non-Individual shareholders (i.e. other than Individuals,</li> </ul> | <p>HUF, NRI etc.) and Custodians are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves in the "Corporates" module.</p> <ul style="list-style-type: none"> <li>• A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>• 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.</li> <li>• The list of accounts linked in the login should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>• A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued</li> </ul> | <p>in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.</p> <ul style="list-style-type: none"> <li>• 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 the email address viz., <a href="mailto:investor.relations@godrejcp.com">investor.relations@godrejcp.com</a>, if they have voted from individual tab &amp; not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.</li> </ul> |
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**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. 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.
  7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to investor.relations@godrejcp.com
  2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
  4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
  5. 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, 25<sup>th</sup> 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 on 022-23058542/43.

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](http://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.

## 9. 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](mailto:investor.relations@godrejcp.com).

## 10. DIVIDEND RELATED INFORMATION

Pursuant to the provisions of  
Section 124 of the Act, the  
Unpaid/Unclaimed Dividend

pertaining upto the financial  
year 2013-14 and the May 2014  
dividend paid during FY 2014-  
15 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 (We  
have announced the change of  
RTA from Computech Sharecap  
Ltd to Link Intime Private Ltd.  
The handover date is not yet  
announced. Investors may  
check our website for the  
contact details of the new RTA)

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2014-15	Interim	August 2014	September 9, 2021
2014-15	Interim	November 2014	December 7, 2021
2014-15	Interim	February 2015	March 13, 2022
2015-16	Interim	April 2015	June 3, 2022
2015-16	Interim	July 2015	September 3, 2022

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.

11. 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://www.iepf.gov.in/IEPF/corporates.html>
12. 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 our Registrars / 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.
13. 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 2, 2021



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM 3

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 11, 2021, 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 2021-22 at a remuneration of ₹ 6,39,000/- 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. 3 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 4

The Nomination and Remuneration Committee recommended the appointment of Mr. Sudhir Sitapati as the Managing Director & CEO with effect from October 18, 2021 and the consequential change in role of Ms. Nisaba Godrej as a Whole-time Director with effect from October 18, 2021. The Board of Directors at its meeting held on May 11, 2021 approved his appointment as the Managing Director of the Company designated as "Managing Director & CEO", for a period of five years with effect from October 18, 2021.

The details of Mr. Sudhir Sitapati 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 Mr. Sudhir Sitapati 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 resolution.

The Board believes that the Company will benefit from his

professional expertise and rich experience. Hence, the Board recommends the resolution at item no.4 to the Members for their approval.

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.

**By Order of the Board of Directors**

**V Srinivasan**  
**Chief Financial Officer &**  
**Company Secretary**  
Mumbai, July 2, 2021

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

<b>Names of Director</b>	<b>Nadir Godrej</b>	Sudhir Sitapati
Category	Non-Executive Director	Managing Director and CEO
DIN	00066195	09197063
Date of Birth and Age	August 26, 1951 69 years	August 31, 1976 44 years
Qualification	<ul style="list-style-type: none"> <li>• B.S Chem Engg (M.I.T, U.S.A),</li> <li>• M.S Chem Engg. (Stanford, U.S.A)</li> </ul>	<ul style="list-style-type: none"> <li>• MBA from Indian Institute of Management, Ahmedabad</li> <li>• B.Sc in Math with Economics Honours from St. Xavier's College, Mumbai</li> </ul>
Nature of Expertise/Experience	Industrialist	Marketing and General Management
Brief Resume	Appended at end of this table	Appended at end of this table
First Appointment on the Board	November 29, 2000	October 18, 2021 (Proposed)
Terms & Conditions of Appointment/ re-appointment	Re-appointment as a Non-Executive Director subject to retirement by rotation	As mentioned in the resolution
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. 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	The proposed appointment is the first appointment in the Company
No. of shares held in GCPL as at March 31, 2021	63*	NIL
Relationship with other Directors/ Manager/ KMP	Brother of Adi Godrej	None
No. of Board meetings attended out of 5 meetings held during the year	5	Not applicable
Directorship details	<b>Listed Public Companies:</b> Godrej Consumer Products Limited Godrej Industries Limited Godrej Agrovet Limited Godrej Properties Limited Astec Lifesciences Limited <b>Public Companies:</b> Godrej & Boyce Mfg. Co. Limited Creamline Dairy Products Limited Godrej Tyson Foods Limited <b>Private Companies:</b> Isprava Vesta Private Limited Foreign Companies: Godrej International Limited ACI Godrej Agrovet Private Limited	<b>Listed Public Companies:</b> NIL <b>Public Companies:</b> NIL <b>Private Companies:</b> NIL <b>LLPs:</b> NIL <b>Partnership Firms:</b> NIL

<b>Names of Director</b>	<b>Nadir Godrej</b>	Sudhir Sitapati
	<b>LLPs:</b>	
	ABG Venture LLP	
	NBG Enterprise LLP	
	Anamudi Real Estate LLP	
	<b>Partnership Firms;</b>	
	Partner in RKN Enterprises	
Committee Positions	<b>Member:</b>	<b>Member:</b>
	Stakeholders' Relationship Committee:	NIL
	Godrej Properties Limited	
	Risk Management Committee	<b>Chairperson:</b>
	Godrej Properties Limited	NIL
	<b>Chairman:</b>	
	Corporate Social Responsibility Committee	
	Godrej Properties Limited	

\* 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:**

##### **Nadir Godrej**

Mr. Nadir B. Godrej is the Managing Director of Godrej Industries Limited & Chairman of Godrej Agrovet Limited. Mr. Godrej has a Bachelor of Science degree in Chemical Engineering from Massachusetts Institute of Technology, a Master of Science degree in Chemical Engineering from Stanford University and an MBA from Harvard Business School.

He has been a Director of several Godrej companies since 1977 and has developed the animal feed, agricultural inputs and chemicals businesses of Godrej Industries and other associate companies, and has been very active in research. Mr. Godrej is a member of the South Asia Advisory Board of Harvard Business School. Mr. Godrej's outside commitments include: President of The Alliance Francaise

De Bombay, CII National Council, Member, Past Chairman CII National Committee on Chemicals - Past Independent Director of Indian Hotels Company Limited and Mahindra & Mahindra Limited for many years. He is a member of the South Asia Research Centre Advisory Board of Harvard Business School.

He has been awarded the Chevalier de Legion d'Honneur, Globoil Life Time Achievement Award - 2012, OTAI Life Time Achievement Award - 2012, Chemtech CEW Leadership & Excellence Award - 2013, and Chemexcil Life Time Achievement Award - 2013. He also received the Porter Prize 2013 for Creating Shared Value awarded to Godrej Industries Ltd. Mr. Godrej recently received the prestigious CHEMTECH Leadership & Excellence Award 2017 - Hall of Fame.

Also, the Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej with an Honorary Degree of Doctor

of Philosophy. And recently Mr. Godrej was presented the award in Business Excellence at the IBG function on 31<sup>st</sup> January, 2018

##### **Sudhir Sitapati**

Mr. Sudhir Sitapati was the Executive Director - Foods and Refreshments at Hindustan Unilever Limited (HUL). In his 22 years at HUL, he has led teams across several categories and functions in India, Europe, South East Asia and Africa to create significant value for the business. Sudhir was appointed to the HUL Management Committee as an Executive Director in 2016, making him one of its youngest ever members. Under Sudhir's leadership, HUL built up its Foods and Refreshments business as one of the largest in India. This included the USD 5 billion merger and integration of GlaxoSmithKline Consumer Healthcare with HUL, the largest deal of its kind in the FMCG sector in India.

In his previous roles, Sudhir was instrumental in creating a world-class Tea business for HUL in India and leading HUL's Soaps business in the country. A passionate marketer, he has worked closely on internationally acclaimed purpose-led marketing campaigns for some of HUL's most iconic brands, including Surf Excel's 'Dirt is Good', Lifebuoy's 'Have you washed your hands with

Lifebuoy?' on rotis at the Kumbh Mela, and Brooke Bond's 'Taste of Togetherness'.

He is currently the Co-Chair of the CII National Committee of Food Processing and is a past Co-Chair of the FMCG Committee. He was also a member of the advisory board of Flipkart in 2015. Sudhir is the author of the best-selling book 'The CEO

Factory: Management lessons from Hindustan Unilever'. The book was a runner up at the Tata Book Festival, 2020. Sudhir has an MBA from the Indian Institute of Management, Ahmedabad and a B.Sc in Math with Economics Honours from St. Xavier's College, Mumbai.

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## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## This image shows a full page of blank handwriting practice paper. It features evenly spaced horizontal blue lines across the entire surface, providing a guide for letter height and placement. There are no margins, text, or other markings on the page.



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