



## 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 22<sup>nd</sup> ANNUAL GENERAL MEETING (**AGM**) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Wednesday, August 3, 2022, at 5.45 p.m. IST 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, 2022 and Report of the Board of Directors and Auditors' Report thereon;
2. To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment as per the provisions of Companies Act, 2013, Listing Regulations and Articles of Association of the Company.;

3. To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028), who retires by rotation, and being eligible, offers herself for re-appointment as per the provisions of Companies Act, 2013, Listing Regulations and Articles of Association of the Company.;

4. To re-appoint M/s. BSR & Co. LLP, Chartered Accountants for their second term of 5 years.

**"RESOLVED THAT** pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022 be and are hereby re-appointed as the Statutory Auditors of

the Company for a term of five consecutive years, who shall hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company".

#### 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 2022-23**

**'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 2022-23, 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’.

**6. Ordinary Resolution for re-appointment of Ms. Nisaba Godrej (DIN: 00591503) as Whole-time Director designated as “Executive Chairperson” for a period of five years from October 1, 2022, to September 30, 2027.**

**RESOLVED THAT** pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Ms. Nisaba Godrej (DIN: 00591503) be and is hereby re-appointed as Whole-time Director designated as “Executive Chairperson” of the Company on the following terms and conditions:

**I. Period of appointment: October 1, 2022 to September 30, 2027**

**II. Remuneration**

**i. Fixed remuneration:**

Within a band that is not less than ₹ 4.00 Crore per annum and not more than ₹ 13 crore per annum.

Fixed remuneration shall include basic salary, allowances, company’s contribution to retirement benefits such as Provident Fund and gratuity according to the rules of the Company.

**ii. Variable remuneration:**

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.

**iii. Perquisites (evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per Income Tax Rules):**

- 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);

- Furnishing at residence as per rules of the Company
- Payment/ reimbursement of medical/ hospitalisation expenses 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;
- Company car with driver for official use, provision of telephone(s) at residence including reimbursements.
- 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;
- Other benefits, schemes, privileges and amenities as per the Company’s policy or duly authorised by the board at its discretion.

The increments will be decided by the Board of Directors based

on recommendations of Nomination and Remuneration Committee and will be merit based and also take into account other relevant factors.

iv. **Overall Remuneration and Minimum Remuneration:**

The aggregate of Remuneration as specified above paid 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.

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.

**III. 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 with the business or affairs or

other matters whatsoever of the Company and it shall be Ms. Nisaba Godrej's endeavor, 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 this agreement, as in the opinion of all other Directors renders her retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on her and the Company may, by giving thirty days' notice in writing, determine this Agreement 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**

**Rahul Botadara  
Company Secretary & Compliance  
Officer**

Mumbai, July 8, 2022

**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.
2. As permitted by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI), the Company has decided to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) as per the relevant circulars issued by the aforesaid authorities. 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. 8.
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](mailto: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:**

- 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 e-voting.

- 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.

- Shareholders are encouraged to join the Meeting through Laptops / IPads 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.

- 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.

- 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](mailto:investor.relations@godrejcp.com) latest by 5 p.m. IST on Friday, 29<sup>th</sup> July, 2022. 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. We request the members to restrict their queries on only matters relating to the Company.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

## 8. SCHEDULE AND 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 22<sup>nd</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 schedule for e-voting is as follows:-**

<b>Cut-off date for reckoning voting rights for e-voting</b>	<b>Commencement of e-voting (Start date)</b>	<b>Close of e-voting (End date)</b>	<b>Results announcement date</b>
<b>Wednesday, July 27, 2022</b>	<b>Saturday, July 30, 2022, 9.00 a.m. (IST)</b>	<b>Tuesday, August 2, 2022, 5.00 p.m. (IST)</b>	<b>On or before Friday, August 5, 2022, 5.00 p.m. (IST)</b>

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](http://www.godrejcp.com) besides being communicated to the Stock Exchanges.

**The procedure for members for voting electronically are as follows:-**

**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.

**Note:**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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.

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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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>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>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>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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 & voting during the meeting.

**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 <b>CDSL</b>	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

- Step 2 : Access through CDSL**
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
- 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.
- (iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 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
- 4) Next enter the Folio Number registered with the Company.
- 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 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) <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 <b>OR</b> Date of Birth (DOB)	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. <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.</li> </ul>

- (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](http://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](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 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., [investor.relations@godrejcp.com](mailto: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.

**9. 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](mailto: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.

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](mailto: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, 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) 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 working 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 Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is 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).

**11. DIVIDEND RELATED INFORMATION**

Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend pertaining upto the financial year 2014-15 and the May 2015 dividend paid during FY 2015-16 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 Link Intime India Private Ltd.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2015-16	Interim	August 2015	September 3, 2022
2015-16	Interim	November 2015	November 29, 2022
2015-16	Interim	February 2016	March 3, 2023
2016-17	Interim	April 2016	June 8, 2023
2016-17	Interim	August 2016	September 3, 2023

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, the shareholders are requested to get their details updated by providing the relevant documents as required by the RTA.

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 <https://www.iepf.gov.in/IEPF/corporates.html>

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

**By Order of the Board of Directors**

**Rahul Botadara  
Company Secretary & Compliance  
Officer**

Mumbai, July 8, 2022

12. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies

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

### ITEM 4

M/s. B S R & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 17<sup>th</sup> Annual General Meeting ('AGM') held on July 31, 2017 for a period of 5 years, up to the conclusion of 22<sup>nd</sup> AGM. M/s. B S R & Co. LLP are eligible for re-appointment for a further period of 5 years. M/s. B S R & Co. LLP have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. B S R & Co. LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby

proposed to re-appoint M/s. B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 22<sup>nd</sup> AGM till the conclusion of the 27<sup>th</sup> AGM of the Company. The Board of Directors has approved a remuneration of Rs. 1.86 crores for conducting the audit for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term would be broadly in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

#### **Profile of B S R & Co.**

*M/s. B S R & Co. ('the firm') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It and was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a*

*new firm registration no. 10 I248W/W-1 00022. The registered office of the firm is at 14<sup>th</sup> Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai 400063. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. B S R & Co. LLP has over 3000 staff and 100+ Partners. B S R & Co. LLP audits various companies listed on stock exchanges in India including companies in the FMCG sector.*

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

### 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 19, 2022, 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 2022-23 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. 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 at the AGM held on August 4, 2020, had appointed Ms. Nisaba Godrej as the "Managing Director" till September 30, 2022.

Later, the Board at its meeting on May 11, 2021, approved the change in her role from "Managing Director" to "Whole-time Director" from October 18, 2021, till the remainder of her term i.e., September 30, 2022. As recommended by the Nomination and Remuneration Committee, Board proposes to continue her as a Whole-time Director designated as "Executive Chairperson" for a further period of five years from October 1, 2022, to September 30, 2027.

The details of Ms. Nisaba Godrej (DIN: 00591503) 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 (DIN: 00591503) 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 her professional expertise and rich experience. Hence, the Board recommends the resolution at item no. 6 to the Members for their approval.

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

**By Order of the Board of Directors**

**Rahul Botadara  
Company Secretary & Compliance  
Officer**

Mumbai, July 8, 2022

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

<b>Names of Director</b>	<b>Nisaba Godrej</b>	<b>Jamshyd Godrej</b>	<b>Tanya Dubash</b>
Category	Whole Time Director	Non-Executive Director	Non-Executive Director
DIN	00591503	00076250	00026028
Date of Birth and Age	February 12, 1978 44 years	January 24, 1949 73 years	September 14, 1968 53 years
Qualification	<ul style="list-style-type: none"> <li>• BSC, Wharton School, Pennsylvania</li> <li>• MBA, Harvard Business School</li> </ul>	B.S, IIT, Chicago, U.S.A	<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	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	March 1, 2001	May 2, 2011
Terms & Conditions of Appointment/ re-appointment	Re-appointment as Whole-time Director designated as Executive Chairperson from October 1, 2022 to September 30, 2027	Re-appointment as a Non-Executive Director subject to retirement by rotation	Re-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-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, 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-time within the limits set out in the Companies Act, 2013.
No. of shares held in GCPL as at March 31, 2022	3,70,087*	NIL	66*
Relationship with other Directors/ Manager/ KMP	Sister of Ms. Tanya Dubash and Mr. Pirojsha Godrej	Not related	Sister of Ms. Nisaba Godrej and Mr. Pirojsha Godrej
No. of Board meetings attended out of 4 meetings held during the year	4	3	3
Directorship details	<b>Listed Public Companies:</b> Godrej Consumer Products Limited Godrej Agrovet Limited Bharti Airtel Limited Mahindra & Mahindra Limited VIP Industries Limited	<b>Listed Public Companies:</b> Godrej Consumer Products Limited Godrej Industries Limited Godrej Agrovet Limited Godrej Properties Limited <b>Public Companies:</b> Godrej & Boyce Mfg. Co. Limited	<b>Listed Public Companies:</b> Godrej Consumer Products Limited Godrej Industries Limited Godrej Agrovet Limited Britannia Industries Limited Escorts Limited

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

Names of Director	Nisaba Godrej	Jamshyd Godrej	Tanya Dubash
	<p><b>Public Companies:</b> Godrej Seeds &amp; Genetics Limited</p> <p><b>Private Companies:</b> Innovia Multiventures Pvt. Ltd.</p> <p><b>Foreign Companies:</b> Nil</p> <p><b>LLPs:</b> ANBG Venture LLP TNP Enterprise LLP Anamudi Real Estate LLP</p> <p><b>Partnership Firms;</b> RKN Enterprises</p>	<p><b>Private Companies:</b> Illinois Institute of Technology (India) Private Limited Godrej UEP Private Limited</p> <p><b>Foreign Companies:</b> Godrej (Singapore) Pte. Ltd. Godrej (Vietnam) Company Ltd. Godrej &amp; Khimji (Middle East) LLC Urban Electric Power Inc. World Resources Institute, USA Climate Works Foundation</p> <p><b>Section 8 Companies:</b> Breach Candy Hospital Trust Singapore-India Partnership Foundation (India) Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation Indian Machine Tool Manufacturers Association Centre for Asian Philanthropy India</p> <p><b>LLPs:</b> JNG Enterprise LLP</p> <p><b>Partnership Firms:</b> RKN Enterprises</p>	<p><b>Public Companies:</b> Godrej Seeds &amp; Genetics Limited Godrej Finance Limited Go Airlines (India) limited</p> <p><b>Private Companies:</b> Godrej Holdings Private Limited Innovia Multiventures Private Limited</p> <p><b>LLPs:</b> Designated Partner in Anamudi Real Estates LLP AREL Enterprise LLP TNP Enterprise LLP ANBG Enterprise LLP</p> <p><b>Partnership Firms:</b> Partner in RKN Enterprise</p>
Committee Positions	<p><b>Member:</b></p> <p><b>Corporate Social Responsibility Committee:</b> Godrej Consumer Products Limited Godrej Seeds &amp; Genetics limited</p> <p><b>Nomination &amp; Remuneration Committee:</b> Godrej Agrovat Limited VIP Industries limited Mahindra &amp; Mahindra Limited</p> <p><b>Risk Management Committee:</b> Godrej Consumer Products Limited</p> <p><b>Chairperson:</b> Nil</p>	<p><b>Member:</b> NIL</p> <p><b>Chairperson:</b> NIL</p>	<p><b>Member:</b></p> <p><b>Corporate Social Responsibility Committee:</b> Godrej Industries Limited Godrej Consumer Products Limited Godrej Seeds &amp; Genetics limited Escorts Limited</p> <p><b>Stakeholders Relationship Committee:</b> Godrej Industries Limited Godrej Consumer Products Limited</p> <p><b>Chairperson:</b> <b>Corporate Social Responsibility Committee</b> Godrej Seeds &amp; Genetics limited</p>
Names of listed entities from which Director has resigned in the past three years	NIL	NIL	NIL

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

### **Nisaba Godrej**

Nisaba Godrej is Executive Chairperson, Godrej Consumer Products Limited (GCPL). Nisaba has been a key architect of GCPL's strategy and transformation in the last decade. In 2007, she initiated and led Project Leapfrog, which created a playbook for GCPL to accelerate domestic organic growth through innovation and consolidation, and to become a more global company by investing in emerging markets outside of India.

Nisaba is passionate about identifying and developing the talent required for the Godrej Group's future growth. Through her oversight of the Group HR function for Godrej Industries and associate companies, she has made Godrej a more meritocratic and highly performance driven organisation, while keeping the Group's values front and center. She has also spearheaded the Group's Good & Green agenda to drive more inclusive and sustainable growth. Her previous assignments within the Godrej Group have included the successful turnaround of Godrej Agrovet and the creation of a Group strategy function to oversee the Group's portfolio. In addition to GCPL, Nisaba is on the Board of Directors of Godrej Agrovet, Bharti Airtel, Mahindra and Mahindra and VIP Industries. She is also a trustee and chairperson of Teach for India.

Nisaba has a BSc degree from The Wharton School at the University of Pennsylvania and an MBA from Harvard Business School. She is passionate about education, the human mind, design, trekking and equestrian sports. She lives in Mumbai with her son Zoran and daughter Aidan.

### **Jamshyd Godrej**

Mr. Jamshyd N. Godrej is the Chairman of the Board of Godrej & Boyce Manufacturing Company Limited. He graduated in Mechanical Engineering from Illinois Institute of Technology, USA.

Mr. Godrej is the former Chairman of Ananta Aspen Centre (previously known as Aspen Institute India), Chairman & Trustee of Ananta Centre. He is the Chairperson of the Board of Directors of Shakti Sustainable Energy Foundation, India Resources Trust, Council on Energy, Environment & Water and CII Sohrabji Godrej Green Business Centre. He is a Director of World Resources Institute, USA. He is a Trustee of World Wide Fund for Nature – India. He is also a Trustee of the Asia Society, USA. He is also a member of the Board of Governors of the Centre for Asian Philanthropy and Society. He is the Past President of Confederation of Indian Industry and also of the Indian Machine Tool Manufacturers' Association.

The President of India conferred on Mr. Godrej the "Padma Bhushan" on 3<sup>rd</sup> April 2003.

### **Tanya Dubash**

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, Godrej Consumer Products 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.