

# Notice of the AGM



**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](http://www.godrejcp.com); **E-mail:** [investor.relations@godrejcp.com](mailto:investor.relations@godrejcp.com)

**CIN:** L24246MH2000PLC129806

## NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **25<sup>th</sup> (TWENTY FIFTH) ANNUAL GENERAL MEETING (AGM)** of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on **Thursday, August 7, 2025, at 5.45 p.m. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS:

**1. Adoption of Audited Financial Statements for the Financial Year ended March 31, 2025 (ORDINARY RESOLUTION)**

To consider, approve and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025, and the Board's Report along with Annexures and the Statutory Auditor's Report thereon.

**2. Appointment of Mr. Pirojsha Godrej, as a Director liable to retire by rotation, who being eligible has offered himself for re-appointment (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Pirojsha Godrej (DIN: 00432983) as a "Director", to the extent that he is required to retire by rotation."

**3. Appointment of Mr. Nadir Godrej, as a Director liable to retire by rotation, who being eligible has offered himself for re-appointment (ORDINARY RESOLUTION)**

**"RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Nadir Godrej (DIN: 00066195) as a "Director", to the extent that he is required to retire by rotation."

### SPECIAL BUSINESS:

**4. Appointment of M/s. Nilesh Shah & Associates as the Secretarial Auditors of the Company for a term of 5 (Five) years starting from FY 2025-26 till FY 2029-30**

To consider and if thought fit, to pass, the following as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable Rules framed thereunder [including any statutory modification(s) / amendment(s) / re-enactment(s) thereof], M/s. Nilesh Shah & Associates, a Peer Reviewed Firm of Company Secretaries in Practice, having Firm Registration No. P2003MH008800, be and are

hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at such fee as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company Secretary and Compliance Officer be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

**5. Ratification of remuneration payable to M/s. P. M. Nanabhoy and Co., Cost Accountants appointed as the “Cost Auditors” of the Company for the fiscal year 2025-26**

To consider and if thought fit, to pass, the following as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Section 148 and all applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Company hereby approves and ratifies the remuneration of ₹ 7,17,970/- (Rupees Seven Lakh Seventeen Thousand Nine

Hundred Seventy Only) plus Goods and Service Tax and reimbursement of out-of-pocket expenses payable to M/s. P. M. Nanabhoy and Co., Cost Accountants, Mumbai (Firm Registration No. 000012), the Cost Auditors of the Company, for conducting the audit of the Cost Records of the Company for the Financial Year ending on March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or the Chief Financial Officer and / or the Company Secretary and Compliance Officer be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto.”

May 6, 2025, Mumbai

**Registered Office:**

Godrej One, 4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East),  
Mumbai - 400 079, Maharashtra.  
Tel No.: 022-2518 8010  
Fax No.: 022-2518 8066  
Website: [www.godrejcp.com](http://www.godrejcp.com)  
Email: [investor.relations@godrejcp.com](mailto:investor.relations@godrejcp.com)  
CIN: L24246MH2000PLC129806

**By the Order of the Board of Directors  
of Godrej Consumer Products Limited**

**Tejal Jariwala**  
**Company Secretary & Compliance Officer**  
**(FCS 9817)**

## Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) 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 MCA *inter-alia* vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and latest being 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting through VC or OAVM, **without the physical presence of the Members at a common venue.** 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 schedule of the Meeting and procedure for participating

through VC / OAVM is explained in **Note No. 7.**

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. DISPATCH OF ANNUAL REPORT:

In accordance with the relevant MCA and SEBI Circulars, allowing electronic dispatch of Financial Statements (including Report of Board of Directors, Auditors’ Report or other documents required to be attached therewith) instead of physical dispatch, such statements including the Notice of AGM are being sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending letters to the shareholders whose e-mail addresses are not registered with Company/ Registrar/DP providing the weblink of Company’s website from where the Integrated Annual Report for FY 2024-25 can be accessed.

Additionally, any member who desires to get a physical copy of the Integrated Annual Report

FY 2024-25, may request for the same by sending an email to the Company at [investor.relations@godrejcp.com](mailto:investor.relations@godrejcp.com) mentioning their Folio No./DP ID and Client ID. The Notice convening the 25<sup>th</sup> AGM along with the Integrated Annual Report for FY 2024-25 will also be available on the weblink of the Company at <https://godrejcp.com/investors/annual-reports> websites of the Stock Exchanges i.e. BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) at [www.bseindia.com](http://www.bseindia.com), [www.nseindia.com](http://www.nseindia.com) respectively.

### 5. 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 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.

#### 6. 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. on Monday, August 4, 2025. 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 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.

#### 7. 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 Shareholders the facility to exercise their right to vote at the 25<sup>th</sup> (Twenty Fifth) 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:-

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Thursday, July 31, 2025	Sunday, August 3, 2025, 9.00 a.m. (IST)	Wednesday, August 6, 2025, 5.00 p.m. (IST)	On or before Monday, August 11, 2025, 5.00 p.m. (IST)

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

The procedure for members for voting electronically is given at the end of this Notice in **Appendix 1**.

Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) or failing him Mr. Ashok Ramani (Membership No. FCS 6808) of M/s. A. N. Ramani & Co. LLP, Company Secretaries have been appointed as the Scrutinizers to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM, in a fair and transparent manner. The Shareholders 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, viz. [www.godrejcp.com](http://www.godrejcp.com) within 2 (Two) working days of passing resolutions at the AGM of the Company and communicated to Stock Exchanges, where the Equity Shares of the Company are listed.

#### 8. 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 and Sweat Equity) Regulations, 2021 (including any modification(s) / amendment(s) / re-enactment(s) thereto) 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).

#### 9. DIVIDEND RELATED INFORMATION:

Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend paid upto May 2018 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 lying unpaid for a period of 7 (Seven) consecutive years 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 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited).

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2018-19	Interim	August 2018	September 4, 2025
2018-19	Interim	November 2018	December 8, 2025
2019-20	Interim	February 2019	March 6, 2026
2019-20	Interim	May 2019	June 8, 2026
2019-20	Interim	August 2019	September 6, 2026

The Members are requested to note that as per Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 [including any modification(s) / amendment(s) / re-enactment(s) thereto], any benefit unclaimed for 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Below benefit will be transferred to the IEPF on the date mentioned in the table. Those members who have not, so far, encashed these warrants may claim or approach our Registrars MUFG Intime India Private Limited (formerly Link Intime India Private Limited).

Period	Type of Benefit	Paid in	Due date for transfer
2018-19	Fractional Bonus Entitlement	December 2018	December 12, 2025

Please note that Section 124(6) of the Act also provides that all shares in respect of which the dividend of last 7 (Seven) consecutive years has remained unclaimed, shall also be transferred to the IEPF.

Hence, it is in the Shareholders' interest to claim any uncashed dividends, benefits and for future

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

10. Details as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations") in respect of the Directors being re-appointed are attached herewith to the Notice.

**By the Order of the Board of Directors  
of Godrej Consumer Products Limited**

**Tejal Jariwala  
Company Secretary &  
Compliance Officer  
(FCS 9817)**

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

The following Explanatory Statement sets out all the material facts relating to the Special businesses mentioned under Item No. 4 & 5 of the accompanying Notice dated May 6, 2025.

### ITEM NO. 4

In accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Secretarial Auditor to audit the secretarial records of the Company.

Pursuant to the amendment in Regulation 24A of Listing Regulations, SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditors:

- (a) Is required to be approved by the Shareholders of the Company at the Annual General Meeting;
- (b) In case of a Secretarial Audit Firm – cannot be for more than two consecutive terms of 5 (Five) years each.

On the recommendation of the Audit Committee, at its Meeting held on May 6, 2025, the Board considered and approved the appointment of M/s. Nilesh Shah & Associates, a Peer Reviewed Firm of Company Secretaries in Practice, having Firm Registration No. P2003MH008800, as the Secretarial Auditors of the Company for the purpose of conducting Secretarial Audit of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a remuneration as may be determined by the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

The Board of Directors recommend the **ORDINARY RESOLUTION** as set

out in **Item No. 4** 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 NO. 5

The Board of Directors of the Company, based on recommendation of the Audit Committee, has re-appointed M/s. P. M. Nanabhoy & Co., Cost Accountants, Mumbai, as the “Cost Auditors” of the Company for the Financial Year 2025-26, pursuant to Section 148 and other applicable provisions of the Act, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 6, 2025.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors. Therefore, pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 7,17,970/- (Rupees Seven Lakh Seventeen Thousand Nine Hundred Seventy Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require

subsequent ratification by the Members.

Based on the certification received from the Cost Auditors, it may be noted that: -

- a. The Cost Auditors do not suffer from any disqualifications as specified under Section 141(3) of the Act;
- b. Their appointment is in accordance with the limits specified in Section 141(3)(g) of the Act;
- c. None of their Partners is in the whole-time employment of any Company; and
- d. They are an Independent Firm of Cost Accountants holding valid Certificate of Practice and are at arm's length relationship with the Company, pursuant to Section 144 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **Item No. 5**.

The Board recommends the **ORDINARY RESOLUTION** set forth in **Item No. 5** for approval of the Members.

**By the Order of the Board of Directors of Godrej Consumer Products Limited**

**Tejal Jariwala**  
**Company Secretary & Compliance Officer**  
**(FCS 9817)**



**Information pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India with respect to appointment or re-appointment of Directors**

<b>Names of Director</b>	<b>Pirojsha Godrej</b>	<b>Nadir Godrej</b>
Category	Non-Executive Director	Non-Executive Director
DIN	00432983	00066195
Date of Birth and Age	October 27, 1980 44 years	August 26, 1951 73 years
Nationality	Indian	Indian
Qualification	<ul style="list-style-type: none"> <li>• MBA, Columbia Business School, U.S.A.</li> <li>• Masters-International Affairs, School of International &amp; Public Affairs at the Columbia University</li> <li>• Graduate-Economics, Wharton School of Business at the University of Pennsylvania</li> </ul>	<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> <li>• MBA, Harvard Business School</li> </ul>
Nature of Expertise/Experience	Industrialist / Management	Industrialist
Brief Resume	Appended at end of this table	Appended at end of this table
First Appointment on the Board	April 1, 2017	November 29, 2000
Terms & Conditions of Appointment/ re-appointment	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. 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 Equity Shares held in GCPL as at March 31, 2025	3,70,129*	2,20,474*
Relationship with other Directors/ Manager/ KMP	Brother of Ms. Nisaba Godrej and Ms. Tanya Dubash	Uncle of Mr. Pirojsha Godrej, Ms. Nisaba Godrej and Ms. Tanya Dubash
No. of Board Meetings attended out of 4 Meetings held during the last Financial Year 2024-25	4	4
Directorship details**	<p><b>Listed Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Consumer Products Limited</li> <li>- Godrej Agrovet Limited</li> <li>- Godrej Properties Limited</li> <li>- Godrej Industries Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Housing Finance Limited</li> <li>- Godrej Capital Limited</li> <li>- Godrej Finance Limited</li> </ul>	<p><b>Listed Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Godrej Consumer Products Limited</li> <li>- Godrej Industries Limited</li> <li>- Godrej Agrovet Limited</li> <li>- Godrej Properties Limited</li> <li>- Astec Lifesciences Limited</li> </ul> <p><b>Public Companies:</b></p> <ul style="list-style-type: none"> <li>- Creamline Dairy Products Limited</li> <li>- Godrej Foods Limited</li> </ul>

Names of Director	Pirojsha Godrej	Nadir Godrej
	<b>Private Companies:</b> <ul style="list-style-type: none"> <li>- Swaddle Projects Private Limited</li> <li>- Rock Honey Films Private Limited (formerly known as Swaddle Studios Private Limited)</li> <li>- Godrej Ventures and Investment Advisers Private Limited (Formerly known as Godrej Fund Management and Investment Advisers Private Limited)</li> <li>- Karukachal Developers Private Limited</li> <li>- Eranthus Developers Private Limited</li> <li>- Ceres Developers Private Limited</li> <li>- Praviz Developers Private Limited</li> </ul>	<b>Private Companies:</b> <ul style="list-style-type: none"> <li>- Isprava Vesta Private Limited</li> <li>- Isprava Hospitality Private Limited</li> </ul> <b>Others</b> <ul style="list-style-type: none"> <li>- Association for Future Agriculture Leaders of India</li> </ul>
Committee Positions in other companies	<b>Member:</b> <u>Stakeholders' Relationship Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Properties Limited</li> <li>- Godrej Finance Limited</li> </ul> <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Ventures and Investment Advisers Private Limited (Formerly known as Godrej Fund Management and Investment Advisers Private Limited)</li> </ul> <b>Chairperson:</b> <u>Risk Management Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Properties Limited</li> </ul> <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Properties Limited</li> </ul> <u>Environment, Safety and Governance Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Properties Limited</li> </ul> <u>Remuneration Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Ventures and Investment Advisers Private Limited (Formerly known as Godrej Fund Management and Investment Advisers Private Limited)</li> </ul>	<b>Member:</b> <u>Stakeholders' Relationship Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Industries Limited</li> </ul> <u>Nomination and Remuneration Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Foods Limited</li> </ul> <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> </ul> <b>Chairperson:</b> <u>Stakeholders' Relationship Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Agrovet Limited</li> </ul> <u>Risk Management Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Industries Limited</li> <li>- Godrej Agrovet Limited</li> </ul> <u>Corporate Social Responsibility Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Industries Limited</li> </ul> <u>Environment, Safety and Governance Committee:</u> <ul style="list-style-type: none"> <li>- Godrej Industries Limited</li> </ul>
Names of listed entities from which Director has resigned in the past three years	NIL	NIL

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

\*\*Excludes foreign directorships

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

### Nadir Godrej

Nadir Godrej is the Chairperson of Godrej Industries Group and the Chairperson and Managing Director of Godrej Industries Limited. He received a B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology, and an M.S. in Chemical Engineering in 1974 from Stanford University. He also earned an MBA from Harvard Business School in 1976. Since 1977, he has been a Director of Godrej Soaps Limited. He has been very active in developing the animal feed, agricultural inputs, and chemicals businesses of Godrej Industries Group. He has also been very active in research and holds several patents in the field of agricultural chemicals and surfactants.

In 2001, Godrej Soaps Limited was renamed Godrej Industries, and he was appointed Managing Director. He is also the Chairman of Godrej Agrovet and a Director of Godrej Properties, both subsidiaries of Godrej Industries. He serves as a Director of Godrej Consumer Products, Astec Life Sciences Limited and other Godrej Industries Group companies.

He has been active in various industry associations, including CLFMA (Compound Livestock Feed Manufacturers Association of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India), and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay.

He is on the National Council of CII (Confederation of Indian Industry) and is very active in the Harvard Business School and MIT Alumni Association in India.

The French government awarded him the Ordre National du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Lifetime Achievement Awards from OTAI (Oil Technologist Association of India), Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA) & from Indian Chemical Council. The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej an Honorary Degree of Doctor of Philosophy. He has been inducted as a Fellow of the Indian National Academy of Engineering (INAE) and has also received a Doctor of Philosophy in Business Management from XIM University, Bhubaneswar, in recognition of his contribution to industry and society. He was also honoured with a D Sc. (Honoris Causa) by Institute of Chemical Technology.

Mr. Godrej is deeply committed to the Good and Green strategies and the achievement of set targets for the Godrej Industries Group. He encourages and supports a shared vision value for all programs of Good and Green.

### Pirojsha Godrej

Pirojsha Godrej is the Executive Vice Chairperson of the Godrej Industries Group and also serves as the Executive Chairperson of Godrej Properties, Godrej Capital,

and Godrej Fund Management.

He graduated from the Wharton School of Business in 2002, earned a Master's degree in International Affairs from Columbia University in 2004, and completed his MBA from Columbia Business School in 2008. Under Pirojsha's leadership, Godrej Properties experienced a period of significant expansion, culminating in the company becoming India's largest real estate developer by sales in FY 2021.

Further demonstrating its commitment to sustainability and governance, Godrej Properties was ranked #1 globally among listed residential developers by the Global Real Estate Sustainability Benchmark (GRESB) in 2020, 2021, and 2022.

### Appendix 1- The procedure for members for voting electronically is 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.

- (i) The Members who have cast their vote through remote e-voting can attend the AGM but shall not be entitled to cast their vote again during AGM.

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| (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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. 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.<br><br>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. | <b>Step 1:</b> Access through Depositories CDSL/ NSDL e-voting system in case of individual shareholders holding shares in demat mode.<br><br>(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. |
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Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode with 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>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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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/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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</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 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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>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.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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> </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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for 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 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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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>

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| <p>(v) After entering these details appropriately, click on “SUBMIT” tab.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>your password with any other person and take utmost care to keep your password confidential.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>(x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.</p>                                                                                                                                                                                                                                                                                                                                                                                                   |
| <p>(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</p> | <p>(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.</p> <p>(viii) Click on the EVSN for the relevant &lt;Company Name&gt; on which you choose to vote.</p> <p>(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.</p> | <p>(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.</p> <p>(xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>(xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.</p> |

(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 mandatorily 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.

**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:evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

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:evoting@cdslindia.com) or call toll free no. 1800 21 09911.