Notice of the AGM

GODREJ CONSUMER PRODUCTS

Godrej Consumer Products Limited

Registered Office: Godrej One, 4th 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 **26th (TWENTY SIXTH) ANNUAL GENERAL MEETING (AGM)** of the Shareholders of GODREJ CONSUMER PRODUCTS LIMITED will be held on **Friday, August 7, 2026, at 1.30 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, 2026 (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, 2026, and the Board's Report along with Annexures and the Statutory Auditor's Report thereon.

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the Company, be and is hereby accorded to the re-appointment of Mr. Sudhir Sitapati (DIN: 09197063) as a "Director", who retires by rotation and being eligible, offers himself for re-appointment, to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

3. **Ratification of remuneration payable to M/s. R. Nanabhoy and Co., Cost Accountants appointed as the "Cost Auditors" of the Company for the fiscal year 2026-27**

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013, read with 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 for the time being in force), the remuneration of ₹7,17,970/- (Rupees Seven Lakh Seventeen Thousand Nine Hundred Seventy Only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s. R. Nanabhoy and Co., Cost Accountants, Mumbai (Firm Registration No. 000010), who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2027, be and is hereby ratified.

   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."

4. Re-appointment of Mr. Sudhir Sitapati (DIN: 09197063) as the Managing Director of the Company designated as 'Managing Director & Chief Executive Officer', for a period of 5 (Five) years with effect from October 18, 2026

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded for re-appointment of and terms of remuneration payable to, Mr. Sudhir Sitapati (DIN: 09197063), as the 'Managing Director' of the Company, designated as "Managing Director & CEO", for a period of 5 (five) years from October 18, 2026 to October 17, 2031 on the terms and conditions set out herein below:

I. **Period of appointment**: October 18, 2026 to October 17, 2031

II. **Remuneration**

A. **Fixed Compensation**: Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity and flexible compensation. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors. The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

B. **Flexible Compensation shall include**: the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances"). These allowances may be granted to Mr. Sudhir Sitapati in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation as per Company's rules OR House Rent Allowance as per Company's rules);
- Supplementary allowance;
- Leave Travel Allowance in accordance with the rules of the Company;
- Payment/ reimbursement of club fees, food vouchers, petrol reimbursement, car maintenance as per rules of the Company;
- Payment/ reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

The annual fixed remuneration shall be within the range of INR 8.7 crores p.a. to INR 16.3 crores p.a.

C. **Variable Pay and Incentives**:

(i) Performance Linked Variable Remuneration (PLVR) relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company or as may be decided by the Board of Directors.

(ii) Long Term Incentives as may be approved by the Board of Directors.

(iii) Stock Grants under the Company's Employee Stock Grant Scheme (ESGS) / Employee Stock Option Scheme (ESOS).

D. **Other Benefits**

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

Explanation: Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

III. **Overall Remuneration**: The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to Mr. Sitapati from time-to-time, shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being in force.

IV. **Minimum Remuneration**: Notwithstanding the foregoing, where in any financial year during the tenure of Mr. Sudhir Sitapati, the Company has no profits or its profits are inadequate, the remuneration will be subject to the limits specified in Schedule V to the Companies Act, 2013.

Notes:

a) Mr. Sudhir Sitapati shall be liable to retire by rotation. The appointment is terminable by giving 3 (three) months' notice in writing on either side.

b) Mr. Sudhir Sitapati shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment, and it shall be Mr. Sudhir Sitapati's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.

c) If Mr. Sudhir Sitapati is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as director or any breach of these terms, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him, and the Company may, by giving 30 (thirty) days' notice in writing to him, terminate the appointment and he shall cease to be the Managing Director & CEO of the Company, upon expiration of such notice.

d) In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.

RESOLVED FURTHER THAT:

i) the Board of Directors or any authorised Committee thereof be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

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

RESOLVED FURTHER THAT a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."

Date and Place: May 6, 2026, Mumbai.

Registered Office:
Godrej One, 4th 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
Email: 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 for Shareholders' Attention:

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. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079

3. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI Listing Regulations, as amended, (Listing Regulations) and MCA Circulars, the 26th AGM of the Company shall be conducted through VC/OAVM. The Central Depository Services (India) Limited ('CDSL') 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. 10**.

4. As per SEBI Listing Regulations (Third Amendment) Regulations, 2024 which came into effect from December 12, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Shareholders is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

5. **ELECTRONIC DISPATCH OF ANNUAL REPORT:**

   In accordance with the MCA circulars and SEBI Listing Regulations, the Notice of the 26th AGM along with the Annual & Integrated Report for the Financial Year ("FY") 2025-26 is being sent by electronic mode to Shareholders whose E-mail IDs are registered with the Company or the Depository Participants (DPs).

   The Notice convening the 26th (Twenty Sixth) AGM along with the Annual & Integrated Report for FY 2025-26 is also available on the website of the Company at https://godrejcp.com/investors/annual-reports and on website of the Stock Exchanges, i.e., BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") at www.bseindia.com, www.nseindia.com respectively.

Process for registration of Email Address to obtain electronic copy of Annual Report

Shareholders holding shares in Physical Form

Shareholders holding shares in physical form are requested to register/update their email address and other KYC details with the Registrar and Share Transfer Agent ("RTA") of the Company, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), by submitting the prescribed Know Your Customer ("KYC") forms along with the requisite supporting documents.

Shareholders holding shares in Dematerialised Form

Shareholders holding shares in dematerialised form are requested to register/update their email address and other KYC details with their respective Depository Participant(s) ("DPs").

Additionally, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is sending letters to Shareholders whose e-mail addresses are not registered with the Company, RTA, or DPs, providing the web link to access the Notice of the 26th AGM and the Annual & Integrated Report for FY 2025-26 on the Company's website.

Process for obtaining physical copy of Annual Report

As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Shareholders who specifically request for the same. Accordingly, Shareholders who wish to obtain a physical copy of the Annual & Integrated Report for the FY 2025-26, may write to the Company at investor.relations@godrejcp.com requesting for the same by mentioning their Folio No./DP ID and Client ID.

6. **AUTHORISED REPRESENTATIVE**

Institutional / Corporate Shareholders are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders 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 Companies Act, 2013 to the Scrutinizer at akjaincs@gmail.com.

7. **DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT**

Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM are annexed hereto.

8. **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 / tablets 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 cast 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.
- Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. **SPEAKER REGISTRATION - PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:**

- Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, E-mail ID and mobile number at to investor.relations@godrejcp.com. Only those speaker registration requests received till 5:00 PM (IST) on Tuesday, August 4, 2026 shall be considered and allowed as Speakers 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 Shareholders to restrict their queries on matters relating to the Company.
- The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

10. **SCHEDULE AND PROCEDURE FOR REMOTE E-VOTING:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide to its Shareholders, the facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means. The facility of casting votes by Shareholders using remote e-voting system as well as e-voting on the date of the AGM will be provided by Central Depository Services (India) 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 and Time)	Close of e-voting (End Date and Time)	Results announcement date
Friday, July 31, 2026	Monday, August 3, 2026, 9.00 A.M. (IST)	Thursday, August 6, 2026, 5.00 P.M. (IST)	On or before Tuesday, August 11, 2026, 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 voting rights of Shareholders shall be in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. A person who is not a Shareholder as on the cut-off date should treat this Notice of AGM for information purpose only.

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 besides being communicated to the Stock Exchanges.

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

Mr. Ashish Kumar Jain, Practicing Company Secretary, (Membership No. FCS F6058 and COP No. 6124) has been appointed as the Scrutinizer 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 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.

11. **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 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), the draft agreement proposed to be entered into with the Managing Director, where applicable, and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode before as well as during the AGM, basis the request being sent on investor.relations@godrejcp.com from the registered e-mail ID mentioning the Shareholder's name, Folio No. / Client ID and DP ID, the documents sought for inspection.

12. INFORMATION RELATING TO UNPAID OR UNCLAIMED DIVIDENDS:

Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend paid upto May 2019 has been transferred by the Company to the Investor Education and Protection Fund (the 'IEPF') established by the Central Government. The Shareholders 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 during Financial Year 2026-27 on the dates mentioned in the table. Those Shareholders who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly Link Intime India Private Limited).

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2019-20	Interim	August 2019	**September 6, 2026**
2019-20	Interim	November 2019	**December 12, 2026**
2019-20	Interim	February 2020	**March 5, 2027**

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.

Shareholders whose dividends and/or Shares are already transferred to the IEPF Authority can claim their dividends and/or Shares from the IEPF Authority by following the refund procedure as detailed on the IEPF website at https://www.iepf.gov.in/.

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. 3 & 4 of the accompanying Notice dated May 6, 2026.

ITEM NO. 3

The Board of Directors of the Company, based on recommendation of the Audit Committee, has approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, as the "Cost Auditors" of the Company for the Financial Year 2026-27, pursuant to Section 148 and other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on May 6, 2026.

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 Shareholders of the Company. Accordingly, consent of the Shareholders 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), exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses, if any, payable to M/s. R. Nanabhoy & Co., Cost Accountants, for the Financial Year ending March 31, 2027.

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. 3.

The Board recommends the **ORDINARY RESOLUTION** set forth in **Item No. 3** for approval of the Shareholders.

ITEM NO. 4

The Shareholders at the 21st (Twenty First) Annual General Meeting held on August 4, 2021 had appointed Mr. Sudhir Sitapati as the "Managing Director & CEO" till October 17, 2026. Upon recommendation of the Nomination and Remuneration Committee, the Board has approved and recommended re-appointment of Mr. Sudhir Sitapati as the Managing Director designated as "Managing Director & CEO" for a further period of 5 (five) years from October 18, 2026, to October 17, 2031.

The Company has received the requisite consent, candidature, declarations, confirmations and other documents from Mr. Sudhir Sitapati in connection with his proposed re-appointment, in accordance with the applicable provisions of the Companies Act, 2013.

The details of Mr. Sudhir Sitapati as required to be given pursuant to the SEBI Listing Regulations and Secretarial Standards, are attached to the Notice. For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Mr. Sudhir Sitapati are not being set out in the explanatory statement and the Shareholders are requested to refer to the same as set out in the body of resolution.

Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Board believes that the Company will benefit from his professional expertise and rich experience. The Board recommends the **ORDINARY RESOLUTION** set forth in **Item No. 4** for approval of the Shareholders.

Mr. Sudhir Sitapati is interested in the resolution under Item No. 4. Except Mr. Sudhir Sitapati, no other Director / 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. 4.

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 Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India with respect to re-appointment of Director

Name of Director	**Sudhir Sitapati**
Category	Managing Director and CEO
DIN	09197063
Date of Birth and Age	August 31, 1976 49 years
Qualification	• MBA from Indian Institute of Management, Ahmedabad • B.Sc in Math with Economics Honours from St. Xavier's College, Mumbai
Nature of Expertise/ Experience	Marketing and General Management
Brief Resume	Appended at end of this table
First Appointment on the Board	October 18, 2021
Terms & Conditions of Appointment / re-appointment	Re-appointment pursuant to Section 152(6) of the Companies Act, 2013 and re-appointment as an "Executive Director" for a term of 5 (five) years commencing from October 18, 2026 upto October 17, 2031, liable to retire by rotation
Last Drawn Remuneration Details along with remuneration sought to be paid	Last drawn remuneration (FY 2025-26) - ₹ 31.54 crores. As an Executive Director, he was entitled to remuneration as approved by the Shareholders at the Annual General Meeting held on August 4, 2021. Remuneration sought to be paid - As set out in the resolution under Item No. 4.
No. of Equity Shares held in GCPL as at March 31, 2026	3,45,596
Relationship with other Directors/Manager/KMP	None
No. of Board Meetings attended during the last Financial Year 2025-26	4 out of 4
Directorship details	Mr. Sudhir Sitapati does not hold directorships in any other Listed, Public or Private Companies.
Committee Positions in other companies	Not applicable
Names of listed entities from which Director has resigned in the past three years	None

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

Sudhir Sitapati

Sudhir Sitapati is the Managing Director and CEO of Godrej Consumer Products Limited (GCPL). GCPL is one of India's largest consumer goods multinationals with a presence in over 85 countries, serving 1.2 billion consumers.

Prior to this, Sudhir worked at Unilever for 22 years, where he led teams across several categories and functions in India, Europe, South East Asia, and Africa. His last role was as Executive Director – Foods and Refreshments at Hindustan Unilever.

He currently serves as the Chair of the CII FMCG Committee and has previously been the Co-chair of the CII National Committee on Food Processing. He is the author of the best- selling book The CEO Factory: Management Lessons from Hindustan Unilever and is closely associated with the running of Us-Paar, a performing arts residency based 70 km south of Mumbai.

Sudhir has an MBA from the Indian Institute of Management, Ahmedabad, and a B.Sc. in Maths with Economics Honours from St. Xavier's College, Mumbai. He was awarded the 'Young Alumni Achiever' by IIM Ahmedabad in 2017.

Sudhir is married to Ketki and spends his free time trying to get his children, Sahaana and Kabir, interested in his hobbies — tennis, Hindustani music, farming, and scrabble. So far, to not much avail.

Appendix 1- The procedure for Shareholders 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) 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 **CDSL Depository**	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 cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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.

2) Click on “Shareholders” module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** 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. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "**SUBMIT**" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for **GODREJ CONSUMER PRODUCTS LIMITED**.

(ix) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.

(xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked 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 at the email address viz; akjaincs@gmail.com and to the Company at the email address viz; 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 **Company/RTA email id**.
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 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, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.