Report on Corporate Governance

Company's Philosophy on Corporate Governance

Corporate governance refers to the framework of principles, policies and practices through which the Board of Directors ensures accountability, transparency and fairness in the Company's relationships with all its stakeholders.

The Company is a part of over 125-year young Godrej Industries Group, which has established a reputation for honesty, integrity, and sound governance.

The Company is committed to maintaining the highest standards of corporate governance and believes that sustainable value creation can be achieved only through responsible business conduct. The Company's governance framework is designed to protect and enhance stakeholder interests while fostering long-term growth and value creation.

1. BOARD OF DIRECTORS

The corporate governance framework of Godrej Consumer Products Limited ("GCPL" or the "Company") is guided by its Board of Directors, which plays a pivotal role in safeguarding the long-term interests of all stakeholders. The Board provides strategic direction, oversight and objective guidance to the management while ensuring that the highest standards of governance are maintained. The Details relating to the composition of the Board, its procedures, Committees and other governance matters are provided below.

A. Board procedures and effectiveness

An effective Board is fundamental to strong corporate governance and sustainable value creation. The Company has established robust governance processes to ensure that the Board remains aligned with the interests of shareholders and other stakeholders while continuously enhancing its effectiveness and performance.

As on the date of this Report, the Board comprises of 10 (Ten) Directors, including 5 (Five) Independent Directors. The Independent Directors are eminent professionals diverse fields, with expertise in finance, information systems, marketing, and corporate strategy. None of the Independent Directors has had any material association with the Godrej Industries Group.

In line with leading governance practices and to further strengthen the focus and quality of discussion at the Board level, GCPL's Board has appointed Ms. Shalini Puchalapalli as the Lead Independent Director. The key responsibilities of the Lead Independent Director include:

- Providing leadership to the Independent Directors and chairing Meetings of the Independent Directors;
- Acting as a liaison on behalf of the Independent Directors and supporting the effectiveness of the Board in maintaining high standards of corporate governance;
- Playing a leadership role, together with the Chairperson, in the Board evaluation process; and
- Performing such other responsibilities as may be assigned by the Board from time to time.

(i) Meeting and Attendance Requirements

The Board meets at least once every quarter, *inter alia*, to review the Company's operational and financial performance, including its quarterly financial results. Meetings of the Board are conducted in accordance with a structured agenda, and detailed information is provided to the Directors to facilitate informed decision-making. The Minutes of all Board and Committee Meetings were also circulated to the Directors, and their comments were taken into account before finalization. The Board also periodically reviews compliance reports relating to applicable laws and regulations.

Active participation by Directors is essential for the effective functioning of the Board and contributes significantly to the quality of deliberations and decision-making. During FY 2025-26, the average attendance of Directors at Board Meetings was 97.50%.

The quorum for Board Meetings is in accordance with the provisions of the Companies Act, 2013 and applicable regulatory requirements. The Company also expects all Directors to actively participate in Board and Committee Meetings and has established an internal expectation of a minimum attendance level of 50% for all Directors.

Prior to the commencement of Audit Committee Meetings, the Independent Directors have separate interactions with the Internal Auditors and Statutory Auditors without the presence of the management team. This enables open discussions on matters relating to internal controls, financial reporting, governance and risk management.

Further, based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 6, 2026, has adopted a formal communication framework between Those Charged With Governance and the Statutory Auditors, *inter alia* to enable timely and effective two-way communication on audit scope, significant findings, if any, and auditor independence.

The Board also participates in an annual strategy session, during which Directors engage with the senior management team on the Company's strategic priorities, business performance and long-term growth opportunities. In addition, the Independent Directors meet periodically without the presence of management and provide their observations and feedback to the Chairperson.

(ii) Board Performance Assessment

Performance assessment is key to maintaining and enhancing the effectiveness of our Board. As part of our commitment to this, the Company conducts a formal Board Effectiveness Review in line with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The process is designed and executed by our Corporate HR team in close collaboration with the Chairperson and the Nomination and Remuneration Committee of the Board. As part of the assessment, each Board member completes a confidential online questionnaire, providing essential feedback on the Board's operations and potential areas for improvement. They also complete a self-assessment of their effectiveness, ensuring a comprehensive and balanced evaluation of our Board's performance.

Familiarisation programmes for the Independent Directors cover topics such as the Annual Operating Plan for the fiscal year 2025-26, Global Categories Structures & Initiatives and Cluster wise performance and financial updates. The details of the same are available on the website of the Company and can be accessed through the following link[1].

(iii) Board Election Process

The process for appointment and retirement of Directors is designed to promote accountability, continuity and effective Board oversight. In accordance with the provisions of the Companies Act, 2013, at least two-thirds of the Directors (excluding Independent Directors and the Executive Chairperson) are liable to retire by rotation. Of these Directors, at least one-third retire at every Annual General Meeting and, being eligible, may offer themselves for re-appointment. This mechanism enables shareholders to periodically review the composition of the Board and exercise their voting rights in respect of the re-appointment of Directors.

All Independent Directors of the Company have submitted declarations confirming that they meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the declarations received and after undertaking the requisite assessment, the Board is of the opinion that all the Independent Directors fulfil the conditions of independence specified under the Companies Act, 2013 and the Listing Regulations and are independent of the management of the Company.

All Independent Directors have been appointed/re-appointed in accordance with the provisions of the Companies Act, 2013. Formal letters of appointment/re-appointment have been issued to the Independent Directors, and the terms and conditions of their appointment are available on the Company's website at https://www.godrejcp.com/

(iv) External Mandates

The number of external directorships and committee memberships held by Directors is an important consideration in assessing their ability to devote sufficient time and attention to the affairs of the Company. The Number of Directorship(s), Committee Membership(s), Chairpersonship(s) of all the Directors is within respective limits as prescribed under the Companies Act, 2013 and the Listing Regulations.

As on March 31, 2026, each of the 4 (Four) Promoter Group Directors held not more than 4 (Four) directorships in other listed entities. Further, each of the 5 (Five) Independent Directors held not more than 2 (Two) directorships in other listed entities. The Managing Director & CEO did not hold any directorship in any other listed entity as on March 31, 2026. None of the Directors are related to each other.

(v) Information supplied to the Board

The Board is provided with complete, adequate and timely information to enable it to discharge its responsibilities effectively and take informed decisions. In addition to the matters

[1] https://www.godrejcp.com/uploads/Familiarisation_Programme_for_I_Ds_2025_26_e8c3c2333c.pdf

required under applicable laws and regulations, the following information, among others, is periodically placed before the Board for its review and consideration:

- Annual operating plans and budgets, capital budgets, and any updates thereon.
- Quarterly Results of the Company.
- Minutes of Meetings of Audit Committee and other committees of the Board of Directors.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems.
- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions.
- Significant development in the human resources and industrial relations front.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Non-compliance of any regulatory, statutory nature or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

B. Matrix on skill sets possessed by the Board of Directors

At GCPL, we recognise the importance of having a Board comprising of Directors who have a range of experiences, capabilities and diverse viewpoints. This helps us create an effective and well-rounded Board. The capabilities and experiences sought in our Directors are outlined below:

- **Strategy and Business:** Is or has been the Chief Executive Officer (CEO) or Chief Operating Officer, or has held any other leadership position in an organisation, leading to significant experience in strategy or business management. Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise in Consumer Staples:** Has expertise with respect to the sector the organisation operates in. Has an understanding of the ‘big picture’ in the given industry and recognises the development of industry segments, trends, emerging issues, and opportunities.

- **Market Expertise:**
  Has expertise with respect to the geography the organisation operates in. Understands the macroeconomic environment, nuances of the business, and consumers and trade in the geography. Has the knowledge of the regulations and legislations of the market(s) the business operates in.

- **Tech and Future Perspective:**
  Has expertise with respect to business specific technologies such as in the field of research and development and manufacturing. Has experience and adds perspective on the future-ready skills required by the organisation such as e-commerce, digital and sustainability.

- **People and Talent Understanding:**
  Has experience in human resource management such that they bring in a considered approach to the effective management of people in an organisation.

- **Governance, Finance, and Risk:**
  Has an understanding of the law and application of corporate governance principles in a commercial enterprise of a similar scale. Capability to provide inputs for strategic financial planning, assess financial statements, and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.

- **Diversity of Perspective:**
  Provides diverse views to the Board that is valuable for managing our customers, consumers, employees, key stakeholders, and shareholders.

C. Process and criteria used for appointing new Directors

The Nomination and Remuneration Committee ("NRC") evaluates the candidature of prospective Directors having regard to the Company's Board Diversity Policy, the skills, expertise, experience and competencies required on the Board, and the applicable provisions of the Companies Act, 2013 and the Listing Regulations. Based on its evaluation, the NRC makes appropriate recommendations to the Board for consideration and approval. The appointment of Directors is subject to the approval of the Board and Shareholders of the Company.

Director Names	Age (Years)	Appointment Year	Gender	Committee Membership as on March 31, 2026	Strategy and Business	Industry Expertise in Consumer Staples	Market Expertise	Tech and Future Perspective	People and Talent Understanding	Governance, Finance, and Risk	Diversity of Perspective
Ms. Nisaba Godrej	48	May 2011	F	CSR, ESG, RMC	√	√	√		√	√	√
Mr. Nadir B. Godrej	74	Nov 2000	M	CSR, ESG, RMC	√		√	√		√	√
Ms. Tanya Dubash	57	May 2011	F	CSR, ESG, SRC	√		√			√	√
Mr. Pirojsha Godrej	45	Apr 2017	M	SRC	√		√			√	√
Mr. Sudhir Sitapati	49	Oct 2021	M	CSR, ESG, RMC	√	√	√		√	√	
Mr. Sumeet Narang	50	Apr 2019	M	AC, NRC, SRC	√		√	√		√	√
Ms. Pippa Amerding	57	Jan 2018	F	AC, NRC	√		√		√	√	√
Ms. Shalini Puchalapalli	52	Nov 2023	F	ESG, AC, NRC, CSR	√	√		√	√		
Mr. Aditya Sehgal	54	July 2024	M	AC, RMC	√	√	√	√	√	√	
Ms. Amisha Jain	48	Sept 2024	F	AC	√		√	√	√		

CSR-Corporate Social Responsibility Committee; NRC-Nomination & Remuneration Committee; RMC-Risk Management Committee; SRC- Stakeholders' Relationship Committee; AC- Audit Committee; ESG-Environmental, Social & Governance Committee

D. Board Composition & other relevant details

(i) Composition of the Board

As of March 31, 2026, the Board composition is as follows:

Category		Number of Directors as on March 31, 2026
i)	**Non-Independent Directors**	
	Executive Chairperson (Promoter Director)	1
	Managing Director	1
	Non-Executive (Promoter Directors)	3
	Subtotal	**5**
ii)	**Independent Directors**	**5**
Total Strength (i + ii)		**10**

(ii) Other relevant details of the Directors as on March 31, 2026

Name of Directors	Director Identification Number (DIN)	Date of Original Appointment	Relationship With other Directors	Category	Number of Directorships Held in Indian Public Limited Companies (including GCPL) *	Committee Positions including GCPL		Equity Shares Held
						Committee Member (Excluding Committee Chairperson) **	Committee Chairperson **	
Nisaba Godrej	00591503	May 2, 2011	Sister of Tanya Dubash and Pirojsha Godrej, niece of Nadir Godrej	Promoter Group / Executive Chairperson	6 (5)	3	0	3,70,087#
Nadir Godrej	00066195	November 29, 2000	Uncle of Nisaba Godrej, Tanya Dubash & Pirojsha Godrej	Promoter/ Non-Executive Director	7 (5)	1	1	2,20,474 #

Name of Directors	Director Identification Number (DIN)	Date of Original Appointment	Relationship With other Directors	Category	Number of Directorships Held in Indian Public Limited Companies (including GCPL) *	Committee Positions including GCPL		Equity Shares Held
						Committee Member (Excluding Committee Chairperson) **	Committee Chairperson **	
Tanya Dubash	00026028	May 2, 2011	Sister of Nisaba Godrej and Pirojsha Godrej, niece of Nadir Godrej	Promoter Group / Non- Executive Director	6 (5)	2	0	66#
Pirojsha Godrej	00432983	April 1, 2017	Brother of Tanya Dubash and Nisaba Godrej, nephew of Nadir Godrej	Promoter Group / Non- Executive Director	8 (4)	2	1	5,70,129#
Sudhir Sitapati	09197063	October 18, 2021	Not related	Managing Director & CEO	1 (1)	0	0	3,45,596
Pippa Amerding	08054033	January 30, 2018	Not related	Non-Executive / Independent Director	1 (1)	1	0	Nil
Sumeet Narang	01874599	April 1, 2019	Not related	Non- Executive / Independent Director	3 (3)	2	1	Nil
Shalini Puchalapalli	07820672	November 14, 2023	Not related	Non-Executive / Independent Director	2 (2)	1	1	350
Aditya Sehgal	09693332	July 15, 2024	Not related	Non-Executive / Independent Director	3 (2)	3	0	Nil
Amisha Jain	05114264	September 25, 2024	Not related	Non-Executive / Independent Director	4 (3)	4	0	Nil

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

**Does not include directorships in private companies, Section 8 companies and foreign companies. Figures in brackets denote directorships in listed companies.*

***Does not include Chairmanship / Membership in Board Committees other than the Audit Committee and Stakeholders' Relationship Committee and Chairmanship / Membership in Board Committees in companies other than public limited companies registered in India.*

(iii) Details of directorship in other listed companies including category of their directorship as on March 31, 2026

Names of Directors		Directorship in Other Listed Companies	Category of Directorship
Nisaba Godrej	1.	Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	2.	Godrej Industries Limited	Non-Executive - Non-Independent Director
	3.	Mahindra and Mahindra Limited	Independent Director
	4.	Bharti Airtel Limited	Independent Director
Nadir Godrej	1.	Godrej Industries Limited	Chairperson & Managing Director
	2.	Astec Lifesciences Limited	Chairperson
	3.	Godrej Agrovet Limited	Chairperson
	4.	Godrej Properties Limited	Non-Executive - Non-Independent Director
Tanya Dubash	1.	Godrej Industries Limited	Executive Director & Chief Brand Officer
	2.	Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	3.	Britannia Industries Limited	Independent Director
	4.	Escorts Kubota Limited	Independent Director
Pirojsha Godrej	1.	Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	2.	Godrej Properties Limited	Executive Chairperson
	3.	Godrej Industries Limited	Non-Executive - Non-Independent Director
Shalini Puchalapalli	1.	Hyundai Motor India Limited	Independent Director
Sumeet Narang	1.	Sapphire Foods India Limited	Nominee Director
	2.	Godrej Properties Limited	Independent Director
Aditya Sehgal	1.	Voltas Limited	Independent Director
Amisha Jain	1.	Westlife FoodWorld Limited	Independent Director
	2.	Arvind Fashions Limited	Managing Director & CEO

Note: Mr. Sudhir Sitapati and Ms. Pippa Amerding were not holding the office of a Director in any other Listed Entity during the Financial Year 2025-26.

E. Committees of the Board

The Board has constituted various Committees to assist it in discharging its responsibilities effectively and to provide focused oversight on specific areas of governance and business operations. The composition, terms of reference and functioning of these Committees are in accordance with the requirements of the Companies Act, 2013, the Listing Regulations and other applicable laws. The Company has constituted the following Committees of the Board:

- **Audit Committee**, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations;
- **Stakeholders' Relationship Committee**, in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, which, *inter alia*, oversees investor grievance redressal and shareholder-related matters;
- **Nomination and Remuneration Committee**, in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which oversees matters relating to the appointment, remuneration, succession planning and performance evaluation of Directors and Senior Management Personnel;

- **Risk Management Committee**, in accordance with Regulation 21 of the Listing Regulations, which oversees the Company's risk management framework and key enterprise risks;
- **Corporate Social Responsibility Committee**, constituted in compliance with Section 135 of the Companies Act, 2013;
- **Environmental, Social and Governance (ESG) Committee**, constituted by the Board of Directors of the Company which provides oversight on the Company's environmental, social and governance priorities, including sustainability-related risks and opportunities, and monitors progress against the Company's sustainability goals and commitments.

Composition of the Committees as on March 31, 2026

		Position in the Committee					
Names of Directors	Category	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility Committee	ESG Committee
Nisaba Godrej	Promoter Group and Executive Chairperson	-	-	-	Member	Member	Chairperson
Nadir Godrej	Promoter and Non-Executive	-	-	-	Member	Chairperson	Member
Tanya Dubash	Promoter Group and Non-Executive	-	-	Member	-	Member	Member
Pirojsha Godrej	Promoter Group and Non-Executive	-	-	Chairperson	-	-	-
Sudhir Sitapati	Managing Director & CEO	-	-	-	Member	Member	Member
Pippa Amerding	Independent Director	Member	Member	-	-	-	-
Sumeet Narang	Independent Director	Chairperson	Member	Member	-	-	-
Shalini Puchalapalli	Independent Director	Member	Chairperson	-	-	Member	Member
Aditya Sehgal	Independent Director	Member	-	-	Chairperson	-	-
Amisha Jain	Independent Director	Member	-	-	-	-	-
Total Strength of the Committee		5	3	3	5	5	5
Number of Independent Directors in the Committee		5	3	1	1	1	1
Number of Non-Independent Directors in the Committee		-	-	2	3	4	4
Members of Senior Management in the Committee		-	-	-	1	-	-

F. **Terms of reference of Board Committees**

(i) **Audit Committee**

The terms of reference for the Audit Committee includes the matters specified in Section 177 of the Companies Act, 2013 as well as Part C of Schedule II of the Listing Regulations such as:

Financial Statements

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

  (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013.

  (b) Changes, if any, in accounting policies and practices and reasons for the same.

  (c) Major accounting entries involving estimates based on the exercise of judgment by the management.

  (d) Significant adjustments made in the financial statements arising out of audit findings.

  (e) Compliance with listing and other legal requirements relating to financial statements.

  (f) Disclosure of any related party transactions.

  (g) Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Scrutiny of intercorporate loans and investments.

Review of Information

- Reviewing, with the management, the statement of uses/ application of funds raised through an issue, such as public, rights, or preferential issues; the statement of funds utilised for purposes other than those stated in the offer document/prospectus/ notice; and the report submitted by the agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement and making appropriate recommendations to the Board to initiate steps in this matter.
- Reviewing the management discussion and analysis of financial condition and results of operations.
- Statement of deviations:

  (a) quarterly statement of deviation(s) including the report of the monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.

(b) annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the Listing Regulations.

Internal Control

- Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.
- Evaluation of internal financial controls and risk management systems.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature and reporting the matter to the Board.

External and Internal Audit

- Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing of management letters/ letters of internal control weakness issued by the statutory auditors.
- Reviewing the appointment, removal, and terms of remuneration of the chief internal auditor.
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit.
- Reviewing internal audit reports relating to internal control weaknesses.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing and monitoring the auditor’s independence and performance, and effectiveness of the audit process.
- Periodical discussions with the auditors about internal control systems and the scope of audit including the observations of the auditors and review of the quarterly, half yearly, and annual financial statements before submission to the Board. Overseeing compliance of internal control systems.

Subsidiary Companies

- The Committee shall have access to the Audit Committee minutes of the subsidiary companies.

- Reviewing the financial statements, in particular the investments made by the subsidiary companies.
- Recommending the revision in the Policy for determining Material Subsidiaries to align it with the extant applicable provisions.
- Reviewing the utilisation of loans and/or advances from/ investment by the holding company in the subsidiary exceeding INR 100 crore or 10 per cent of the asset size of the subsidiary, whichever is lower, including existing loans/ advances/ investments existing as on the date of coming into force of this provision.

Related Party Transactions

- Approval or any subsequent modification of transactions of the Company with related parties.
- Formal approval or omnibus approval of transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis.
- Laying down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transactions so that the approval is in the interest of the Company.
- Granting omnibus approval for related party transactions in a financial year.
- Reviewing on a quarterly basis, the statement of such significant related party transactions as may be specified by the Committee and the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommending the revision in the Policy on Material-Related Party Transactions and on dealing with Related Party Transactions to align it with the extant applicable provisions.

Compliance

- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors, if any.
- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Reviewing the findings of any examinations by regulatory agencies and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel and for monitoring compliance therewith.
- Reviewing compliance with respect to the provisions of Insider Trading Regulations atleast once in a financial year and verifying that the

systems for internal control for compliance with these regulations are adequate and operating effectively.

- Obtaining regular updates from the management regarding compliance matters.

Other Responsibilities

- Reviewing the functioning of the Whistle Blower mechanism.

- Approval of the appointment of the Chief Financial Officer after assessing the qualifications, experience, and background of the candidate.

- Valuation of undertakings or assets of the Company, wherever it is necessary by appointing a Registered Valuer in terms of Section 247 of the Companies Act, 2013.

- Instituting and overseeing special investigations as needed.

- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the listed entity and its shareholders.

- Performing such other functions and activities related to the terms of reference as requested by the Board of Directors.

- Performing such other functions as may be required of the Audit Committee under the provisions of the Companies Act, 2013, the Listing Regulations, and any other applicable laws or regulations, as amended from time to time.

(ii) Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes, and Independence of a Director and recommendation to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

- For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required for an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

  a. use the services of an external agencies, if required;

  b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

  c. consider the time commitments of the candidates

- Formulation of criteria for the evaluation of performance of Independent Directors and the Board of Directors.

- Devising a policy on the diversity of Board of Directors.
- Identifying individuals who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommending to the Board of Directors their appointment and removal.
- Deciding whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors.
- Recommending to the Board, all remuneration, in whatever form, payable to senior management.
- Administering the Employee Stock Grant Scheme of the Company and render all such functions required to be done under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- Performing such other functions and activities related to the terms of reference as requested by the Board of Directors.
- Performing such other functions as may be required of the Nomination and Remuneration Committee under the provisions of the Companies Act, 2013, the Listing Regulations, and any other applicable laws or regulations, as amended from time to time.

Performance Evaluation Criteria for Independent Directors

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In particular, an Independent Director shall be a person who shall:

i) uphold ethical standards of integrity and probity;

ii) act objectively and constructively while exercising his duties;

iii) exercise his responsibilities in a bona fide manner in the interest of the Company;

iv) devote sufficient time and attention to his professional obligations for informed and balanced decision making;

v) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;

vi) not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

vii) refrain from any action that would lead to loss of his independence;

viii) where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;

ix) assist the Company in implementing the best corporate governance practices.

(iii) Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Resolving the grievances of the security holders of the Company, including complaints relating to transfer/ transmission of shares, non-receipt of Annual & Integrated Report, and non-receipt of declared dividends; issue of new/duplicate certificates; and General Meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ Annual & Integrated Report/ statutory notices by the shareholders of the Company.
- Performing any other functions and activities related to the terms of reference as requested by the Board of Directors.
- Performing such other functions as may be required of the Stakeholders' Relationship Committee under the provisions of the Companies Act, 2013, the Listing Regulations, and any other applicable laws or regulations, as amended from time to time.

Name and Designation of Compliance Officer: Ms. Tejal Jariwala, Company Secretary is the Compliance Officer of the Company.

Details of Shareholder's complaints received and disposed off during the Financial Year 2025-26

Total Complaints Pending at the Beginning of the Year	Total Complaints Received During the Year	Total Complaints Disposed During the Year	Total Complaints Pending at the End of the Year
3	136	137	2

Note: The pending complaints stand resolved as on the date of this report.

(iv) Risk Management Committee

The Company's Risk Management Committee has the following role, duties, responsibilities and authority:

(1) To formulate a detailed Risk Management Policy which shall include:

(a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (Particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

(b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan.

(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

(4) To periodically review the risk management policy, atleast once in two years, including by considering the changing industry dynamics and evolving complexity.

(5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

(6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

(7) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.

(8) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

(9) The Committee shall be responsible to monitor and review the risk management plan of the Company.

(10) Ensuring that appropriate risk management systems and controls are in place and evaluating and reviewing risk assessment and risk minimization procedures.

(v) Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013, CSR Committee has been constituted by the Board of Directors. The Committee's prime responsibilities are as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy that shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred above.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- To recommend the amount to be spent by the Company towards CSR activities.
- To review the progress made atleast once a year.
- To formulate and recommend Annual Action Plan to the Board with shall include:

i. the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;

ii. the manner of execution of such projects or programs;

iii. the modalities of utilization of funds and implementation schedules for the projects or programs;

iv. monitoring and reporting mechanism for the projects or programs;

v. details of need and impact assessment, if any, for the projects undertaken by the company, provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

(vi) ESG Committee

The terms of reference of the Environmental, Social, Governance (ESG) Committee are as follows:

- Spearhead GCPL's overall Sustainability ambition, strategy and long-term thinking.
- Review progress against Sustainability goals across the company.
- Review key Sustainability risks for GCPL, set standards for monitoring, and sign off mitigation measures.
- Frame key long-term Sustainability opportunities for GCPL and align Board of Directors as required.
- Formulate and recommend to the Board of Directors, key Sustainability policies, as required.
- Performing such other functions and activities related to these terms of reference as requested by the Board of Directors.

G. Attendance details at Board/Committee Meetings during FY 2025-26 and at the last Annual General Meeting

Names of Meetings	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee	Risk Management Committee	ESG Committee	Independent Director's Meeting	Annual General Meeting
Dates of Meetings	*• May 6, 2025 • August 7, 2025 • October 31, 2025 • January 23, 2026*	*• May 6, 2025 •August 7, 2025 •October 31, 2025 • January 23, 2026*	*• May 2, 2025 • January 23, 2026*	*• May 2, 2025 • October 31, 2025*	*• October 31, 2025*	*• May 2, 2025 • October 31, 2025*	*• May 2, 2025 • October 31, 2025*	*• May 6, 2025 • January 23, 2026*	*• August 7, 2025*
Number of Meetings held	**4**	**4**	**2**	**2**	**1**	**2**	**2**	**2**	**1**
Attendance of Directors									
Nadir Godrej	4	NA	NA	2	NA	2	2	NA	Yes
Tanya Dubash	4	NA	NA	2	1	NA	2	NA	Yes
Nisaba Godrej	4	NA	NA	2	NA	2	2	NA	Yes

Names of Meetings	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee	Stakeholders' Relationship Committee	Risk Management Committee	ESG Committee	Independent Director's Meeting	Annual General Meeting
Pirojsha Godrej	4	NA	NA	NA	1	NA	NA	NA	Yes
Sudhir Sitapati	4	NA	NA	2	NA	2	2	NA	Yes
Pippa Amerding	4	4	2	NA	NA	NA	NA	2	Yes
Sumeet Narang	4	4	1	NA	1	NA	NA	2	Yes
Shalini Puchalapalli	3	3	2	2	NA	NA	2	2	No
Aditya Sehgal	4	4	NA	NA	NA	2	NA	2	Yes
Amisha Jain	4	4	NA	NA	NA	NA	NA	0	Yes

Notes:

- *'NA' indicates not a member of the Committee.*
- *The maximum gap between any two Board Meetings did not exceed 120 days during the year.*
- *Leave of absence was granted to the Directors whenever they could not be present for the Board/ Committee Meeting.*

H. Detailed reasons for Resignation of Independent Directors

No Independent Directors resigned from the Board of Directors of the Company during FY 2025–26.

I. Reappointment of Directors liable to retire by rotation

Pursuant to Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, at least two-thirds of the total number of Directors (excluding Executive Chairperson and Independent Directors) are liable to retire by rotation, of which one-third retire at every Annual General Meeting and, being eligible, offer themselves for re-appointment. Accordingly, Mr. Sudhir Sitapati, Managing Director & CEO, shall retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

The requisite resolution seeking approval of the Shareholders for his re-appointment is included in the Notice convening the 26th (Twenty-Sixth) Annual General Meeting. A brief profile of Mr. Sudhir Sitapati, together with other disclosures required under the Companies Act, 2013 and the Listing Regulations, forms part of the Notice of the Annual General Meeting.

J. Particulars of Senior Management including the changes therein since the close of the previous Financial Year

In terms of Regulation 16(1)(d) of the Listing Regulations, the Senior Management Personnel (excluding Executive Directors) of the Company as on March 31, 2026 were as follows:

Sr. No	Name of Senior Management Personnel	Designation
1.	Darshan Gandhi	Head – Design
2.	Ashwin Moorthy	Global Head of Categories and Head of Marketing - India
3.	Vaibhav Mittal	Global Head – HR
4.	Venkateswara Yadlapalli	Head – R & D
5.	Jose Toscano	Business Head (CEO) - LATAM
6.	Rajesh Sethuraman	Business Head – Indonesia

Sr. No	Name of Senior Management Personnel	Designation
7.	Aasif Malbari	Chief Financial Officer and President GAMC
8.	Tejal Jariwala	Company Secretary & Compliance Officer
9.	Harshdeep Chhabra (*)	Head- Global Media
10.	M Pradeep Kumar (@)	Chief Customer Officer

(*) Mr. Harshdeep Chhabra resigned from the position of "Head- Global Media" with effect from June 30, 2026.

(@) Mr. M Pradeep Kumar was appointed as the "Chief Customer Officer" of the Company with effect from April 1, 2026.

Changes in Senior Management since closure of previous Financial Year: During FY 2025-26, Ms. Swati Bhattacharya resigned from the position of Head – Lightbox Creative Lab with effect from January 1, 2026. Consequently, she ceased to be a Senior Management Personnel of the Company with effect from the said date.

2. REMUNERATION POLICY

The Remuneration Policy of the Company is provided in **Annexure 'B'** to the Board's Report forming part of this Annual & Integrated Report.

Remuneration to Directors:

Details of remuneration paid/payable to the Directors during the Financial Year 2025-26 are set out below:

Amount ₹ Crore

Names of Directors	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	PLVR	Company's Contribution to PF	Monetary Value of Perquisites	Total
Executive Directors							
Nisaba Godrej	-	-	4.83	1.65	0.21	0.94	7.63
Sudhir Sitapati	-	-	6.97	4.29	0.31	19.97	31.54
Subtotal	**-**	**-**	**11.80**	**5.94**	**0.52**	**20.91**	**39.17**
Non-Executive Directors							
Nadir Godrej	0.05	0.20	-	-	-	-	0.25
Tanya Dubash	0.05	0.20	-	-	-	-	0.25
Pirojsha Godrej	0.04	0.20	-	-	-	-	0.24
Pippa Amerding	0.10	0.65	-	-	-	-	0.75
Sumeet Narang	0.00	0.00	-	-	-	-	0.00
Shalini Puchalapalli	0.09	0.56	-	-	-	-	0.65
Aditya Sehgal	0.08	0.65	-	-	-	-	0.73
Amisha Jain	0.08	0.55	-	-	-	-	0.63
Subtotal	**0.49**	**3.01**	**0.00**	**0.00**	**0.00**	**0.00**	**3.50**
Total	**0.49**	**3.01**	**11.80**	**5.94**	**0.52**	**20.91**	**42.67**

Notes:

- In the case of Ms. Nisaba Godrej, salary includes basic salary, various elements of flexible compensation and reimbursement of medical expenses. The monetary value of perquisites includes accommodation and electricity expenses, and perquisites relating to the employer's contribution to provident fund and interest thereon.

- In the case of Mr. Sudhir Sitapati, salary includes basic salary and various elements of flexible compensation. The monetary value of perquisites includes perquisites relating to the use of a company car and the employer's contribution to provident fund and interest thereon.

- Ms. Nisaba Godrej and Mr. Sudhir Sitapati are eligible for Performance Linked Variable Remuneration (PLVR). PLVR is linked to a combination of the Company's overall business performance and the individual performance of the Whole-time Director. The performance measures are calculated based on three predefined financial and relative financial metrics – underlying volume growth, reduction in inventory & account receivables, and EBITDA & working media growth. These financial and operating metrics are set internally by the Board of Directors. The PLVR reflected in the above table represents the amount paid during FY 2025-26 in respect of FY 2024-25. The PLVR relating to FY 2025-26 will be paid during FY 2026-27 and will accordingly be disclosed in the Annual & Integrated Report for FY 2026-27.

- Members may also refer to the Total Rewards Policy contained in the Board's Report.

- The Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and Committees of the Board. The Company pays a sitting fee of ₹ 1,00,000 (Rupees One Lakh) per Meeting per Director for attending Meetings of the Board, Audit Committee and Nomination & Remuneration Committee. For Meetings of all other Committees of the Board which includes Risk Management Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Environmental, Social & Governance Committee a sitting fee of ₹ 20,000 (Rupees Twenty Thousand) per Meeting per Director is paid.

- The Shareholders have authorised payment of commission to Non-Executive Directors at a rate not exceeding 1% (One per cent) of the net profits of the Company, with authority vested in the Board to determine the manner and proportion of distribution amongst the Non-Executive Directors. The Board has approved a base commission of ₹20 lakh (Rupees Twenty Lakh) per annum for each Non-Executive Director. In addition, Independent Directors are paid an attendance-linked commission based on participation in Meetings of the Audit Committee, Nomination and Remuneration Committee and Independent Directors' Meeting.

- Mr. Sumeet Narang has voluntarily waived the remuneration receivable from the Company.

Stock Options to Directors

During the Financial Year 2025-26, the Company granted 24,362 (Twenty Four Thousand Three Hundred Sixty Two) stock options to Mr. Sudhir Sitapati, Managing Director & CEO. Further, during the Financial Year 2025-26, upon vesting & exercise of stock options by Mr. Sudhir Sitapati, 1,71,149 (One Lakh Seventy One Thousand One Hundred Forty Nine) Equity Shares were allotted to him under the Godrej Consumer Products Limited – Employee Stock Grant Scheme, 2011 (ESGS 2011).

3. GENERAL BODY MEETING

A. Annual General Meeting

Details of the last 3 (three) Annual General Meetings ("AGMs") of the Company, including the date, time, mode of conduct and special resolutions passed thereat, are set out below:

Date	Time	Venue	Special Resolutions passed
August 7, 2023	5:45 p.m. (IST)	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility provided by Central Depository Services (India) Limited ("CDSL")	Appointment of Ms. Shalini Puchalapalli as an Independent Director of the Company for a term of 5 years commencing from November 14, 2023, till November 13, 2028.
August 7, 2024	5:45 p.m. (IST)	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility provided by Central Depository Services (India) Limited ("CDSL")	1) Appointment of Mr. Aditya Sehgal as an Independent Director of the Company for a term of 5 years commencing from July 15, 2024, till July 14, 2029. 2) Approval & adoption of 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024'. 3) Approval for extension of 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024' to Eligible Employees of group company(ies) including its holding / subsidiary / associate company(ies).
August 7, 2025	5:45 p.m. (IST)	Conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility provided by Central Depository Services (India) Limited ("CDSL")	Nil

B. Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) during the Financial Year 2025-26

No Extraordinary General Meeting was held during the Financial Year 2025-26.

C. Postal Ballot

No Postal Ballot was conducted during the FY 2025-26.

D. Whether any Special Resolution is proposed to be conducted through Postal Ballot

As on the date of this Report, no Special Resolution is proposed to be conducted through Postal Ballot.

4. MEANS OF COMMUNICATION

The Company is committed to maintaining prompt, continuous, efficient, and relevant communication with its shareholders and other stakeholders through multiple channels of engagement. Through these channels, the Company promotes meaningful stakeholder engagement, enhances transparency and accountability, and ensures compliance with applicable regulatory and governance requirements.

Financial Results	The Quarterly, Half-Yearly and Annual Results are submitted to the Stock Exchanges and also uploaded on the Company's website and can be accessible through following link [2] and published in leading newspapers in India in Business Line and the Marathi daily Lokmat, along with a QR Code.
Annual & Integrated Report	The Company publishes its Annual & Integrated Report to provide shareholders with an overview of its performance, financial position and various other information as required under applicable laws. The Company also sends out Annual & Integrated Report containing the Notice of AGM to shareholders via email to all Members whose email addresses are registered with the Company/RTA/DPs in accordance with MCA and SEBI Circulars. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/ Registrar/DP providing the weblink of Company's website from where the Annual & Integrated Report for FY 2025-26 can be accessed. Physical copies of the Annual & Integrated Report are also sent to shareholders who have registered a request to receive a physical copy to the Company/RTA, during the year. The Annual & Integrated Report is also available on the Company's website and can be accessible through the following link[3].
Earnings Calls and Investor Presentations	The Company conducts regular earnings calls to discuss its financial performance and outlook with investors and analysts and the presentations, audio and video recordings and transcripts of such earnings call are available on the Company's website and can be accessed through the following link [4]. In addition, the Company participates in investor conferences and investor/analyst meets, the schedules of which are submitted to the Stock Exchanges and uploaded on the Company's website and can be accessible through following link[5.] The company hosts an Annual Investor Meet (usually in the month of May each year) where it hosts more than 200+ institutional investors and analysts and showcases the strategy, new product launches and deep capabilities for the coming few years. This event is a flagship event and every year we see participation increasing. The presentation and recording of the event held in May 2026 is available on the website of the company and can be accessed through following link [6]
Press Release	The Company issues news releases to communicate important updates, such as significant business developments and corporate governance changes and are also uploaded on the Company's website and can be accessed through following link [7]. The Company disseminates information regarding its financial results and significant events through press releases. Before releasing such information in press, those are submitted to the Stock Exchanges and are also hosted on the Company's website and can be accessible through following link [8]
Website	The Company's website, https://www.godrejcp.com/ serves as an important platform for disseminating information relating to its business operations, management and other corporate developments. The website also hosts a dedicated Investors section containing statutory and other relevant information for shareholders, investors, analysts, and other stakeholders. By providing timely and easy access to such information, the Company reinforces its commitment to transparency, accountability, and effective stakeholder engagement.
Communication related to unclaimed Dividends	The Company voluntarily sends reminder communications to shareholders whose dividends remain unclaimed. This proactive initiative is aimed at encouraging shareholders to claim their outstanding dividends and ensuring that they receive the financial benefits arising from their investments. Through such measures, the Company seeks to minimize instances of unclaimed dividends and facilitate timely receipt of shareholder entitlements.
Furnishing of PAN, KYC details and Nomination details by physical shareholders	Communication has been sent by the Company to its physical shareholders for furnishing details of PAN, email address, mobile number, bank account details and nomination details. The Shareholders may download the prescribed KYC forms from the website of MUFG Intime India Private Limited through following link[9] or from the Investor Services section of the Company's website through following link[10].

[2] https://www.godrejcp.com/investors/reports-and-financials/quarterly-updates

[3] https://www.godrejcp.com/investors/reports-and-financials/annual-reports

[4] https://www.godrejcp.com/investors/reports-and-financials/quarterly-updates.

[5] https://www.godrejcp.com/investors/compliance-and-corporate-governance/stock-exchange-filings

[6] https://www.godrejcp.com/investors/compliance-and-corporate-governance/stock-exchange-filings

[7] www.godrejcp.com/investors/compliance-and-corporate-governance/stock-exchange-filings.

[8] https://www.godrejcp.com/investors/reports-and-financials/quarterly-updates

[9] https://web.in.mpms.mufg.com/KYC-downloads.html

[10] https://www.godrejcp.com/investors/investor-information/investor-service-request-format

5. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting

Date and Time: Friday, August 7, 2026, 1:30 p.m. (IST)

Venue: Video Conferencing / Other Audio-Visual Means

B. Financial Calendar

Financial Year: April 1, 2025, to March 31, 2026

C. Interim Dividends declared during Financial Year 2025-26

Declared at Board Meeting Dated	Dividend per Equity Share (₹) (Face Value ₹1 each)	Record Date	Payment Date
May 6, 2025	5.00	May 13, 2025	May 31, 2025
August 7, 2025	5.00	August 13, 2025	September 1, 2025
October 31, 2025	5.00	November 7, 2025	November 24, 2025
January 23, 2026	5.00	January 30, 2026	February 16, 2026

Note: Pursuant to applicable SEBI regulations, dividend payments are made exclusively through electronic modes. Physical instruments such as demand drafts are not issued for dividend payments.

D. Listing

The Company's Equity Shares are listed and traded on the following Stock Exchanges:

<table>
<tr><th>Name and Address of the Stock Exchange</th><th>Equity Segment</th><th>ISIN</th></tr>
<tr><td>BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400001</td><td>Scrip Code: 532424</td><td rowspan="2">INE102D01028</td></tr>
<tr><td>National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051</td><td>Symbol: GODREJCP</td></tr>
</table>

The Company has paid the requisite Annual Listing Fees to BSE Limited and National Stock Exchange of India Limited for the Financial Year 2026-27. The Company's securities have not been suspended from trading on either of the Stock Exchanges during the year.

Payment of Depository Fees:

The Company has paid the Annual Custody/Issuer Fees for the Financial Year 2026-27 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

E. Registrar and Share Transfer Agents

Name: MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
Unit: Godrej Consumer Products Limited
Address: C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.
Tel. No.: 022-49186270
Email ID: investor.helpdesk@in.mpms.mufg.com
Website: https://in.mpms.mufg.com/

F. **Share Transfer System**

As per the Listing Regulations, shares cannot be transferred unless they are held in dematerialized mode. Accordingly, shareholders holding shares in physical form are advised to dematerialize their holdings.

Shareholders may continue to hold securities in physical form; however, any transfer of such securities can be effected only after they are dematerialized. Shareholders are also advised to ensure that their KYC details are updated with the Company's Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited, to continue receiving corporate benefits and other investor services.

The aforesaid restriction on transfer of securities in physical form does not apply to requests for dematerialization, transmission of securities (i.e., transfer of title by operation of law, inheritance or succession) or transposition of securities (i.e., re-arrangement/interchange of the order of names of shareholders). Shareholders seeking transmission or transposition of shares held in physical form may submit the requisite documents to the Company's RTA, MUFG Intime India Private Limited. Such requests will be processed in accordance with applicable SEBI regulations and only upon verification that the documents and applications are complete and in order.

Special Window for Re-lodgement of Transfer Requests of Physical Shares:

In order to facilitate ease of investing and safeguard the rights of investors, SEBI provided a special mechanism for re-lodgment of transfer requests relating to physical share certificates that had been lodged prior to April 1, 2019, but were rejected or returned due to deficiencies in documentation. Eligible shareholders were permitted to re-submit such transfer requests through the Company's Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited during the prescribed period. Under this facility, shares transferred pursuant to approved re-lodged requests are credited only in dematerialized form to the transferee's account and are subject to a mandatory lock-in period in accordance with the applicable SEBI guidelines. The Company's RTA processes such requests only after ensuring that all documents and requirements are complete and in compliance with the applicable regulatory provisions.

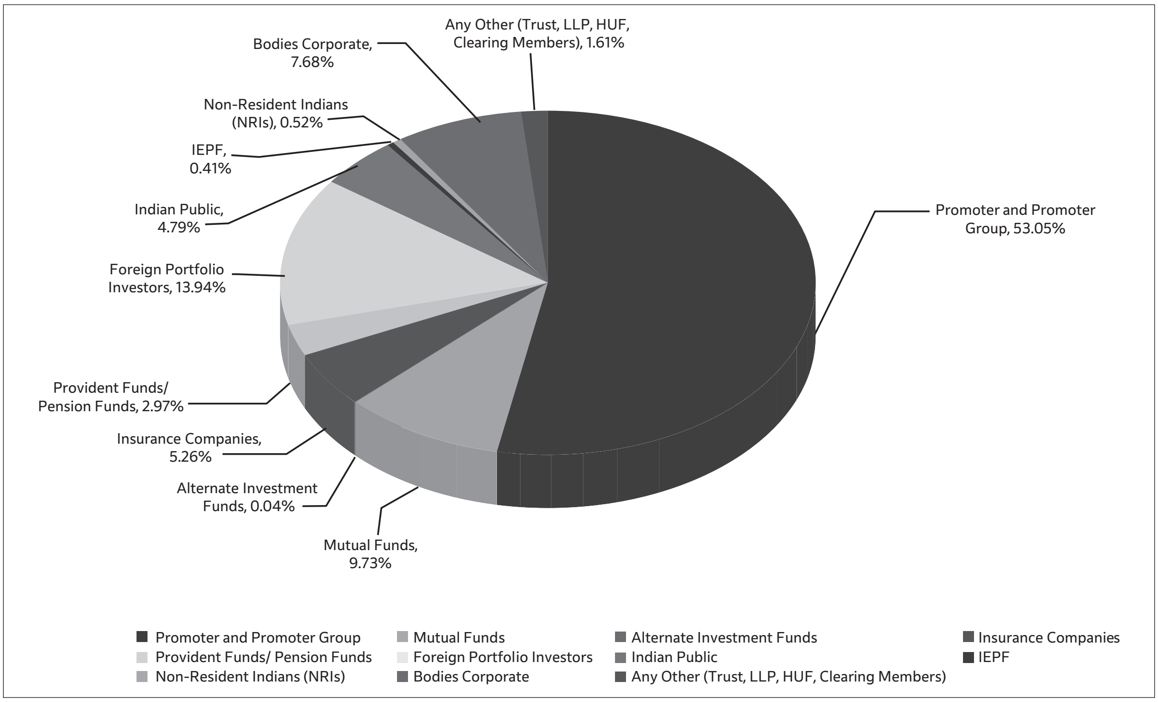
G. **Distribution of Shareholding**

Distribution of shareholding by size class as on March 31, 2026, is as below:

Number of Shares	No. of Shareholders	Shareholders (%)	Number of shares held	Shareholding %
1-500	2,01,589	92.04	1,18,77,358	1.16
501-1,000	8,704	3.97	61,06,242	0.60
1,001-2,000	4,877	2.23	70,60,051	0.69
2,001-3,000	1,297	0.59	31,78,046	0.31
3,001-4,000	614	0.28	21,59,181	0.21
4,001-5,000	299	0.14	13,33,632	0.13
5,001-10,000	590	0.27	40,64,818	0.40
10,001 and above	1,055	0.48	98,74,65,253	96.50
Total	**2,19,025**	**100.00**	**102,32,44,581**	**100.00**

Distribution of shareholding by ownership as on March 31, 2026:

Category	No. of Equity Shares	Percentage (%)
Promoter and Promoter Group (A)	**54,28,67,566**	**53.05**
Public (B)		
Mutual Funds	9,95,27,692	9.73
Alternate Investment Funds	4,21,723	0.04
Banks	4,954	0.00
Insurance Companies	5,37,81,955	5.26
Provident Funds/ Pension Funds	3,03,91,536	2.97
NBFCs registered with RBI	8,110	0.00
Other Financial Institutions	38,400	0.00
Foreign Portfolio Investors	14,26,78,164	13.94
Any Other (Institutions -Foreign)	12,600	0.00
Central Government / President of India	17,731	0.00
Indian Public	4,90,21,608	4.79
Investor Education and Protection Fund (IEPF)	42,10,501	0.41
Non-Resident Indians (NRIs)	53,03,238	0.52
Foreign Nationals	3,048	0.00
Bodies Corporate	7,84,77,059	7.68
Any Other (Trust, LLP, HUF and Clearing Members)	1,64,78,696	1.61
Sub-total (B)	**48,03,77,015**	**46.95**
Total (A+B)	**1,02,32,44,581**	**100.00**



H. Shares Held in Physical and Dematerialised Forms

As on March 31, 2026, 99.60% of the Company's Equity Shares were held in dematerialized form and the remaining 0.40% were held in physical form. In terms of folios, 96.04% were held in dematerialised form and 3.96% were held in physical form. The break-up is listed below:

Mode	Number of Shares	Percentage (%)	Number of Folios	Percentage (%)
Physical	40,53,075	0.40	8,677	3.96
Demat	1,01,91,91,506	99.60	2,10,348	96.04
Total	**1,02,32,44,581**	**100.00**	**2,19,025**	**100.00**

Shares held in dematerialised form offer greater convenience, safety and liquidity compared to shares held in physical form. Accordingly, the Company encourages shareholders holding shares in physical form to convert their holdings into dematerialised form.

I. Liquidity

The Company's Equity Shares remain actively traded on both Stock Exchanges during the Financial Year 2025-26, with higher trading activity recorded on the National Stock Exchange of India Limited (NSE) as compared to BSE Limited (BSE).

The aggregate trading volume and value of the Company's Equity Shares on the Stock Exchanges during the Financial Year 2025-26 are set out below:

Particulars	BSE	NSE	Total
Shares Traded (Nos.)	1,18,50,946	32,62,23,297	33,80,74,243
Value (₹ Crore)	1,366.65	38,649.46	40,016.11

[Source: Compiled from data available on the websites of BSE Limited and The National Stock Exchange of India Limited]

J. Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their Impact on Equity

The Company does not have any outstanding Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Warrants or Convertible Instruments as on March 31, 2026. Accordingly, there is no impact on the Equity Share Capital of the Company.

k. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

Pursuant to the SEBI Circular dated November 15, 2018, the disclosures relating to commodity price risk and hedging activities are provided in the Annexure below.

The Company is exposed to foreign exchange risks arising from its international operations, imports, exports and other foreign currency transactions. The Company's risk management framework includes appropriate measures to monitor and manage such exposures.

Annexure

1. **Risk Management Policy of the listed entity with respect to commodities including through hedging:**

   The Company has in place a Risk Management Policy that considers, *inter alia*, the Company's overall exposure to commodities, commodity price risks and hedged exposures. The Risk Management Policy is available on the Company's website at https://www.godrejcp.com/.

2. **Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:**

   a. Total exposure of the listed entity to Commodities in INR: ₹ 1,341 Crore

   b. Exposure of the listed entity to various commodities:

Commodity Name	Exposure (₹ Crore)	Exposure Quantity (MT)	% of such Exposure Hedged through Commodity Derivatives				
			Domestic market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Soap Base Materials	1,341	1,27,053	Nil	Nil	Nil	Nil	Nil

3. **Commodity Risks faced by the Company during the Financial Year and their management:**

   The Company is exposed to commodity price risks primarily in relation to imported palm oil derivatives. To mitigate the impact of price volatility, the Company enters into fixed-price contracts with overseas suppliers. For commodities imported under fixed-price contracts, the Company is also exposed to foreign exchange risk. Such risk is managed through the Company's Forex Committee, which periodically reviews the overall foreign currency exposure and, where considered appropriate, enters into forward contracts and other permitted hedging arrangements to mitigate foreign exchange risks.

   Details of hedged and unhedged foreign currency exposures are disclosed in the Notes to the Financial Statements forming part of the Annual & Integrated Report.

L. Plant Locations

The Company's manufacturing facilities are located in the following States and Union Territories:

Names of States / Union Territory	Location of Plants
Jammu & Kashmir	SICOP Industrial Estate-Kathua
Himachal Pradesh	Thana-Baddi, Katha-Baddi
Sikkim	Mamring, South Sikkim
Assam	Kalapahar-Guwahati, Brahamputra industrial park-village silla, Sarusajai-lokhra
Madhya Pradesh	Malanpur Industrial Area, District Bhind
Pondicherry (Puducherry)	Kattukuppam-Manpet Post, Nallur Village-Mannadipet Commune, Nedungadu Commune-Karaikal
Tamil Nadu	Maraimalai nagar-Chengalpattu District; Chengalpattu, Chennai

M. Address for Correspondence relating to queries of GCPL shares

Investor correspondence may be addressed to the Company's Registrar and Share Transfer Agent:

MUFG Intime India Private Limited
(formerly known as Link Intime India Private Limited)
Unit: Godrej Consumer Products Limited,
C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.
Tel. No.: +91 22 4918 6270
Email ID: investor.helpdesk@in.mpms.mufg.com
Website: https://in.mpms.mufg.com/

Investor Correspondence to the Company may be addressed to:

The Secretarial Department,
Godrej Consumer Products Limited,
Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079.
CIN: L24246MH2000PLC129806
Tel. No.: +91 22 2518 8010 / 8020 / 8030
Fax No.: +91 22 2518 8040
Email ID: investor.relations@godrejcp.com
Website: www.godrejcp.com

N. List of Credit Ratings Obtained during the Year

During the Financial Year 2025-26, the following credit ratings of the Company were reaffirmed by the respective rating agencies:

[ICRA] A1+ (pronounced as "ICRA A One Plus") for Commercial Paper aggregating ₹3,000 Crore.

[CRISIL] A1+ (pronounced as "CRISIL A One Plus") for Commercial Paper aggregating ₹3,000 Crore.

[ICRA] AAA (pronounced as "ICRA Triple A") for ₹800 Crore Long-Term / Short-Term Fund-Based/Non-Fund-Based Facilities.

O. Reconciliation of Share Capital Audit Report

Pursuant to SEBI requirements, a qualified Practicing Company Secretary carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital held with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital of the Company. The Audit Report is submitted to the Stock Exchanges where the Company's Equity Shares are listed and is placed before the Board at its Meetings on a quarterly basis. The Audit confirms that the total Listed and Paid-up share capital of the Company is in agreement with the aggregate of the shares held in dematerialised form with NSDL and CDSL and the shares held in physical form.

P. Investor Grievance Redressal:

As per SEBI Circulars issued from time to time, in case of any grievances, the shareholders are advised to first address their grievances, if any, to the Company or its Registrar and Share Transfer Agent ("RTA") for resolution. In the event that a satisfactory response is not received, shareholders may escalate their complaints through the SEBI Complaints Redress System (SCORES) or with the Stock Exchange(s). Further, if the grievance remains unresolved after exhausting the available redressal mechanisms, shareholders may seek resolution through the Online Dispute Resolution ("ODR") mechanism established by SEBI and can be accessible through following link [11].

The Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, provides various investor services and grievance redressal mechanisms through the following digital platforms:

iDIA

'iDIA' is a Chatbot developed by MUFG Intime India Private Limited, our Registrar and Share Transfer Agent, that utilizes conversational technology to provide investors with a round-the clock intuitive platform to ask questions and get information about any queries.

Investors may access iDIA by logging on to the following link [12].

SWAYAM

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Private Limited", our Registrar and Share Transfer Agent that empowers shareholders to effortlessly access various services. Investors are requested to get registered and have first-hand experience of the portal.

The application can be accessed through the following link[13].

Service Request Platform:

The Query or service request can be raised through the following link[14]

Q. Initiatives by the Investor Education and Protection Fund (IEPF) for Shareholders/Claimants

The Investor Education and Protection Fund (IEPF) Authority has undertaken several initiatives to support shareholders and claimants by enhancing investor awareness, facilitating claim processing, and assisting in the recovery of unclaimed dividends and shares. These initiatives are aimed at improving investor outreach, strengthening stakeholder engagement, and ensuring ease of access to investor services. Some of the key initiatives are outlined below:

Niveshak Shivir /Sunwai	The Investor Education and Protection Fund (IEPF) Authority launched Niveshak Sunwai, a dedicated grievance redressal initiative aimed at addressing the queries and concerns of claimants across the country. The initiative facilitates direct engagement with claimants, providing timely guidance and support for the resolution of claim-related issues. For details, claimants are advised to visit the IEPF Authority's website through the following link[15].
100 Days Campaign -Saksham Niveshak	The Company actively participated in the '100 Days Campaign – Saksham Niveshak', an initiative of the IEPF Authority aimed at enhancing investor awareness and facilitating investor services. Demonstrating a proactive commitment to shareholder engagement, the Company undertook various outreach measures to assist shareholders in updating their KYC details, dematerialising physical shareholdings, and claiming unpaid dividends.

[11] https://smartodr.in/login

[12] https://in.mpms.mufg.com/

[13] https://swayam.in.mpms.mufg.com/

[14] https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

[15] https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html

R. Details of cyber security incidents or breaches or loss of data or documents

During the Financial Year 2025-26, the Company did not experience any cyber security incidents or breaches, or any loss of data or documents that were required to be disclosed under applicable laws and regulations.

6. OTHER DISCLOSURES

A. Related Party Transactions

All Related Party Transactions entered into during FY 2025-26, as defined under the Companies Act, 2013 and the Listing Regulations, were in the ordinary course of business and on an arm's length basis. No material transaction with any Related Party was in conflict with the interests of the Company. The Statement of Related Party Transactions entered into by the Company is also placed before the Audit Committee for its review on a quarterly basis.

The Financial Statements for FY 2025-26 have been prepared in accordance with the Indian Accounting Standards notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies applied consistently are set out in the Notes to the Accounts. Disclosures required under Ind AS 24 have been made in the Notes to the Financial Statements. Shareholders' attention is drawn to Note No. 49 of the Standalone Financial Statements forming part of this Annual & Integrated Report.

The Policy on Materiality and dealing with Related Party Transactions is available on the website of the Company and can be accessible through following link [16].

B. Details of Non-Compliance on matters related to Capital Markets

There have been no instances of non-compliance by the Company, nor have any penalties or strictures been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authority on matters relating to the capital markets during the last 3 (three) years.

C. Vigil Mechanism/ Whistle Blower Policy

Your Company promotes ethical conduct in all its business activities and has established a Vigil Mechanism to report actual or suspected fraud, unethical behaviour, violations of laws, regulations or the Company's Code of Conduct. Under the Whistle Blower Policy, employees may report such concerns to the Whistle Blowing Officer. No employee has been denied access to the Audit Committee. The Company ensures confidentiality of reported concerns and protects whistle blowers from any discriminatory or retaliatory actions. The Vigil Mechanism / Whistle Blower Policy is available on the Company's website and can be accessible through following link [17].

D. Public, Rights and Other Issues / Utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations

There were no public issues, rights issues or other capital issuances during FY 2025-26, except for the allotment of 2,36,617 (Two- Lakh Thirty-Six Thousand Six Hundred Seventeen) Equity Shares to employees under the Godrej Consumer Products Limited – Employee Stock Grant Scheme, 2011 (ESGS 2011).

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[16] https://www.godrejcp.com/investors/compliance-and-corporate-governance/policies-and-codes

[17] https://www.godrejcp.com/investors/compliance-and-corporate-governance/policies-and-codes

E. Unclaimed Suspense Account

In compliance with the Listing Regulations, unclaimed shares have been transferred to a demat account titled ‘Unclaimed Suspense Account’. Upon receipt of a valid claim and completion of the requisite verification process, such shares are credited to the claimant’s demat account. The voting rights pertaining to these shares remain frozen until they are claimed by the rightful owner.

Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as on April 1, 2025	1,332	7,75,537
Number of shareholders and aggregate shares transferred to the Unclaimed Suspense Account during FY 2025-26	0	0
Number of shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during FY 2025-26 and the aggregate shares transferred	47	30,753
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during FY 2025-26 and the aggregate shares transferred	47	30,753
Number of shareholders and aggregate shares transferred from the Unclaimed Suspense Account to the IEPF during FY 2025-26	633	3,69,904
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account as at March 31, 2026	652	3,74,880

F. Suspense Escrow Demat Account

Pursuant to the Listing Regulations, the Company has opened a Suspense Escrow Demat Account for crediting shares relating to shareholders who have not dematerialised their holdings by submitting the Letter of Confirmation within the prescribed timelines. The details are set out below:

Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and outstanding shares lying in the Suspense Escrow Demat Account as on April 1, 2025	14	5,185
Number of shareholders and aggregate shares transferred to the Suspense Escrow Demat Account during FY 2025-26	6	2,672
Number of shareholders who approached the Company for transfer of shares from the Suspense Escrow Demat Account during FY 2025-26 and the aggregate shares transferred	8	4,589
Number of shareholders to whom shares were transferred from the Suspense Escrow Demat Account during FY 2025-26 and the aggregate shares transferred	8	4,589
Aggregate number of shareholders and outstanding shares lying in the Suspense Escrow Demat Account as on March 31, 2026	12	3,268

G. Transfer of unclaimed amounts/shares to the investor education and protection fund (IEPF):

As per Sections 124 and 125 of the Act, read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (collectively referred to as “IEPF Rules”), any dividends or proceeds from the sale of fractional shares that remain unclaimed/unpaid for a period of 7 (seven) years must be transferred to the IEPF. Additionally, shares with unclaimed dividends for 7 (seven) consecutive years must be transferred to the Demat Account of the IEPF Authority, except when a court or statutory authority restrains transfer. Accordingly, unpaid / unclaimed dividend aggregating to ₹4,72,60,163.30 (Rupees Four Crore Seventy-Two Lakh Sixty Thousand One Hundred Sixty- Three and Thirty Paise Only) and 6,60,439 (Six Lakh Sixty Thousand Four Hundred and Thirty-Nine) Equity Shares were transferred to IEPF, as per the prescribed procedures.

The Company sends reminders to shareholders periodically, urging them to claim their unclaimed dividends to avoid transfer to the IEPF Authority. Notices are also published in newspapers, and the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2026, will be available on the Company's website within 60 (sixty) days from the date of the Annual General Meeting and can be accessed through following link [18].

However, shareholders can claim back their shares and unclaimed dividends transferred to the IEPF by following the prescribed procedure under the IEPF Rules. The shareholder/ claimant post obtaining Entitlement Letter from the Company must make an online application to the IEPF Authority in e-Form No. IEPF-5 at following link[19] and submit the necessary documents to the Company.

H. Certificate regarding No-Disqualification of Directors

A certificate from M/s. Nilesh Shah & Associates, Company Secretaries, has been obtained confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a director by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority.

The Certificate issued is enclosed below.

[18] https://www.godrejcp.com/investors/investor-information/unclaimed-dividend.

[19] https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Godrej Consumer Products Limited
Godrej One, 4th Floor,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai - 400 079,
Maharashtra.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Godrej Consumer Products Limited** (hereinafter referred to as 'the Company'), having CIN **L24246MH2000PLC129806** and having its registered office at Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400 079, Maharashtra (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and carried by us and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2026** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Nadir B. Godrej	00066195	29-11-2000
2	Ms. Tanya Dubash	00026028	02-05-2011
3	Ms. Nisaba Godrej	00591503	02-05-2011
4	Ms. Shalini Puchalapalli	07820672	14-11-2023
5	Mr. Pirojsha Godrej	00432983	01-04-2017
6	Ms. Pippa Armerding	08054033	30-01-2018
7	Mr. Sumeet Narang	01874599	01-04-2019
8	Mr. Sudhir Sitapati	09197063	18-10-2021
9	Mr. Aditya Sehgal	09693332	15-07-2024
10	Ms. Amisha Jain	05114264	25-09-2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nilesh Shah & Associates
Company Secretaries

Puneet Motwani
Partner

UDIN: A038530H000289066

ACS - 38530
C.P. No. – 27593
Peer Review No.:7810/2026

Date: 06/05/2026
Place: Mumbai

I. Details of Total Fees Paid to Statutory Auditors

Details of the total fees paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities forming part of its network firms/network entities for services rendered are provided below:

Amount ₹Crore

Type of Services	2025-26	2024-25
Audit Fees	6.53	5.69
Others	0.28	0.38
Total	**6.81**	**6.07**

J. Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013:

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Godrej Industries Group. The Company has constituted Internal Complaints Committee for Head Office, South Region, East Region, West Region, North and Central Region, Northeast Cluster, South Cluster, Central West Cluster and North Cluster. Ms. Reena Bibals is the Presiding Officer for the Internal Complaints Committees. While the Act is applicable only to the women employees, our Company's policy covers all employees. The details of Complaints received during the Financial Year are as under:

a. Number of complaints filed during the Financial Year - 8

b. Number of complaints disposed of during the Financial Year - 6

c. Number of complaints pending as on end of the Financial Year - 2

Note: Out of the two complaints pending as on March 31, 2026, one complaint was subsequently closed within the prescribed timeline, while the other remained under process and was within the timeline prescribed under the POSH Act.

K. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Neither the Company nor its subsidiaries have granted any loans or advances in the nature of loans to firms or companies in which any of the Directors is interested.

L. Details of Material Subsidiaries:

In compliance with the Listing Regulations, the Board has formulated the Policy for determining Material Subsidiaries. The policy is available at the Company's website and can be accessed at following link [20].

Name of the Material Subsidiary	Date & Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditor
Godrej Africa Holdings Limited	19/01/2015, Port Louis, Mauritius	SM & Co	February 7, 2020
Strength of Nature LLC	25/02/2000, Atlanta, Georgia	BSR & Co., India (KPMG India)	October 1, 2021
Godrej Consumer Products Holding Mauritius Limited	23/02/2010, Port Louis, Mauritius	SM & Co	February 7, 2020

[20] https://www.godrejcp.com/investors/compliance-and-corporate-governance/policies-and-codes

Name of the Material Subsidiary	Date & Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditor
PT Godrej Consumer Products Indonesia	29/01/1996, Jakarta, Indonesia	KPMG – Indonesia -Sidharta & Widjaja Registered Public Accountants	June 14, 2017
Godrej Mauritius Africa Holdings Limited	14/03/2011, Mauritius	SM & Co	February 7, 2020

M. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

N. Disclosures of compliance with Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

The Board periodically reviews compliance with all applicable laws and the corrective actions taken, if any, in respect of instances of non-compliance. The Company has complied with all the mandatory requirements of the Listing Regulations and has submitted the quarterly Corporate Governance Compliance Reports to the Stock Exchanges in accordance with Regulation 27(2)(a) of the Listing Regulations.

Corporate Governance Report for the Financial Year 2025-26 is given in table below:

I. Disclosure under regulation 46 of listing regulations:

Particulars	Compliance status (Yes/No/NA)
Details of Business	Yes
Memorandum of Association and Articles of Association	Yes
Brief profile of Board of Directors including directorship and full-time positions in body corporates	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable

Particulars	Compliance status (Yes/No/NA)
Schedule of analyst or institutional investor meet, and presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events	Yes
Audio recordings, video recordings, if any and transcripts of post earnings or quarterly calls, by whatever new name called, conducted physically or through digital means	Yes
New name and the old name of the listed entity	Not Applicable
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Secretarial Compliance Report	Yes
Materiality Policy as per Regulation 30 (4)	Yes
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
Disclosures under regulation 30(8)	Yes
Statements of deviation(s) or variations(s) as specified in regulation 32	Not Applicable
Dividend Distribution policy as per Regulation 43A(1)	Yes
Annual Return as provided under section 92 of the Companies Act, 2013	Yes
Employee Benefit Scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

II. Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee Meeting	21(3B)	Yes
Gap between the Meetings of the Risk Management Committee	21(3C)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	Not Applicable
Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Not Applicable
Vacancies in respect Key Managerial Personnel	26A (1) & 26A(2), 26A(3)	Yes

O. **Recommendation by the Board Committees**

There were no instances during FY 2025-26 where the Board did not accept any recommendation of its Committees.

P. **Compliance with discretionary and non-mandatory requirements**

The Company has adopted and complied with the following discretionary and non-mandatory requirements prescribed under the Listing Regulations:

(i) **Shareholders' Rights:**

As the quarterly and half-yearly financial results are published in newspapers and are also available on the Company's website, they are not circulated separately to shareholders.

(ii) **Audit Qualifications:**

The Statutory Auditors have expressed an unmodified opinion on the Financial Statements of the Company.

(iii) **Separate Post of Chairperson and Managing Director:**

The positions of Chairperson and Managing Director & Chief Executive Officer are held separately.

(iv) **Reporting of Internal Auditor:**

The Internal Auditors report directly to the Audit Committee and submit their reports on a quarterly basis for review by the Committee.

(v) **Independent Directors Meeting:**

During FY 2025-26, 2 (Two) Meetings of the Independent Directors were held without the presence of Non-Independent Directors and members of the management. A majority of the Independent Directors endeavoured to attend these Meetings.

Q. **Code of Conduct**

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on company's website and can be accessible through following link[21]

The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended March 31, 2026, is given below:

DECLARATION BY THE MANAGING DIRECTOR

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2026.

For Godrej Consumer Products Limited

Sudhir Sitapati
Managing Director & CEO

Mumbai, May 6, 2026

R. **Disclosures by Management to the Board of Directors**

The Company has received disclosures from all Senior Management Personnel confirming that they had no personal interest in any material financial or commercial transactions of the Company during FY 2025-26.

S. **CEO and CFO Certification**

Pursuant to the provisions outlined in Regulation 17(8) of the Listing Regulations,

[21] https://www.godrejcp.com/investors/compliance-and-corporate-governance/policies-and-codes

Mr. Sudhir Sitapati, Managing Director & CEO and Mr. Aasif Malbari, Chief Financial Officer have issued a certificate verifying that the financial statements are free from any materially false statement and accurately reflect the Company's current state of affairs.

T. Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of this Annual & Integrated Report.

U. Disclosure of Accounting Treatment in preparation of Financial Statements

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013.

7. PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

As required under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and Paras C, D and E of Schedule V of the Listing Regulations, a certificate from M/s. Nilesh Shah & Associates, Practising Company Secretaries, confirming compliance with the conditions of corporate governance is annexed to the Board's Report.