

Godrej Consumer Products Ltd.  
Regd. Office : Godrej One,  
4th Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (E), Mumbai 400 079, India.  
Tel. : +91-22-2518 8010/8020/8030  
Fax: +91-22-2518 8040  
Website : www.godrejcp.com  
CIN : L24246MH2000PLC129806

Date: October 25, 2016

To,  
The General Manager  
**The BSE Limited**  
Department of Corporate Services  
P.J. Towers Dalal Street  
Mumbai – 400 001  
**BSE script code: 532424**

To  
The Manager  
Listing Department  
**The National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai – 400051.  
**NSE Symbol: GODREJCP**

Quarterly Compliance report on Corporate Governance as per Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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Dear Sirs,


Please find enclosed herewith Compliance Report on Corporate Governance as per Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the formats given below:

Annexure I - for the quarter ended 30<sup>th</sup> June, 2016 and

Annexure II – for the quarter ended 31<sup>st</sup> March, 2016

Thanking You,  
Yours Faithfully,

For Godrej Consumer Products Limited

  
V. Srinivasan

Chief Financial Officer & Company Secretary



Encl: As above



## Compliance Report on Corporate Governance

### ANNEXURE I

#### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Godrej Consumer Products Limited  
2. Quarter ending - 30-Jun-2016

I. Composition of Board of Directors										
Title (Mr/Ms)	Name of the Director	DIN	PAN	Category (Chairperson/ Executive/Non- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	A. B. Godrej	00065964		C & ED	01-Apr-2013		-	3	1	2
Mr.	J. N. Godrej	00076250		NED	28-Jul-2014		-	5	2	1
Mr.	N. B. Godrej	00066195		NED	03-Aug-2013		-	6	2	1
Ms.	Tanya Dubash	00026028		NED	28-Jul-2014		-	2	1	1
Ms.	Nisaba Godrej	00591503		ED	01-Jul-2013		-	1	0	0
Mr.	Narendra Ambwani	00236658		ID	28-Jul-2014		1	3	9	1
Mr.	Bharat Doshi	00012541		ID	26-Sep-2014		1	2	2	1
Mr.	Vivek Gambhir	06527810		ED	01-Jul-2013		-	1	2	0
Mr.	Omkar Goswami	00004258		ID	26-Sep-2014		1	7	7	1
Mr.	Aman Mehta	00009364		ID	26-Sep-2014		1	6	4	3
Mr.	D. Shivakumar	00364444		ID	26-Sep-2014		1	1	2	0
Ms.	Ireena Vittal	05195656		ID	26-Sep-2014		1	5	7	0

### II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bharat Doshi	ID	Chairperson
2	Omkar Goswami	ID	Member
3	Aman Mehta	ID	Member
4	D. Shivakumar	ID	Member
5	Ireena Vittal	ID	Member
6	Narendra Ambwani	ID	Member



<b>Stakeholders Relationship Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	J. N. Godrej	NED	Member
2	N. B. Godrej	NED	Chairperson
3	A. B. Godrej	C & ED	Member
4	Vivek Gambhir	ED	Member

<b>Risk Management Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vivek Gambhir	ED	Member
2	Nisaba Godrej	ED	Member
3	Omkar Goswami	ID	Chairperson

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ireena Vittal	ID	Member
2	D. Shivakumar	ID	Member
3	Aman Mehta	ID	Member
4	Omkar Goswami	ID	Member
5	Bharat Doshi	ID	Member
6	Narendra Ambwani	ID	Chairperson

<b>III. Meeting of Board of Directors</b>		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
27-Jan-2016	03-May-2016	96

<b>IV. Meeting of Committees</b>				
<i>Type of Meeting</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	03-May-2016	Yes	27-Jan-2016	96
Stakeholders Relationship Committee	06-Apr-2016	Yes	28-Jan-2016	
Stakeholders Relationship Committee	12-May-2016	Yes	16-Feb-2016	
Stakeholders Relationship Committee	28-Jun-2016	Yes	18-Mar-2016	
Nomination & Remuneration Committee	03-May-2016	Yes	27-Jan-2016	



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here: **No Comments**

**Name :** V. Srinivasan  
**Designation :** Company Secretary & Compliance Office





## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance status (Yes/No/NA)</b>
Details of business		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		Not Applicable
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Not Applicable
New name and the old name of the listed entity		Not Applicable
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes



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Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)	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)	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)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. –  
Yes

Name :   
Designation : V Srinivasan  
Company Secretary

