



GODREJ CONSUMER PRODUCTS LIMITED

Registered Office:

Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079

Tel.: +91 22 25188010/20/30 **Fax:** +91 22 25188040

Website: www.godrejcp.com **E-mail:** investor.relations@godrejcp.com

CIN: L24246MH2000PLC129806

Notice of the AGM

NOTICE is hereby given that the 17th ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Monday, July 31, 2017, at 3.00 p.m. at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400079 to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2017, the Balance Sheet as on that date, the Auditors' Report thereon, and the Directors' Report;
- To declare dividend on equity shares;
- To appoint a Director in place of Mr Jamshyd Godrej (DIN:

00076250), who retires by rotation, and being eligible, offers himself for re-appointment;

- To appoint a Director in place of Mr Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment;
- To appoint Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**
'Resolved That pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) be appointed as Statutory Auditors of the Company, to

hold office from the conclusion of the 17th AGM, (i.e. this AGM) of the Company to the conclusion of the 22nd AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.'

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

- Ordinary Resolution for the ratification of remuneration payable to M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), appointed as Cost Auditors of the Company for the fiscal year 2017-18**
'Resolved That pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the fiscal year 2017-18, be paid a remuneration of ₹ 6,21,000/- per annum plus applicable taxes and out-of-pocket expenses that may be incurred.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to perform all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution'.

7. **Ordinary Resolution for appointment of Mr Pirojsha Godrej (DIN: 00432983) as a Non-Executive Director**

'Resolved That pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr Pirojsha Godrej (DIN: 00432983), who was appointed as an Additional Director of the Company with effect from April 1, 2017, and whose term expires at this AGM, and in respect of whom the Company has received

a notice in writing along with a deposit from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

8. **Ordinary Resolution for appointment of Ms Ndidi Nwuneli (DIN: 07738574) as an Independent Director**

'Resolved That pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms Ndidi Nwuneli (DIN: 07738574), who was appointed as an Additional & Independent Director of the Company with effect from April 1, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 1, 2017.'

9. **Ordinary Resolution for fixing Commission on Profits to Non-Executive Directors and Independent Directors**

'Resolved That pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, provisions of Listing Regulations and the Articles of Association of the Company, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director and Whole-time Director of the Company) for a period of 3 years commencing from April 1, 2017, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination) but so that such commission shall not exceed 1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate OR ₹ 20 Lakhs per director per annum plus taxes at applicable rate, whichever is less.'

**By Order of
the Board of Directors**

**V Srinivasan
Chief Financial Officer
& Company Secretary**

Mumbai, June 23, 2017

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on his/her behalf. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM. A person shall not act as a Proxy for more than 50 members and holding, in aggregate, not more than 10 per cent of the total voting share capital of the Company. However, a single person may act

- as a proxy for a member holding more than 10 per cent of the total voting share capital of the Company provided that such a person shall not act as a proxy for any other person.
3. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
 4. Members are requested to bring their copy of the Annual Report to the AGM.
 5. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
 6. The route map for the venue of the meeting has been provided in the attendance slip.

7. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Unclaimed Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars, M/s Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400001 (e-mail: gcpl@computechsharecap.in) or the Company for payment thereof.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2010-11	1 st Interim	August 2010	August 29, 2017
2010-11	2 nd Interim	November 2010	December 05, 2017
2010-11	3 rd Interim	February 2011	February 27, 2018
2010-11	4 th Interim	May 2011	June 07, 2018
2011-12	1 st Interim	August 2011	August 28, 2018

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF.

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time.

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

9. E-voting

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India,

the Company is pleased to provide its members the facility to exercise their right to vote at the 17th AGM through electronic means and the business may be transacted through the e-voting services provided by the Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as follows:-

- (i) The e-voting facility is available from **9.00 a.m. (IST) on Wednesday, July**

26, 2017 to 5.00 p.m. (IST) on Sunday, July 30, 2017.

The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical or dematerialised (demat) form, as on the cut-off date, **Monday, July 24, 2017**, may cast their vote electronically.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com

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| (iii) Click on Shareholders. | in the physical Form | in demat form and have |
| (iv) Enter their User ID | should enter the Folio | previously logged on to |
| a. For CDSL use the 16-digit beneficiary ID, | Number registered with the Company. | www.evotingindia.com and |
| b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID, | (v) Next, enter the Image Verification as displayed and Click on Login. | have voted earlier on a poll of any company, then the existing password is to be used. |
| c. Members holding shares | (vi) If shareholders hold shares | (vii) First time users should follow the following steps: |

For Members holding shares in demat and physical forms

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv)

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| (viii) After entering these details appropriately, click on 'SUBMIT' tab. | (xi) Click on the EVSN for GODREJ CONSUMER PRODUCTS LIMITED to vote. | (xvii) If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system. |
| (ix) Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. | (xii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. | (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile. |
| (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. | (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details. | (xix) Note for Non-Individual Shareholders and Custodians |
| | (xiv) After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote. | <ul style="list-style-type: none"> • Non-individual shareholders (i.e. other than Individuals, including HUFs, NRIs, etc.) and Custodians are required to log on to www.evotingindia.com and |
| | (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. | |
| | (xvi) You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page. | |

register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User will be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com, and on approval of the accounts, they will be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in the PDF format in the system for the scrutiniser to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and the e-voting manual available on www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

10. In case of members who are attending the AGM and are entitled to vote but have not exercised their right to vote electronically, the Executive Chairperson of the Company will

order a poll on her own motion for all businesses specified in the accompanying Notice. Poll papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, please note that the members who have exercised their right to vote electronically shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/record date i.e. July 24, 2017. The poll process shall be conducted and scrutinised and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Rules made thereunder.

11. Mr Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) or, failing him, Ms Bhavana Shewakramani (Membership No. FCS 8636) has been appointed as the Scrutiniser to scrutinise the e-voting process (including the votes cast at the poll by the Members at the AGM) in a fair and transparent manner.

12. The Scrutiniser shall, within a period not exceeding 3 working days from the date of close of e-voting, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and shall forthwith prepare the Scrutiniser's Report of the votes cast in favour of or against, if any, on the resolutions and submit the same to the Chairman Emeritus, the Executive Chairperson, or the Managing Director & CEO of the Company.

13. The results of e-voting and the poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be

passed on the AGM date, subject to the receipt of the requisite numbers of votes in favour of the resolutions.

14. The results declared along with the Scrutiniser's Report shall be placed on the Company website www.godrejcp.com within 2 days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed and traded.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer
& Company Secretary

Mumbai, June 23, 2017

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

ITEM 5

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants have been the Statutory Auditors of the Company since incorporation in the year 2000. Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint new Statutory Auditors of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 9, 2017, the Board considered and approved the appointment of B S R & Co, LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022) as the Statutory Auditors to hold office from the conclusion of the 17th AGM on July 31, 2017 (i.e. the forthcoming AGM), until the conclusion of the 22nd AGM in the year 2022, at a remuneration as may be agreed upon by the Board of Directors and the Auditors.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, the said resolution.

A brief profile of B S R & Co. LLP, is as follows:

B S R & Co. ('the firm ') was constituted on 27th March, 1990 having firm registration no. 101248W. It was converted into a limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 with firm registration no. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound , N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011 .

B S R & Co. LLP is a member entity of B S R & Associates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Associates network include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R R & Co, B S S R & Co and B B S R & Co. B S R & Co. LLP has access to the international knowledge and methodology of KPMG International.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

ITEM 6

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required

to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 9, 2017, the Board considered and approved the appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2017-18 at a remuneration of ₹ 6,21,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, the said resolution.

ITEM 7

The Board of Directors, at its meeting held on January 30, 2017, approved the appointment of Mr Pirojsha Godrej as an Additional Director, on the Board of the Company with effect from April 1, 2017, subject to the shareholders' approval.

The details of Mr Pirojsha Godrej, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

The Board of Directors recommend the Ordinary Resolution as detailed in Item No. 7 of the Notice for the approval of the shareholders.

Mr Adi Godrej, Chairman Emeritus; Ms Tanya Dubash, Director; Ms Nisaba Godrej, Executive Chairperson; and Mr Pirojsha Godrej himself, are interested in the resolution under Item No. 7.

ITEM 8

The Board of Directors, at its meeting held on January 30, 2017, approved the appointment of Ms Ndidi Nwuneli as an Additional & Independent Director on the Board of the Company with effect from April 1, 2017, subject to the shareholders' approval.

The details of Ms Ndidi Nwuneli, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

Godrej Consumer Products Limited (GCPL) has a significant presence in the sub-Saharan African sub-continent and Africa is expected to be a major growth engine for the Company going forward. Ndidi Nwuneli is the Founder of LEAP Africa; Co-Founder of AACE Food Processing & Distribution, an indigenous agroprocessing company; and a partner at Sahel Capital, an advisory and private equity firm focused on the agribusiness sector in West Africa. She is also the director of the African Philanthropy Forum. A detailed resume is provided below. Ndidi's professional expertise, significant experience and perspectives will be very helpful in the Company's journey towards becoming the leading home and personal care player in Africa. Ndidi's appointment will enable GCPL to leverage her strong expertise and background to guide GCPL's growth in Africa.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the shareholders, as in the opinion of the Board, Ms Ndidi Nwuneli fulfils the conditions for appointment as specified in the Companies Act, 2013.

Ms Ndidi Nwuneli herself is interested in the resolution under Item No. 8.

ITEM 9

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance.

The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts.

The shareholders of the Company have at the AGM held on July 28, 2014, accorded their consent for payment of commission on profits to the Non-Executive Directors and the Independent Directors of the Company at a rate not exceeding

1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Sections 197 and 198 of the Companies Act, 2013) plus service tax at an applicable rate OR ₹15 lakhs per Non-Executive Director or Independent Director per annum plus service tax as applicable, whichever is less, for the fiscal years 2014-15, 2015-16, and 2016-17.

For fiscal years 2017-18, 2018-19, and 2019-20, the payment of commission on profits is proposed at a rate not exceeding 1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Section 198 of the Companies Act, 2013), plus taxes at an applicable rate, subject to a maximum amount of ₹ 20 lakhs per annum plus taxes at applicable rate per director.

All the Non-Executive Directors and the Independent Directors of the Company are concerned or interested financially in the resolution because the resolution relates to payment of commission to self. Mr Adi Godrej, Chairman Emeritus, and Ms Nisaba Godrej, Executive Chairperson, who are KMP are also concerned or interested in the resolution because the resolution relates to the payment of commission to their relatives. Save and except these persons, no other Director or KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer
& Company Secretary

Mumbai, June 23, 2017

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment/ Re-appointment of Directors

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Category	Non-Executive Director	Non-Executive Director	Non-Executive Director	Independent Director
DIN	00076250	00066195	00432983	07738574
Date of Birth and Age	January 24, 1949 68 years	August 26, 1951 66 years	October 27, 1980 37 years	March 22, 1975 42 years
Qualification	B.S, IIT, Chicago,U.S.A	<ul style="list-style-type: none"> B.S Chem Engg (M.I.T, U.S.A) M.S Chem Engg (Stanford, U.S.A) 	<ul style="list-style-type: none"> MBA, Columbia Business School Masters-International Affairs, School of International & Public Affairs at Columbia University Graduate-Economics, Wharton School of Business 	<ul style="list-style-type: none"> MBA from Harvard Business School Undergraduate Degree with Honours in Multinational and Strategic Management from the Wharton School of the University of Pennsylvania
Nature of Expertise/ Experience	Industrialist	Industrialist	Management	Social Entrepreneur/ Managing Consultant
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	March 1, 2001	November 29, 2000	April 1, 2017	April 1, 2017
Terms & Conditions of Appointment/ re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as an Independent Director for 5 years
Last Drawn Remuneration Details along with remuneration sought to be paid	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	As a Non-Executive Independent Director, she is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013
No. of shares held in GCPL as at March 31, 2017	16,06,808 (As a trustee of Raika Godrej Family Trust, beneficial interest is of Raika Godrej)	9,17,454	10,71,075	Nil
Relationship with other Directors/ Manager/KMP	Not related	Brother of Adi Godrej	Son of Adi Godrej Brother of Tanya Dubash and Nisaba Godrej	Not related
No. of Board meetings attended out of 4 meetings held during the year	All 4	All 4	NA	NA

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Directorship details	<p>Listed Public Companies: Godrej Consumer Products Limited Godrej Industries Limited Godrej Properties Limited</p> <p>Public Companies: Godrej & Boyce Manufacturing Company Limited Godrej Agrovet Limited</p> <p>Private Companies: Godrej Investments Private Limited Illinois Institute of Technology (India) Private Limited</p> <p>Foreign Companies: Godrej (Singapore) Pte. Ltd. Godrej (Vietnam) Company Ltd. Godrej & Khimji (Middle East) LLC Urban Electric Power Inc. Singapore-India Partnership Foundation, Singapore World Resources Institute, USA</p> <p>Section 8 Companies: Breach Candy Hospital Trust Singapore-India Partnership Foundation, India Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation Indian Machine Tool Manufacturers Association IMTMA Machine Tool Industry Park</p> <p>LLPs: Godrej & Boyce Enterprise LLP JNG Enterprise LLP RKN Enterprise LLP</p>	<p>Listed Public Companies: Godrej Consumer Products Limited Godrej Industries Limited Godrej Properties Limited Mahindra And Mahindra Limited The Indian Hotels Company Limited Astec Lifesciences Limited</p> <p>Public Companies: Godrej & Boyce Manufacturing Company Limited Godrej Agrovet Limited Creamline Dairy Products Limited Godrej Tyson Foods Limited</p> <p>Private Companies: Isprava Vesta Private Limited</p> <p>Foreign Companies: Godrej International Limited ACI Godrej Agrovet Private Limited</p> <p>LLPs: ABG Venture LLP NBG Enterprise LLP Anamudi Real Estate LLP</p> <p>Partnership Firms: Partner in RKN Enterprises</p>	<p>Listed Public Companies: Godrej Consumer Products Limited Godrej Properties Limited</p> <p>Private Companies: Swaddle Projects Private Limited Godrej Investments Advisers Private Limited Godrej One Premises Management Private Limited</p> <p>LLPs: Designated partner in Anamudi Real Estates LLP</p> <p>Partnership Firms: Partner in RKN Enterprises</p>	<p>Listed Public Companies: Godrej Consumer Products Limited</p> <p>Foreign Companies: Nestle Nigeria Plc Nigerian Breweries Plc LEAP Africa Ltd/GTE Fairfax Africa Holdings AACE Food Processing & Distribution Ltd Sahel Capital Partners & Advisory</p>

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Committee Positions	<p>Member: <u>Stakeholders' Relationship Committee:</u> Godrej Consumer Products Limited</p> <p><u>CSR Committee:</u> Godrej & Boyce Manufacturing Company Limited</p>	<p>Chairman: <u>Stakeholders' Relationship Committee:</u> Godrej Consumer Products Limited The Indian Hotels Company Limited</p> <p><u>CSR Committee:</u> Godrej Consumer Products Limited Godrej Agrovet Limited</p> <p>Member: <u>Stakeholders' Relationship Committee:</u> Godrej Industries Limited</p> <p><u>Audit Committee:</u> Mahindra And Mahindra Limited The Indian Hotels Company Limited</p> <p><u>CSR Committee:</u> The Indian Hotels Company Limited</p> <p><u>Nomination & Remuneration Committee:</u> The Indian Hotels Company Limited Mahindra And Mahindra Limited</p>	<p>Chairman: <u>CSR Committee:</u> Godrej Properties Limited</p> <p>Member: <u>Stakeholders' Relationship Committee:</u> Godrej Properties Limited</p>	<p>Member: <u>Audit Committee:</u> Godrej Consumer Products Limited</p> <p><u>Nomination & Remuneration Committee:</u> Godrej Consumer Products Limited</p>

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

Mr Jamshyd Godrej

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

Jamshyd Godrej is the former Chairman of Ananta Aspen Centre (previously known as Aspen Institute India), Chairman & Trustee of Ananta Centre. He is the President of World

Wide Fund for Nature – India. He is the Chairman of the Board of Directors of Shakti Sustainable Energy Foundation, India Resources Trust and Council on Energy, Environment and Water. He is a Director of World Resources Institute, USA. He is also a Trustee of the Asia Society, USA. He is a member of Toyota Motor's Global Advisory Board and Asia Pacific Regional Advisory Committee. He is the Past President of Confederation of Indian Industry and also the Past President of the Indian Machine Tool Manufacturers'

Association.

Jamshyd Godrej is the Chairman of the CII Sohrabji Godrej Green Business Centre. The Centre is housed in a LEED Platinum demonstration building which is the first green building in India and the greenest building in the world at the time when it was rated. The Green Business Centre is a Centre of Excellence for green buildings, energy efficiency, energy conservation, non-conventional energy sources, water policy, water conservation, etc.

Godrej and Boyce Mfg. Co. Ltd. manufactures and markets refrigerators; washing machines; air conditioners; office furniture; home furniture; security equipment for banks (such as safes, strong room doors, bank lockers, etc.) and for commercial establishments and homes; locks and latches, forklift trucks and warehousing equipment; process equipment for chemical, petrochemical, refineries and allied industries; precision tools for sheet metal, zinc, aluminium; real estate development.

The Godrej group are leaders in home appliances, consumer durables, office equipment, industrial products, consumer products and services.

Jamshyd Godrej is an ardent yachting enthusiast and has done extensive cruising along the west coast of India, the Baltic & North Sea, the Atlantic Ocean and in the Mediterranean Sea.

The President of India conferred on Jamshyd Godrej the "Padma Bhushan" on 3rd April 2003.

Mr Nadir Godrej

Nadir Godrej is a Non-Executive Director of the Company. He is the Managing Director of Godrej Industries and Chairman of Godrej Agrovet. He is also a Director of numerous firms including Godrej & Boyce Co Ltd, Indian Hotels Co Ltd, and Mahindra & Mahindra Ltd.

A veteran of the Indian industry, Nadir Godrej has played an important role in developing the animal feed, agricultural input, and chemicals businesses owned by Godrej. His active interest in research related to these areas has resulted in several patents in the field of agricultural chemicals and surfactants.

With his tremendous experience and

expertise, Nadir Godrej has also contributed to the development of a variety of industries by participating keenly in industry bodies such as the Compound Livestock Feed Manufacturers Association of India, Indian Chemical Manufacturers Association, and Oil Technologists' Association of India.

Currently, Nadir Godrej is the President of Alliance Française de Bombay. For his contribution to Indo-French relations, the French Government has honoured him with the awards of 'Chevalier de l'Ordre National du Mérite' and 'Chevalier de la Légion d'Honneur'.

A Bachelor of Chemical Engineering from the Massachusetts Institute of Technology and a Master of Chemical Engineering from Stanford University, Nadir Godrej completed his MBA from the Harvard Business School. He lives in Mumbai, India with his wife and three children.

Mr Pirojsha Godrej

Pirojsha Godrej is an Additional Non-Executive Director of the Company. In 2012, Pirojsha Godrej took over as the CEO of Godrej Properties and in April 2017, as the Chairman of Godrej Properties. In the years that he has led the Company, Godrej Properties has been one of the fastest growing real estate developers in India and, for the first time, emerged in fiscal year 2016 as India's largest publicly listed real estate developer on the basis of sales.

He is the recipient of considerable recognition in recent years, including the 'Green Champion Award from the Indian Green Building Council' in 2016, 'Best CEO of the Year at the Construction Times Awards' in 2015, and 'Best People CEO Award

by the National Human Resource Development Network' in 2014. Pirojsha holds a bachelor's degree in Economics from the Wharton Business School at the University of Pennsylvania, a master's degree in International Affairs from the School of International and Public Affairs (SIPA) at Columbia University, and an MBA from Columbia Business School.

Ms Ndidi Nwuneli

Ndidi Nwuneli is an Independent Director of the Company. She is the Founder of LEAP Africa; Co-Founder of AACE Food Processing & Distribution, an indigenous agroprocessing company; and co-founder of Sahel Capital; an advisory and private equity firm focused on the agribusiness sector in West Africa. She is also the Director of the African Philanthropy Forum.

Ndidi Nwuneli was recognised as a Young Global Leader by the World Economic Forum and received a National Honour-Member of the Federal Republic from the Nigerian Government. She was listed as one of the 20 Youngest Power African Women by Forbes. She serves on numerous international and local boards including Nestle Nigeria Plc., Nigerian Breweries Plc., and Royal DSM Sustainability Board. She is the author of 'Social Innovation in Africa: A Practical Guide to Scaling Impact', published by Routledge in 2016. Ndidi Nwuneli started her career as a management consultant with McKinsey & Company, working in their Chicago, New York, and Johannesburg offices. She holds an MBA from Harvard Business School and an undergraduate degree with honours in Multinational and Strategic Management from the Wharton School of University of Pennsylvania.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Godrej Consumer Products Limited

Registered Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai - 400079 **CIN:** L24246MH2000PLC129806

17th Annual General Meeting (AGM) – July 31, 2017

Name of the Member(s):	Email:
Registered Address:	Folio No/Client ID:
	DP ID:
	No. of shares held:

I/We being the holders of _____ shares of the above named Company hereby appoint

Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	

as my/our proxy, whose signature is appended overleaf, to attend and vote (on a poll) for me/us on my/our behalf in respect of such resolutions as are indicated overleaf, at the 17th AGM of the Company to be held on Monday, July 31, 2017, at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai- 400079.

P.T.O.

Resolution No.	Resolution	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt the audited financial statements (both standalone and consolidated) for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet, the Auditors' Report thereon, and the Directors' Report			
2.	To declare dividend on equity shares			
3.	To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment			
4.	To appoint a Director in place of Mr Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment			
5.	To appoint B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) as Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of the 22 nd AGM to be held in 2022 and to authorise the Board of Directors of the Company to fix their remuneration			
Special Business				
6.	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2017-18			
7.	Appointment of Mr Pirojsha Godrej (DIN: 00432983) as Non-Executive Director			
8.	Appointment of Ms Ndidi Nwuneli (DIN: 07738574) as Independent Director			
9.	To fix commission on profits for Non-Executive Directors and Independent Directors of the Company			

Signed this _____ day of _____, 2017.

Signature of the Member

Affix revenue
stamp of not
less than ₹ 1/-

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Notes:

1. This form, in order to be effective, should be duly stamped, signed, completed, and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10 per cent of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.

ATTENDANCE SLIP

Godrej Consumer Products Limited

Registered Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East),
Mumbai - 400079 **CIN:** L24246MH2000PLC129806

17th Annual General Meeting (AGM) – July 31, 2017

Registered Folio No./DP ID No./Client ID No.: _____

No. of Shares held: _____

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 17th Annual General Meeting of the Company on Monday, July 31, 2017, at 3.00 p.m.
at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400079.

Name of Member/Proxy
(in block letters)

Signature of Member/Proxy

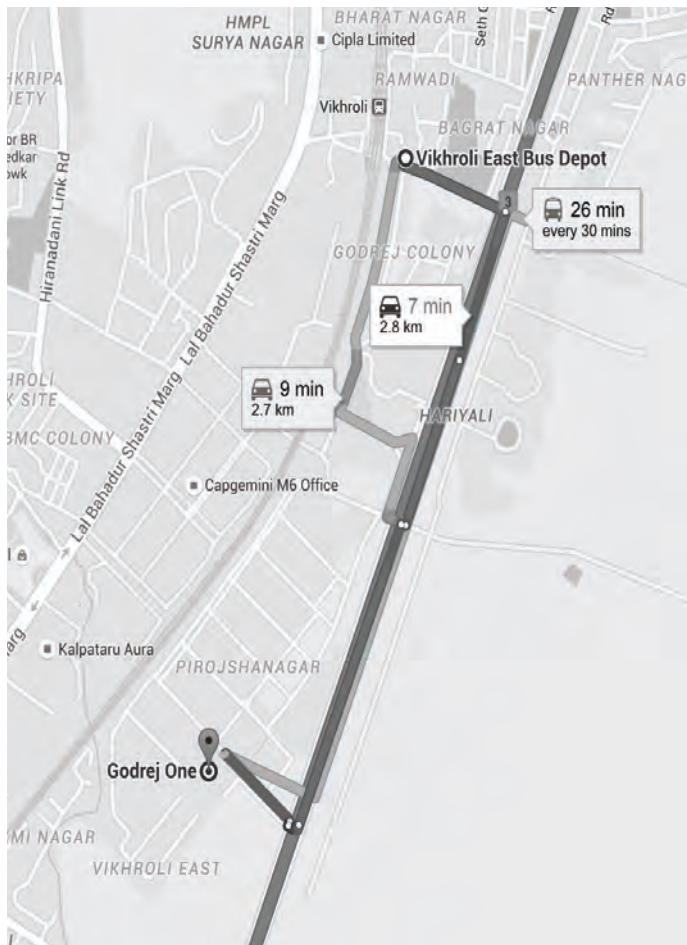
Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.
2. The map to reach the AGM venue is given overleaf.

Venue of the AGM



Godrej One
1st Floor Auditorium
Pirojshanagar
Eastern Express Highway
Vikhroli (E), Mumbai- 400 079.



Note: The Company has arranged for a bus service to the venue from Vikhroli railway station (East). The bus will pick you up near the station auto rickshaw stand at 2:30 PM. A drop back facility will also be available.