



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 18th ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Monday, July 30, 2018, 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

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2018, which include the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2018, the Balance Sheet as on that date, the Auditors' Report thereon, and the Directors' Report;
2. To confirm the Interim Dividends paid during fiscal year 2017-18;
3. To appoint a Director in place of Mr. Vivek Gambhir (DIN:

06527810), who retires by rotation, and being eligible, offers himself for re-appointment;

4. To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028), who retires by rotation, and being eligible, offers herself for re-appointment;
5. To ratify the appointment of Statutory Auditors for their remaining term 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, the appointment of M/s. B S R & Co, LLP (Firm Registration No. 101248W/W-100022) as Statutory

Auditors of the Company to hold office from the conclusion of the 18th Annual General Meeting of the Company to the conclusion of the 22nd Annual General Meeting to be held in 2022, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified."

SPECIAL BUSINESS

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

6. **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 2018-19**
"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 2018-19, 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 Ms. Pippa Tubman Armerding (DIN: 08054033) 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 Pippa Tubman Armerding (DIN: 08054033), who was appointed as an Additional Independent Director of the Company with effect from January 30, 2018, 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 January 30, 2018.”

8. **Ordinary Resolution for fixing Commission on Profits to Non-Executive Directors**
- “Resolved That** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded for payment of commission from Financial Year 2018-19 to the Non Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non Executive Directors per annum shall not exceed one percent of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act plus applicable taxes, with authority to the Board to determine the manner and proportion in which the amount be distributed among the Non-Executive Directors.”

**By Order of
the Board of Directors**

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

Mumbai, June 22, 2018

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, 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
2011-12	1st Interim	August 2011	August 28, 2018
2011-12	2nd Interim	November 2011	November 26, 2018
2011-12	3rd Interim	February 2012	February 26, 2019
2011-12	4th Interim	May 2012	June 5, 2019
2012-13	1st Interim	August 2012	September 8, 2019

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of which the dividend of last 7 consecutive years has remained unclaimed, 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 18th 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:-
- The e-voting facility is available from 9.00 a.m. on Thursday, July 26, 2018 to 5.00 p.m. on Sunday, July 29, 2018. 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 23, 2018, may cast their vote electronically.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Enter their User ID
 - For CDSL use the 16-digit beneficiary ID,
 - For NSDL use the 8-character DP ID followed by a 8-digit Client ID,
 - Members holding shares in the physical form should enter the Folio Number registered with the Company.
 - Next, enter the Image Verification as displayed and Click on Login.
 - If shareholders hold shares in demat form and have previously logged on to www.evotingindia.com and have voted earlier on a poll of any company, then the existing password is to be used.
 - First time users should follow the following steps

For Members holding shares in demat and physical forms

PAN	Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence numbers provided on the address label.
Dividend Bank Details OR Date of Birth (DOB)	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. <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).

- (viii) After entering these details appropriately, click on 'SUBMIT' tab.
- (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.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for GODREJ CONSUMER PRODUCTS LIMITED to vote.
- (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.
- (xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (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.
- (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.
- (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.
- (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.
- (xix) Note for Non-Individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, including HUFs, NRIs, etc.) and Custodians are required to log on to www.evotingindia.com and 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 23, 2018. 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 poll cast 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 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 22, 2018

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

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 8, 2018, the Board considered and approved the appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2018-19 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, 2018, approved the appointment of Ms. Pippa Tubman Armerding as an Additional & Independent Director subject to the shareholders' approval.

The details of Ms. Pippa Tubman Armerding, 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. Pippa is a lawyer and business professional with 20 years of experience operating across Africa, Asia, Europe and America. Pippa's professional expertise, significant experience and perspectives will be very helpful in the GCPL's growth in Africa.

The Board of Directors recommend the Ordinary Resolution as detailed in Item No. 7 of the Notice for approval of the shareholders, as in the opinion of the Board, Ms Pippa Armerding fulfils the conditions for appointment as specified in the Companies Act, 2013.

Ms Pippa Armerding herself is interested in Item No. 7. None of the other Directors or Key Managerial Persons or their relative are interested in the above item.

ITEM 8

The Non-Executive 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 shareholders of the Company have at the AGM held on July 31, 2017, 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

applicable tax at an applicable rate OR ₹ 20 lakhs per Non-Executive Director or Independent Director per annum plus service tax as applicable, whichever is less, for the fiscal years 2017-18, 2018-19, and 2019-20.

The Board is of the view that it is necessary to pay Commission to the Non-Executive Directors commensurate with their roles and responsibilities, and, the Board should have flexibility in determining the amount payable per Director within the overall permissible limits as per the Act.

The resolution earlier passed in July 2017, is hence sought to be modified by removing the maximum commission amount limit of ₹ 20 lac per director. The Nomination & Remuneration Committee will decide the maximum Commission payable to each of the Non-Executive Directors other than Independent Directors while the Board of Directors will

decide the maximum Commission payable to each of the Independent Directors. The total Commission to all the Non-Executive Directors shall not exceed 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 GST at the applicable rate.

Accordingly the Board of Directors recommend the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the shareholders.

The following Key Managerial Persons viz. Mr Adi Godrej and Ms. Nisaba Godrej, and all other Non-Executive Directors are interested in the proposal directly or indirectly.

By Order of the Board of Directors

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

Mumbai, June 22, 2018

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

Names of Director	Vivek Gambhir	Tanya Dubash	Pippa Tubman Armerding
Category	Executive Director	Non-Executive Director	Independent Director
DIN	06527810	00026028	08054033
Date of Birth and Age	November 27, 1968 50 years	September 14, 1968 50 years	November 29, 1968 50 years
Qualification	<ul style="list-style-type: none"> • MBA from the Harvard Business School • BS (Computer Science) • BA (Economics) from Lafayette College 	<ul style="list-style-type: none"> • Graduate in Economics and Political Science from Brown University, USA • Completed Advanced Management Programme from Harvard Business School 	<ul style="list-style-type: none"> • B.A. in Government cum laude from Harvard University • Graduate of the Harvard Business School General Management programme.
Nature of Expertise/ Experience	General Management	Industrialist	Lawyer and Business Professional
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	April 30, 2013	May 2, 2011	January 30, 2018
Terms & Conditions of Appointment/ re-appointment	Appointment as MD & CEO for a period of 3 years from 01.07.2016 to 30.06.2019 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 an Executive Director, he is entitled to remuneration as approved by the Shareholders at the Annual General Meeting held on July 29, 2016.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive 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	As a Non-Executive 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, 2018	1,14,522	21,42,108	Nil
Relationship with other Directors/ Manager/ KMP	Not related	Daughter of Adi Godrej, Sister of Nisaba Godrej and Pirojsha Godrej	Not related
No. of Board meetings attended out of 4 meetings held during the year	4	3	NA

Names of Director	Vivek Gambhir	Tanya Dubash	Pippa Tubman Armerding
Directorship details	<p>Listed Public Companies: Godrej Consumer Products Ltd. Philips India Ltd.</p> <p>Public Companies: Godrej Consumer Products UK Ltd. Strength of Nature LLC. PT Megasari Makmur PT Ekamas Sarijaya PT Sarico Indah PT Indomas Susemi Jaya PT Intrasari Raya</p> <p>Foreign Companies: Godrej Consumer Products UK Ltd. Strength of Nature LLC. PT Megasari Makmur PT Ekamas Sarijaya PT Sarico Indah PT Indomas Susemi Jaya PT Intrasari Raya</p> <p>Others: Harvard Business School Club of India</p>	<p>Listed Public Companies: Godrej Consumer Products Ltd. Godrej Industries Ltd. Godrej Agrovet Ltd.</p> <p>Public Companies: Godrej Seeds & Genetics Ltd. Vora Soaps Ltd. Ensemble Holdings & Finance Ltd. Natures Basket Ltd.</p> <p>Private Companies: Godrej Holdings Pvt Ltd. Innovia Multiventures Pvt Ltd.</p> <p>Others: Anamudi Real Estates LLP RKN Enterprises</p>	<p>Listed Public Companies: Godrej Consumer Products Ltd.</p> <p>Foreign Companies: Oprah Winfrey Leadership Academy for Girls MFS Investments</p>
Committee Positions	<p>Member: Stakeholders' Relationship Committee: Godrej Consumer Products Limited</p> <p>Audit Committee: Philips India Limited</p> <p>CSR Committee: Godrej Consumer Products Limited</p> <p>Risk Management Committee Godrej Consumer Products Limited</p> <p>Chairman: Nomination & Remuneration Committee: Philips India Limited</p> <p>CSR Committee: Philips India Limited</p>	<p>Member: Stakeholders' Relationship Committee: Godrej Industries Limited Risk Management Committee Godrej Industries Limited</p> <p>CSR Committee: Godrej Industries Limited Godrej Consumer Products Limited</p> <p>Nomination & Remuneration Committee Natures Basket Limited</p> <p>Chairperson: Audit Committee: Natures Basket Limited</p>	<p>Member: Audit Committee: Godrej Consumer Products Limited</p> <p>Nomination & Remuneration Committee: Godrej Consumer Products Limited</p>

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

Mr Vivek Gambhir

Vivek Gambhir is Managing Director and CEO, Godrej Consumer Products Limited (GCPL).

He was the key architect of GCPL's 3 by 3 strategy and has been instrumental in driving the company's efforts to become a leading emerging markets FMCG leader.

He joined Godrej Industries in 2009 as Chief Strategy Officer responsible for guiding overall Group strategy, conducting portfolio analysis and driving special projects. He helped define the CREATE portfolio approach and the 10X10 objective for the Group.

Prior to joining the Godrej Group, Vivek was a partner at Bain & Company, one of the world's leading business consulting firms. He worked with Bain in Boston, Singapore and New Delhi. He was a founding member of Bain's consulting operations in India and led the firm's FMCG practice in India.

Vivek is an Independent Director on the Board of Philips India Limited. He serves as President of the Harvard Business School club in India and is an advisor to the Kailash Satyarthi Children's Foundation. He also writes a weekly blog on leadership called 'Monday-8AM' (<http://www.monday-8am.com>).

He has an MBA from the Harvard Business School and a BS (Computer Science) and BA (Economics) from Lafayette College.

Ms Tanya Dubash

Tanya Dubash is a Non-executive Director of the company. She is Executive Director and Chief Brand Officer of the Godrej Industries Ltd

and is responsible for the Godrej Group's marketing function including guiding the Godrej Masterbrand. Tanya is also the Chairperson of Godrej Nature's Basket and a Director on the Board of Godrej Industries Limited, Godrej Consumer Products Limited and Godrej Agrovet Limited.

She also serves on the boards of the Customer Value Foundation and AIESEC India. Additionally, Tanya is a member of the CII Council on India@75. She was recognised by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laude, Economics & Political Science, Brown University, USA, and an alumnus of the Harvard Business School.

Ms Pippa Armerding

Pippa Tubman Armerding is an Additional Director of the Company. Pippa Tubman Armerding is a lawyer and business professional with 20 years of experience operating across Africa, Asia, Europe and the Americas. Throughout her career Pippa has worked in multi-cultural, global environments, providing sophisticated legal and strategic advice to multi-national clients. Pippa is passionate about Africa and opportunities which enable her to use her broad experience to contribute to the development of the continent and make a difference in the lives of its people. Pippa is currently Director of the Harvard Business School (HBS) Africa Research Office where she is the primary lead for HBS activities on the continent. In her role Pippa is focused on developing and strengthening relationships with business and academic leaders across sub-Saharan Africa, enabling HBS engagement and activities on the continent and supporting the deepening of HBS

faculty understanding of African management issues, trends and practices, to develop locally relevant case studies and materials for use in business education around the world.

Prior to joining HBS, Pippa was an independent legal & strategy consultant. She was also Legal & Corporate Affairs Director for Microsoft South Africa where as chief legal officer and member of the leadership team she was responsible for all the company's legal and corporate affairs matters.

Prior to joining Microsoft, Pippa held several leadership roles with The Coca-Cola Company across Africa. She served as Director of Pan-African Strategic Initiatives driving the acceleration of still beverages across the continent. Pippa also served as General Counsel for Coca-Cola East & Central Africa based in Nairobi, Kenya where she was responsible for the company's diverse legal affairs across more than 38 countries in the region.

Pippa began her legal career as an attorney with the corporate law firm of Davis Polk & Wardwell in New York and Paris. She is admitted to the New York State bar and received her J.D. in international law from New York University School of Law. Pippa received a B.A. in Government cum laude from Harvard University and is also a graduate of the Harvard Business School General Management program.

Pippa is a member of the board of the Oprah Winfrey Leadership Academy for Girls and of the Harvard University Alumni Association of South Africa. She is also the author of "National Jurisprudence in International Tribunals", in International Law Decisions in International Courts, published by Transnational, 1996.

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

18th Annual General Meeting (AGM) – July 30, 2018

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 below, at the 18th AGM of the Company to be held on Monday, July 30, 2018, at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai- 400079.

P.T.O.

Resolution No.		Vote		
		For	Against	Abstain
Resolution				
Ordinary Business				
1.	To consider and adopt the audited financial statements (both standalone and consolidated) for the year ended March 31, 2018, which include the Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet, the Auditors' Report thereon, and the Directors' Report.			
2.	To confirm the Interim Dividends paid during fiscal year 2017-18.			
3.	To appoint a Director in place of Mr. Vivek Gambhir (DIN: 06527810), who retires by rotation, and being eligible, offers himself for re-appointment.			
4.	To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028) who retires by rotation, and being eligible, offers herself for re-appointment.			
5.	To ratify the appointment of Statutory Auditors for their remaining term and 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 Ms Pippa Armerding (DIN: 08054033) as an Independent Director.			
8.	To fix commission on profits for Non-executive Directors of the Company.			

Signed this _____ day of _____, 2018.

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

18th Annual General Meeting (AGM) – July 30, 2018

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 18th Annual General Meeting of the Company on Monday, July 30, 2018, 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:

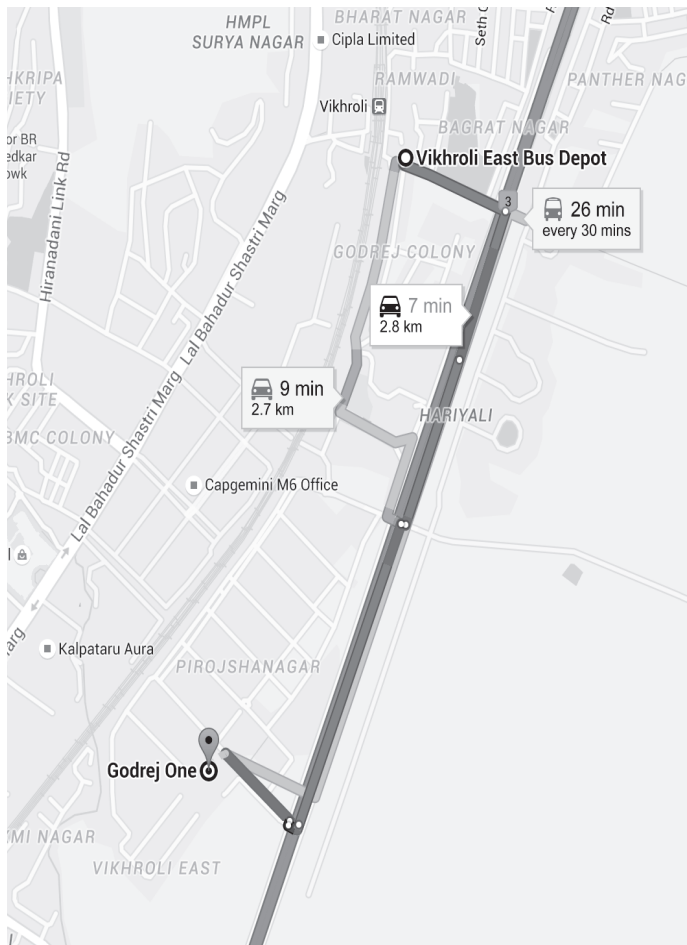
1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.
2. The map to reach the AGM venue is given overleaf.



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.