

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

May 30, 2022

BSE Limited,

Corporate Relations Department,
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 001.
Scrip Code: 532424

The National Stock Exchange of India Limited,

Exchange Plaza, 4th Floor, Bandra Kurla Complex,
Mumbai 400 051.
Symbol: GODREJCP

Sub: Filing of Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sirs,

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2022.

This is pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on record.

Thank you.

Yours faithfully,
For **Godrej Consumer Products Ltd.**



R. Shivshankar
Deputy General Manager (Corporate Secretarial)

Encl: as above





**Secretarial Compliance Report of
Godrej Consumer Products Limited
for the year ended 31st March, 2022**

We, A. N. Ramani and Co., Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Godrej Consumer Products Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(not applicable)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;



and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations wherever applicable and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Prior approval for certain related party transactions with 2 listed group companies were not obtained.	The audit committee has ratified the transaction in subsequent audit committee meeting. As per the management representation, the transactions were routine business transactions in an ordinary course and at arm's length and are not material in relation to the turnover or net profit or net worth of the company.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	Nil	Nil	Nil	---



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	Not applicable	Not applicable	Not applicable	---

Date: - 19th May, 2022

Place: - Thane

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Bhavana
Parmanand
Shewakramani

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Bhavana Parmanand
Shewakramani
Date: 2022.05.19
14:56:25 +05'30'



BhavanaShewakramani
Partner

FCS -8636, COP -9577

UDIN:-F008636D000349702

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an Integral part of this report.

'Annexure A'

To,
The Members,
Godrej Consumer Products Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Statutory and other records are the responsibility of the management of the company. Our responsibility is to express an opinion on these records based on our verification.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. In view of work from home policy continued by the organisation, we have conducted part of our verification on the basis of details / documents provided by company through email and/or other digital mode.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. As regards the books, papers, forms, reports and returns filed by the Company under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For A. N. Ramani & Co.,
Company Secretaries
UNIQUE CODE - P2003MH000900

Place: - Thane
Date: - 19th May, 2022

Bhavana Parmanand Shewakramani
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Date: 2022.05.19 14:58:53 +05'30'

Bhavana Shewakramani
Partner
FCS - 8636, COP - 9577

