

May 6, 2024

BSE Ltd

Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 023.
Scrip Code : 532424

The National Stock Exchange of India Ltd

Exchange Plaza, 4th Floor, Bandra-Kurla
Complex, Mumbai 400 050.
Symbol: GODREJCP

Dear Sir,

Outcome of Board Meeting – May 6, 2024

At the meeting of the Board of Directors of the Company held today, the Board has:

1. Considered and approved the audited financial results (standalone & consolidated) of the Company for the quarter and year ended March 31, 2024. The said results are enclosed herewith.

The Company's Statutory Auditors have expressed unmodified opinion(s) in their Audit Report on the standalone and consolidated financial results for the financial year ended on March 31, 2024.

The above declaration is made pursuant to Regulation 33(3)(d) of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

2. Declared interim dividend @ Rs. 10/- per share (1000% on shares of face value of Re. 1/- each) for the financial year 2024-25. As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is Tuesday, May 14, 2024. The dividend will be paid on or before Wednesday, June 5, 2024.
3. Decided to hold the 24th Annual General Meeting of the Company on August 7, 2024.

Since, the MCA vide its General Circular No. 9/2023 dated September 25, 2023 has allowed Companies to hold AGM through VC or other audio visual means, the AGM will be held through Video Conferencing/Other Audio-Visual Means.

4. Based on the recommendation of the Nomination & Remuneration Committee, the Board has appointed Mr. Aditya Sehgal (DIN: 09693332) as an Additional Director (Non-Executive & Independent Director) of the Company for a period of five years with effect from July 15, 2024, subject to the approval of the shareholders in the ensuing Annual General Meeting. The details as required under continual disclosure requirements-Regulation 30 of the Listing Regulations is attached as "**Annexure A**".
5. Based on the recommendation of the Nomination & Remuneration Committee, the Board has appointed Mr. Vaibhav Ram, presently working as the Business Head for our South Africa business as a member of the senior management w.e.f. October 1, 2024.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') are attached as "**Annexure B**".

6. The Board of Directors has approved the Employee Stock Option Scheme 2024 subject to the approval of the shareholders at the ensuing Annual General Meeting. The details as required under Regulation 30 of the Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 is attached herewith as "**Annexure – C**".



Godrej Consumer Products Ltd.
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Vikhroli (E), Mumbai - 400 079, India.
Tel : +91-22-2518 8010/8020/8030
Fax : +91-22-2518 8040
Website : www.godrejcp.com

CIN : L24246MH2000PLC129806

The Exchanges are also informed that the Board meeting commenced at 5:00 p.m. ended by 6.20 p.m.

Kindly take the above on record.

Thank you.

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

Rahul
Kiritkumar
Botadara

Digitally signed by
Rahul Kiritkumar
Botadara
Date: 2024.05.06
18:32:31 +05'30'

**Rahul Botadara
Company Secretary & Compliance Officer**



“Annexure A”

Disclosure as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	
1	Reason for change	Appointment of Mr. Aditya Sehgal as the Additional Director (Non-Executive & Independent Director)
2	Date of appointment (subject to approval at AGM)	July 15, 2024
3	Term of appointment	From July 15, 2024, to July 14, 2029, for a term of 5 years subject to the approval of the members in the ensuing Annual General Meeting.
4	Disclosure of inter-se relationships between directors (in case of appointment of a director)	Mr. Aditya Sehgal is not related to any other director or Key Managerial Personnel of the Company.
5	Affirmation	As per the declaration received by the Company, Mr. Aditya Sehgal is not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.
6	Brief profile (In case of appointment)	<p>Aditya 'Adi' Sehgal is an experienced business leader creating a new entrepreneurial venture – Asgard.world.</p> <p>He is a Non-executive Director on the board of JPMorgan China Growth & Income - an FTSE-listed Investment trust with a mandate to invest in China. He also serves on the board of Ozone Coffee Roasters International and Justmyroots.com. He is an active angel investor and mentors several start-ups and executives.</p> <p>Aditya retired in 2021 as Global President after a 27-year career with Reckitt - an FTSE 20 company which is a global leader in Health, Hygiene and Nutrition. Before being appointed President, he served the business as Global Chief Operating Officer. He led the creation and growth of eRB - Reckitt's eCommerce, venturing and partnerships arm, which is the core growth driver of the global business. He has led the Reckitt businesses in practically every country worldwide, including India, China, the USA, the UK, Europe, Africa, Latin America, ASEAN and Australasia.</p>



“Annexure B”

Sr. No.	Particulars	
1	Reason for change	Appointment of Mr. Vaibhav Ram as Senior Managerial Personnel designated as Global HR head.
2	Date of appointment and terms of appointment	Appointment is with effect from October 1, 2024. He will be in full time employment.
3	Brief profile (In case of appointment)	<p>Vaibhav Ram is currently Business Head for Southern Africa as part of GAUM cluster. He has previously managed various roles in the HR function at GCPL, including the role of Head HR for GAUM, HR business partner for Indonesia, COE and Sales HR Business Partner roles for India. After successful stint as an HR leader for GAUM from 2016 -2021, backed by a deep understanding of business, Vaibhav assumed the Business Head role for Southern Africa. He has been leading a high-growth trajectory business in South Africa delivering approx. 25% Operating EBITDA CAGR over last two years.</p> <p>Vaibhav has been with GCPL since 2010 and has previously worked with Marico. He is an MBA from IMT Ghaziabad.</p>
4	Disclosure of inter-se relationships between directors (in case of appointment of a director)	Not Applicable



“Annexure C”

Sr. No	Particulars	Details
1.	Brief details of options granted	The Board of Directors has approved the formulation of GCPL Employee Stock Option Scheme 2024, in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (SEBI (SBEBSE) 2021), with the authority to grant not exceeding 50,00,000 (Fifty Lakhs) equity Shares to such employees of the company and its holding / subsidiary / associate / group company as may be determined by the Nomination & Remuneration Committee in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 50,00,000 (Fifty Lakhs) equity shares of face value of Re. 1/- (Rupee One only) each fully paid up, subject to approval of the shareholders at the ensuing AGM and such other regulatory/statutory approvals as may be necessary.
2	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable);	Yes
3	Total number of shares covered by these options	50,00,000 (Fifty Lakhs) equity shares of face value of Rs. 1/- (Rupees One Only) each fully paid-up, corresponding to 0.49% of the total paid-up equity share capital of the Company.
4	Pricing formula	The Exercise Price of any Option granted under the Plan shall be the price for Exercise of Options as determined by the NRC which shall not be more than the Market Price of Shares as on the Grant Date, subject to minimum of face value of Shares as communicated to the Participating Employee vide the Option Grant Agreement or such other mode as the NRC may deem fit. Once granted, the Exercise Price of the Options may be varied by the NRC to account for any rights issues, mergers, stock splits, bonus issue or share consolidations etc. "Market Price" means the latest available closing price of Shares on a recognised stock exchange on which the shares of the Company are listed on the date immediately prior to the Grant Date and which has recorded the highest trading volume as on the trading day.
5	Options vested	Not applicable - as on date as the Plan is subject to approval of the shareholders.
6	Time within which option may be exercised	The Plan, which is subject to approval of the shareholders, provides that the vested equity shares shall be exercised within a period of 1 month from the date of vesting or such other extended period as approved by the Nomination &



		Remuneration Committee, subject to a maximum period of 3 years from date of vesting.
7	Options exercised	Not applicable - as on date as the Plan is subject to approval of the shareholders.
8	Money realized by exercise of options	Not applicable - as on date as the Plan is subject to approval of the shareholders.
9	The total number of shares arising as a result of exercise of option	Not applicable - as on date as the Plan is subject to approval of the shareholders.
10	Options lapsed	Not applicable - as on date as the Plan is subject to approval of the shareholders.
11	Variation of terms of options	Not applicable - as on date as the Plan is subject to approval of the shareholders.
12	Brief details of significant terms	<p>Each Option under the Scheme, when exercised, would be converted into One (1) Equity Share of face value of Re. 1 each/-.</p> <p>All the options granted on any date shall not vest earlier than minimum period of 1 (One) year and not later than a maximum period of 5 (Five) years from the date of grant of respective options.</p> <p>There shall be a minimum period of one year between the Grant of Options and Vesting of Options. Subject to the terms of the ESOP Scheme Plan, the Vesting of Options shall be Time based and / or Performance based as per parameters as may be determined by NRC as mentioned in the Grant Letter.</p> <p>The Equity Shares to be allotted pursuant to the exercise of the stock options, would be pari-passu with the existing Equity shares in all respects and would not be subject to lock-in.</p>
13	Subsequent changes or cancellation or exercise of such options;	Not applicable - as on date as the Plan is subject to approval of the shareholders.
14	Diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not applicable - as on date as the Plan is subject to approval of the shareholders.

