

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 AGM

NOTICE is hereby given that the 19th ANNUAL GENERAL MEETING (**AGM**) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Thursday, August 1, 2019, at 1.30 p.m. at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400079 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2019 and Report of the Board of Directors and Auditor's Report thereon;
2. To confirm the Interim Dividends paid during fiscal year 2018-19;
3. To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS

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

5. 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 2019-20

'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 2019-20, be paid a remuneration of ₹ 6,39,000/- 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'.

6. Special Resolution for re-appointment of Mr. Narendra Ambwani as an Independent Director of the Company for a second term

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. Narendra Ambwani (DIN: 00236658), who is appointed as Additional and Independent Director by the Board of Directors of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013, be and is hereby reappointed as an Independent Director, for the second term commencing from July 28, 2019 till November 14, 2023.

7. Special Resolution for re-appointment of Mr. Aman Mehta as an Independent Director of the Company for a second term

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required and Mr. Aman Mehta (DIN: 00009364) who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, for the second term commencing from September 26, 2019 till August 31, 2021.”

8. Special Resolution for re-appointment of Dr. Omkar Goswami as an Independent Director of the Company for a second term

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Dr. Omkar Goswami (DIN: 00004258) who has submitted a declaration

that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, for the second term commencing from September 26, 2019 till September 25 2024.”

9. Special Resolution for re-appointment of Ms. Ireena Vittal as an Independent Director of the Company for a second term

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Ms. Ireena Vittal (DIN: 05195656) who has submitted a declaration that she meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, for the second term commencing from September 26, 2019 till September 25 2024.”

10. Ordinary Resolution for re-appointment of Ms. Nisaba Godrej as Whole-time Director (DIN: 00591503)

“RESOLVED THAT pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Ms. Nisaba Godrej (DIN: 00591503) be and is hereby re-appointed as Whole-

time Director of the Company to hold office from July 1, 2019 till September 30, 2022, upon the remuneration as may be determined and agreed to between the Board of Directors and Ms. Nisaba Godrej, on the following terms and conditions:

I. Period of appointment: July 1, 2019 to September 30, 2022

II. Remuneration

A. Fixed Compensation

Fixed Compensation shall include Basic Salary, Company’s Contribution to Provident Fund and Gratuity.

The Basic Salary shall be in the range of ₹ 12,50,000 – ₹18,50,000/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company’s contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

B. Variable Compensation

Performance Linked Variable Remuneration (PLVR) relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company or as may be decided by the Board of Directors.

C. Flexible Compensation

In addition to the fixed compensation and variable compensation, Ms. Nisaba Godrej will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called “perquisites and allowances”).

These perquisites and allowances may be granted to Ms. Nisaba

Godrej in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation as per Company's rules OR House Rent Allowance as per Company's rules;
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Allowance in accordance with the rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses in accordance with the rules of the Company.
- Group insurance cover, group mediclaim cover in accordance with the rules of the Company;
- Payment/reimbursement of club fees, food vouchers, petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;
- Such other perquisites and

allowances as per the policy/ rules of the Company in force and/or as may be approved by the Board from time to time

Explanation:

Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to Ms. Nisaba Godrej from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of Ms. Nisaba Godrej, the Company has no profits or its profits are inadequate, the remuneration will be subject to the limits specified in Schedule V to the Companies Act, 2013.

Notes:

Ms. Nisaba Godrej shall not, during the continuance of her employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for her own or for any other purpose other than that of the Company, any information or knowledge obtained by her during her employment, and it shall be Ms. Nisaba Godrej's endeavor, during the continuance of her employment, to prevent any

other person from disclosing the aforesaid information.

If Ms. Nisaba Godrej is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with her duties as director or any breach of these terms, as in the opinion of all other Directors renders her retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on her and the Company may, by giving thirty days' notice in writing, terminate this appointment and she shall cease to be the Director of the Company, upon expiration of such notice.

In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.

11. Ordinary Resolution for re-appointment of Mr. Vivek Gambhir as Managing Director & CEO (DIN: 06527810)

“RESOLVED THAT pursuant to Section 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Vivek Gambhir DIN (06527810) be and is hereby re-appointed as Whole-time Director, designated as 'Managing Director and CEO' of the Company to hold office

from July 1, 2019 to September 30, 2022, upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Vivek Gambhir, on the following terms and conditions:

I. Period of appointment: July 1, 2019 to September 30, 2022

II. Remuneration

A. Fixed Compensation

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity.

The Basic Salary shall be in the range of ₹ 26,50,000 – ₹ 36,75,000/-per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

B. Long term Incentives

- (i) Performance Linked Variable Remuneration (PLVR) relating to the financial years during the period of appointment shall be according to the applicable scheme of the Company or as may be decided by the Board of Directors.
- (ii) Long Term Incentives as may be approved by the Board of Directors.
- (iii) Stock Grants under the Company' Employee Stock Grant Scheme (ESGS).

C. Flexible Compensation

In addition to the fixed compensation and long term incentives, Mr. Vivek Gambhir will be entitled to the following

allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to Mr. Vivek Gambhir in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation as per Company's rules OR House Rent Allowance as per Company's rules;
- Furnishing at residence as per rules of the Company;
- Supplementary allowance;
- Leave Travel Allowance in accordance with the rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses in accordance with the rules of the Company;
- Group insurance cover, group mediclaim cover in accordance with the rules of the Company;
- Payment/reimbursement of club fees, food vouchers, petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;

- Consolidated privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/ accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/ rules of the Company in force and/or s may be approved by the Board from time to time.

Explanation: Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

III. Overall Remuneration

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to Mr. Gambhir from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may for the time being, be in force.

IV. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of Mr. Gambhir, the Company has no profits or its profits are inadequate, the remuneration will be subject to the limits specified in Schedule V to the Companies Act, 2013.

Notes:

- a) Mr. Gambhir is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

b) Mr. Gambhir shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment, and it shall be Mr. Gambhir's endeavor, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.

c) If Mr. Gambhir is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as director or any breach of these terms, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on him, and the Company may, by giving thirty days' notice in writing to him, determine this Agreement and he shall cease to be the Managing Director & CEO of the Company, upon expiration of such notice.

d) In the event of any re-enactment or re-codification of the Companies Act,

2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.

By Order of the Board of Directors

V Srinivasan

Chief Financial Officer & Company Secretary

Mumbai, June 21, 2019

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
2012-13	1 st Interim	August 2012	September 9, 2019
2012-13	2 nd Interim	November 2012	December 9, 2019
2012-13	3 rd Interim	February 2013	March 8, 2020
2013-14	4 th Interim	May 2013	June 5, 2020
2013-14	1 st Interim	August 2013	September 8, 2020

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. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Computech Sharecap Limited / Investor Relations Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. Henceforth, the Company will not

be in position to issue Demand Drafts for dividends to those shareholders whose Bank account details are not updated.

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

10. 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 19th 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. on Sunday, July 28, 2019 to 5.00 p.m. on Wednesday, July 31, 2019. 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, Thursday, July 25, 2019, may cast their vote electronically.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Enter their User ID
 - a. For CDSL use the 16-digit beneficiary ID,
 - b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID,
 - c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) 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 Store. 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.
- (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
- Webcast**
- (xxi) The Company is pleased to provide one-way live webcast of the proceedings of the AGM on August 1, 2019 from 1.30 p.m. onwards at the web link <https://www.evotingindia.com>. On this page, click on the link Shareholders / Members, the web cast link would be available adjacent to our EVSN No. 190624010.
11. 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 25, 2019. 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.

12. 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.
13. 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.
14. 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.
15. 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 21, 2019

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

ITEM 5

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 3, 2019, the Board considered and approved the re-appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2019-20 at a remuneration of ₹ 6,39,000/- 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. 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, financially or otherwise, in the said resolution.

ITEM 6,7,8 and 9

Pursuant to the provisions of Section 149 of the Companies Act 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Narendra Ambwani was appointed as an Independent Director at the Annual General Meeting of the Company held on July 28, 2014 for a period of five years from July 28, 2014 to July 27, 2019 ("First Term"). Mr. Aman Mehta, Dr. Omkar Goswami, Ms. Ireena Vittal were appointed as Independent Directors on the Board of the Company by resolution passed by the shareholders by postal ballot for a period of five years from September 26, 2014 to September 25, 2019 ("First Term"). Pursuant to the provisions of Section 149 of the Act, the above Independent Directors of the Company are eligible for re-appointment for a second term on the basis of the report of performance evaluation and are not liable to retire by rotation.

The Company has received a notice in writing from a Member of the Company proposing the candidatures of all the above Directors for the office of Director of the Company.

Accordingly, the Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of the Independent Directors as under:

Names of Independent Director	Proposed tenure for second term
Mr. Narendra Ambwani	From July 28, 2019 till November 14, 2023.
Mr. Aman Mehta	From September 26, 2019 till August 31, 2021.
Dr. Omkar Goswami	From September 26, 2019 till September 25, 2024.
Ms. Ireena Vittal	From September 26, 2019 till September 25, 2024.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and

the background and experience and contributions made by Independent Directors during their tenure, is of the

opinion that it would be beneficial for the Company to continue Mr. Narendra Ambwani, Mr. Aman Mehta,

Dr. Omkar Goswami, Ms. Ireena Vittal, as Independent Directors on the Board. Accordingly, it is proposed to re-appoint them for the second term as specified above.

In the opinion of the Board, all the above Independent Directors proposed to be reappointed fulfils the conditions specified in the Act and the Listing Regulations and are independent of the management. The Board has also received a declaration from the Independent Directors that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the Listing Regulations.

Accordingly, the Board recommends the passing of the resolutions as mentioned in the item nos. 6, 7, 8 and 9 of this Notice. The details of the Directors along with a brief resume is given in the Annexure to the Notice.

The draft letters of appointment of Mr. Aman Mehta, Dr. Omkar Goswami, Ms. Ireena Vittal, Mr. Narendra Ambwani setting out the terms and conditions of appointment are available for inspection at the registered office of the Company during the business hours on all working days (Monday to Friday) except public holidays, up to the date of the AGM.

No Director, Key Managerial Personnel or their relatives except the concerned Director, to whom the resolution relates,

is concerned or interested, financially or otherwise, in the above resolutions.

ITEM 10 & 11

The Board of Directors at its meeting held on May 3, 2019 approved the re-appointment of Ms. Nisaba Godrej as Whole-time Director and Mr. Vivek Gambhir as Managing Director & CEO, for a period from July 1, 2019 to September 30, 2022, subject to the shareholders' approval.

The Board has also approved the continuation of Ms. Nisaba Godrej as the Executive Chairperson till March 31, 2020. As per the amendments to the SEBI Listing Regulations scheduled to come into effect from April 1, 2020, top 500 listed companies are mandated to ensure that the Chairperson of the Board is a Non-Executive Director. Accordingly, upon the amendment to the Listing Regulations coming into effect from April 1, 2020 or such extended date as may be determined by SEBI, the Board shall ensure that the position of Chairperson is in compliance with the applicable provisions of the Listing Regulations.

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

For brevity, the particulars of the proposed remuneration, perquisites, and

benefits payable to Ms. Nisaba Godrej and Mr. Vivek Gambhir are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the respective resolutions.

The agreements proposed to be entered into with Ms. Nisaba Godrej for her re-appointment as Whole-time Director and Mr. Vivek Gambhir for his re-appointment as Managing Director & CEO are available for inspection at the registered office of the Company during business hours on all working days (Monday to Friday), except public holidays, up to the date of the AGM.

The Board believes that the Company will benefit from their professional expertise and rich experience. Hence, the Board recommends the resolution at item no. 10 and 11 to the members for their approval.

Mr. Adi Godrej, Ms. Tanya Dubash, Mr. Pirojsha Godrej and Ms. Nisaba Godrej herself are interested in the resolution under item no 10. Mr. Vivek Gambhir is interested in the resolution under item no 11.

By Order of the Board of Directors

V Srinivasan

**Chief Financial Officer &
Company Secretary**

Mumbai, June 21, 2019

Information pursuant to the Listing Regulations and Secretarial Standards with respect to appointment or re-appointment of Directors

Names of Director	Nadir Godrej	Jamshyd Godrej	Narendra Ambwani
Category	Non-Executive Director	Non-Executive Director	Independent Director
DIN	00066195	00076250	00236658
Date of Birth and Age	August 26, 1951 67 years	January 24, 1949 70 years	November 15, 1948 70 years
Qualification	B.S Chem Engg (M.I.T, U.S.A), M.S Chem Engg. (Stanford, U.S.A)	B.S, IIT, Chicago,U.S.A	B.Tech. in Electrical Engineering from IIT Kanpur, PGDM from IIM Ahemdabad.
Nature of Expertise/ Experience	Industrialist	Industrialist	Business Strategy Advisor and Coaching people
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	November 29, 2000	March 1, 2001	May 2, 2011
Terms & Conditions of Appointment / re-appointment	Re-appointment as a Non-Executive Director subject to retirement by rotation	Re-appointment as a Non-Executive Director subject to retirement by rotation	Re-appointment as an Independent Director for second term
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-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-time within the limits set out in the Companies Act, 2013.	As a Non-Executive Independent 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
No. of shares held in GCPL as at March 31, 2019	63	Nil	3,000
Relationship with other Directors/ Manager/ KMP	Brother of Adi Godrej	Not related	Not related
No. of Board meetings attended out of 4 meetings held during the year	4	3	4
Directorship details	<p>Listed Public Companies:</p> <p>Godrej Industries Limited Godrej Consumer Products Limited Godrej Agrovet Limited Godrej Properties Limited Astec Lifesciences Limited Mahindra And Mahindra Limited The Indian Hotels Company Limited</p> <p>Private Companies:</p> <p>Isprava Vesta Private Limited</p> <p>Public Companies:</p> <p>Godrej & Boyce Mfg. Co. Limited Creamline Dairy Products Limited Godrej Tyson Foods Limited</p> <p>Foreign Companies:</p> <p>Godrej International Limited ACI Godrej Agrovet Private Limited</p> <p>Others:</p> <p>ABG Venture LLP NBG Enterprise LLP Anamudi Real Estate LLP Partner in RKN Enterprises</p>	<p>Listed Public Companies:</p> <p>Godrej Consumer Products Limited Godrej Industries Limited Godrej Agrovet Limited Godrej Properties Limited</p> <p>Public Companies:</p> <p>Godrej & Boyce Mfg. Co. Limited</p> <p>Private Companies:</p> <p>Illinois Institute of Technology (India) Private Limited Godrej UEP Private Limited</p> <p>Foreign Companies:</p> <p>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 Climate Works Foundation, USA</p>	<p>Listed Public Companies:</p> <p>Godrej Consumer Products Limited Agro Tech Foods Limited RPG Life Sciences Limited Parag Milk Foods Limited</p> <p>Public Companies:</p> <p>UTV Software Communications Limited</p> <p>Private Companies:</p> <p>Zeus Career & Performance Coach Private Limited</p> <p>Foreign Companies:</p> <p>Strength of Nature LLC Godrej Consumer Products Holding (Mauritius) Limited Godrej Africa Holdings Limited</p>

Names of Director	Nadir Godrej	Jamshyd Godrej	Narendra Ambwani
		Others: Breach Candy Hospital Trust Singapore-India Partnership Foundation, India Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation Indian Machine Tool Manufacturers Association Godrej & Boyce Enterprise LLP JNG Enterprise LLP RKN Enterprise LLP	
Committee Positions	Member: Stakeholders' Relationship Committee: Godrej Industries Limited Audit Committee: The Indian Hotels Co. Limited Mahindra & Mahindra Ltd. Nomination & Remuneration Committee: The Indian Hotels Co. Limited Mahindra & Mahindra Ltd. Corporate Social Responsibility Committee: The Indian Hotels Co. Limited Godrej Agrovvet Limited Risk Management Committee: The Indian Hotels Co. Limited Mahindra & Mahindra Ltd. Chairman: Stakeholders' Relationship Committee: Godrej Consumer Products Limited The Indian Hotels Co. Limited Godrej Agrovvet Limited Corporate Social Responsibility Committee: Godrej Consumer Products Limited Godrej Industries Limited Risk Management Committee: Godrej Industries Limited Godrej Agrovvet Limited	Member: Stakeholders' Relationship Committee: Godrej Consumer Products Limited	Member: Audit Committee: Godrej Consumer Products Limited Agro Tech Foods Limited Parag Milk Foods Limited RPG Life Sciences Limited UTV Software Communications Limited Nomination & Remuneration Committee: Godrej Consumer Products Limited Agro Tech Foods Limited Corporate Social Responsibility Committee: Agro Tech Foods Limited Godrej Consumer Products Limited Parag Milk Foods Limited Stakeholders' Relationship Committee: Agro Tech Foods Limited RPG Life Sciences Limited Chairman: Nomination & Remuneration Committee: Godrej Consumer Products Limited

Names of Director	Omkar Goswami	Aman Mehta	Ireena Vittal
Category	Independent Director	Independent Director	Independent Director
DIN	00004258	00009364	05195656
Date of Birth and Age	August 29, 1956 62 years	September 1, 1946 72 years	October 2, 1968 50 years
Qualification	D. Phil (Ph.D) in Economics, University of Oxford, 1982	B.A (Hons) Economics	MBA from IIM Calcutta
Nature of Expertise/ Experience	Economist and Corporate Consultant; Finance: Corporate Governance; Macroeconomics	Finance	Understanding of Indian Consumers & winning business models in emerging markets, expertise in Indian Agriculture and Urban Space
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	June 18, 2008	April 26, 2006	April 30, 2013
Terms & Conditions of Appointment/ re-appointment	Re-appointment as an Independent Director for second term	Re-appointment as an Independent Director for second term	Re-appointment as an Independent Director for second term
Last Drawn Remuneration Details along with remuneration sought to be paid	As a Non-Executive Independent 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, 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, 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
No. of shares held in GCPCL as at March 31, 2019	Nil	Nil	Nil
Relationship with other Directors/ Manager/ KMP	Not related	Not related	Not related
No. of Board meetings attended out of 4 meetings held during the year	3	4	4
Directorship details	Listed Public Companies: Godrej Consumer Products Limited Dr. Reddy's Laboratories Ltd CG Power And Industrial Solutions Limited Ambuja Cements Limited Bajaj Finance Limited Hindustan Construction Company Limited Bajaj Auto Limited Private Companies: CERG Advisory Private Limited Public Companies: Max Healthcare Institute Limited	Listed Public Companies: Godrej Consumer Products Limited Wockhardt Limited Tata Consultancy Services Limited Tata Steel Limited Max Financial Services Limited Vedanta Limited Foreign Companies: Vedanta Resources Plc, UK PCCW Ltd, Hongkong HKT Limited, Hong Kong	Listed Public Companies: Godrej Consumer Products Limited Titan Company Limited The Indian Hotels Company Limited Wipro Limited Housing Development Finance Corporation Limited Foreign Companies: Compass Plc., a FTSE 30 company Others (Section 8 Companies) Vidhi Centre for Legal Policy Foundation To Educate Girls Globally Jal Seva Charitable Foundation
Committee Positions	Member: Stakeholders' Relationship Committee: Ambuja Cements Limited- Bajaj Auto Ltd. Audit Committee: CG Power and Industrial Solutions Ltd. Bajaj Finance Limited Dr. Reddy's Laboratories Ltd Bajaj Auto Ltd. Godrej Consumer Products Limited	Member: Audit Committee: Wockhardt Limited Tata Steel Limited Max Financial Services Limited Vedanta Limited Stakeholders' Relationship Committee: Wockhardt Limited Nomination & Remuneration Committee: Godrej Consumer Products Limited Max Financial Services Limited	Member: Audit Committee: Godrej Consumer Products Limited Titan Company Limited Wipro Limited The Indian Hotels Company Limited Housing Development Finance Corporation Limited Stakeholders' Relationship Committee: Wipro Limited

Names of Director	Omkar Goswami	Aman Mehta	Ireena Vittal
	Nomination & Remuneration Committee: Godrej Consumer Products Limited Risk Management Committee CG Power and Industrial Solutions Ltd Chairman: Risk Management Committee: Godrej Consumer Products Limited	Corporate Social Responsibility Committee: Vedanta Limited Chairman: Audit Committee: Tata Consultancy Services Limited Godrej Consumer Products Limited Nomination & Remuneration Committee: Tata Consultancy Services Limited Vedanta Limited Corporate Social Responsibility Committee: Max Financial Services Limited	Nomination & Remuneration Committee: Godrej Consumer Products Limited Chairperson: NIL
Names of Director	Nisaba Godrej	Vivek Gambhir	
Category	Whole-time Director	Executive Director	
DIN	00591503	06527810	
Date of Birth and Age	February 12, 1978 41 years	November 27, 1968 50 years	
Qualification	<ul style="list-style-type: none"> BSC, Wharton School, Pennsylvania MBA, Harvard Business School 	<ul style="list-style-type: none"> MBA from the Harvard Business School BS (Computer Science) BA (Economics) from Lafayette College 	
Nature of Expertise/ Experience	Industrialist	General Management	
Brief Resume	Appended at end of this table	Appended at end of this table	
First Appointment on the Board	May 2, 2011	April 30, 2013	
Terms & Conditions of Appointment / re-appointment	Re-appointment for further period of three years	Appointment as MD & CEO for a period of 3 years from 01.07.2019 to 30.09.2022 subject to retirement by rotation	
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. The remuneration details for proposed appointment is given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution.	
No. of shares held in GCPL as at	3,70,083	2,15,115	
March 31, 2019			
Relationship with other Directors/ Manager/ KMP	Daughter of Mr. Adi Godrej, Sister of Ms. Tanya Dubash and Mr. Pirojsha Godrej.	Not related	
No. of Board meetings attended out of 4 meetings held during the year	4	4	
Directorship details	Listed Public Companies: Godrej Consumer Products Limited Godrej Agrovet Limited VIP Industries Limited (Appointed w.e.f April 1, 2019) Public Companies: Godrej Seeds & Genetics Limited Private Companies: Innovia Multiventures Pvt Ltd LLPs: Designated Partner in Anamudi Real Estates LLP Partnership Firms; Partner in RKN Enterprises	Listed Public Companies: Godrej Consumer Products Limited Metropolis Healthcare Limited (Listed w.e.f April 15, 2019) Private Companies: Samast Technologies Private Limited Foreign Companies: Strength of Nature LLC. PT Megasari Makmur PT Ekamas Sarijaya PT Sarico Indah PT Indomas Susemi Jaya PT Intrasarai Raya	

Names of Director	Nisaba Godrej	Vivek Gambhir
		Other (Firm, LLP, Body Corporate, AOP, BOI) Harvard Business School Club of India Home Insect Control Association
Committee Positions	Member: Risk Management Committee: Godrej Consumer Products Limited Corporate Social Responsibility Committee: Godrej Seeds & Genetics Limited Godrej Consumer Products Limited Nomination & Remuneration Committee: Godrej Agrovet limited Chairperson: NIL	Member: Stakeholders' Relationship Committee: Godrej Consumer Products Limited Audit Committee: Metropolis Healthcare Limited Corporate Social Responsibility Committee: Godrej Consumer Products Limited Risk Management Committee: Godrej Consumer Products Limited Chairman: Nomination & Remuneration Committee: Metropolis Healthcare Limited Corporate Social Responsibility Committee: Metropolis Healthcare Limited Stakeholders' Relationship Committee: Metropolis Healthcare Limited

BRIEF RESUME OF THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED:

Nadir Godrej

Nadir is a veteran of the Indian industry, Nadir 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 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 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".

Jamshyd Godrej

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.

He is the Chairman of Godrej and Boyce Mfg. Co. Ltd. which 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.

Narendra Ambwani

Narendra Ambwani is a professionally trained executive coach and business advisor. He brings with him experience of over 34 years of work with renowned multi-national Johnson & Johnson. He was Managing Director in Indonesia for 5 years followed by appointment as MD in India in 1995. He completed his corporate career in April 2009. Narendra serves on boards of leading corporates in India and acts as business strategy advisor. Narendra Ambwani had a career of 34 years with Johnson & Johnson, out of which 20 years as Managing Director in Indonesia and India. Currently, he serves on the boards of Godrej Consumer Products, Agro. Tech. Foods, RPG Life sciences, Parag Milk Foods, Disney UTV and Indian Society of Advertisers.

He also mentors and guides CXO level leaders to successfully handle their multiple challenges. Narendra brings with him outstanding marketing and general management experience to the board. During his long stint with world renowned

multinational Johnson & Johnson, he was responsible for developing strong leadership brands such as Johnson Baby, Stayfree and Band-Aid.

Aman Mehta

Aman Mehta has over 35 years of experience in various positions with the HSBC Group. He was the Manager, Corporate Planning at HSBC's headquarters in Hong Kong.

He was the Chairman and Chief Executive Officer of HSBC USA Inc., the New York-based arm of HSBC Holdings plc which oversaw HSBC group companies in the Americas, before being appointed as Deputy Chairman of HSBC Bank Middle East, based in Dubai with responsibility for the Group's operations in the Middle East region.

Aman was re-appointed General Manager International of the Hong Kong and Shanghai Banking Corporation in February 1998, Executive Director International in May 1998 and Chief Executive Officer in January 1999. Aman also became Chairman of HSBC Bank Malaysia Berhad on January 1, 1999 and a Director of HSBC Bank Australia Limited.

Omkar Goswami

Omkar Goswami is the Founder and Chairman of CERG Advisory Private Limited. CERG is the acronym for the Corporate and Economic Research Group. Its objectives are to use Indian as well as international resources to provide best in class:

- Corporate advisory and consulting services for companies and industries in India & abroad.
- Research and analytics on markets, industries and businesses.
- Economic and policy analyses of different markets, regions, countries, industries, as well as trade, monetary, fiscal and exchange rate regimes.

- Strategic profiling of countries, regions and international institutions for clients.
- Research, surveys and analytical work for governments, companies, banks, investors, international multilateral institutions and NGOs.
- International and national workshops, conferences and roundtables on focussed policy areas.

Ireena Vittal

Ireena Vittal is among India's most respected consultant and advisor. She was a partner with McKinsey & Co. for 16 years where she served global companies on issues of growth and sustainable scale up. She has co-authored several studies relating to agriculture and urbanization and served government and public institutions to design and implement solutions core to India's development in the same areas of inclusive urban development and sustainable rural growth. Earlier, she worked with Nestle and MaxTouch. She serves on boards including IHCL, Titan, Godrej Consumer, HDFC and Wipro and non-profits such as Vidhi Legal, Wateraid, Educate Girls among others. She holds a B.Sc. in Electronics and a PGDM from IIM, Calcutta.

Nisaba Godrej

Nisaba has been a key architect of GCPL's strategy and transformation in the last decade. In 2007, she initiated and led Project Leapfrog, which created a playbook for GCPL to accelerate domestic organic growth through innovation and consolidation, and to become a more global company by investing in emerging markets outside of India. Over the last ten years, GCPL's market capitalisation has increased twenty-fold - from ₹ 3,000 crore to ₹ 60,000 crore. Under Nisaba's leadership, GCPL has developed a very strong, engaged and ambitious team, and is consistently ranked as a great place to work. She has also institutionalised design driven thinking and directly leads product development.

Nisaba is passionate about identifying and developing the talent required for the Godrej Group's future growth. Through her oversight of the Group HR function for Godrej Industries and associate companies, she has made Godrej a more meritocratic and highly performance driven organisation, while keeping the Group's values front and center. She has also spearheaded the Group's Good & Green agenda to drive more inclusive and sustainable growth. Her previous assignments within the Godrej Group have included the successful turnaround of Godrej Agrovet and the creation of a Group strategy function to oversee the Group's portfolio. In addition to GCPL, Nisaba is on the Board of Directors of Godrej Agrovet and Teach For India. She is passionate about girls' education, the human mind, design, trekking and equestrian sports.

Vivek Gambhir

Vivek 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 Boards of Metropolis Healthcare Limited and Samast Technologies Private Limited. He serves as President of the Harvard Business School club in India and is an advisor to the Kailash Satyarthi Children's Foundation. Vivek also writes a weekly blog on leadership called 'Monday-8AM' (www.monday-8am.com)

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

19th Annual General Meeting (AGM) – August 1, 2019

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 19th AGM of the Company to be held on Thursday, August 1, 2019, 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 receive, consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the financial year ended March 31, 2019 and Report of the Board of Directors and Auditor's Report thereon.			
2.	To confirm the Interim Dividends paid during fiscal year 2018-19.			
3.	To appoint a Director in place of Mr. Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment.			
4.	To appoint a Director in place of Mr. Jamshyd Godrej (DIN: 00076250) who retires by rotation, and being eligible, offers himself for re-appointment.			
Special Business				
5.	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2019-20.			
6.	To re-appoint Mr. Narendra Ambwani (DIN: 00236658) as an Independent Director of the Company for a second term from July 28, 2019 to November 14, 2023.			
7.	To re-appoint Mr. Aman Mehta DIN: (00009364) as an Independent Director of the Company for a second term September 26, 2019 to August 31, 2021.			
8.	To re-appoint Dr. Omkar Goswami (DIN: 00004258) as an Independent Director of the Company for a second term from September 26, 2019 to September 25, 2024.			
9.	To re-appoint Ms. Ireena Vittal DIN: (05195656) as an Independent Director of the Company for a second term from September 26, 2019 to September 25, 2024.			
10.	To re-appoint Ms. Nisaba Godrej (DIN: 00591503) as Whole-time Director for the period from July 1, 2019 to September 30, 2022.			
11.	To re-appoint Mr. Vivek Gambhir (DIN: 06527810) as Managing Director & CEO July 1, 2019 to September 30, 2022.			

Signed this _____ day of _____, 2019.

Affix revenue stamp of not less than ₹ 1/-

Signature of the Member

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

19th Annual General Meeting (AGM) – August 1, 2019

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 19th Annual General Meeting of the Company on Thursday, August 1, 2019, at 1.30 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

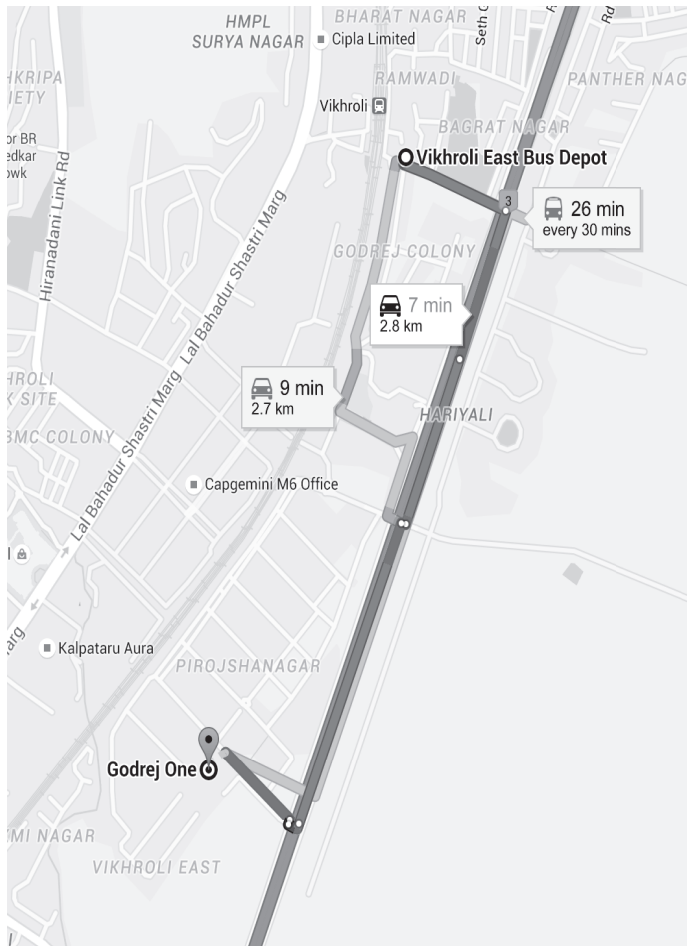
Note:

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 1.00 p.m. A drop back facility will also be available.

