

Notice of the AGM



Godrej Consumer Products Limited

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

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CIN: L24246MH2000PLC129806

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Monday, August 7, 2023, at 5.45 p.m. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2023 and Report of the Board of Directors and Auditor's Report thereon;
2. To appoint a Director in place of Mr. Pirojsha Godrej (DIN: 00432983), who retires by rotation, and being eligible, offers himself for re-appointment;
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;

SPECIAL BUSINESS

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

4. **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 2023-24.**

'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 2023-24, be paid a remuneration of ₹ 6,71,000/- 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'.

5. **Special Resolution for appointment of Ms. Shalini Puchalapalli as an Independent Director of the Company.**

"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. Shalini Puchalapalli (DIN: 07820672), be and is hereby appointed

as an Independent Director of the Company, for the term commencing from November 14, 2023 till November 13, 2028.”

By Order of the Board of Directors

Rahul Botadara
Company Secretary & Compliance
Officer

Mumbai, July 07, 2023

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. As permitted by the Ministry of Corporate Affairs (MCA) and Securities & Exchange Board of India (SEBI), the Company has decided to conduct the AGM through VC or OAVM as per the relevant circulars issued by the aforesaid authorities. The MCA inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through VC or OAVM, **without the physical presence of the Members at a common venue.** The Central Depository Services

(India) Limited (‘CSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note No. 8.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investor.relations@godrejcp.com.

5. ELECTRONIC DISPATCH OF ANNUAL REPORT

- In accordance with the relevant MCA and SEBI Circulars, allowing electronic dispatch of financial statements (including Report of Board of Directors, Auditors’ report or other documents required to be attached therewith) instead of physical dispatch, such statements including the Notice of AGM are being

sent through electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

6. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM:

- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due

to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

7. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATION WITH RESPECT TO ANNUAL REPORT:

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number / folio number, mobile number along with their queries to investor.relations@godrejcp.com latest by 5 p.m. IST on Wednesday, 2nd August, 2023. Questions / queries received by the Company till this time shall only be

considered and responded during the AGM.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. We request the members to restrict their queries on matters relating to the Company.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

8. SCHEDULE AND PROCEDURE FOR REMOTE 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 23rd AGM through electronic means and the business may be transacted through the e-voting services provided by the Central Depository Services Limited (CDSL).

The schedule for e-voting is as follows:-

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Monday, July 31, 2023	Thursday, August 03, 2023, 9.00 a.m. (IST)	Sunday, August 06, 2023, 5.00 p.m. (IST)	On or before Wednesday, August 9, 2023, 5.00 p.m. (IST)

During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled after the close of e-voting. On the

results announcement date indicated above, the results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.godrejcp.com besides being communicated to the Stock Exchanges.

The procedure for voting electronically is given at the end of this Notice in Appendix 1.

Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) has been appointed as the

Scrutiniser to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter. The results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.godrejcp.com within 2 working days of passing resolutions at the AGM of the Company and communicated to stock exchanges, where the shares of the Company are listed.

9. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act,

the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode, basis the request being sent on investor.relations@godrejcp.com.

10. DIVIDEND RELATED INFORMATION

Pursuant to the provisions of Section 124 of the Act, the

Unpaid/Unclaimed Dividend paid upto June 2016 has been transferred by the Company to the Investor Education and Protection Fund (the 'IEPF') established by the Central Government. The Members are requested to note that as per Section 124(5) 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 Link Intime India Private Ltd.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2016-17	Interim	August 2016	September 3, 2023
2016-17	Interim	November 2016	December 13, 2023
2016-17	Interim	February 2017	March 07, 2024
2016-17	Interim	May 2017	June 14, 2024
2017-18	Interim	August 2017	September 05, 2024

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, the shareholders are requested to get their details updated by providing the relevant documents as required by the RTA.

11. Details as stipulated under Listing Regulations in respect of the Directors being re-

appointed are attached herewith to the Notice.

By Order of the Board of Directors

**Rahul Botadara
Company Secretary & Compliance
Officer**

Mumbai, July 07, 2023

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

ITEM 4

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 10, 2023, 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 2023-24 at a remuneration of ₹ 6,71,000/- 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. 4 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 5

Mr. Narendra Ambwani will be finishing his second term on November 14, 2023. In order to ensure that the Board's strength of the Company is compliant, the Company is required to induct a new Independent Director. Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on June 05, 2023, had approved the proposal for appointment of Ms. Shalini Puchalapalli in place of Mr. Ambwani, for a period of five years from November 14, 2023 till November 13, 2028.

The details of Ms. Shalini Puchalapalli (DIN: 07820672) as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

The Board believes that the Company will benefit from her professional expertise and rich experience. Hence, the Board recommends the resolution at item no. 5 to the Members for their approval.

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.

By Order of the Board of Directors

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, July 07, 2023

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

Names of Director	Pirojsha Godrej	Nadir Godrej	Shalini Puchalapalli
Category	Non-Executive Director	Non-Executive Director	Non-Executive and Independent Director
DIN	00432983	00066195	07820672
Date of Birth and Age	October 27, 1980 43 years	August 26, 1951 72 years	July 26, 1973 50 years
Qualification	<ul style="list-style-type: none"> · MBA, Columbia Business School · Masters-International Affairs, School of International & Public Affairs at the Columbia University · Graduate-Economics, Wharton School of Business at the University of Pennsylvania 	<ul style="list-style-type: none"> · B.S Chem Engg. (M.I.T, U.S.A) · M.S Chem Engg. (Stanford, U.S.A) 	<ul style="list-style-type: none"> · Bachelors in engineering from IIT, Madras · Personnel Management from XLRI · MBA from INSEAD

Names of Director	Pirojsha Godrej	Nadir Godrej	Shalini Puchalapalli
Nature of Expertise/ Experience	Industrialist /Management	Industrialist	Management
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 1, 2017	November 29, 2000	November 14, 2023 (Proposed)
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	As mentioned in the resolution
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.	The proposed appointment is the first appointment in the Company. 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-time within the limits set out in the Companies Act, 2013.
No. of shares held in GCPL as at March 31, 2023	3,70,129*	63*	NIL
Relationship with other Directors/ Manager/ KMP	Brother of Ms. Nisaba Godrej and Ms. Tanya Dubash	Not related	None
No. of Board meetings attended out of 4 meetings held during the year	4	4	Not Applicable
Directorship details	<p>Listed Public Companies:</p> <p>Godrej Consumer Products Limited</p> <p>Godrej Agrovet Limited</p> <p>Godrej Properties Limited</p> <p>Godrej Industries Limited</p> <p>Public Companies:</p> <p>Godrej Housing Finance Limited</p> <p>Godrej Capital Limited</p> <p>Godrej Finance Limited</p> <p>Private Companies:</p> <p>Swaddle Projects Private Limited</p> <p>Swaddle Studios Private Limited</p> <p>Godrej Fund Management And Investment Advisers Private Limited</p> <p>Karukachal Developers Private Limited</p> <p>Eranthus Developers Private Limited</p> <p>Ceres Developers Private Limited</p> <p>Praviz Developers Private Limited</p> <p>Foreign Companies:</p> <p>NIL</p>	<p>Listed Public Companies:</p> <p>Godrej Consumer Products Limited</p> <p>Godrej Industries Limited</p> <p>Godrej Agrovet Limited</p> <p>Godrej Properties Limited</p> <p>Astec Lifesciences Limited</p> <p>Public Companies:</p> <p>Godrej & Boyce Mfg. Co. Limited</p> <p>Creamline Dairy Products Limited</p> <p>Godrej Tyson Foods Limited</p> <p>Private Companies:</p> <p>Isprava Vesta Private Limited</p> <p>Isprava Hospitality Private Limited</p> <p>Foreign Companies:</p> <p>Godrej International Limited</p> <p>ACI Godrej Agrovet Private Limited</p> <p>Others:</p> <p>The Association for Future Agriculture Leaders of India</p>	<p>Listed Public Companies:</p> <p>NIL</p> <p>Public Companies:</p> <p>NIL</p> <p>Private Companies:</p> <p>NIL</p> <p>Foreign Companies:</p> <p>NIL</p> <p>LLPs:</p> <p>NIL</p> <p>Partnership Firms:</p> <p>NIL</p> <p>Others:</p> <p>Miracle Foundation India</p>

Names of Director	Pirojsha Godrej	Nadir Godrej	Shalini Puchalapalli
	<p>LLPs: Anamudi Real Estates LLP AREL Enterprise LLP TNP Enterprise LLP ANBG Enterprise LLP</p> <p>Partnership Firms: Partner in RKN Enterprises</p>	<p>LLPs: ANBG Enterprise LLP NBG Enterprise LLP Anamudi Real Estate LLP</p> <p>Partnership Firms: Partner in RKN Enterprise</p>	
Committee Positions	<p>Member: <u>Stakeholders' Relationship Committee:</u> Godrej Properties Limited Godrej Consumer Products Ltd. <u>Audit Committee:</u> Godrej Consumer Products Ltd. Godrej Housing Finance Limited <u>Corporate Social Responsibility Committee:</u> Godrej Properties Limited Godrej Housing Finance Limited <u>Risk Management Committee:</u> Godrej Properties Limited <u>Environment, Safety and Governance Committee:</u> Godrej Properties Limited <u>Nomination and Remuneration Committee:</u> Godrej Housing Finance Limited</p> <p>Chairperson: <u>Risk Management Committee:</u> Godrej Properties Limited <u>Corporate Social Responsibility Committee:</u> Godrej Properties Limited Godrej Housing Finance Limited <u>Environment, Safety and Governance Committee:</u> Godrej Properties Limited <u>Stakeholders' Relationship Committee:</u> Godrej Consumer Products Ltd.</p>	<p>Member: <u>Stakeholders' Relationship Committee:</u> Godrej Industries Ltd. Godrej Agrovet Ltd. <u>Nomination and Remuneration Committee:</u> Godrej Tyson Foods Ltd. <u>ESG Committee:</u> Godrej Consumer Products Ltd. <u>Risk Management Committee:</u> Godrej Consumer Products Ltd. Godrej Industries Ltd. Godrej Agrovet Ltd. <u>Corporate Social Responsibility Committee:</u> Godrej Consumer Products Ltd. Godrej Industries Ltd. Godrej Agrovet Ltd. Chairperson: <u>Stakeholders' Relationship Committee:</u> Godrej Agrovet Ltd. <u>Risk Management Committee:</u> Godrej Industries Ltd. Godrej Agrovet Ltd. <u>Corporate Social Responsibility Committee:</u> Godrej Consumer Products Ltd. Godrej Industries Ltd.</p>	<p>Member: NIL</p> <p>Chairperson: NIL</p>
Names of listed entities from which Director has resigned in the past three years	NIL	NIL	NIL

* This shareholding reflects holding in their own name and does not include shares held as one of the trustee of family trusts.

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

Pirojsha Godrej

Mr. Pirojsha Godrej is the Executive Chairman of Godrej Properties, Godrej Housing Finance, and Godrej Fund Management and a Non-Executive Director at Godrej Consumer Products and Godrej Agrovvet. Mr. Pirojsha graduated from the Wharton School of Business in 2002, completed his Masters in International Affairs from Columbia University in 2004, and an MBA from Columbia Business School in 2008. Mr. Pirojsha joined GPL in 2004, became an Executive Director in 2008, and was appointed CEO of Godrej Properties in 2012. He has led the company through a phase of rapid growth. In Financial Year 2016, Godrej Properties for the first time became India's #1 publicly listed real estate developer by residential sales, a position it has retained for the past 5 years.

Under Mr. Pirojsha's leadership, Godrej Properties has been at the forefront of the sustainable development movement; in 2013, GPL received an award from former President of India, APJ Abdul Kalam for being one of the companies in India from across sectors to have driven the green building movement. In 2020, 2021 and 2022, the Global Real Estate Sustainability Benchmark ranked GPL #1 globally amongst listed residential developers for its sustainability and ESG practices. The Indian Green Building Council (IGBC) has awarded Pirojsha the IGBC Green Champion Award 2016 for his contribution to the sustainability of India's built environment.

In 2017, Pirojsha was appointed the Executive Chairman of Godrej Properties. He also assumed the

role of Executive Chairman of Godrej Fund Management. In 2019, Mr. Pirojsha founded and became the Executive Chairman of Godrej Housing Finance. He has travelled to over 90 countries and every continent and his interests include chess, scuba diving, and rare-book collecting. He is married and is the proud father of two young daughters.

In 2020, 2021 and 2022, the Global Real Estate Sustainability Benchmark ranked GPL #1 globally amongst listed residential developers for its sustainability and ESG practices.

Nadir Godrej

Mr. Nadir Godrej is the Chairman and Managing Director of Godrej Industries Limited.

He has a B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology and a M.S. in Chemical Engineering in 1974 from Stanford University. He has done an MBA from Harvard Business School in 1976. Since 1977 he has been a Director of Godrej Soaps. He has been very active in developing the animal feed, agricultural inputs and chemicals businesses of Godrej Industries and associate companies. He has been very active in research and has several patents in the field of agricultural chemicals and surfactants. In 2001 Godrej Soaps was renamed to Godrej Industries and he was appointed as the Managing Director of Godrej Industries. He is also the Chairman of Godrej Agrovvet Limited and Director of Godrej Properties Limited, subsidiaries of Godrej Industries. He is a Director of

Godrej and Boyce, Godrej Consumer Products and other Godrej group companies. He has been active in CLFMA (Compound Livestock Feed Manufacturers Association of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India) and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry). He is also very active in the Harvard Business School and M I T Alumni Association in India. The French government awarded him the Ordre national du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Life Time Achievement Awards from OTAI (Oil Technologist Association of India) and Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA). The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej with an Honorary Degree of Doctor of Philosophy. And he has been inducted as Fellow of Indian National Academy of Engineering (INAE). He also received a Doctor of Philosophy in Business Management from XIM University, Bhubaneswar in recognition of his contribution to Industry and Society. Mr. Godrej is deeply committed to the GOOD and GREEN strategies and achievement of set targets for the Godrej Group. He encourages and supports a shared vision value for all programs of Good and Green.

Shalini Puchalapalli

Ms. Shalini is a Senior Director - Country Head for Google Customer Solutions, where she is building

the digital ecosystem for India. Her previous roles include Category Director with Amazon India and CEO for Lehar Foods Business for PepsiCo. Ms. Shalini did her bachelors in engineering from IIT, Madras, Personnel Management from XLRI, and MBA from INSEAD.

Ms. Shalini is a leader with deep expertise in marrying digital

with physical gained through transformative leadership across Tech, e-commerce and FMCG in multiple geographies across the world.

She has been honoured as 'Young Global Leader' by the World Economic Forum. She has also been awarded the '40 under 40 Influential Leaders Award' by Economic Times

and Spencer Stuart in 2014 and recognised as one of the 'Women Leaders to Watch in 2015'.

Ms. Shalini is a keen champion of women's rights. She has been working in the area of women's empowerment and prevention of female foeticide for the last 25 years.

Appendix-1 The procedure for members for voting electronically is as follows:-

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Note:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode with CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

- Step 2 : Access through CDSL**
- e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (iv) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form
 - 4) Next enter the Folio Number registered with the Company.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	<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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to

vote, to the Scrutinizer and to the Company at the email address viz., investor_relations@godrejcp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor_relations@godrejcp.com

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending

AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

