

# Report on Corporate Governance

## Company's Philosophy On Corporate Governance

Corporate governance refers to the framework of rules and practices through which the Board of Directors ensures accountability, fairness, and transparency in a company's relationship with all its stakeholders.

The Company is a part of over 125-year young Godrej Group, which has established a reputation for honesty, integrity, and sound governance. Its philosophy on corporate governance envisages attaining the highest levels of transparency, accountability, and equity in all facets of its operations and interactions – whether it is with shareholders, employees, lenders, or the government. The Company is committed to achieve and maintain the highest standards of corporate governance. It believes that all its actions must serve the underlying goal of enhancing the overall stakeholder value over a sustained period.

### 1. BOARD OF DIRECTORS

Godrej Consumer Products Limited's (GCPL) corporate governance practices are shaped by its Board of Directors. The Board is committed to protect the long-term interests of all our stakeholders, and considering this, it provides objective

and prudent guidance to the management. Information related to the procedures, composition, committees, and several other factors of the Board is provided below.

#### A. Board procedures and effectiveness

Effective corporate governance is vital to us. The effectiveness of our Board of Directors, in particular, plays a critical role in the overall functioning and growth of our company. Our process ensures that our Board is aligned with the interests of our shareholders and is consistently striving to enhance its performance.

On the date of this Report, GCPL has a 10 member Board with 5 Independent Directors (11 members as on March 31, 2024 including 6 independent directors), who are eminent professionals from diverse fields, with expertise in finance, information systems, marketing, and corporate strategy. None of the Independent Directors have had any material association with the

Godrej Group in the past. The Board of Directors also confirms that Independent Directors fulfil conditions specified in Listing Regulations and are independent of management. In line with the accepted best practices, to strengthen the focus and quality of discussion at the Board, GCPL's Board has appointed Ms. Ireena Vittal as the lead Independent Director. She has the following responsibilities:

- Provide leadership to the independent Directors, chair the Independent Directors meeting;
- Liaise on their behalf and ensure the Board's effectiveness to maintain high-quality governance of the organization;
- Taking a lead role, along with Chairperson in the Board evaluation process;
- Any other role as may be assigned by the Board

**(i) Meeting and Attendance Requirements**

The Board meets at least once in a quarter to review the Company's quarterly performance and financial results. The Board meetings are governed with a structured agenda. The Board periodically reviews compliance reports with respect to laws and regulations applicable to the Company.

Regular participation in Board Meetings is crucial for the smooth functioning of the Board. It ensures that all Board Members are on the same page and are actively contributing to the decision-making process.

Our average Board meeting attendance for FY 2023-24 stands at 90.26% of all meetings of the board of directors. The regulations require that every Board Meeting must have at least one-third of the Board members present i.e. 33% of the board strength including atleast one Independent Director. This requirement serves to guarantee that every Board member is sufficiently involved in the Board's activities and decisions. Additionally, the Company expects the minimum attendance of 50% for all Board members.

Before the commencement of the Audit Committee meeting, the Independent Directors have separate discussions with Internal Auditor and Statutory Auditors, without the presence of the management team. Comprehensive background information is provided to the Board members for all major items to enable them to take an informed decision.

Once a year, the Board members participate in a strategy meeting, in which they also interact with the management team of the Company. Additionally, every quarter, the Independent Directors have a meeting among themselves and subsequently provide their insights to the Chairperson.

**(ii) Board Performance Assessment**

Performance assessment is key to maintaining and enhancing the effectiveness of our Board. As part of our commitment to this, we conduct a formal Board Effectiveness Review in line with the requirements of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The process is designed and executed by our Corporate HR team in close collaboration with the Chairperson and the Nomination and Remuneration Committee of the Board. As part of the assessment, each Board member completes a confidential online questionnaire, providing essential feedback on the Board's operations and potential areas for improvement. They also complete a self-assessment of their effectiveness, ensuring a comprehensive and balanced evaluation of our Board's performance.

Familiarisation programmes for the Independent Directors cover topics such as the Annual Operating Plan for the fiscal year 2023-24, Global Categories Structures & Initiatives and Cluster wise performance and financial updates. The details of the same are available on the website of the Company and can be accessed through the following link<sup>[1]</sup>.

**(iii) Board Election Process**

The process by which Board members are elected plays a crucial role in ensuring their accountability. Atleast two thirds of the directors (other than independent directors and Executive

<sup>[1]</sup> [https://www.godrejcp.com/public/uploads/compliance\\_other\\_updates/Familiarisation\\_Programme\\_for\\_IDs\\_202324.pdf](https://www.godrejcp.com/public/uploads/compliance_other_updates/Familiarisation_Programme_for_IDs_202324.pdf)

Chairperson) are liable for retirement by rotation, of which every year at least one third of the directors retire and offer themselves for reappointment. This process allows shareholders to vote off Board members if they have concerns about their performance, thereby enhancing the Board's overall accountability and alignment with shareholders' interests. The average tenure of the Board members as on March 31, 2024, is 9 years.

**(iv) External Mandates**

The number of external directorships that Board members hold can have significant implications for their commitment and performance. Recognising this, the total number of mandates held by a director has been regulated and capped by the Ministry of Corporate Affairs and SEBI.

As of March 31, 2024, the 4 Promoter group directors hold 4 or fewer other mandates in listed entities, all the 6 independent directors hold 2 or fewer other mandates in listed entities. The Managing Director & CEO doesn't have any other mandate in listed entity, demonstrating a strong commitment to our organisation.

**B. Matrix on skill sets possessed by the Board of Directors**

At GCPL, we recognise the importance of having a Board comprising of directors who have a range of experiences, capabilities, and diverse viewpoints. This helps us create an effective and well-rounded board. The capabilities and experiences sought in our Directors are outlined here:

- **Strategy and Business–**  
Is or has been the Chief Executive Officer (CEO) or Chief Operating Officer, or has held any other leadership position in an organisation, leading to significant experience in strategy or business management. Brings the ability to identify and assess strategic opportunities and threats in the context of the business.
- **Industry Expertise in Consumer Staples –**  
Has expertise with respect to the sector the organisation operates in. Has an understanding of the 'big picture' in the given industry and recognises the

development of industry segments, trends, emerging issues, and opportunities.

- **Market Expertise–**  
Has expertise with respect to the geography the organisation operates in. Understands the macroeconomic environment, nuances of the business, and consumers and trade in the geography. Has the knowledge of the regulations and legislations of the market/(s) the business operates in.
- **Technology Perspective –**  
Has expertise with respect to business-specific technologies such as in the field of research and development and manufacturing. Has experience and adds perspective on the future-ready skills required by the organisation such as e-commerce, digital, and sustainability.
- **People and Talent Understanding –**  
Has experience in human resource management such that they bring

- in a considered approach to the effective management of people in an organisation.
- **Governance, Finance, and Risk –**  
Has an understanding of the law and application of corporate governance principles in a commercial enterprise of a similar scale. Capability to provide inputs for

strategic financial planning, assess financial statements, and oversee budgets for the efficient use of resources. Ability to identify key risks for the business in a wide range of areas including legal and regulatory.

- **Diversity of Perspective –**  
Provides diverse views to the Board that is valuable for managing our customers, consumers,

employees, key stakeholders, and shareholders.

**C. Process and criteria used for appointing new directors**

The Nomination and Remuneration Committee evaluates the candidature of a new director in line with the Board Diversity Policy and the aforementioned skill sets and makes suitable recommendation to the Board for final approval. The appointment of all Directors is also subject to shareholders' approval.

Director Names/Skills	Age (Years)	Appointment Year	Gender	Committee Membership as on March 31, 2024	Strategy and Business	Industry Expertise in Consumer Staples	Market Expertise	Tech and Future Perspective	People and Talent Understanding	Governance, Finance, and Risk	Diversity of Perspective
Ms. Nisaba Godrej	46	May 2011	F	CSR, ESG RMC	√	√	√		√	√	
Mr. Nadir B. Godrej	73	Nov 2000	M	CSR, ESG RMC	√		√	√		√	√
Ms. Tanya Dubash	56	May 2011	F	CSR, ESG SRC	√		√			√	√
Mr. Pirojsha Godrej	44	Apr 2017	M	SRC	√		√			√	√
Mr. Sudhir Sitapati	48	Oct 2021	M	CSR, ESG, RMC	√	√	√		√	√	
Mr. Sumeet Narang	48	Apr 2019	M	AC, NRC	√		√	√		√	√
Dr. Omkar Goswami	68	Jun 2008	M	AC, RMC, SRC			√	√		√	√
Ms. Ireena Vittal	56	Apr 2013	F	AC, NRC	√	√	√		√	√	
Ms. Ndidi Nwuneli*	49	Apr 2017	F	CSR, ESG, AC	√		√		√	√	√
Ms. Pippa Armerding	56	Jan 2018	F	AC, NRC	√		√		√	√	√
Ms. Shalini Puchalapalli	50	Nov 2023	F	ESG, AC, NRC	√	√		√	√		

\*Post the completion of financial year, Ms. Ndidi Nwuneli has resigned from the directorship from the close of May 1, 2024 on account of additional responsibilities taken in other organisations.

During the Financial Year, Mr. Narendra Ambwani retired from Board with effect from November 14, 2023, Mr. Jamshyd Godrej resigned from the Board w.e.f. January 24, 2024 upon attainment of 75 years of age and Ms. Shalini Puchalapalli has been appointed as an Independent Director on the Board w.e.f. November 14, 2023. She was appointed as a Member of AC, ESG and NRC on November 14, 2023 and as a Member of CSR Committee on May 1, 2024.

CSR-Corporate Social Responsibility Committee; NRC-Nomination & Remuneration Committee; RMC-Risk Management Committee; SRC- Stakeholders Relationship Committee; AC- Audit Committee; ESG-ESG Committee

## D. Board Composition & other relevant details

### (i) Composition of the Board

As of March 31, 2024, the Board composition is as follows:

Category	Number of Directors as on March 31, 2024
<b>i) Non-Independent Directors</b>	
Executive Chairperson	1
Managing Director	1
Non-Executive Promoter Directors	3
Subtotal	5
<b>ii) Independent Directors</b>	6
<b>Total Strength (i + ii)</b>	<b>11</b>

### (ii) Other relevant details of the Directors as on March 31, 2024

Name of Directors	Date of Original Appointment	Relationship With other Directors	Category	Number of Directorships Held in Indian Public Limited Companies (including GCPL)*	Committee Positions including GCPL		Shares Held
					Committee Member (Including Committee Chairperson)**	Committee Chairperson**	
Nisaba Godrej	May 02, 2011	Sister of Tanya Dubash and Pirojsha Godrej	Promoter/ Executive Chairperson	6 (5)	0	0	3,70,087 <sup>#</sup>
Nadir Godrej	November 29, 2000	None	Promoter/ Non-Executive	7 (5)	2	1	63 <sup>#</sup>
Tanya Dubash	May 02, 2011	Sister of Nisaba Godrej and Pirojsha Godrej	Promoter/ Non-Executive	7 (5)	2	0	66 <sup>#</sup>
Pirojsha Godrej	April 01, 2017	Brother of Tanya Dubash and Nisaba Godrej	Promoter/ Non-Executive	7 (4)	2	1	3,70,129 <sup>#</sup>
Sudhir Sitapati	October 18, 2021	None	Managing Director & CEO	3 (1)	0	0	1,44,001
Pippa Armerding	January 30, 2018	None	Non-Executive/ Independent	1 (1)	1	0	Nil
Sumeet Narang	April 01, 2019	None	Non-Executive/ Independent	3 (3)	2	1	Nil
Omkar Goswami	June 18, 2008	None	Non-Executive/ Independent	3 (2)	4	0	Nil
Ndidi Nwuneli <sup>##</sup>	April 01, 2017	None	Non-Executive/ Independent	1 (1)	1	0	Nil
Ireena Vittal	April 30, 2013	None	Non-Executive/ Independent	2 (2)	2	0	Nil
Shalini Puchalapalli	November 14, 2023	None	Non-Executive/ Independent	1 (1)	1	0	350

<sup>#</sup>This shareholding reflects holding in their own name and does not include shares held as one of the trustee of family trusts.

##Resigned with effect from close of May 1, 2024.

\*Does not include directorships in private companies, Section 8 companies, and foreign companies. Figures in brackets denote directorships in listed companies.

\*\*Does not include chairmanship/membership in Board Committees other than the Audit Committee and Stakeholders' Relationship Committee and chairmanship/membership in board committees in companies other than public limited companies registered in India.

**(iii) Details of directorship in other listed companies including category of their directorship as on March 31, 2024**

Names of Directors	Directorship in Other Listed Companies	Category of Directorship
Nisaba Godrej	1. Godrej Agrovet Limited	Director
	2. VIP Industries Limited	Independent Director
	3. Mahindra and Mahindra Limited	Independent Director
	4. Bharti Airtel Limited	Independent Director
Nadir Godrej	1. Godrej Industries Limited	Chairman & Managing Director
	2. Astec Lifesciences Limited	Chairman
	3. Godrej Agrovet Limited	Chairman
	4. Godrej Properties Limited	Director
Tanya Dubash	1. Godrej Industries Limited	Executive Director & Chief Brand Officer
	2. Godrej Agrovet Limited	Director
	3. Britannia Industries Ltd	Independent Director
	4. Escorts Kubota Limited	Independent Director
Sudhir Sitapati	NIL	-
Pirojsha Godrej	1. Godrej Agrovet Limited	Director
	2. Godrej Properties Limited	Executive Chairperson
	3. Godrej Industries Limited	Director
Shalini Puchalapalli	NIL	-
Pippa Tubman Armerding	NIL	-
Sumeet Narang	1. Sapphire Foods India Limited	Director
	2. Godrej Properties Limited	Independent Director
Ndidi Nwuneli	NIL	-
Omkar Goswami	1. Adani Enterprises Limited	Independent Director
Ireena Vittal	1. Asian Paints	Independent Director

**E. Committees of the Board**

The Company has constituted an Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Stakeholders' Relationship Committee formed in accordance with Regulation 20 of the Listing Regulations and Section 178 of the Companies Act, 2013 inter alia looks into investor grievances. The Company has also formed a Nomination and Remuneration Committee in accordance with

Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which looks after the appointment, remuneration, and performance evaluation of Directors. The Company also has a Risk Management Committee in accordance with Regulation 21 of the Listing

Regulations, a CSR Committee in compliance with Section 135 of the Companies Act, 2013 and ESG Committee, in compliance with provisions

of Companies Act, 2013 and Listing Regulations. The ESG Committee which focuses on environment, social

and governance areas, providing oversight on Sustainability risks, opportunities and progress against goals.

#### Composition of the Committees as on March 31, 2024

Name of Directors	Category	Position in the Committee					
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	CSR Committee	ESG Committee
Nisaba Godrej	Promoter and Executive Chairperson	None	None	None	Member	Member	Chairperson
Nadir Godrej	Promoter and Non-Executive	None	None	None	Member	Chairman	Member
Tanya Dubash	Promoter and Non-Executive	None	None	Member	None	Member	Member
Pirojsha Godrej	Promoter and Non-Executive	None	None	Chairman	None	None	None
Sudhir Sitapati	Managing Director and CEO	None	None	None	Member	Member	Member
Pippa Armerding	Independent	Member	Member	None	None	None	None
Sumeet Narang	Independent	Chairman	Member	None	None	None	None
Omkar Goswami	Independent	Member	None	Member	Chairman	None	None
Ndidi Nwuneli	Independent	Member	None	None	None	Member	Member
Ireena Vittal	Independent	Member	Chairperson	None	None	None	None
Shalini Puchalapalli	Independent	Member	Member	None	None	None	Member
Total Strength of the Committee		6	4	3	5	5	6
Number of Independent Directors in the Committee		6	4	1	1	1	2
Number of Non-Independent Directors in the Committee		-	-	2	3	4	4
Members of Senior Management in the Committee		-	-	-	1	-	-

#### Notes:

- 1) Mr. Pirojsha Godrej ceased to be the member of the Audit Committee with effect from August 07, 2023.
- 2) Ms. Ireena Vittal became the Chairperson of the Nomination & Remuneration Committee w.e.f. November 14, 2023.
- 3) Ms. Ndidi Nwuneli has been appointed as the member of the Corporate Social Responsibility Committee w.e.f. November 14, 2023. Ms. Ndidi resigned from the Board with effect from close of May 1, 2024 and consequently she ceased to be a member of the Audit, CSR and ESG Committee.
- 4) Ms. Shalini Puchalapalli has been appointed as the member of the Audit Committee, Nomination & Remuneration Committee and ESG Committee w.e.f. November 14, 2023 and as a member of the CSR Committee w.e.f. May 1, 2024.
- 5) Dr. Omkar Goswami has been appointed as the member of the Stakeholder Relationship Committee w.e.f. November 14, 2023.
- 6) Mr. Rahul Botadara, Company Secretary & Compliance Officer, is the Secretary of all the Board Committees. He is also responsible for redressing investor grievances.

**F. Terms of reference of Board Committees**

**(i) Audit Committee**

The terms of reference for the Audit Committee includes the matters specified in Section 177 of the Companies Act, 2013 as well as Part C of Schedule II of the Listing Regulations such as:

**Financial Statements**

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director's responsibility statement to be included in the Board's report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and

reasons for the same.

- (c) Major accounting entries involving estimates based on the exercise of judgment by the management.
- (d) Significant adjustments made in the financial statements arising out of audit findings.
- (e) Compliance with listing and other legal requirements relating to financial statements.
- (f) Disclosure of any related party transactions.
- (g) Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Scrutiny of intercorporate loans and investments.

**Review of Information**

- Reviewing, with the management, the statement of uses/ application of funds raised through an issue, such as public, rights,

or preferential issues; the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice; and the report submitted by the agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to initiate steps in this matter.

- Reviewing the management discussion and analysis of financial condition and results of operations.
- Statement of deviations.
- quarterly statement of deviation(s) including the report of the monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations.
- annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

**Internal Control**

- Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems.

- Evaluation of internal financial controls and risk management systems.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity, or a failure of internal control systems of a material nature, and reporting the matter to the Board.

#### **External and Internal Audit**

- Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing of management letters/ letters of internal control weakness issued by the statutory auditors.
- Reviewing the appointment, removal, and terms of remuneration of the chief internal auditor.
- Reviewing the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department,

reporting structure coverage, and frequency of internal audit.

- Reviewing internal audit reports relating to internal control weakness.
- Discussion with internal auditors of any significant findings and follow-up thereon.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of the audit process.
- Periodical discussions with the auditors about internal control systems and the scope of audit including the observations of the auditors and review of the quarterly, half yearly, and annual financial statements before submission to the Board. Overseeing compliance of internal control systems.

#### **Subsidiary Companies**

- The Committee shall have access to the Audit Committee minutes of the subsidiary companies.

- Reviewing the financial statements, in particular the investments made by the subsidiary companies.
- Recommending the revision in the Policy for determining Material Subsidiaries to align it with the extant applicable provisions.
- Reviewing the utilisation of loans and/or advances from/ investment in the subsidiary exceeding ₹ 100 crore or 10 per cent of the asset size of the subsidiary, whichever is lower, including existing loans and advances.

#### **Related Party Transactions**

- Approval or any subsequent modification of transactions of the Company with related parties.
- Formal approval or omnibus approval of transactions with related parties or any subsequent modification of transactions of the Company with related parties including their basis.
- Laying down criteria for granting omnibus approval to related party transactions.
- Satisfy itself of the need for omnibus approval of related party transactions

so that that the approval is in the interest of the Company.

- Granting omnibus approval for related party transactions not exceeding ₹ 1 crore per transaction in a financial year.
- Reviewing on a quarterly basis, the statement of such significant related party transactions as may be specified by the Committee and the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given.
- Recommending the revision in the Policy on Material-Related Party Transactions and on dealing with Related Party Transactions to align it with the extant applicable provisions.

#### **Compliance**

- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors, if any.
- Reviewing the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's

investigation and follow-up (including disciplinary action) of any instances of non-compliance.

- Reviewing the findings of any examinations by regulatory agencies and any auditor observations.
- Reviewing the process for communicating the Code of Conduct to Company personnel and for monitoring compliance therewith.
- Reviewing compliance with respect to the provisions of Insider Trading Regulations at least once in a financial year and verifying that the systems for internal control for compliance with these regulations are adequate and operating effectively.
- Obtaining regular updates from the management regarding compliance matters.

#### **Other Responsibilities**

- Reviewing the functioning and compliances as regards the Company's Whistle Blower Policy.
- Approval of the appointment of the Chief Financial Officer after assessing the qualifications, experience, and background of the candidate.

- Valuation of undertakings or assets of the Company, wherever it is necessary by appointing a Registered Valuer in terms of Section 247 of the Companies Act, 2013.
- Instituting and overseeing special investigations as needed.
- Performing any other functions and activities related to this terms of reference as requested by the Board of Directors.
- Performing any other functions as required to be done by the Audit Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.

#### **(ii) Nomination and Remuneration Committee**

The terms of reference of the Nomination and Remuneration Committee are as follows:

- Formulation of the criteria for determining qualifications, positive attributes, and independence of a Director and recommendation to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel, and other employees.

- Formulation of criteria for the evaluation of performance of Independent Directors and the Board of Directors.
  - Devising a policy on the diversity of Board of Directors.
  - Identifying individuals who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment and removal.
  - Deciding whether to extend or continue the term of appointment of the Independent Director on the basis of the report of performance evaluation of Independent Directors.
  - Recommending to the Board, all remuneration, in whatever form, payable to senior management.
  - Administering the Employee Stock Grant Scheme of the Company and render all such functions required to be done under the SEBI (Share-Based Employee Benefit) Regulations, 2015.
  - Performing any other functions and activities related to the terms of
- reference as requested by the Board of Directors.
- Performing any other functions as required to be done by the Nomination and Remuneration Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.
- (iii) Stakeholders' Relationship Committee**
- Resolving the grievances of the security holders of the Company, including complaints relating to transfer/transmission of shares, non-receipt of Annual Report, and non-receipt of declared dividends; issue of new/ duplicate certificates; and general meetings.
  - Review of measures taken for effective exercise of voting rights by shareholders.
  - Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent.
  - Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of
- dividend warrants/ annual reports/statutory notices by the shareholders of the Company.
- Performing any other functions and activities related to the terms of reference as requested by the Board of Directors.
  - Performing any other functions as required to be done by the Stakeholders' Relationship Committee as per the provisions of the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.
- (iv) Risk Management Committee**
- To formulate a detailed risk management policy which shall include:
    - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
    - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.

(c) Business continuity plan	the Listing Regulations and any other laws or regulations from time to time.	the Companies Act, 2013, the Listing Regulations, and any other laws or regulations from time to time.
<ul style="list-style-type: none"> <li>- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;</li> <li>- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;</li> <li>- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;</li> <li>- Performing any other functions and activities related to this terms of reference as requested by the Board of Directors or any of its Committees or the Company management.</li> <li>- Performing any other functions as required to be done by the Risk Management Committee as per the provisions of the Companies Act, 2013,</li> </ul>	<p data-bbox="586 358 905 425"><b>(v) Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>• Formulate and recommend to the Board a Corporate Social Responsibility Policy that shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.</li> <li>• Recommend the amount of expenditure to be incurred on the activities referred above.</li> <li>• Monitor the Corporate Social Responsibility Policy of the Company from time to time;</li> <li>• Perform any other functions and activities related to the terms of reference as requested by the Board of Directors.</li> <li>• Perform any other functions as required to be done by the Corporate Social Responsibility Committee as per the provisions of</li> </ul>	<p data-bbox="982 395 1202 425"><b>(vi) ESG Committee</b></p> <ul style="list-style-type: none"> <li>• Spearhead GCPL's overall Sustainability ambition, strategy and long-term thinking.</li> <li>• Review progress against Sustainability goals across the Company.</li> <li>• Review key Sustainability risks for GCPL, set standards for monitoring, and sign off mitigation measures.</li> <li>• Frame key long-term Sustainability opportunities for GCPL and align Board of Directors as required.</li> <li>• Formulate and recommend to the Board of Directors, key Sustainability policies, as required.</li> <li>• Performing any other functions and activities related to these terms of reference as requested by the Board of Directors.</li> </ul>

**G. Attendance details at Board/Committee meetings and at the last Annual General Meeting:**

Names of Meetings	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility	Stakeholders' Relationship Committee	Risk Management Committee	ESG Committee	Independent Director's Meeting	AGM
Number of Meetings held	7	5	3	2	1	3	2	1	1
Attendance of Directors									
Jamshyd Godrej	3	NA	NA	NA	NA	NA	NA	NA	Yes
Nadir Godrej	7	NA	NA	2	NA	3	2	NA	Yes
Tanya Dubash	6	NA	NA	2	1	NA	2	NA	Yes
Nisaba Godrej	7	NA	NA	2	NA	3	2	NA	Yes
Pirojsha Godrej	7	2	NA	NA	1	NA	NA	NA	Yes
Narendra Ambwani	5	4	1	0	1	NA	0	0	Yes
Sudhir Sitapati	7	NA	NA	2	NA	3	2	NA	Yes
Pippa Armerding	6	4	3	NA	NA	NA	NA	1	Yes
Sumeet Narang	7	5	3	NA	NA	NA	NA	1	Yes
Omkar Goswami	5	5	NA	NA	NA	2	NA	1	No
Ndidi Nwuneli	7	5	NA	1	NA	NA	2	1	Yes
Ireena Vittal	5	5	3	NA	NA	NA	NA	1	Yes
Shalini Puchalapalli	2	1	1	NA	NA	NA	1	NA	NA

**Notes:**

- 'NA' indicates not a member of the committee.
- The maximum gap between any two board meetings did not exceed 120 days during the year.
- Leave of absence was granted to the Directors whenever they could not be present for the Board/Committee meeting.
- Board meetings were held on April 21, 2023, May 10, 2023, June 05, 2023, August 07, 2023, November 01, 2023, January 31, 2024, and February 12, 2024.
- Audit Committee meetings were held on May 10, 2023, June 05, 2023, August 07, 2023, November 01, 2023, and January 31, 2024.
- Nomination and Remuneration Committee meetings were held on May 10, 2023, June 05, 2023, and January 31, 2024.
- Corporate Social Responsibility Committee meetings were held on May 10, 2023 and January 31, 2024.
- Stakeholders' Relationship Committee meeting was held on November 01, 2023.
- Risk Management Committee meetings were held on June 27, 2023, September 14, 2023, and February 28, 2024.
- ESG Committee meetings were held on May 10, 2023 and January 31, 2024.
- Independent Directors meetings was held on May 10, 2023.
- Annual General Meeting was held on August 07, 2023.
- Mr. Narendra Ambwani's second term as an Independent Director ended on November 14, 2023, so he ceased to be the director of the company with effect from November 14, 2023.

#### H. Reappointment of Directors liable to retire by rotation.

The Board has five Directors whose period of office is liable to be determined for retirement by rotation, and of these five directors, one-third,

i.e. two Directors, shall retire at the Annual General Meeting. Thus, Mr. Sudhir Sitapati and Ms. Tanya Dubash will retire at the ensuing Annual General Meeting of the Company and, being eligible, will be considered for reappointment

as per the provisions of Companies Act, 2013, Listing Regulation and Articles of Association of the Company. Their brief resume is annexed to the notice of the Annual General Meeting.

#### I. Particulars of senior management and any changes therein

The particulars of senior management personnel and changes are given below:

Sr. No	Name of Senior Management Personnel	Designation
1.	Mr. Aasif Malbari	Chief Financial Officer (Appointed from August 10, 2023)
2.	Mr. Sameer Shah	Chief Financial Officer (Ceased w.e.f. August 10, 2023)
3.	Mr. Omar Momin	Head- M&A
4.	Mr. Venkateswara Yadalapalli	Head- R&D
5.	Mr. Robert Menzies	Head-Category & Innovation
6.	Mr. Vijay Kumar Kannan	Head- Business Transformation & Digital

The Board at its meeting held on May 6, 2024, has appointed Mr. Vaibhav Ram as a member of Senior Management designated as Global HR Head w.e.f. October 1, 2024.

#### 2. REMUNERATION POLICY

The Remuneration Policy of the Company has been provided in the Board's Report section of the Annual Report as **Annexure 'B'**.

##### Remuneration to Directors:

Details of the remuneration to Directors are as follows:

Names of Directors	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	PLVR	Company's Contribution to PF	Amount (₹) crore	
						Monetary Value of Perquisites	Total
Whole-Time Directors							
Nisaba Godrej	-	-	4.46	1.25	0.20	0.76	6.67
Sudhir Sitapati	-	-	6.33	3.75	0.26	8.68	19.02
<b>Subtotal</b>	-	-	<b>10.79</b>	<b>5.00</b>	<b>0.46</b>	<b>9.44</b>	<b>25.69</b>
Non-Executive Directors							
Jamshyd Godrej	0.03	0.16	-	-	-	-	0.19
Nadir Godrej	0.08	0.20	-	-	-	-	0.28
Tanya Dubash	0.07	0.20	-	-	-	-	0.27
Pirojsha Godrej	0.08	0.20	-	-	-	-	0.28
Narendra Ambwani	0.06	0.22	-	-	-	-	0.28
Pippa Armerding	0.07	0.35	-	-	-	-	0.42
Omkar Goswami	0.06	0.35	-	-	-	-	0.41

Amount (₹) crore

Names of Directors	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	PLVR	Company's Contribution to PF	Monetary Value of Perquisites	Total
Ndidi Nwuneli	0.09	0.35	-	-	-	-	0.44
Sumeet Narang	0.00	-	-	-	-	-	0.00
Ireena Vittal	0.07	0.35	-	-	-	-	0.42
Shalini Puchalapalli	0.03	0.13	-	-	-	-	0.16
<b>Subtotal</b>	<b>0.64</b>	<b>2.51</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>3.15</b>
<b>Total</b>	<b>0.64</b>	<b>2.51</b>	<b>10.79</b>	<b>5.00</b>	<b>0.46</b>	<b>9.44</b>	<b>28.84</b>

**Notes:**

- In the case of Ms. Nisaba Godrej, salary includes basic salary and various elements of flexible compensation and reimbursement of medical expenses. The monetary value of perquisites includes accommodation and electricity expenses, perquisites for employer's provident fund contribution and interest.
- In case of Mr. Sudhir Sitapati, salary includes basic salary and various elements of flexible compensation. The monetary value of perquisites includes perquisites for car, perquisites for stock grants and perquisites for employer's provident fund contribution and interest.
- Ms. Nisaba Godrej and Mr. Sudhir Sitapati are eligible for Performance Linked Variable Remuneration (PLVR). PLVR is directly tied to a combination of the Company's overall business performance and the whole-time director's individual performance. The performance measures are calculated based on three predefined financial and relative financial metrics – underlying volume growth, reduction in inventory & account receivables, and EBITDA & working media growth. These financial and operating metrics are set internally by the Management Committee and the Board of Directors. The PLVR reflected in the table above is the amount paid in FY 2023-24 for FY 2022-23. PLVR payable for FY 2023-24 will be paid in FY 2024-25, and hence will be reflected in next year's Annual Report.
- Members may also refer to the total rewards policy given in the Board's Report.
- The shareholders have authorised the payment of commissions on profits to Non-Executive Directors at a rate not exceeding 1 per cent of net profits of the Company with authority to the Board to determine the manner and proportion in which the amount is distributed among the Non-Executive Directors. The Board has authorised a base commission of ₹ 20 lakhs per annum to each Non-Executive Director. All the Independent Directors are paid an additional commission linked to their attendance at Audit Committee meetings, Nomination and Remuneration Committee meeting, and Independent Directors' meeting. In addition, all the Non-Executive Directors are paid sitting fees for attending the meetings of the Board or Committees thereof.
- Mr. Sumeet Narang has voluntarily waived the remuneration receivable from the Company.
- Dr. Omkar Goswami and Ms. Ireena Vittal were originally appointed under the terms of the erstwhile Listing Agreement (refer to the table containing other relevant details of the Directors under Para 1 of Board of Directors for the original date of appointment). After the notification of Companies Act, 2013, these Independent Directors have been appointed for a period of 5 years and thereafter they have been reappointed for the second term of 5 years as permitted by the Companies Act.

During the year, Mr. Sumeet Narang has been reappointed for the second term of 5 years.

### 3. DETAILS OF STAKEHOLDER COMPLAINTS AND STAKEHOLDERS' GRIEVANCE COMMITTEE

Total Complaints Pending at the Beginning of the Year	Total Complaints Received During the Year	Total Complaints Disposed During the Year	Total Complaints Pending at the End of the Year
Nil	92	89	3

**Note:** The pending complaints has been resolved after the close of the financial year.

### 4. GENERAL BODY MEETINGS

#### A. Annual General Meeting

Details of the last three Annual General Meetings of GCPL are as follows:

Date	Time	Venue	Details of Special Resolutions Passed
August 4, 2021	04:00 p.m.	Video Conferencing	NIL
August 3, 2022	05:45 p.m.	Video Conferencing	NIL
August 7, 2023	05:45 p.m.	Video conferencing	Appointment of Ms. Shalini Puchalapalli as an Independent Director of the Company for a term of 5 years commencing from November 14, 2023, till November 13, 2028.

#### B. Postal Ballot

One Postal ballot was conducted during the FY 2023-2024, details of the same is given below. The resolution was passed by the requisite majority. Details of the scrutinizers report and voting pattern is available on the Company website under link<sup>[2]</sup>

Date of Passing of Resolution	Details of Special Resolutions Passed	Procedure for Postal Ballot
March 26, 2024	Reappointment of Mr. Sumeet Narang (DIN No. 01874599) as an Independent director for a period of 5 years effective from April 1, 2024	The postal ballot notice was sent by electronic mode to those shareholders whose email address was registered with the Company/ Depositories. The postal ballot was conducted by Mr. Kalidas Vanjpe, Practising Company Secretary.  Remote e-voting facility was provided by Central Depository Services Limited. The voting including e-voting facility was available from Friday, February 23, 2024, 9.00 a.m. (IST) to Saturday, March 23, 2024, 5.00 p.m. (IST).

### 5. MEANS OF COMMUNICATION

GCLP shares all vital information related to the Company and its performance, including quarterly results, press releases, and performance updates, corporate presentations, and the information required by the

Listing Regulations are posted on the Company's website – [www.godrejcp.com](http://www.godrejcp.com). The quarterly, half yearly, and annual results of the Company's performance are generally published in Business Line as well as in the Marathi newspaper Lokmat. Members of the management team holds conference calls/ meetings with

financial analysts once in a quarter. The transcripts and link for audio recordings are filed with the Stock Exchange. The same is also available on the investor's page of Company's website. The presentations made to financial analysts and institutional investor are shared with the Stock Exchanges and uploaded

<sup>[2]</sup> <https://godrejcp.com/investors/stock-exchange-filings>

on the Company's website. The same may be accessed through the link given below.<sup>[3]</sup> The Company files its quarterly results on the electronic filing system of the Bombay Stock Exchange (BSE) Limited and National Stock Exchange of India Limited (NSE). The same are also available on the websites of the BSE Limited

and The National Stock Exchange of India Limited namely <https://www.bseindia.com/> and [www.nseindia.com](http://www.nseindia.com), respectively.

#### **Reminder to Investors holding Physical Shares**

Shareholders holding physical securities are requested to complete their KYC by

furnishing PAN, contact details (Postal Address with PIN and Mobile Number), Bank A/c details and specimen signature, Choice of nomination (Optional) for their corresponding folio numbers.

The KYC forms can be downloaded through the link below <sup>[4]</sup>.

## **6. GENERAL SHAREHOLDER INFORMATION**

### **A. Annual General Meeting**

Date and Time: Wednesday, August 7, 2024, 5:45 p.m. (IST)  
Venue/Mode: Video Conferencing/ Other audio visual means

### **B. Financial Calendar**

Financial Year: April 1, 2023 to March 31, 2024

### **C. Interim Dividends during Fiscal Year 2023-24**

<b>Declared at Board Meeting held on</b>	<b>Dividend Rate Per Share on Shares of Face Value ₹ 1 Each</b>	<b>Record Date</b>
November 01, 2023	₹ 5.00	November 09, 2023

### **D. Listing**

The Company's shares are listed and traded on the following stock exchanges:

<b>Name and Address of the Stock Exchange</b>	<b>Segment</b>	<b>Stock/Scrip Code</b>	<b>ISIN Number for NSDL/CDSL</b>
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	Equity	532424	INE102D01028
The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	Equity; Futures and Options (F&O)	GODREJCP	

The applicable listing fees has been paid to the stock exchanges before the due date.

<sup>[3]</sup> <https://godrejcp.com/investors/stock-exchange-filings>

<sup>[4]</sup> <https://liiplweb.linkintime.co.in/KYC-downloads.html>

#### E. Market Price Data

The monthly high and low prices of GCPL at the BSE Limited and the NSE in Equity series for the year ended March 31, 2024, are as follows:

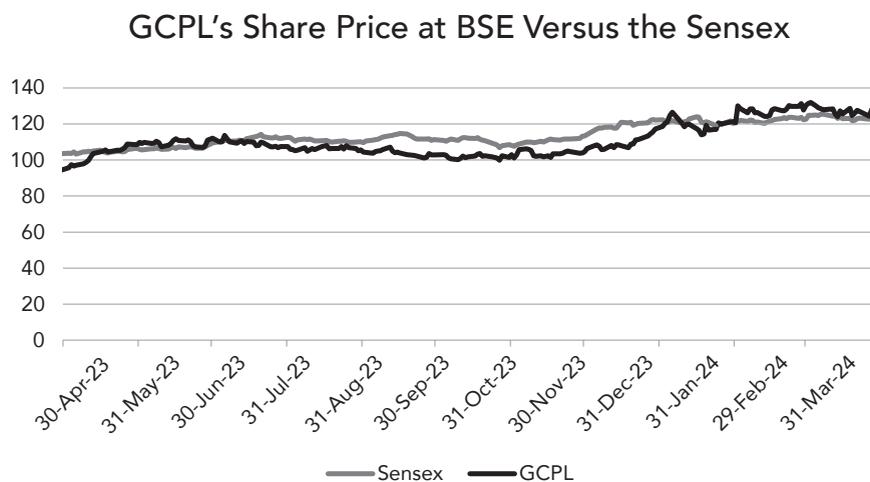
Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-23	994.45	896.85	992.20	897.00
May-23	1063.00	902.20	1,065.00	902.00
Jun-23	1088.70	1027.70	1,089.00	1,027.10
Jul-23	1101.55	1025.00	1,102.05	1,024.00
Aug-23	1047.40	999.05	1,048.00	999.00
Sep-23	1049.65	972.40	1,047.15	971.55
Oct-23	1007.50	959.55	1,007.75	959.80
Nov-23	1030.10	973.00	1,030.00	973.10
Dec-23	1138.70	1007.95	1,138.80	1,008.00
Jan-24	1229.95	1076.00	1,230.00	1075.60
Feb-24	1299.90	1176.70	1,314.30	1,175.00
Mar-24	1293.15	1176.75	1,282.75	1,176.55

**Source:** Websites of the respective stock exchanges

**Note:** High and low are in rupees per traded share

#### F. GCPL's Share Price at BSE Versus the Sensex

GCPL's share performance compared with the BSE Sensex for fiscal year 2023-24 is as follows:



**Note:**

Both the BSE Sensex and GCPL Share price are indexed to 100 at the beginning of the financial year.

#### G. Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd,  
Unit: Godrej Consumer Products Limited,  
C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083  
Tel. No.: 022-49186270  
Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: <https://linkintime.co.in/>

The shareholders can use the following facilities provided by the Registrar and Share Transfer Agent of the Company for any grievance redressal.

'iDIA' is a Chatbot developed by Link Intime India Pvt. Ltd., our Corporate Registrar, that utilizes conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about any queries.

Talk to iDIA by logging in to [www.linkintime.co.in](http://www.linkintime.co.in)

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar & Share Transfer Agent that empowers shareholders to effortlessly access various services. Investors are

requested to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in/>

#### H. Share Transfer

In terms of amendments to Regulation 40 of Listing Regulations w.e.f. 1<sup>st</sup> April, 2019, transfer of securities in physical form has been stopped by SEBI.

SEBI has given the following clarifications:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after April 01, 2019.

2. The physical shareholders are suggested to complete the KYC to continue availing the corporate benefits & RTA services.

3. Any investor who is desirous of transferring shares (which are held in physical form) after April 01, 2019 can do so only after the shares are dematerialized.

The above decision by SEBI is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement / interchanging of the order of name of shareholders) cases.

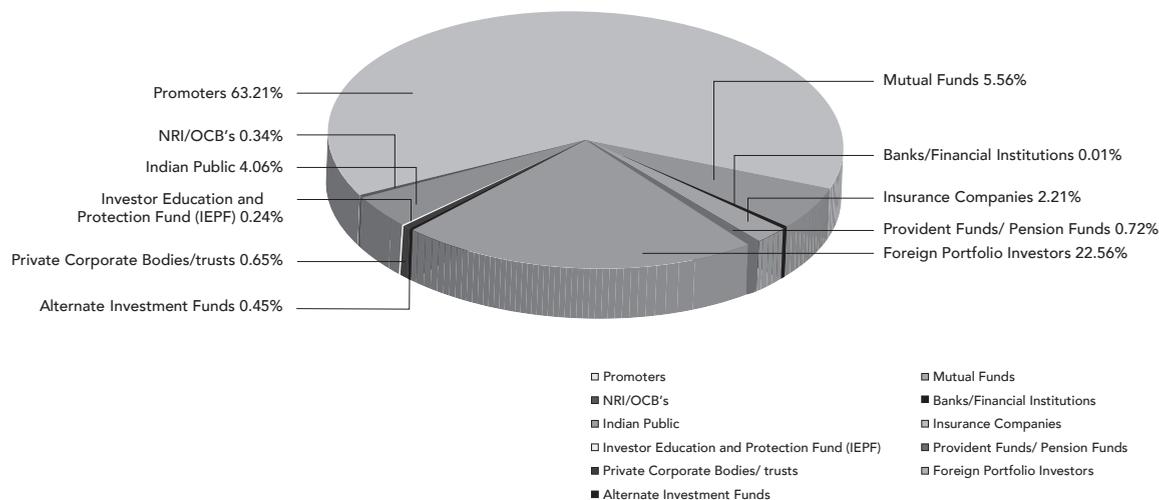
#### I. Distribution of Shareholding

Distribution of shareholding by size class as on March 31, 2024

Number of Shares	Number of Shareholders	Shareholders%	Number of shares held	Shareholding %
1-500	1,73,476	90.10	1,17,34,036	1.15
501-1,000	9,587	4.98	66,87,694	0.65
1,001-2,000	5,406	2.81	78,27,921	0.76
2,001-3,000	1,357	0.70	33,29,035	0.33
3,001-4,000	640	0.33	22,54,791	0.22
4,001-5,000	319	0.17	14,21,000	0.14
5,001-10,000	631	0.33	43,66,257	0.43
10,001 and above	1,126	0.58	98,51,99,595	96.32
<b>Total</b>	<b>1,92,542</b>	<b>100.00</b>	<b>102,28,20,329</b>	<b>100.00</b>

Distribution of shareholding by ownership as on March 31, 2024:

Category	Shares Held (Number)	Per Cent of Holding
Promoters	64,64,88,267	63.21%
Mutual Funds	5,68,43,295	5.56%
Alternate Investment Funds	45,88,735	0.45%
Banks/Financial Institutions	67,014	0.01%
Insurance Companies	2,26,16,035	2.21%
Provident Funds/ Pension Funds	73,70,457	0.72%
Foreign Portfolio Investors	23,06,97,576	22.56%
Investor Education and Protection Fund (IEPF)	24,54,406	0.24%
Private Corporate Bodies/trusts	65,97,363	0.65%
Indian Public	4,15,72,643	4.06%
NRI/OCB's	35,24,538	0.34%
<b>Total</b>	<b>102,28,20,329</b>	<b>100.00%</b>



#### J. Shares Held in Physical and Dematerialised Forms

Breakup of physical and dematerialised shares as on March 31, 2024:

	Number of Shares	Per Cent	Number of Folios	Per Cent
Physical	64,20,020	0.63	14,001	7.27
Demat	1,01,64,00,309	99.37	1,78,541	92.73
<b>Total</b>	<b>1,02,28,20,329</b>	<b>100.00</b>	<b>1,92,542</b>	<b>100.00</b>

Shares held in the dematerialised mode have more liquidity than those held in the physical mode. Therefore, the Company urges shareholders holding shares in the physical form to convert their shareholdings to the demat mode.

#### K. Outstanding GDRs/ADRs/ Warrants/Convertible Instruments and Their Impact on Equity

GCPL does not have any outstanding GDRs/ADRs/warrants/convertible instruments.

**L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities**

GCPL is exposed to commodity risks mainly due to imported palm oil derivatives. We enter fixed price contracts with overseas suppliers in order to hedge price volatility.

For commodities imported at a contracted fixed price, there is an associated foreign exchange currency risk. The mitigation of this risk is managed by the Company's Forex Committee. The Committee periodically meets and reviews the overall foreign exchange currency

exposure and enters into forward contracts to hedge the currency risk. Details of hedged and unhedged positions for foreign currency exposures are available in the Notes to the Financial Statement of the Annual Report.

**Details of the exposure of the Company to palm oil derivatives are given below:**

Commodity Name	Exposure in ₹ (Purchase orders raised during the year)	Exposure in Qty	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International Market		
			OTC	Exchange	OTC	Exchange	
Palm Oil Derivatives	1,148 crore	1.40 Lac MT	Nil	Nil	Nil	Nil	Nil

**M. Plant Locations**

The Company's plants are located in the following states:

Names of States /Union Territory	Location of Plants
Jammu & Kashmir	SICOP Industrial Estate-Kathua, Hatli Moth-Kathua, Industrial Area Phase III Lane 2
Himachal Pradesh	Thana-Baddi, Katha-Baddi
Sikkim	Mamring, South Sikkim
Assam	Kalapahar-Guwahati, Brahamputra industrial park-village silla, Sarusajai-lokhra
Meghalaya	Byrnihat, Rebhoi District
Madhya Pradesh	Malanpur Industrial Area, District Bhind
Pondicherry	Kattukuppam-Manpet Post, Nallur Village-Mannadipet Commune, Nedungadu Commune-Karaikal, Thirunallar Commune-Karaikal
Tamil Nadu	Maraimalai nagar-Chengalpattu District

**N. Address for Correspondence relating to queries of GCPL shares**

Investor correspondence should be addressed to M/s. Link Intime India Pvt. Ltd, Unit: Godrej Consumer Products Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.

Tel. No.: 022-49186270  
 Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
 Website: <https://linkintime.co.in/>  
 Correspondence to the Company should be addressed to: The Secretarial Department, Godrej Consumer Products Limited, 4<sup>th</sup> Floor, Godrej

One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai-400079. CIN: L24246MH2000PLC129806  
 Tel. No.: 022 25188010/20/30  
 Fax No.: 022 25188040;  
 Email ID: [investor.relations@godrejcp.com](mailto:investor.relations@godrejcp.com)  
 Website: [www.godrejcp.com](http://www.godrejcp.com)

**O. List of Credit Ratings Obtained during the Year**

During the year, rating agencies have reaffirmed the following existing credit ratings of the Company.

[ICRA] A1+ (pronounced as ICRA A one plus) for ₹ 3000 crore Commercial paper

[Crisil] A1+ (pronounced as Crisil A one plus) for ₹ 3000 crore Commercial paper

[ICRA] AAA (pronounced as ICRA Triple A) for ₹ 800 Crore Long-term / Short-term, Fund based / Non-fund Based Facilities

**7. FAMILY SETTLEMENT AGREEMENT BETWEEN THE PROMOTERS**

The Company has been informed by way of a family letter dated April 30, 2024 issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Godrej Crishna (SGC) and Mr. Jamshyd Godrej (JNG) that the Godrej family members have entered into a family settlement agreement and a brand & non compete agreement on April 30, 2024. The Company is not a party to these agreements.

The settlement contemplates a realignment of inter alia the shareholding of Godrej Industries Limited and Godrej

Seeds & Genetics Limited, which are shareholders of the Company, subject to applicable regulatory approvals. Pursuant to the realignment, the management and control of the Company will continue with the ABG / NBG family, and the JNG / SGC family will not be involved in the management and operations of the Company.

Currently, there are no members of the JNG / SGC Family who are directors on the board of directors of the Company.

**8. OTHER DISCLOSURES**

**A. Materially Significant Related Party Transactions that may potentially conflict with the Company's Interest**

During fiscal year 2023-24, there were no materially significant related party transactions; that is, transactions of the Company of material nature with bodies including its subsidiaries, promoters, directors, management, and relatives, which may have potential conflict with the interests of the Company at large. Attention of members is drawn to disclosures of transactions with related

parties, as set out in Notes to Accounts.

**B. Details of Non-Compliance**

There has not been any non-compliance of mandatory requirements, expected of the Company. No penalties or strictures were imposed on the Company by the stock exchanges, SEBI, or any statutory authority for matters related to capital markets during the last 3 years.

**C. Vigil Mechanism/ Whistle Blower Policy**

With a view to establish a mechanism for protecting employees reporting unethical behaviour, frauds, or violation of the Company's Code of Conduct, the Board of Directors have adopted a Whistle Blower Policy. No person has been denied access to the Audit Committee.

**D. Web Link for Policies**

The Whistle Blower Policy, the Policy for determining Material Subsidiaries, and the Policy on dealing with Related Party Transactions are available on the link given below <sup>[5]</sup>.

<sup>[5]</sup> <https://www.godrejcp.com/sustainability/codes-and-policies>

#### E. Utilisation of Funds

There were no funds raised through preferential allotment or qualified institutions' placement as specified under Regulation 32 (7A) during this financial year.

#### F. Unclaimed Suspense Account

In compliance with the Listing Regulations, your Company has transferred the unclaimed shares into a demat account, namely the 'Unclaimed Suspense Account'. As and when an allottee approaches the Company, after proper verification, the shares are credited into the demat account of the allottee. The Voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year (April 1, 2023)	1451	8,23,329
Number of shareholders and aggregate shares transferred to the Unclaimed Suspense Account during the year	0	0
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year and aggregate shares transferred	22	12256
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year and the aggregate shares transferred	22	12256
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account to the IEPF Account during the year and the aggregate shares transferred	0	0
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year (March 31, 2024)	1429	8,11,073

#### G. Suspense Escrow Demat Account

In compliance with the Listing Regulations, your Company has opened the Suspense Escrow Demat Account for crediting the shares which are not dematted by the shareholders by depositing letter of confirmation within the prescribe timelines.

The details are as follows:

Particulars	No. of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares lying in the Suspense Escrow Demat Account at the beginning of the year (April 1, 2023)	0	0
Number of shareholders and aggregate shares transferred to the Suspense Escrow Demat Account during the year	5	2460
Number of shareholders who approached the issuer for transfer of shares from the Suspense Escrow Demat Account during the year and aggregate shares transferred	2*	600
Number of shareholders to whom shares were transferred from the Suspense Escrow Demat Account during the year and the aggregate shares transferred	1	360
Aggregate number of shareholders and the outstanding shares lying in the Suspense Escrow Demat Account at the end of the year (March 31, 2024)	4	2100

\* Out of this, 1 request for share transfer to investor's account was completed during the year and the balance 1 request was completed after the close of the year.

#### H. Certificate from Practicing Company Secretary on Director's Eligibility

The Company has received a certificate from a company secretary in practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the SEBI, Ministry of Corporate Affairs, or any such other statutory authority. The certificate is enclosed with this section as 'Annexure A'.

#### I. Details of Total Fees Paid to Statutory Auditors

Details of total fees for all the services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in network firms/network entity of which the statutory auditor is a part are as follows:

Type of Services	Amount ₹ crore	
	2023-24	2022-23
Audit Fees	2.13	1.99
Others	0.19	0.14
<b>Total</b>	<b>2.32</b>	<b>2.13</b>

#### J. Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013:

	Filed during the Financial Year 2023-24	Resolved during Financial year 2023-24	Pending at the end of Financial year 2023-24
Number of Complaints	1	0	1

**Note:** The pending complaint has been resolved after the close of financial year.

#### K. Disclosure by listed entity and its subsidiaries of 'Loans and advances in nature of loans to firms/companies in which directors are interested by name and amount: NIL

#### L. Details of Material Subsidiaries

Name of the Material Subsidiary	Date & Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditor
Godrej Africa Holdings Limited	19/01/2015, Port Louis, Mauritius	SM & Co	7 <sup>th</sup> February, 2020
Strength of Nature LLC	25/02/2000, Atlanta, Georgia	BSR & Co., India (KPMG India)	1 <sup>st</sup> October, 2021
Godrej Consumer Products Holding Mauritius Limited	23/02/2010, Port Louis, Mauritius	SM & Co	7 <sup>th</sup> February, 2020
PT Godrej Consumer Products Indonesia (earlier known as PT Megasari Makmur)	29/01/1996, Jakarta, Indonesia	KPMG – Indonesia -Sidharta & Widjaja Registered Public Accountants	14 <sup>th</sup> June, 2017
Godrej Mauritius Africa Holdings Limited	23/02/2010, Port Louis, Mauritius	SM & Co	7 <sup>th</sup> February, 2020

Name of the Material Subsidiary	Date & Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditor
PT Godrej Distribution Indonesia (earlier known as PT. Intrasari Raya)	29/01/1996, Jakarta, Indonesia	KPMG – Indonesia -Sidharta & Widjaja Registered Public Accountants	14 <sup>th</sup> June, 2017
Godrej SON Holdings Inc.	22-Mar-2016, United States of America	Chandan S Gupta & Co.	20 <sup>th</sup> March, 2024

**M. Details of Compliance with Corporate Governance Requirements**

The Company has complied with the requirements specified in Regulations 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

- Unmodified audit opinions / reporting - The auditors have expressed an unmodified opinion in their report on the financial statements of the Company.
- Internal auditor reports directly to the Audit Committee

(GCPL), hereby confirm pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Board of Directors of GCPL has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website <https://www.godrejcp.com/>

**N. Recommendation by the Board Committees**

There have been no instances of rejection by the Board for any recommendations by the Board Committees during this financial year.

**9. PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

As stipulated in Para E of Schedule V of the Listing Regulations, the practicing Company Secretary's certificate regarding the compliance of conditions of corporate governance is attached to the Board's Report.

All the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2024.

**O. Compliance with discretionary requirements**

The Company has ensured the implementation of discretionary items such as:

- Separate posts of Chairman, and CEO & MD, with the provision for reimbursement of expenses in the performance of official duties

**For Godrej Consumer Products Ltd.**

**DECLARATION BY THE MANAGING DIRECTOR**

I, Sudhir Sitapati, Managing Director & CEO of Godrej Consumer Products Limited

sd/-  
**Sudhir Sitapati**  
**Managing Director & CEO**

Mumbai, May 06, 2024

## ANNEXURE A:

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of  
Godrej Consumer Products Limited  
Godrej One, Fourth Floor,  
Pirojshanagar, Eastern Express  
Highway, Vikhroli East,  
Mumbai – 400079.

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Godrej Consumer Products Limited having CIN -L24246MH2000PLC129806 and having registered office at Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400079 hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Directors	DIN	Date of Appointment in Company
1	Tanya Arvind Dubash	00026028	2 <sup>nd</sup> May, 2011
2	Nadir Burjor Godrej	00066195	29 <sup>th</sup> Nov, 2000
3	Pirojsha Adi Godrej	00432983	1 <sup>st</sup> Apr, 2017
4	Nisaba Godrej	00591503	2 <sup>nd</sup> May, 2011
5	Sumeet Subhash Narang	01874599	1 <sup>st</sup> Apr, 2019
6	Omkar Goswami	00004258	18 <sup>th</sup> Jun, 2008
7	Ireena Vittal	05195656	30 <sup>th</sup> Apr, 2013
8	Ndidi Okonkwo Nwuneli	07738574	1 <sup>st</sup> Apr, 2017
9	Pippa Fametta Tubman Amerding	08054033	30 <sup>th</sup> Jan, 2018
10	Sudhir Sitapati	09197063	18 <sup>th</sup> Oct, 2021
11	Puchalapalli Shalini	07820672	14 <sup>th</sup> Nov, 2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based

on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A. N. Ramani & Co. LLP**  
Company Secretaries  
UNIQUE CODE - L2024MH015700

**Bhavana Khatri**

Partner

FCS – 8636, COP –9577

UDIN:- F008636F000319441

Place: Kanpur

Date: 6<sup>th</sup> May, 2024