

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 Industries 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 the Company. The effectiveness of the Board of Directors, in particular, plays a critical role in the overall functioning and growth of the Company. The Company's processes ensure that the Board is aligned with the interests of the Shareholders and is consistently striving to enhance its performance.

On the date of this Report, GCPL has a 10 (Ten) member Board with 5 (Five) 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 Industries Group in the past. In line with the accepted best practices, to strengthen the focus and quality of discussion at the Board, GCPL's Board had appointed Ms. Ireena Vittal

as the Lead Independent Director. Upon cessation of her tenure as Director on September 25, 2024, the Board appointed Ms. Shalini Puchalapalli as the Lead Independent Director effective September 26, 2024. She has the following responsibilities:

- Provide leadership to the Independent Directors and 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 2024-25 stands at 97.73% of all Meetings of the Board of Directors. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing 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 at least 1 (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 Auditors 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, the Company conducts a formal Board Effectiveness Review in line with the requirements of the Companies Act, 2013 and the Listing Regulations.

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 2024-25, 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.^[1]

(iii) Board Election Process

The process by which Board members are elected plays a crucial role in ensuring their accountability. At least 2/3rd (two-third) of the Directors (other than Independent Directors and Executive Chairperson) are liable for retirement by rotation, of which every year at least 1/3rd (one-third) of the Directors retire and offer themselves for re-appointment. This process allows Shareholders to vote off Board members if they have concerns about their performance, thereby

^[1] https://www.godrejcp.com/public/pdfs/regulations/Familiarisation_Programme_for_IDs_202425.pdf

enhancing the Board's overall accountability and alignment with Shareholders' interests.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. The Board of Directors of the Company hereby confirms that in their opinion, all the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and are independent of the management of the Company.

All Independent Directors of the Company have been appointed / re-appointed as per the provisions of the Act. Formal letters of appointment / re-appointment have been issued to the Independent Directors. The terms and conditions of their appointment / re-appointment are disclosed on the Company's website, viz. www.godrejcp.com.

(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, 2025, the 4 Promoter Group directors held 5 (Five) or fewer other mandates in listed entities, all the 5 (Five) Independent Directors held 3 (Three) 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.

(v) Information supplied to the Board

Among others matters, this includes:

- Annual operating plans and budgets, capital budgets, and any updates thereon.
- Quarterly Results of the Company.
- Minutes of meetings of Audit Committee and other committees of the Board of Directors.
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or

dangerous occurrences, any materially significant effluent or pollution problems.

- Any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions.
- Significant development in the human resources and industrial relations front.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps

taken by management to limit the risks of adverse exchange rate movement.

- Non-compliance of any regulatory, statutory nature or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

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 below:

- **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	Age (Years)	Appointment Year	Gender	Committee Membership as on March 31, 2025	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	47	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	49	Apr 2019	M	AC, NRC, SRC	√		√	√		√	√
Ms. Pippa Armerding	56	Jan 2018	F	AC, NRC	√		√		√	√	√
Ms. Shalini Puchalapalli	51	Nov 2023	F	ESG, AC, NRC, CSR	√	√		√	√		
Mr. Aditya Sehgal#	53	July 2024	M	AC, RMC	√	√	√	√	√	√	
Ms. Amisha Jain#	48	Sept 2024	F	AC	√		√	√	√		

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

Mr. Aditya Sehgal and Ms. Amisha Jain were appointed as "Independent Directors" on the Board w.e.f. July 15, 2024, and September 25, 2024, respectively.

Notes:

- Ms. Ndidi Nwuneli resigned from the directorship from the close of May 1, 2024, on account of additional responsibilities taken in other organisations and consequently, she ceased to be a Member of CSR, ESG and AC w.e.f. May 1, 2024.
- Dr. Omkar Goswami retired from Board with effect from September 25, 2024, due to completion of his tenure of directorship and consequently, he ceased to be a Member of AC, SRC and also ceased to be the Chairperson of RMC.
- Ms. Ireena Vittal retired from Board with effect from September 25, 2024, due to completion of her tenure of directorship and consequently, she ceased to be a Member of AC and Chairperson of NRC.
- Ms. Shalini Puchalapalli was appointed as a Member of CSR w.e.f. May 1, 2024, and Chairperson of NRC w.e.f. September 26, 2024.
- Mr. Sumeet Narang was appointed as a Member of SRC w.e.f. September 26, 2024.
- Mr. Aditya Sehgal was appointed as a Member of AC w.e.f. July 15, 2024, and Chairperson of RMC w.e.f. September 26, 2024.
- Ms. Amisha Jain was appointed as a Member of AC w.e.f. October 14, 2024.

D. Board Composition & other relevant details**(i) Composition of the Board**

As of March 31, 2025, the Board composition is as follows:

Category	Number of Directors as on March 31, 2025
i) Non-Independent Directors	
Executive Chairperson (Promoter Director)	1
Managing Director	1
Non-Executive (Promoter Directors)	3
Subtotal	5
ii) Independent Directors	5
Total Strength (i + ii)	10

(ii) Other relevant details of the Directors as on March 31, 2025

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		Equity Shares Held
					Committee Member (Excluding Committee Chairperson)**	Committee Chairperson**	
Nisaba Godrej	May 2, 2011	Sister of Tanya Dubash and Pirojsha Godrej	Promoter Group / Executive Chairperson	6 (5)	2	0	3,70,087 [#]
Nadir Godrej	November 29, 2000	Uncle of Nisaba Godrej, Tanya Dubash & Pirojsha Godrej	Promoter Group / Non-Executive	7 (5)	1	1	2,20,474 #
Tanya Dubash	May 2, 2011	Sister of Nisaba Godrej and Pirojsha Godrej	Promoter Group / Non-Executive	6 (5)	2	0	66 [#]
Pirojsha Godrej	April 1, 2017	Brother of Tanya Dubash and Nisaba Godrej	Promoter Group / Non-Executive	7 (4)	2	1	3,70,129 [#]
Sudhir Sitapati	October 18, 2021	None	Managing Director & CEO	1 (1)	0	0	2,66,106
Pippa Armerding	January 30, 2018	None	Non-Executive / Independent	1 (1)	1	0	Nil
Sumeet Narang	April 1, 2019	None	Non-Executive / Independent	3 (3)	2	1	Nil
Shalini Puchalapalli	November 14, 2023	None	Non-Executive / Independent	2 (2)	1	1	350
Aditya Sehgal	July 15, 2024	None	Non-Executive / Independent	3 (2)	3	0	Nil
Amisha Jain	September 25, 2024	None	Non-Executive / Independent	2 (2)	3	0	Nil

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

**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, 2025

Names of Directors	Directorship in Other Listed Companies	Category of Directorship
Nisaba Godrej	1. Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	2. Godrej Industries Limited	Non-Executive - Non-Independent Director
	3. Mahindra and Mahindra Limited	Independent Director
	4. Bharti Airtel Limited	Independent Director
Nadir Godrej	1. Godrej Industries Limited	Chairperson & Managing Director
	2. Astec Lifesciences Limited	Chairperson
	3. Godrej Agrovet Limited	Chairperson
	4. Godrej Properties Limited	Non-Executive - Non-Independent Director
Tanya Dubash	1. Godrej Industries Limited	Executive Director & Chief Brand Officer
	2. Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	3. Britannia Industries Limited	Independent Director
	4. Escorts Kubota Limited	Independent Director
Pirojsha Godrej	1. Godrej Agrovet Limited	Non-Executive - Non-Independent Director
	2. Godrej Properties Limited	Executive Chairperson
	3. Godrej Industries Limited	Non-Executive - Non-Independent Director
Shalini Puchalapalli	1. Hyundai Motor India Limited	Independent Director
Sumeet Narang	1. Sapphire Foods India Limited	Nominee Director
	2. Godrej Properties Limited	Independent Director
Aditya Sehgal	1. Voltas Limited	Independent Director
Amisha Jain	1. Westlife FoodWorld Limited	Independent Director

Note: *Mr. Sudhir Sitapati and Ms. Pippa Armerding were not holding the office of a Director in any other Listed Entity during the Financial Year 2024-25.*

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 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 and Senior Management. The Company also has a Risk Management Committee formed in accordance with Regulation 21 of the Listing Regulations. Further, the Corporate Social Responsibility Committee is constituted in compliance with Section 135 of the Companies Act 2013 and Environmental, Social and Governance Committee in compliance with the applicable provisions of Companies Act, 2013 and Listing Regulations. The Environmental, Social and Governance Committee focuses on environment, social and governance areas and has an oversight on Sustainability risks, opportunities and progress against goals.

Composition of the Committees as on March 31, 2025

Names of Directors	Category	Position in the Committee					
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility 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	Chairperson	Member
Tanya Dubash	Promoter and Non-Executive	None	None	Member	None	Member	Member
Pirojsha Godrej	Promoter and Non-Executive	None	None	Chairperson	None	None	None
Sudhir Sitapati	Managing Director and CEO	None	None	None	Member	Member	Member
Pippa Armerding	Independent Director	Member	Member	None	None	None	None
Sumeet Narang	Independent Director	Chairperson	Member	Member	None	None	None
Shalini Puchalapalli	Independent Director	Member	Chairperson	None	None	Member	Member
Aditya Sehgal	Independent Director	Member	None	None	Chairperson	None	None
Amisha Jain	Independent Director	Member	None	None	None	None	None
Total Strength of the Committee		5	3	3	5	5	5
Number of Independent Directors in the Committee		5	3	1	1	1	1
Number of Non-Independent Directors in the Committee		-	-	2	3	4	4
Members of Senior Management in the Committee		-	-	-	1	-	-

Notes:

- 1) Ms. Shalini Puchalapalli was appointed as a Member of CSR w.e.f. May 1, 2024, and Chairperson of NRC w.e.f. September 26, 2024.
- 2) Mr. Sumeet Narang was appointed as a Member of SRC w.e.f. September 26, 2024.
- 3) Mr. Aditya Sehgal was appointed as a Member of AC w.e.f. July 15, 2024, and Chairperson of RMC w.e.f. September 26, 2024.
- 4) Ms. Amisha Jain was appointed as a Member of AC w.e.f. October 14, 2024.
- 5) Mr. Omar Momin ceased to be a member of RMC w.e.f. December 1, 2024 and Mr. Aasif Malbari was appointed as a Member of RMC w.e.f. December 1, 2024.
- 6) Mr. Rahul Botadara, Company Secretary & Compliance Officer, ceased to be the Company Secretary and Compliance Officer with effect from close of business hours of August 13, 2024 and Ms. Tejal Jariwala was appointed as Company Secretary and Compliance Officer and Key Managerial Person with effect from August 14, 2024. She 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:
 - (a) 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.

Statutory Reports

- (b) 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 INR 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 atleast 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 Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- 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.

Performance Evaluation Criteria for Independent Directors

Performance evaluation of Directors is carried out through a structured questionnaire which was prepared after

taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In particular, an Independent Director shall be a person who shall:

- i) uphold ethical standards of integrity and probity;
- ii) act objectively and constructively while exercising his duties;
- iii) exercise his responsibilities in a bona fide manner in the interest of the Company;
- iv) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;

- vi) not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii) refrain from any action that would lead to loss of his independence;
- viii) where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix) assist the Company in implementing the best corporate governance practices.

(iii) Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- 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.

Name and Designation of Compliance Officer:

Ms. Tejal Jariwala, Company Secretary is the Compliance Officer of the Company.

Details of Shareholder's complaints received and disposed off during the Financial Year 2024-25

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
3	116	116	3

Note: The pending complaints stand resolved as on the date of this report.

<p>(iv) Risk Management Committee</p> <p>The Company's Risk Management Committee has the following role, duties, responsibilities and authority:</p> <p>(1) To formulate a detailed Risk Management Policy which shall include:</p> <p style="padding-left: 20px;">(a) A framework for identification of internal and external risks specifically faced by the Company, 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.</p> <p style="padding-left: 20px;">(b) Measures for risk mitigation including systems and processes for internal control of identified risks.</p>	<p>(c) Business continuity plan.</p> <p>(2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.</p> <p>(3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.</p> <p>(4) To periodically review the risk management policy, atleast once in two years, including by considering the changing industry dynamics and evolving complexity.</p> <p>(5) To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.</p> <p>(6) The appointment, removal and terms of</p>	<p>remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.</p> <p>(7) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors.</p> <p>(8) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.</p> <p>(9) This Committee shall be responsible to monitor and review the risk management plan of the Company.</p> <p>(10) The Committee shall monitor and review the Risk Management Plan periodically.</p>
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- (11) Ensuring appropriate risk management systems and controls are in place and its evaluation and review including Risk assessment and Risk Minimisation Procedures.

(v) Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Act, CSR Committee has been constituted by the Board of Directors. The Committee's prime responsibilities are as under:

- 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.
- Recommend the amount of expenditure to be incurred on the activities referred above.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.
- To recommend the amount to be spent by the Company towards CSR activities.
- To review the progress made atleast once a year.

- To formulate and recommend Annual Action Plan to the Board with shall include:
 - i. the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - ii. the manner of execution of such projects or programs;
 - iii. the modalities of utilization of funds and implementation schedules for the projects or programs;
 - iv. monitoring and reporting mechanism for the projects or programs; and
 - v. details of need and impact assessment, if any, for the projects undertaken by the company, provided that Board may alter such plan at any time during the financial year, as per the recommendation

of its CSR Committee, based on the reasonable justification to that effect.

(vi) ESG Committee

The terms of reference of the Environmental, Social, Governance (ESG) Committee are as follows:

- Spearhead GCPL's overall Sustainability ambition, strategy and long-term thinking.
- Review progress against Sustainability goals across the company.
- Review key Sustainability risks for GCPL, set standards for monitoring, and sign off mitigation measures.
- Frame key long-term Sustainability opportunities for GCPL and align Board of Directors as required.
- Formulate and recommend to the Board of Directors, key Sustainability policies, as required.
- Performing any other functions and activities related to these terms of reference as requested by the Board of Directors.

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	Annual General Meeting
Number of Meetings held	4	4	4	2	1	2	2	2	1
Attendance of Directors									
Nadir Godrej	4	NA	NA	2	NA	2	2	NA	Yes
Tanya Dubash	4	NA	NA	2	1	NA	1	NA	Yes
Nisaba Godrej	4	NA	NA	2	NA	2	2	NA	Yes
Pirojsha Godrej	4	NA	NA	NA	1	NA	NA	NA	Yes
Sudhir Sitapati	4	NA	NA	2	NA	2	2	NA	Yes
Pippa Armerding	4	4	4	NA	NA	NA	NA	2	Yes
Sumeet Narang	4	4	4	NA	1	NA	NA	2	Yes
Omkar Goswami	2	2	NA	NA	NA	1	NA	1	No
Ireena Vittal	2	1	2	NA	NA	NA	NA	1	Yes
Shalini Puchalapalli	3	3	3	2	NA	NA	2	2	No
Aditya Sehgal	3	3	NA	NA	NA	1	NA	1	Yes
Amisha Jain	2	2	NA	NA	NA	NA	NA	1	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 May 6, 2024, August 7, 2024, October 24, 2024, and January 24, 2025.
- Audit Committee Meetings were held on May 6, 2024, August 7, 2024, October 24, 2024, and January 24, 2025.
- Nomination and Remuneration Committee Meetings were held May 3, 2024, August 7, 2024, October 24, 2024, and January 24, 2025.
- Corporate Social Responsibility Committee Meetings were held on May 3, 2024, and October 24, 2024.
- Stakeholders' Relationship Committee Meeting was held on October 24, 2024.
- Risk Management Committee Meetings were held on May 3, 2024, and October 25, 2024.
- ESG Committee Meetings were held on May 3, 2024, and October 24, 2024.
- Independent Directors' Meetings were held on May 6, 2024 and January 24, 2025.
- Annual General Meeting was held on August 7, 2024.
- Ms. Ndidi Nwuneli resigned from Board as an Independent Director with effect from May 1, 2024, and hence, was not eligible to attend any Board or Committee Meetings during the Financial Year 2024-25.
- Dr. Omkar Goswami and Ms. Ireena Vittal retired from the Board as Independent Directors with effect from September 25, 2024, upon completion of their tenure of directorship. Consequently, they ceased to be the Directors of the Company with effect from September 25, 2024, and hence, were not eligible to attend any Board or Committee Meetings thereafter.

H. Detailed reasons for Resignation of Independent Directors

Ms. Ndidi Nwuneli resigned from the Board of Directors as an Independent Director with effect from May 1, 2024, on account of additional responsibilities taken by her in other organisations. Consequent to her resignation from the Board, she also ceased to be the Member of the Audit Committee, Corporate Social Responsibility Committee and Environmental, Social and Governance Committee of the Company. As confirmed

by her in her resignation letter, there were no other material reasons for her resignation other than the reason stated above.

I. Reappointment of Directors liable to retire by rotation

The Board has 5 (Five) Directors whose period of office is liable to be determined for retirement by rotation, and of these 5 (Five) Directors, 1/3rd (one-third), i.e. 2 (Two) Directors, shall retire at the Annual General Meeting. Thus, Mr. Nadir Godrej and

Mr. Pirojsha Godrej will retire at the ensuing Annual General Meeting of the Company and, being eligible, they have offered themselves for re-appointment. Necessary resolutions for their re-appointment as per the provisions of Companies Act, 2013, Listing Regulation and Articles of Association of the Company are being moved at the ensuing Annual General Meeting for approval of the Shareholders. Their brief resume is annexed to the Notice of the Annual General Meeting.

J. Particulars of Senior Management including the changes therein since the close of the previous Financial Year

In terms of Regulation 16(1)(d) of SEBI Listing Regulations, the Senior Management Personnel (excluding Executive Directors) of the Company as on March 31, 2025, were:

Sr. No	Name of Senior Management Personnel	Designation
1.	Darshan Gandhi	Head – Design (w.e.f. August 16, 2024)
2.	Harshdeep Chhabra	Head- Global Media (w.e.f. August 16, 2024)
3.	Ashwin Moorthy	Global Head of Categories and Head of Marketing (w.e.f. August 16, 2024)
4.	Swati Bhattacharya	Head of Lightbox Creative Lab (w.e.f. September 1, 2024)
5.	Vaibhav Mittal	Global Head – HR (w.e.f. October 1, 2024)
6.	Venkateswara Yadlapalli	Head – R & D
7.	Jose Toscano	Business Head (CEO) - LATAM
8.	Rajesh Sethuraman	Business Head – Indonesia
9.	Aasif Malbari	Chief Financial Officer and Business Head - GAUM
10.	Tejal Jariwala	Company Secretary & Compliance Officer (w.e.f. August 14, 2024)

During the Financial Year 2024-25, Mr. Omar Momin, Head – M&A, Mr. Robert Menzies, Head – Category and Innovation and Mr. Vijay Kumar Kannan, Head – Business Transformation & Digital ceased to be the Senior Management personnel of the Company. There have been no other changes in Senior Management since the closure of previous Financial Year.

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	-	-	4.73	1.15	0.21	0.76	6.85
Sudhir Sitapati	-	-	6.94	11.84	0.29	16.05	35.12
Subtotal	-	-	11.67	12.99	0.50	16.81	41.97
Non-Executive Directors							
Nadir Godrej	0.05	0.20	-	-	-	-	0.25
Tanya Dubash	0.05	0.20	-	-	-	-	0.25
Pirojsha Godrej	0.04	0.20	-	-	-	-	0.24
Pippa Armerding	0.12	0.65	-	-	-	-	0.77
Ndidi Nwuneli	Nil	0.02	-	-	-	-	0.02
Omkar Goswami	0.04	0.32	-	-	-	-	0.36
Sumeet Narang	0.00	0.00	-	-	-	-	0.00
Ireena Vittal	0.05	0.30	-	-	-	-	0.35
Shalini Puchalapalli	0.10	0.54	-	-	-	-	0.64
Aditya Sehgal	0.06	0.48	-	-	-	-	0.54
Amisha Jain	0.04	0.33	-	-	-	-	0.37
Subtotal	0.55	3.23	0.00	0.00	0.00	0.00	3.78
Total	0.55	3.23	11.67	12.99	0.50	16.81	45.75

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 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 Board of Directors. The PLVR reflected in the table above is the amount paid in FY 2024-25 for FY 2023-24. PLVR payable for FY 2024-25 will be paid in FY 2025-26, 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 Meeting, 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's tenure as Independent Director came to an end on September 25, 2024. Ms. Nididi Nwuneli resigned from directorship with effect from May 1, 2024.*
- *Mr. Aditya Sehgal and Ms. Amisha Jain were appointed as Independent Directors on the Board of Directors of the Company for a term of 5 (Five) years starting from July 15, 2024, and September 25, 2024, respectively.*

Stock Options to Directors

The Company has granted 23,554 Stock Options to Mr. Sudhir Sitapati, Managing Director & CEO during the Financial Year 2024-25. Further, Mr. Sudhir Sitapati was allotted 1,22,105 Equity Shares under Godrej Consumer Products Limited- Employee Stock Grant Scheme, 2011 (ESGS 2011) during the Financial Year 2024-25.

3. GENERAL BODY MEETING

A. Annual General Meeting

Details of the last 3 (Three) Annual General Meetings of the Company.

The date, time and venue of Annual General Meetings held during the preceding 3 (Three) Financial Years, and the Special Resolutions passed thereat were as follows:

Date	Time	Venue	Special Resolutions passed
August 3, 2022	5:45 p.m. (IST)	Meeting was conducted through Video Conferencing / Other Audio Visual Means by availing services of Central Depository Services (India) Limited ("CDSL")	NIL
August 7, 2023	5:45 p.m. (IST)	Meeting was conducted through Video Conferencing / Other Audio Visual Means by availing services of Central Depository Services (India) Limited ("CDSL")	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.

Date	Time	Venue	Special Resolutions passed
August 7, 2024	5:45 p.m. (IST)	Meeting was conducted through Video Conferencing / Other Audio Visual Means by availing services of Central Depository Services (India) Limited ("CDSL")	<ol style="list-style-type: none"> 1) Appointment of Mr. Aditya Sehgal as an Independent Director of the Company for a term of 5 years commencing from July 15, 2024, till July 14, 2029. 2) Approval & adoption of 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024'. 3) Approval for extension of 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024' to Eligible Employees of group company(ies) including its holding / subsidiary / associate company(ies).

B. Details of Special Resolutions passed at the Extraordinary General Meetings (EGM) during the Financial Year 2024-25

No Extraordinary General Meeting was held during the Financial Year 2024-25.

C. Postal Ballot

1 (One) Postal ballot was conducted during the FY 2024-25, 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.^[2]

Date of Passing of Resolution	Details of Special Resolutions Passed	Procedure for Postal Ballot
September 28, 2024	Appointment of Ms. Amisha Jain as an Independent Director of the Company for a period of 5 years effective from September 25, 2024	<ol style="list-style-type: none"> i. The Board of Directors, at its Meeting, approved the items to be passed through Postal Ballot and authorized one of the functional Directors and the Company Secretary to be responsible for the entire process of Postal Ballot. ii. The postal ballot was conducted by Mr. Kalidas Vanjpe, Practising Company secretary. iii. The postal ballot notice was sent by electronic mode to those shareholders whose email address was registered with the Company/Depositories. E-voting facility was also offered to eligible Shareholders to enable them to cast their votes electronically. iv. An advertisement was published in a national newspaper and a vernacular newspaper about the dispatch of Postal Ballot Notice. v. The Scrutinizer gave his report to the Chairperson / Director of the Company, as may be authorized by the Chairperson. vi. The Chairperson / Director / Key Managerial Personnel as authorised by the Chairperson, announced the results of the Postal Ballot on receipt of the Scrutinizer's Report. vii. The results were intimated to the Stock Exchange(s) and are also hosted on the Company's website under the link.^[3]

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

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

D. Whether any Special Resolution is proposed to be conducted through Postal Ballot

No Special Resolution is proposed to be conducted through Postal Ballot.

4. MEANS OF COMMUNICATION

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. 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(s). 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 on the Company's website. The same may be accessed through the link given below.^[4] 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, 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.^[5]

5. GENERAL SHAREHOLDER INFORMATION

A. Annual General Meeting

Date and Time:
Thursday, August 7, 2025,
5:45 p.m. (IST)

Venue:
Video Conferencing / Other
Audio-Visual Means

B. Financial Calendar

Financial Year:
April 1, 2024 to March 31,
2025

C. Interim Dividends during Financial Year 2024-25

Declared at Board Meeting Dated	Dividend Rate Per Share on Shares of Face Value ₹1 Each	Record Date	Dividend Payment Date
May 6, 2024	₹ 10.00	May 14, 2024	May 28, 2024
August 7, 2024	₹ 5.00	August 16, 2024	September 3, 2024
October 24, 2024	₹ 5.00	November 1, 2024	November 21, 2024
January 24, 2025	₹ 5.00	February 3, 2025	February 18, 2025

^[4] <https://www.godrejcp.com/investors/stock-exchange-filings>

^[5] <https://web.in.mpms.mufg.com/KYC-downloads.html>

D. Listing

The Company's Equity Shares are listed and traded on the following Stock Exchanges:

Name and Address of the Stock Exchange	Segment	ISIN
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity	INE102D01028
The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	Equity; Futures and Options (F&O)	

The Company has paid the requisite Annual Listing Fees to BSE and NSE for Financial Year 2025-26. The securities have not been suspended from trading.

Payment of Depository Fees:

Annual Custody / Issuer fee for the Financial Year 2025-26, has been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

E. Registrar and Share Transfer Agent

Our Registrar and Share Transfer Agent's Name was changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" with effect from December 31, 2024.

The details are as follows:

Name: MUFG Intime India Private Limited
Unit: Godrej Consumer Products Limited,
Add: C-101, 247 Park,

L B S Marg, Vikhroli West,
Mumbai - 400 083
Tel. No.: 022-49186270
Email ID: rnt.helpdesk@in.mpms.mufg.com
Website: <https://in.mpms.mufg.com>

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 MUFG Intime India Private Limited, our Registrar and Share Transfer Agent, 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 <https://in.mpms.mufg.com/>

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Private Limited", our Registrar and 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.in.mpms.mufg.com/>

F. Share Transfer

In terms of amendments to Regulation 40 of Listing Regulations w.e.f. April 1, 2019, transfer of securities in physical form has been stopped by SEBI. SEBI has given the following clarifications:

- (i) The above decision does not prohibit the investor from holding the shares in physical form. Investors has the option of holding shares in physical form even after April 1, 2019.
- (ii) The physical shareholders are suggested to complete the KYC to continue availing the corporate benefits & RTA services.

- (iii) Any investor who is desirous of transferring shares (which are held in physical form) after April 1, 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.

G. Distribution of Shareholding

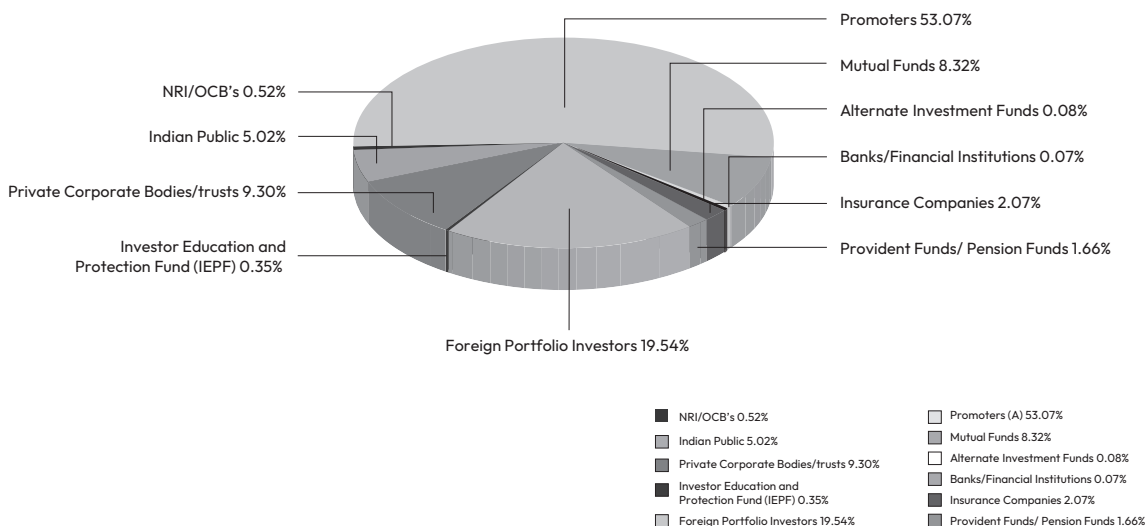
Distribution of shareholding by size class as on March 31, 2025 is as below:

Number of Shares	No. of Shareholders	Shareholders (%)	Number of shares held	Shareholding %
1-500	2,23,526	92.41	1,26,78,446	1.24
501-1,000	9,171	3.79	64,17,869	0.63
1,001-2,000	5,118	2.12	74,16,291	0.72
2,001-3,000	1,349	0.56	33,01,652	0.32
3,001-4,000	621	0.26	21,76,820	0.21
4,001-5,000	311	0.13	13,87,434	0.14
5,001-10,000	610	0.25	42,16,863	0.41
10,001 and above	1,164	0.48	98,54,12,589	96.33
Total	2,41,870	100.00	102,30,07,964	100.00

Distribution of shareholding by ownership as on March 31, 2025:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	Percentage (%)
Promoters (A)	54,28,67,566	53.07
Public (B)		
Mutual Funds	8,51,30,194	8.32
Alternate Investment Funds	8,20,307	0.08
Banks/Financial Institutions	6,85,371	0.07
Insurance Companies	2,12,21,626	2.07
Provident Funds / Pension Funds	1,69,73,416	1.66
Foreign Portfolio Investors	19,98,55,043	19.54
Investor Education and Protection Fund (IEPF)	35,88,636	0.35
Private Corporate Bodies/trusts	9,51,09,146	9.30
Indian Public	5,13,49,631	5.02
NRI/OCB's	54,07,028	0.52
Sub-total (B)	48,01,40,398	46.93
Total (A+B)	102,30,07,964	100.00

Statutory Reports



H. Shares Held in Physical and Dematerialised Forms

As on March 31, 2025, 95.81% of the Company's Equity Shares were held in dematerialized form and the remaining 4.19 % in physical form. The break-up is listed below:

Mode	Number of Shares	Percentage (%)	Number of Folios	Percentage (%)
Physical	47,80,729	0.47	10,130	4.19
Demat	1,01,82,27,235	99.53	2,31,740	95.81
Total	1,02,30,07,964	100.00	2,41,870	100.00

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.

I. Liquidity

Higher trading activity was witnessed on NSE. Relevant data for the daily turnover on Stock Exchange(s) for the Financial Year 2024-25 is given below:

Particulars	BSE	NSE	Total
Shares (nos.)	1,44,04,853	33,66,61,204	35,10,66,057
Value (Rupees in Crore)	1,850.21	42,284.05	44,134.26

[Source: This information is compiled from the data available from the websites of BSE and NSE]

J. Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their Impact on Equity

The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments.

K. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

In terms of the SEBI Circular dated November 15, 2018, please see below Annexure giving disclosures regarding commodity risks:

Annexure

1. Risk Management Policy of the listed entity with respect to commodities including through hedging:

The Company has in place Risk Management Policy which takes into consideration total exposure towards commodities, commodity risks faced by the entity, hedged exposures, etc. The Risk Management Policy of the Company is uploaded on the website of the Company, viz. <https://www.godrejcp.com/>

2. Exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

- a. Total exposure of the listed entity to Commodities in INR: ₹ 1,412 Crore
- b. Exposure of the listed entity to various commodities:

Commodity Name	Exposure in ₹ Crores. (Purchase orders raised during the year)	Exposure in Qty (Qty in MT)	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International Market		
			OTC	Exchange	OTC	Exchange	
Soap Base Materials	1,412	1,45,968	Nil	Nil	Nil	Nil	Nil

3. Commodity Risks faced by the listed entity during the year and how they have been managed:

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.

L. 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, Brahmaputra industrial park-village silla, Sarusajai-lokhra
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; Chengalpattu, Chennai

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

Investor correspondence should be addressed to our Registrar and Share Transfer Agent:

MUFG Intime India Private Limited,
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@in.mpms.muvg.com
Website: <https://in.mpms.muvg.com>

Correspondence to the Company should be addressed to:

The Secretarial Department,
Godrej Consumer Products Limited,
Godrej One, 4th Floor, 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

godrejcp.com

Website: www.godrejcp.com

N. List of Credit Ratings Obtained during the Year

During the Financial Year 2024-25, 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

O. Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to

reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued and Listed Capital. This Audit is carried out every Quarter and Report thereon is submitted to the Stock Exchange(s) where the Company's shares are listed. The Audit confirms that the total Listed and Paid-Up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and the total number of shares in physical form.

P. SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are as stated under:

1. Centralised database of all complaints;

2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

Q. Details of cyber security incidents or breaches or loss of data or documents

There have been no cyber security incidents or breaches or loss of data or documents during the Financial Year 2024-25.

6. Disclosure as per Part G of the Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III to the Regulations w.r.t. Family Settlement Agreement

During the Financial Year 2024-25, the Company was informed by way of a family letter dated April 30, 2024, issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Vijay Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej Family Members had entered into a Family Settlement Agreement and a brand & non-compete agreement on

April 30, 2024. The Company was not a party to these agreements.

The settlement contemplated 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. On July 18, 2024, the Company received the intimation from Godrej Family Members that the realignment pursuant to the said Family Settlement Agreement was completed. Accordingly, pursuant to the realignment, the management and control of the Company continues to be with the ABG / NBG family, and the JNG / SVC family are not involved in the management and operations of the Company. Also, no members of the JNG / SVC Family are Directors on the Board of Directors of the Company, and they have been reclassified as 'public' category shareholders in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. OTHER DISCLOSURES

A. Related Party Transactions

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2024-25, were in the ordinary course of business

and on the basis of arm's length price. There were no material significant transactions with Related Parties during the Financial Year 2024-25 which were in conflict with the interest of the Company. In preparation of the Financial Statements for the Financial Year 2024-25, your Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Accounts. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of transactions with Related Parties as set out for the Financial Year 2024-25 in Note No. 49 of the Standalone Financial Statement, forming a part of the Annual Report. None of the transactions with any of the Related Parties were in conflict with the Company's interest. All Related Party Transactions are on arm's length basis and are intended to further the Company's

interests. Your Company has formulated a Policy on Materiality and dealing with Related Party Transactions which specify the manner of dealing with Related Party Transactions, which is made available on the link given below.^[6]

B. Details of Non-Compliance on matters related to Capital Markets

There have not been any non-compliance by the Company and nor any penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

C. Vigil Mechanism/ Whistle Blower Policy

Your Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal, unethical behaviour and actual or suspected fraud or

violations of Company's Code of Conduct. The Company has a Whistle Blower Policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Whistle Blowing Officer of the Company. No personnel / employee of the Company has been denied access to the Audit Committee of the Company. The confidentiality of the reported violations, if any, is maintained and the employees' reporting violations are not subjected to any discriminatory practice. Vigil Mechanism / Whistle Blower Policy is posted on the website of the Company on the link given below.^[7]

D. Public, Rights and Other Issues / Utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations

There were no Public, Rights and Other Issues during the Financial Year 2024-25 except allotment of 1,87,635 (One Lakh Eighty-Seven Thousand Six Hundred Thirty-Five) Equity Shares to the Employees under Godrej Consumer Products Limited- Employee Stock Grant Scheme, 2011 (ESGS 2011).

E. Unclaimed Suspense Account

In compliance with the Listing Regulations, your Company has transferred the unclaimed shares into a demat account, named '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.

^[6] <https://www.godrejcp.com/sustainability/codes-and-policies>

^[7] <https://www.godrejcp.com/sustainability/codes-and-policies>

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, 2024)	1,429	8,11,073
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	41	21,376
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year and the aggregate shares transferred	41	21,376
Number of shareholders to whose shares were transferred from the Unclaimed Suspense Account to the IEPF Account during the year and the aggregate shares transferred	57	14,160
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year (March 31, 2025)	98	7,75,537

F. 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, 2024)	4	2,100
Number of shareholders and aggregate shares transferred to the Suspense Escrow Demat Account during the year	22	6,793
Number of shareholders who approached the issuer for transfer of shares from the Suspense Escrow Demat Account during the year and aggregate shares transferred	12	3,708
Number of shareholders to whom shares were transferred from the Suspense Escrow Demat Account during the year and the aggregate shares transferred	12	3,708
Aggregate number of shareholders and the outstanding shares lying in the Suspense Escrow Demat Account at the end of the year (March 31, 2025)	14	5,185

G. Certificate regarding No-Disqualification of Directors

A certificate from M/s. A. N. Ramani and Co LLP, Practicing Company Secretaries has been obtained 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 companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance as “**Annexure A**”.

H. 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	
	2024-25	2023-24
Audit Fees	2.28	2.13
Others	0.28	0.19
Total	2.56	2.32

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

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Godrej Industries Group. The Company has constituted Internal Complaints Committee for Head Office, South Region, East Region, West Region, North and Central Region, Northeast Cluster, South Cluster, Central West Cluster and North Cluster. Ms. Reena Bibals is the Presiding Officer for the Internal Complaints Committees. While the Act is applicable only to the women employees, our Company's policy covers all employees. The details of Complaints received during the Financial Year are as under:

- Number of complaints filed during the Financial Year - 8
- Number of complaints disposed of during the Financial Year - 8
- Number of complaints pending as on end of the Financial Year - Nil

J. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Neither your Company nor its subsidiaries have given any loans and advances in the nature of loans to firms/ companies in which directors are interested.

K. 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	February 7, 2020
Strength of Nature LLC	25/02/2000, Atlanta, Georgia	BSR & Co., India (KPMG India)	October 1, 2021
Godrej Consumer Products Holding Mauritius Limited	23/02/2010, Port Louis, Mauritius	SM & Co	February 7, 2020
PT Godrej Consumer Products Indonesia (earlier known as PT Megasari Makmur)	29/01/1996, Jakarta, Indonesia	KPMG - Indonesia -Sidharta & Widjaja Registered Public Accountants	June 14, 2017

The Company's Policy for determining Material Subsidiaries are available on the link given below.^[8]

^[8] <https://www.godrejcp.com/sustainability/codes-and-policies>

L. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

M. Disclosures of compliance with Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

The Board of Directors periodically reviews the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. The Company has submitted quarterly compliance reports on Corporate Governance with Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the Listing Regulations.

Corporate Governance Report for the whole of Financial Year is given in table below:

I. Disclosure on website in terms of Listing Regulations:

Particulars	Compliance status (Yes/No/NA)
Details of business	Yes
Memorandum of Association and Articles of Association	Yes
Brief profile of board of directors including directorship and full-time positions in body corporates	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Email address for grievance redressal and other relevant details	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	Not Applicable
Schedule of analyst or institutional investor meet, and presentations made by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events	Yes
Audio recordings, video recordings, if any and transcripts of post earnings or quarterly calls	Yes
New name and the old name of the listed entity	Not Applicable
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Secretarial Compliance Report	Yes
Materiality Policy as per Regulation 30 (4)	Yes

Particulars	Compliance status (Yes/No/NA)
Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes
Disclosures under regulation 30(8)	Yes
Statements of deviation(s) or variations(s) as specified in regulation 32	Not Applicable
Dividend Distribution policy as per Regulation 43A(1)	Yes
Annual return as provided under section 92 of the Companies Act, 2013	Yes
Employee Benefit Scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	Yes
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

II. Annual Affirmations:

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Quorum of Risk Management Committee meeting	21(3B)	Yes
Gap between the meetings of the Risk Management Committee	21(3C)	Yes

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Alternate Director to Independent Director	25(1)	Not Applicable
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Not Applicable
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

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.

O. Compliance with discretionary and non-mandatory requirements

The Company has ensured the implementation of discretionary and non-mandatory requirements as per Listing Regulations as follows:

a) Shareholders' Rights:

As the Quarterly and Half Yearly, Financial Results are published in the newspapers and are also posted on the Company's website, the same are not being sent separately to the Shareholders.

b) Audit Qualifications:

The Auditors have expressed an unmodified opinion in their report on the Financial Statements of the Company.

c) Separate Post of Chairperson and Managing Director:

Your Company has separate Chairperson, and Chief Executive Officer & Managing Director.

d) Reporting of Internal Auditor:

The Internal Auditors give their quarterly report to the Audit Committee and the same is taken for review at the time of the Meetings of the

Audit Committee.
Internal auditor reports directly to the Audit Committee.

e) Independent Directors Meeting:

Two Independent Directors Meetings are held during the FY 2024-25, without the presence of non-independent directors and members of the management and all the Independent Directors endeavoured to be present at such meetings.

P. Code of Conduct

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of your Company, viz., <https://www.godrejcp.com/>.

The declaration by the Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended March 31, 2025 is given below:

DECLARATION BY THE MANAGING DIRECTOR

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the said regulations, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended March 31, 2025.

For Godrej Consumer Products Limited

**Sudhir Sitapati
Managing Director & CEO**

Mumbai, May 6, 2025

Q. Disclosures by Management to the Board of Directors

Your Company had received disclosures from all the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2024-25.

R. CEO and CFO Certification

Mr. Sudhir Sitapati, Managing Director and CEO and Mr. Aasif Malbari, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the

Listing Regulations with regard to Annual Financial Statements for the Financial Year ended March 31, 2025.

S. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms a part of the Annual Report.

T. Disclosure of Accounting Treatment in preparation of Financial Statements

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

8. PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

As prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the certificate issued by M/s. A. N. Ramani and Co LLP, Practising Company Secretaries regarding compliance of conditions of corporate governance is annexed to the Board's Report.

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, 4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli East,
Mumbai – 400 079

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 its registered office at Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, (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 31st March, 2025 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.	Name of Director	DIN	Date of appointment in Company
1	Tanya Arvind Dubash	00026028	May 2, 2011
2	Nadir Burjor Godrej	00066195	November 29, 2000
3	Pirojsha Adi Godrej	00432983	April 1, 2017
4	Nisaba Adi Godrej	00591503	May 2, 2011
5	Sudhir Sitapati	09197063	October 18, 2021
6	Sumeet Subhash Narang	01874599	April 1, 2019
7	Pippa Fametta Tubman Armerding	08054033	January 30, 2018
8	Shalini Puchalapalli	07820672	November 14, 2023
9	Aditya Sehgal	09693332	July 15, 2024
10	Amisha Jain	05114264	September 25, 2024

Ensuring the eligibility of 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 – L2024MH015701
UDIN: F008636G000274759**

**Bhavana Khatri
Partner
FCS – 8636 COP – 9577**

**Date: May 6, 2025
Place: Kanpur**