

Notice of the AGM



Godrej Consumer Products Limited

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

Tel.: +91 22 25188010/20/30 **Fax:** +91 22 25188040

Website: www.godrejcp.com **E-mail:** investor.relations@godrejcp.com

CIN: L24246MH2000PLC129806

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Wednesday, August 7, 2024, at 5.45 p.m. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2024 and reports of the Board of Directors and Statutory Auditors thereon;
2. To appoint a Director in place of Mr. Sudhir Sitapati (DIN: 09197063), who retires by rotation, and being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Ms. Tanya Dubash (DIN: 00026028), who retires by rotation, and being eligible, offers herself for re-appointment;

SPECIAL BUSINESS

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

4. **Ordinary Resolution for the ratification of remuneration payable to M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), appointed as Cost Auditors of the Company for the fiscal year 2024-25.**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the fiscal year 2024-25, be paid a remuneration of ₹ 6,71,000/- per annum plus applicable taxes and out-of-pocket expenses that may be incurred.

RESOLVED FURTHER THAT

the Board of Directors of the Company be and is hereby authorised to perform all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. **Special Resolution for appointment of Mr. Aditya Sehgal as an Independent Director of the Company.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and any rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) (the "Companies Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. Aditya Sehgal (DIN: 09693332), be

and is hereby appointed as an Independent Director of the Company, for the term commencing from July 15, 2024, till July 14, 2029.”

6. Special Resolution for approval & adoption of 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024'

“**RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), and the Rules thereunder, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as “**SBEBSE Regulations**”), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to the implementation

of “Godrej Consumer Products Limited Employees Stock Option Scheme 2024” (“**GCPL ESOS 2024**” or “**Scheme**”), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (“**NRC**” or “**Committee**”) which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 50,00,000 (Fifty Lakh) Stock Options convertible into 50,00,000 (Fifty Lakh) equity shares of face value of Rs. 1 /- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company including any Director, whether whole-time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) (“**Eligible Employees**” or

“**Employee**”) on such terms and conditions including issue price as the Board may decide under the Scheme in accordance with the SBEBSE Regulations and other applicable laws.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Eligible Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand

increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 1 /- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the GCPL ESOS 2024 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEBSE Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEBSE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the GCPL ESOS 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate GCPL ESOS 2024, subject to compliance with the applicable laws and SBEBSE Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 7(2) of SBEBSE Regulations in case of any change in applicable laws or as specified by any statutory authority to meet any regulatory requirement the said variations shall be done in the Scheme without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to these resolutions, the NRC and the Board be and are hereby individually and severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to above resolution and to do all other things incidental to and ancillary thereof."

7. Special Resolution for 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)

"**RESOLVED THAT** pursuant to the provisions of section 62(1) (b) and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), and the Rules thereunder, and pursuant to the provisions of Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as **SBEBSE Regulations**), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members of the Company be and is hereby accorded to extend the benefits of the "Godrej Consumer Products Limited Employees Stock Option Scheme 2024" ("**GCPL ESOS 2024**" or '**Scheme**') referred to in Resolution No. 6 above, and authorize the Board of Directors

of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (**"NRC"** or **"Committee"**) which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 50,00,000 (Fifty Lakh) Stock Options convertible into 50,00,000 (Fifty Lakh) equity shares of face value of ₹ 1 /- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Group Company(ies) including its holding / subsidiary / associate company(ies) (present and future, if any) of the Company, including their Directors, whether whole-time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) (**"Eligible Employees"** or **"Employee"**) on such terms and conditions including issue price as the Board may decide under the Scheme in accordance with

the SBEBSE Regulations and other applicable laws.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate GCPL ESOS 2024, subject to compliance with the applicable laws and SBEBSE Regulations.

RESOLVED FURTHER THAT for any variations required in the scheme pursuant to Regulation 7(2) of SBEBSE Regulations or any change in applicable laws or as specified by any statutory authority to meet any regulatory requirement, the said variations shall be done in the Scheme with the approval of the NRC and the Board without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme and generally for giving effect to these resolutions, the NRC and the Board be and are hereby individually and severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental

for effective implementation and administration of Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to above resolution and to do all other things incidental to and ancillary thereof."

By Order of the Board of Directors

Rahul Botadara
Company Secretary & Compliance
Officer

Mumbai, July 15, 2024

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. As permitted by the Ministry of Corporate Affairs (MCA) and Securities & Exchange Board of India (SEBI), the Company has decided to conduct the AGM through VC or OAVM as per the relevant circulars issued by the aforesaid authorities. The MCA inter-alia vide its General Circular Nos. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021

dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through VC or OAVM, **without the physical presence of the Members at a common venue.** The Central Depository Services (India) Limited (‘CSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in Note No. 7.

3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. ELECTRONIC DISPATCH OF ANNUAL REPORT

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

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

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

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

therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.

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

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

- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number / folio number, mobile number along with their queries to investor_relations@godrejcp.com latest by 5 p.m. on Friday, 2nd August, 2024. Questions / queries received by the Company

till this time shall only be considered and responded during the AGM.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. We request the members to restrict their queries on matters relating to the Company.

- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

7. SCHEDULE AND PROCEDURE FOR REMOTE E-VOTING

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the

Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 24th AGM through electronic means and the business may be transacted through the e-voting services provided by the Central Depository Services Limited (CDSL).

The schedule for e-voting is as follows:-

Cut-off date for reckoning voting rights for e-voting	Commencement of e-voting (Start date)	Close of e-voting (End date)	Results announcement date
Wednesday, July 31, 2024	Saturday, August 03, 2024, 9.00 a.m. (IST)	Tuesday, August 06, 2024, 5.00 p.m. (IST)	On or before Friday, August 9, 2024, 5.00 p.m. (IST)

During this period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled after the close of e-voting. On the results announcement date indicated above, the results of entire e-voting along with Scrutinizer's report shall be placed on the Company's website www.godrejcp.com besides being communicated to the Stock Exchanges.

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

Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132)

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

8. PROCEDURE FOR INSPECTION OF DOCUMENTS:

The Register of Directors and Key Managerial Personnel and

their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any other documents referred to in the accompanying Notice and Explanatory Statements, shall be made available for inspection through electronic mode, basis the request being sent on investor.relations@godrejcp.com.

9. DIVIDEND RELATED INFORMATION

Pursuant to the provisions of Section 124 of the Act, the Unpaid/Unclaimed Dividend paid upto May 2017 has been transferred by the Company to the Investor Education and Protection Fund (the 'IEPF') established by the Central

Government. The Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Unclaimed

Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars Link Intime India Private Ltd.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2017-18	Interim	August 2017	September 05, 2024
2017-18	Interim	November 2017	December 07, 2024
2017-18	Interim	February 2018	March 07, 2025
2018-19	Interim	May 2018	June 13, 2025
2018-19	Interim	August 2018	September 04, 2025

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of which the dividend of last 7 consecutive years has remained unclaimed, shall also be transferred to the IEPF.

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, the shareholders are requested to get their details updated by providing the relevant documents as required by the RTA.

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

By Order of the Board of Directors

Rahul Botadara
Company Secretary & Compliance Officer

Mumbai, July 15, 2024

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

ITEM 4

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 06, 2024, the Board considered and approved the re-appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2024-25 at a remuneration of ₹ 6,71,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested, financially or otherwise in the said resolution.

ITEM 5

In order to ensure that the Board's strength of the Company is compliant, the Company is required to induct a new Independent Director. Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on May 06, 2024, had approved the proposal for appointment of Mr. Aditya Sehgal, for a period of five years from July 15, 2024, till July 14, 2029.

The details of Mr. Aditya Sehgal (DIN: 09693332), as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice.

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

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested, financially or otherwise in the said resolution.

ITEM NO. 6 & 7

Your Company believes that Equity based compensation schemes are an effective tool to reward the talents working with your Company and its Group Company(ies) including its Holding / Subsidiary / Associate Company(ies) (present and future, if any). It provides an opportunity to Eligible Employees to share the growth of the Company and to create long-term wealth in the hands of the employees. GCPL has been operating an Employees Stock Grant Scheme (ESGS) since 2011. With a view to continue motivating employees and seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders,

your Company intends to implement Employee Stock Option Scheme namely 'Godrej Consumer Products Limited Employees Stock Option Scheme 2024' ('**GCPL ESOS 2024**' or '**Scheme**') for the Eligible Employees of the Company and its Group Company(ies) including its Holding / Subsidiary / Associate Company(ies) (present and future, if any).

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on May 3, 2024 and May 6, 2024 respectively, had approved the GCPL ESOS 2024, subject to the approval of Members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company and its Group Company(ies) including its Holding / Subsidiary / Associate Company(ies) (present and future, if any) including their Directors, whether whole-time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) ("**Eligible Employee**" or "**Employee**"), under the Scheme in accordance with the SBEBSE Regulations and other applicable laws.

Under GCPL ESOS 2024, the Eligible Employees shall be granted Stock Options which will be exercisable into Equity Shares of Rs. 1/- (Rupee One only) each of the Company. GCPL ESOS 2024 shall be

implemented by the Nomination and Remuneration Committee which will also act as Compensation Committee (Committee) as per the provisions of SBEBSE Regulations.

Disclosure/main features of GCPL ESOS 2024 pursuant to the SBEBSE Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called as Godrej Consumer Products Limited Employees Stock Option Scheme 2024 ("**GCPL ESOS 2024**" or "**Scheme**"). The Scheme contemplates grant of Stock Options to the employees of the Company and its Group Company(ies) including its Holding / Subsidiary / Associate Company(ies) (present and future, if any).

After vesting of Stock Options, the Eligible Employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.

The objectives of the Scheme are:

- To recognize and reward the efforts of employees and their continued association with the Company;

- To introduce an objective component of employee compensation which would provide a direct linkage to the efforts of the employees with a measurable and widely accepted criterion i.e. the share price of the Company. The Board envisages this to act as a motivational tool for the employees of the Company;
- To keep long association with the Company;
- To have employee participation in shareholding of the Company;
- To provide the employees an incentive to continue and strengthen their association with the Company so as to result in long term benefits to the Company as well as the employee - shareholder;
- Bring long-term value to the shareholders;
- Motivate employees to better the Company's performance continuously;
- To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

b) Total number of Stock Options to be offered and granted

The total number of Stock Options to be granted under

the Scheme shall not exceed 50,00,000 (Fifty Lakhs). Each Stock Option when exercised would be converted into one Equity Share of Rs. 1/- (Rupee One Only) each fully paid-up and shall be issued by the Company to the Eligible Employee which would be equivalent to 0.49% of the Company's existing paid up share capital. The Scheme shall be available for eligible employees for a period of 10 years or till such period upto which the options are available under the scheme.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either sub-divided or consolidated, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme

shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 1/- (Rupee One Only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- i. an employee designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but shall not include-

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company. (“**Eligible Employee**”)

The Eligible Employees to whom the Stock Options would be granted are CEO minus three levels and can extend up to CEO minus five levels and such other grades and levels as may be decided at the discretion of the Committee from time to time. The eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

In case company grants options under the scheme to employees of subsidiary company(ies), the company may charge the corresponding cost to the subsidiary company(ies) as per applicable laws.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Grantee shall vest within the Vesting Period in the manner as set forth in the Grant letter

subject to maximum period of 5 years from the date of Grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options.

Vesting of stock options shall be linked to performance conditions at individual, business unit and company level. Company level performance conditions can include multi-year performance metrics like absolute and/or relative share price growth, revenue, PAT, return on capital employed and such other metrics as may be determined by the Committee and as mentioned in the Grant Letter. Business unit performance conditions shall focus primarily on financial and operating multi-year performance metrics like Underlying Volume Growth, revenue, EBITDA, cash flow, working capital and other such operating metrics as determined by the Committee. Individual performance conditions shall be linked to robust individual performance evaluation framework as designed by the Company. This framework consists of financial and operational goals as well as people and planet related goals. Further, minimum individual performance conditions will act as a gate for new grants, except in case of new joinees.

Vested / Unvested Options may lapse or vested or can be exercised, as the case maybe in the following circumstances:

1. **Termination with Cause:** If the Grantee's employment with the Company terminates for Cause, then the Options, to the extent not previously exercised (vested or otherwise), will lapse on the date of such termination of employment.
 2. **Resignation/ Termination without Cause:** If the Grantee's employment with the Company terminates due to voluntary resignation on the part of the Employee, then the unvested Options as on the date of termination shall lapse forthwith. The vested Options can be exercised by an Employee within Exercise Period. If an Employee's employment with the Company terminates due to completion of his contract or retirement or superannuation as per the policy of the Company, then Vested Options shall be exercised within Exercise Period and unvested Options shall vest as per the terms mentioned in Grant Letter in accordance with the Company's policies and the Applicable Law and can be exercised by an Employee within Exercise Period. For the purposes of this Clause, employment shall be deemed to have terminated on the last working day of the Employee with the Company. In case of resignation on account of leaving the Company for joining any other company which is a Holding / Subsidiary / Associate / Group Company of the Company, all vested Options shall be exercised by the employee within Exercise Period and all the unvested Options as on the date of resignation shall continue to vest as per the terms of the grant letter which can be exercised. NRC may decide to accelerate the vesting of unvested Options subject to minimum vesting period of 1 year from the date of grant in all the above cases.
 3. **On Death:** If a Grantee dies while in the employment of the Company, the Options Granted and lying Unvested shall forthwith vest on the date of death in his legal heirs or nominees and shall be exercisable by legal heirs or nominees within 1 year from the date of death.
 4. **Permanent Incapacity:** if a Grantee suffers permanent incapacity while in the employment of the Company, the Granted Options and lying Unvested shall forthwith Vest in him / her on the date of permanent incapacity which shall be exercisable by him / her within 1 year from the date of permanent incapacitation.
 5. **Other Reasons:** In the event of a termination of employment for reasons other than those referred above, all Unvested Options will lapse forthwith or may fully or partially vest as per the discretion of Board / NRC or as per the terms mentioned in the Grant Letter / employment terms of the Employee / policies of the Company as per the Applicable Laws. The vested Options can be exercised by the Employee at the discretion of NRC within the Exercise Period or such period as determined by the Board / NRC.
- Further, Company will reserve the right to stop the vesting (malus) or recover gains through previous vesting (clawback) in case of gross non-compliance, serious violation of company's code of conduct or failure to abide by company values.
- e) **Maximum period (subject to regulation 18(1) of SBEBSE Regulations) within which the Stock Options shall be vested**
- All the Stock Options granted on any date would vest not earlier than 1 (one) year from the date of grant in accordance with Applicable Law and not

later than 5 (five) years, subject to fulfillment of performance conditions mentioned in Grant Letter.

f) Exercise price

The exercise price for the purpose of grant of Stock Options shall be the price payable by the Employee / Grantee for exercising the Stock Options granted to him / her in pursuance of the Scheme which shall not be more than the Market Price of Shares as on the Grant Date as may be determined by the Committee, subject to minimum of face value of Equity Shares.

Market Price means the latest available closing price on a recognized stock exchange on which the shares of the company are listed on the date immediately prior to the Grant Date and if such shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

g) Exercise period and the process of exercise

Exercise Period: The exercise period would commence from the date of vesting and will expire on completion of exercise period of 1 month from the date of respective vesting or such extended period up to a maximum of 3 years from date of respective vesting as may be decided by the Committee at its sole discretion from time

to time and mentioned in the Grant Letter of the Grantee.

Exercise Process: The Stock Options can be exercised by the Employees by submitting an Exercise Letter/notice in the manner prescribed by the Committee. The Vested Options shall be exercised all at one time within the Exercise Period.

h) The appraisal process for determining the eligibility of the Employees for the Scheme

The Scheme shall apply to the Employees as mentioned in point c) above. The appraisal process for determining the Employees to whom the Options would be granted and their Eligibility Criteria (including but not limited to performance, merit, grade, conduct, length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

i) Maximum number of Stock Options to be issued per Employee and in aggregate under the Scheme

The maximum aggregate number of Options that may be granted under the Scheme, shall not exceed 50,00,000 exercisable into 50,00,000 Shares (or such other number adjusted due to corporate actions & re-organisation of capital), in one or more tranches, whereby each such Option, confers a right but not obligation upon the Grantee

to apply for one Share of the Company, in accordance with the terms and conditions of such Grant. However, the aggregate number of Options that may be granted to an Eligible Employee under GCPL ESOS 2024 shall be less than 0.1% of the issued capital of the Company in any one year.

Options not Vested due to non-fulfilment of the stipulated conditions, Vested Options which the Employees have expressly refused to Exercise including surrender of Options and any Options that are Granted but not Vested or Exercised within the stipulated time due to any reasons, shall lapse and these Options will be available for Grant by the Board / NRC to any Employee(s) as it may deem fit in its absolute discretion, subject to the compliances of provisions of the Applicable Law.

j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

<p>k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust</p> <p>The Scheme is proposed to be implemented directly by the Company.</p>	<p>policies prescribed in Regulation 15 of SBEBSE Regulations and any other authorities as applicable, from time to time.</p>	<p>s) Terms and conditions for buyback, if any, of specified securities covered under SBEBSE Regulations</p> <p>Not Applicable</p>
<p>l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both</p> <p>The Scheme contemplates only new and fresh issue of equity shares by the Company.</p>	<p>p) Method of valuation of Stock Options by the Company</p> <p>The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.</p>	<p>Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEBSE Regulations, the implementation of the Scheme and the grant of Stock Options to Employees of the Company and its Group Company(ies) including its Holding / Subsidiary / Associate Company(ies), require Special Resolution of the Members, which are proposed at Item Nos. 6 and 7 of this Notice respectively.</p>
<p>m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.</p> <p>Not applicable as the Scheme is not implemented through Trust.</p>	<p>q) Period of lock-in</p> <p>The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.</p>	<p>None of the Directors, key managerial personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.</p>
<p>n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme</p> <p>Not Applicable as the Scheme is not implemented through Trust.</p>	<p>r) Declaration</p> <p>In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Board's Report.</p>	<p>The Board recommends the Special Resolutions set out in Item Nos. 6 and 7 of this Notice for approval of the Members.</p>
<p>o) A statement to the effect that the Company shall conform to the accounting policies specified in regulation 15 of SBEBSE Regulations</p> <p>The Company shall comply with the disclosure and accounting</p>		<p>By Order of the Board of Directors</p> <p style="text-align: right;">Rahul Botadara Company Secretary & Compliance Officer</p> <p>Mumbai, July 15, 2024</p>

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

Names of Director	Sudhir Sitapati	Tanya Dubash	Aditya Sehgal
Category	Managing Director and CEO	Non-Executive Director	Non-Executive and Independent Director
DIN	09197063	00026028	09693332
Date of Birth and Age	August 31, 1976 48 years	September 14, 1968 56 years	01/07/1971 53 years
Qualification	<ul style="list-style-type: none"> MBA from Indian Institute of Management, Ahmedabad B.Sc in Math with Economics Honours from St. Xavier's College, Mumbai 	<ul style="list-style-type: none"> Graduate in Economics and Political Science from Brown University, USA Completed Advanced Management Programme from Harvard Business School 	<ul style="list-style-type: none"> Bachelors in engineering MBA
Nature of Expertise/ Experience	Marketing and General Management	Industrialist	Management, Marketing, eCommerce, AI
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	October 18, 2021	May 2, 2011	July 15, 2024
Terms & Conditions of Appointment/re-appointment	Re-appointment as a Executive Director subject to retirement by rotation	Re-appointment as a Non-Executive Director subject to retirement by rotation	As mentioned in the resolution
Last Drawn Remuneration Details along with remuneration sought to be paid	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As an Executive Director, he is entitled to remuneration as approved by the Shareholders at the Annual General Meeting held on August 4, 2021.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, she is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-time within the limits set out in the Companies Act, 2013.	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/ Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013.
No. of shares held in GCPL as at March 31, 2024	144001	66*	NIL
Relationship with other Directors/ Manager/ KMP	None	Sister of Ms. Nisaba Godrej and Mr. Pirojsha Godrej	None

Names of Director	Sudhir Sitapati	Tanya Dubash	Aditya Sehgal
No. of Board Meetings attended out of 7 meetings held during the year	7	6	Not Applicable
Directorship details	<p><u>Listed Public Companies:</u></p> <p>Godrej Consumer Products Limited</p> <p><u>Public Companies:</u></p> <p>Godrej Consumer Care Limited</p> <p>Godrej Consumer Supplies Limited</p> <p><u>Private Companies:</u></p> <p>NIL</p> <p><u>LLPs:</u></p> <p>NIL</p> <p><u>Partnership Firms:</u></p> <p>NIL</p>	<p><u>Listed Public Companies:</u></p> <p>Godrej Consumer Products Limited</p> <p>Godrej Industries Limited</p> <p>Godrej Agrovet Limited</p> <p>Britannia Industries Limited</p> <p>Escorts Kubota Limited</p> <p><u>Public Companies:</u></p> <p>Godrej Seeds & Genetics Limited</p> <p>Go Airlines (India) limited</p> <p><u>Private Companies:</u></p> <p>Godrej Holdings Private Limited</p> <p>Innovia Multiventures Private Limited</p> <p><u>LLPs:</u></p> <p>Anamudi Real Estates LLP</p> <p>AREL Enterprise LLP</p> <p>TNP Enterprise LLP</p> <p>ANBG Enterprise LLP</p> <p><u>Partnership Firms:</u></p> <p>Partner in RKN Enterprise</p>	<p><u>Listed Public Companies:</u></p> <p>NIL</p> <p><u>Public Companies:</u></p> <p>NIL</p> <p><u>Private Companies:</u></p> <p>CreateComm Tech Private Limited</p> <p><u>Foreign Companies:</u></p> <p>Asgard.world Ltd</p> <p>Asgard.world Holdings Ltd</p> <p>Asgard.world LLC</p> <p>Fast Frameworks Ltd</p> <p>Memorapp Ltd</p> <p>Ozone Coffee Roasters UK Limited</p> <p>OCR-GP (London) Ltd</p> <p>Ozone Coffee UK Ltd</p> <p>London Coffee project Ltd</p> <p>West Coast Cocoa Ltd</p> <p>Ozone Coffee holdings Ltd</p> <p>OCR International Ltd</p> <p>JPMorgan China Growth & income plc (UK FTSE listed)</p> <p><u>LLPs:</u></p> <p>NIL</p> <p><u>Partnership Firms:</u></p> <p>NIL</p>

Names of Director	Sudhir Sitapati	Tanya Dubash	Aditya Sehgal
Committee Positions	<p>Member:</p> <p><u>Corporate Social Responsibility Committee</u></p> <p>Godrej Consumer Products Limited</p> <p><u>Risk Management Committee</u></p> <p>Godrej Consumer Products Limited</p> <p><u>ESG Committee</u></p> <p>Godrej Consumer Products Limited</p> <p>Chairperson:</p> <p>NIL</p>	<p>Member:</p> <p><u>Corporate Social Responsibility Committee</u></p> <p>Godrej Industries Limited</p> <p>Godrej Consumer Products Limited</p> <p>Godrej Seeds & Genetics limited</p> <p>Escorts Kubota Limited</p> <p><u>Stakeholders relationship committee</u></p> <p>Godrej Industries Limited</p> <p>Godrej Consumer Products Limited</p> <p><u>ESG Committee</u></p> <p>Godrej Consumer Products Limited</p> <p><u>Nomination & Remuneration Committee</u></p> <p>Escorts Kubota Limited</p> <p>Chairperson:</p> <p><u>Corporate Social Responsibility Committee</u></p> <p>Godrej Seeds & Genetics limited</p>	<p>Member:</p> <p>NIL</p> <p>Chairperson:</p> <p>NIL</p>
Names of listed entities from which Director has resigned in the past three years	NIL	NIL	NIL

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

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

Sudhir Sitapati

Sudhir Sitapati is the Managing Director and CEO of Godrej Consumer Products Limited (GCPL). GCPL is one of India's largest consumer goods multinationals with a presence in over 85 countries and serving 1.2 billion consumers. Sudhir is responsible for guiding the purpose and ambition of the company; to bring the goodness of health and beauty to consumers in emerging markets.

Prior to this, Sudhir worked at Unilever for 22 years where he led teams across several categories and functions in India, Europe, South East Asia, and Africa. His last job was as an Executive Director - Foods and Refreshments at Hindustan Unilever.

He is current Co-chair of the CII FMCG Committee and a past Co-chair of the CII National Committee of Food Processing. Sudhir was awarded the 'Young Alumni Achiever' by his alma mater, the Indian Institute of Management, Ahmedabad, in 2017. He is also the author of the best-selling book 'The CEO Factory: Management lessons from Hindustan Unilever'.

Sudhir has an MBA from the Indian Institute of Management,

Ahmedabad and a B.Sc. in Math with Economics Honours from St. Xavier's College, Mumbai. Sudhir is married to Ketki and spends his free time trying to get his children, Sahaana and Kabir, interested in his own hobbies — tennis, Hindustani music, farming and scrabble. So far to not much avail

Tanya Dubash

Tanya serves as the Executive Director and Chief Brand Officer of Godrej Industries Limited and is responsible for the Godrej Group's brand and communications function, including guiding the Godrej Masterbrand. Tanya is also a Director on the Board of Godrej Consumer Products Limited and Godrej Agrovet Limited. She also serves on the boards of Britannia, Escorts, Go Airlines, AIESEC and India@75. Tanya was a member on the Board of the Bharatiya Mahila Bank between November 2013 and May 2015. She was a trustee of Brown University between 2012 and 2018 and continues to be member on the Watson Institute Board of Overseers. Tanya was recognized by the World Economic Forum as a Young Global Leader in 2007. She is AB cum laudé, Economics & Political Science, Brown

University, USA, and an alumna of the Harvard Business School.

Aditya Sehgal

Aditya 'Adi' Sehgal is an experienced business leader creating a new entrepreneurial venture Asgard. world. He is a Non-executive Director on the board of JPMorgan China Growth & Income - an FTSE-listed Investment trust with a mandate to invest in China. He also serves on the board of Ozone Coffee Roasters International and Justmyroots.com. He is an active angel investor and mentors several start-ups and executives. Aditya retired in 2021 as Global President after a 27year career with Reckitt - an FTSE 20 company which is a global leader in Health, Hygiene and Nutrition. Before being appointed President, he served the business as Global Chief Operating Officer. He led the creation and growth of eRB - Reckitt's eCommerce, venturing and partnerships arm, which is the core growth driver of the global business. He has led the Reckitt businesses in practically every country worldwide, including India, China, the USA, the UK, Europe, Africa, Latin America, ASEAN and Australasia.

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

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

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

Note:

- (i) The members who have cast their vote through remote e-voting can attend the AGM but shall not be entitled to cast their vote again during the AGM.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities

are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders

would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

6) If you are a first-time user follow the steps given below:

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

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested

specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz., investor.relations@godrejcp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@godrejcp.com or rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your

respective Depository Participant (DP).

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

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

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

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