



# GODREJ CONSUMER PRODUCTS LIMITED

## Registered Office:

Godrej One, 4<sup>th</sup> 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 AGM

NOTICE is hereby given that the 16<sup>th</sup> ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Friday, July 29, 2016 at 4.00 p.m. at Godrej One, 1<sup>st</sup> Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 to transact the following business:

## ORDINARY BUSINESS

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2016, which include the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2016, the Balance Sheet as at that date, the Auditors' Report thereon, and the Directors' Report;
2. To declare dividend on equity shares;
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;

4. To ratify the appointment of Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**  
**"Resolved That** pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No.104607W) as Statutory Auditors of the Company to hold office from the conclusion of the 14<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 17<sup>th</sup> Annual General Meeting to be held in 2017, on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified."

## SPECIAL BUSINESS

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

5. **Ordinary Resolution for ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for FY 2016-17**  
**"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., Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the FY 2016-17, be paid a remuneration of ₹ 6.03 lac per annum plus applicable service tax 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 do all

such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **Special Resolution for re-appointment of Mr. Adi Godrej as Whole-time Director, designated as Chairman (DIN: 00065964)**

“**Resolved That** pursuant to Section 152, Section 196, Section 197, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, Mr. Adi Godrej be and is hereby re-appointed as Whole-time Director, designated as ‘Chairman’ of the Company, with effect from April 1, 2016 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Adi Godrej, on the following terms and conditions:

**I. Period of appointment:** April 1, 2016 to March 31, 2019

**II. Remuneration**

**A) Fixed Compensation**

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

The Basic Salary shall be in the range of ₹14,16,666/- to ₹20,83,333/- per month, payable monthly. The annual increments will

be decided by the Board of Directors and will be merit-based and take into account other relevant factors.

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

**B) Performance-Linked Variable Remuneration (PLVR)**

PLVR shall be according to the applicable scheme of the Company for each of the financial year 2016-17, 2017-18 and 2018-19 or as may be decided by the Board of Directors.

**C) Flexible Compensation**

In addition to the fixed compensation and PLVR, the Chairman will be entitled to the following allowances, perquisites, benefits, facilities, and amenities as per the rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called ‘perquisites and allowances’).

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

- Furnished residential accommodation (including maintenance of such accommodation, provision of or

reimbursement of expenditure incurred on gas, water, power, and furnishing) or house rent allowance in lieu thereof as per the rules of the Company;

- Payment/reimbursement of medical/hospitalisation expenses for the Chairman and his family, hospitalisation, and accident insurance for self and family in accordance with the rules of the Company;
- Leave Travel Assistance for the Chairman and his family in accordance with the rules of the Company;
- Payment/reimbursement of club fees;
- Consolidated privilege leave on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the Rules specified by the Company;
- Sick leave as per the rules of the Company;
- Provision of Company maintained car(s) with driver(s) for official use;
- Provision of free telephone facilities or reimbursement of telephone expenses at residence including payment of local calls and long distance

- official calls;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time-to-time.

**Explanation:**

- i. For Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children of Mr. Adi Godrej.
- ii. For the purpose of calculation of gratuity and other retirement benefits, the tenure of Mr. Adi Godrej as an employee in the erstwhile Godrej Soaps Ltd. till March 31, 2001 shall also be taken into account.
- iii. For the purpose of accumulation of leave, the balance of leave to the credit of Mr. Adi Godrej as on March 31, 2001 in the erstwhile Godrej Soaps Ltd., will be carried forward to Godrej Consumer Products Ltd.
- iv. Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

**III. Overall Remuneration**

The aggregate of salary

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

**IV. Minimum Remuneration**

Notwithstanding the foregoing, if in any Financial Year during the currency of the tenure of the Chairman, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Companies Act, 2013.

**Notes:**

- i. The Chairman shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company, and it shall be the Chairman's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
- ii. If the Chairman be guilty

of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Chairman or any breach of this agreement, as in the opinion of all other Directors renders his retirement from the office of the Chairman desirable; the opinion of such other Directors shall be final, conclusive, and binding on the Chairman and the Company may, by giving thirty days' notice in writing to the Chairman, determine this Agreement and he shall cease to be a Director and Chairman of the Company upon expiration of such notice.

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

**7. Ordinary Resolution for re-appointment of Ms. Nisaba Godrej as Executive Director (DIN: 00591503)**

**"Resolved That** pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with

the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, Ms. Nisaba Godrej be and is hereby re-appointed as Whole-time Director, designated as 'Executive Director' of the Company, with effect from April 1, 2016 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Ms. Nisaba Godrej, on the following terms and conditions:

**I. Period of appointment:**

July 1, 2016 to June 30, 2019

**II. Remuneration**

**A) Fixed Compensation**

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

The Basic Salary shall be in the range of ₹ 10,00,000/- to ₹ 14,66,667/- per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit-based and take into account other relevant factors.

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

**B) Performance-Linked Variable Remuneration (PLVR)**

PLVR shall be according to the applicable scheme of the Company for each of

the financial year 2016-17, 2017-18 and 2018-19 or as may be decided by the Board of Directors.

**C) Flexible Compensation**

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

These perquisites and allowances may be granted to Ms. Nisaba Godrej in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation and House Rent Allowance at applicable rate as per Company's rules OR House Rent Allowance as per Company's rules);
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Assistance for self and family in accordance with the rules of the Company;
- Payment/reimbursement

of medical/hospitalisation expenses for self and family in accordance with the rules of the Company.

- Group insurance cover, group mediclaim cover;
- Payment/reimbursement of club fees, food vouchers, and petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company, Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Consolidated privilege leave on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time-to-time.

**Explanation:**

- i. For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children and dependent parents of Ms. Nisaba Godrej.
- ii. Perquisites shall be evaluated at actual cost or if the cost is not ascertainable, the same shall be valued as per Income Tax Rules.

**III. Overall Remuneration**

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

**IV. Minimum Remuneration**

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

**Notes:**

- i. Ms. Nisaba Godrej shall not, during the continuance of her employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for her own or for any other purpose other than that of the Company, any information or knowledge obtained by her during her employment with the business or affairs or other matters whatsoever of the Company and it shall be Ms. Nisaba Godrej's endeavour, during the continuance of her employment, to prevent any other person from disclosing the aforesaid information.
- ii. If Ms. Nisaba Godrej is guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with her duties as Director or any breach of the terms of her appointment, as in the opinion of all other Directors renders her retirement from the office desirable, the opinion of such other Directors shall be final, conclusive and binding on her and the Company may, by giving thirty days' notice in writing, terminate this appointment and she shall cease to be the Director of the Company, upon expiration of such notice.
- iii. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961

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

**Resolved Further That** the following persons viz. Mr. Adi Godrej, Chairman, Mr. Vivek Gambhir, Managing Director, Mr. V. Srinivasan, Chief Financial Officer & Company Secretary or any other Non-Executive Director authorised by the Board, are hereby severally authorised to enter into an agreement with Ms. Nisaba Godrej, to give effect to this appointment and include such other terms in the agreement as may be necessary and in the best interest of the Company."

**8. Ordinary Resolution for re-appointment of Mr. Vivek Gambhir as Managing Director (DIN: 06527810)**

**"Resolved That** pursuant to Section 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, Mr. Vivek Gambhir be and is hereby re-appointed as Whole-time Director, designated as 'Managing Director' of the Company, with

effect from April 1, 2016 to hold office for a period of three years upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. Vivek Gambhir, on the following terms and conditions:

**I. Period of appointment:**

July 1, 2016 to June 30, 2019

**II. Remuneration**

**A) Fixed Compensation**

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

The Basic Salary shall be in the range of ₹ 20,83,333/- to ₹ 29,16,667/-per month, payable monthly. The annual increments will be decided by the Board of Directors and will be merit-based and take into account other relevant factors.

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

**B) Performance-Linked Variable Remuneration (PLVR)**

PLVR shall be according to the applicable scheme of the Company for each of the financial year 2016-17, 2017-18 and 2018-19 or as may be decided by the Board of Directors.

**C) Flexible Compensation**

In addition, to the fixed compensation and long

term incentives, Mr. Vivek Gambhir will be entitled to the following allowances, perquisites, benefits, facilities, and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (collectively called 'perquisites and allowances').

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

- Housing as per rules of the Company (i.e. unfurnished residential accommodation and House Rent Allowance at applicable rate as per Company's rules OR House Rent Allowance as per Company's rules);
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Assistance for self and family in accordance with the rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses for self and family in accordance with the rules of the Company.
- Group insurance cover, group mediclaim cover;
- Payment/reimbursement

of club fees, food vouchers, and petrol reimbursement;

- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the Company and Contingency Loan as per rules of the Company. These loans shall be subject to Central Government approval, if any;
- Consolidated privilege leave on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time-to-time.

**Explanation:**

- i. For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and

dependent children of Mr. Vivek Gambhir.

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

### III. Overall Remuneration

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

### IV. Minimum Remuneration

Notwithstanding the foregoing, if in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Companies Act, 2013.

#### Notes:

- i. The Managing Director is liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.
- ii. The Managing Director shall not, during the continuance of his employment or at any time

thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company, and it shall be the Managing Director's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.

- iii. If the Managing Director be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Director or any breach of the terms of his appointment, as in the opinion of all other Directors renders his retirement from the office desirable, the opinion of such other Directors shall be final, conclusive, and binding on the Managing Director and the Company may, by giving thirty days' notice in writing to the Managing Director, terminate this appointment, and he shall cease to be the Managing Director of the Company, upon expiration of such notice.
- iv. In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the

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

**Resolved Further That** the following persons viz. Mr Adi Godrej, Chairman, Ms. Nisaba Godrej, Executive Director, Mr V Srinivasan, Chief Financial Officer & Company Secretary or any other Non-Executive Director authorised by the Board, are hereby severally authorised to enter into an agreement with Mr. Vivek Gambhir, to give effect to this appointment and include such other terms in the agreement as may be necessary and in the best interest of the Company.”

**By Order of  
the Board of Directors**

**V Srinivasan  
Chief Financial Officer  
& Company Secretary  
Mumbai, June 24, 2016**

#### Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on his/her behalf. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the

- Registered Office of the Company not less than 48 hours before the commencement of the AGM. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
3. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
  4. Members are requested to bring their copy of the Annual Report to the AGM.
  5. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
  6. The route map for the venue of the meeting has been given in the attendance slip.
  7. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund of the Government. Unclaimed Dividends as per details given in the table below will be transferred to the 'Investor Education and Protection Fund' 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 viz. Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400001 (e-mail: gcpl@computechsharecap.com) or the Company for payment thereof.

Dividend Period	Due date for transfer
1 <sup>st</sup> Interim 2009-10 paid in August 2009	August 30, 2016
2 <sup>nd</sup> Interim 2009-10 paid in November 2010	December 05, 2016
3 <sup>rd</sup> Interim 2009-10 paid in February 2010	February 28, 2017
4 <sup>th</sup> Interim 2009-10 paid in May 2010	June 01, 2017
1 <sup>st</sup> Interim 2010-11 paid in August 2010	August 29, 2017

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

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future, opt for Electronic Credit of dividend, so that dividends paid by the Company are credited to the investor's account on time.

**8. Details as stipulated under Listing Regulations, 2015 in respect of the Directors being appointed/re-appointed are attached herewith to the Notice.**

to vote at the 16<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited ("CDSL").

dematerialized form, as on the cut-off date (record date) of July 22, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**9. 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

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on Tuesday, 26<sup>th</sup> July, 2016 at 9.00 a.m. and ends on Thursday, 28<sup>th</sup> July, 2016 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8



<p>Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (v) Next enter the Image</p>	<p>Verification as displayed and Click on Login. (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your</p>	<p>existing password is to be used. (vii) If you are a first time user follow the steps given below: For members holding shares in Demat Form and Physical Form</p>
<p><b>PAN</b></p>	<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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence numbers provided on the address label.</li> </ul>	
<p><b>DOB</b></p>	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>	
<p><b>Dividend Bank Details</b></p>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>	
<p>(viii) After entering these details appropriately, click on "SUBMIT" tab. (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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. (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in</p>	<p>this Notice. (xi) Click on the EVSN for &lt; GODREJ CONSUMER PRODUCTS LIMITED &gt; on which you choose to vote. (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution. (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify</p>	<p>your vote. (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page. (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password &amp; enter the details as prompted by the system. (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. As informed by CDSL, the app will be available for Apple and Windows phone users on the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile. (xix) Note for Non – Individual Shareholders and Custodians</p>

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
10. In case of members who are attending the Annual General

Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice. Ballot papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/record date i.e. July 22, 2016. The poll process shall be conducted and scrutinised and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

11. Mr. Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) has been appointed as the Scrutiniser to scrutinise the e-voting process (including the ballot cast by the Members at the AGM) in a fair and transparent manner.
12. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against,

if any, to the Chairman of the Company who shall countersign the same..

13. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the resolutions.
14. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.godrejcp.com](http://www.godrejcp.com) after same has been communicated to the BSE and NSE.

**By Order of the Board of Directors**

**V Srinivasan**  
**Chief Financial Officer**  
**& Company Secretary**

Mumbai, June 24, 2016

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

#### **ITEM 5**

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

On the recommendation of the Audit Committee at its meeting held on May 3, 2016, the Board considered and approved the appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the cost auditor for the FY 2016-17 at a remuneration of ₹ 6.03 lac per annum plus applicable service tax and reimbursement of out-of-pocket expenses.

The Board of Directors recommends

the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

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

#### **ITEM 6**

The Board of Directors at its meeting held on January 27, 2016 approved the re-appointment of Mr. Adi Godrej as Whole-time Director, designated as Chairman, for a further period of 3 years on the Board of the Company with effect from April 1, 2016 to March 31, 2019, subject to the shareholders' approval.

The details of Mr. Adi Godrej, as required to be given pursuant to the Listing Regulations and Secretarial Standards, are attached to the Notice. For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Mr. Adi Godrej are not being set out in the explanatory statement, and the members are requested to refer to the same as set out in the body of the resolution.

The agreement entered into with Mr. Adi Godrej for his re-appointment as Whole-time Director, designated as Chairman, is available for inspection

at the Registered Office of the Company during business hours on all working days (Monday to Friday), except public holidays, up to the date of the AGM.

The Board recommends the resolution to the Members for their approval.

Mr. Nadir Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej and Mr. Adi Godrej himself are interested in the said resolution.

#### **ITEM 7 and ITEM 8**

The Board of Directors at its meeting held on May 3, 2016 approved the re-appointment of Ms. Nisaba Godrej as Executive Director and Mr. Vivek Gambhir as Managing Director, for a further period of 3 years on the Board of the Company with effect from July 1, 2016, subject to the shareholders' approval.

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

For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Ms. Nisaba Godrej and Mr. Vivek Gambhir are not being set out in the explanatory

statement and the members are requested to refer to the same as set out in the body of the respective resolutions.

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

The Board believes that the Company will benefit from their professional expertise and rich experience. The Board recommends the resolution at item no. 7 and 8 to the members for their approval.

Mr. Adi Godrej, Ms. Tanya Dubash and Ms. Nisaba Godrej herself are interested in the resolution under item no 7. Mr. Vivek Gambhir is interested in the resolution under item no 8.

**By Order of the Board of Directors**

**V Srinivasan  
Chief Financial Officer  
& Company Secretary**

Mumbai, June 24, 2016

**Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/  
Re-appointment of Directors**

<b>Name of Director</b>	<b>Adi Godrej</b>	<b>Nisaba Godrej</b>	<b>Vivek Gambhir</b>	<b>Tanya Dubash</b>
Category	Whole-time Director designated as Chairman	Whole-time Director designated as Executive Director	Managing Director	Non-Executive Director
DIN	00065964	00591503	06527810	00026028
Date of Birth and Age	April 3, 1942 74 years	February 12, 1978 38 years	November 27, 1968 48 years	September 14, 1968 48 years
Qualification	<ul style="list-style-type: none"> <li>• B.S, M.S Massachusetts Institute of Technology, U.S.A</li> </ul>	<ul style="list-style-type: none"> <li>• BSC, Wharton School, Pennsylvania</li> <li>• MBA, Harvard Business School</li> </ul>	<ul style="list-style-type: none"> <li>• MBA from the Harvard Business School</li> <li>• BS (Computer Science)</li> <li>• BA (Economics) from Lafayette College</li> </ul>	<ul style="list-style-type: none"> <li>• Graduate in Economics and Political Science from Brown University, USA</li> <li>• Completed Advanced Management Programme from Harvard Business School</li> </ul>
Nature of Expertise/ Experience	Industrialist	Industrialist	General Management	Industrialist
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	November 29, 2000	May 2, 2011	April 30, 2013	May 2, 2011
Terms & Conditions of Appointment/ Re-appointment	Appointment for a period of three years	Appointment for a period of three years	Appointment for a period of three years subject to retirement by rotation	Appointed as a Director liable to retire by rotation
Remuneration Details	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. The remuneration details for proposed appointment is given in the text of the resolution.	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. 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-to-time within the limits set out in the Companies Act, 2013
No. of shares held in GCPL as at March 31, 2016	500	10,71,061	19,558	10,71,054
Relationship with other Directors/ Manager/KMP	Brother of Mr. Nadir Godrej and Father of Ms. Tanya Dubash and Ms. Nisaba Godrej	Daughter of Mr. Adi Godrej Sister of Ms. Tanya Dubash	None	Daughter of Mr. Adi Godrej Sister of Ms. Nisaba Godrej
No. of Board meetings attended out of 4 meetings held during the year	4	4	4	3

<b>Name of Director</b>	<b>Adi Godrej</b>	<b>Nisaba Godrej</b>	<b>Vivek Gambhir</b>	<b>Tanya Dubash</b>
Other Directorships	<p><b>Listed Public Companies:</b> Godrej Consumer Products Ltd. Godrej Industries Ltd Godrej Properties Ltd.</p> <p><b>Public Companies:</b> Godrej &amp; Boyce Mfg. Co. Ltd. Vora Soaps Ltd. Godrej Agrovet Ltd.</p> <p><b>Private Companies:</b> Godrej Investments Pvt. Ltd. Swaddle Projects Pvt. Ltd.</p> <p><b>Foreign Companies:</b> Godrej UK Ltd. DGH Phase Two Mauritius Pvt. Ltd. Consell S.A. Panamar Producciones Sri, Argentina Godrej International Ltd. Godrej Consumer Products Mauritius Ltd. Godrej Consumer Products Holding (Mauritius) Ltd Godrej Consumer Products Dutch Cooperatief U.A. Godrej Consumer Products (Netherlands) B.V. Godrej Consumer Holdings (Netherlands) B.V. Godrej Netherlands B.V. Godrej Mauritius Africa Holdings Ltd. Godrej East Africa Holdings Ltd.</p> <p><b>Section 8 Companies:</b> Indian School of Business</p> <p><b>LLPs:</b> ABG Venture LLP NBG Enterprise LLP</p>	<p><b>Listed Public Companies:</b> Godrej Consumer Products Ltd.</p> <p><b>Public Companies:</b> Godrej Agrovet Ltd.</p> <p><b>Foreign Companies:</b> Godrej Global Mid East FZE</p>	<p><b>Listed Public Companies:</b> Godrej Consumer Products Ltd.</p> <p><b>Public Companies:</b> Philips India Limited</p> <p><b>Foreign Companies:</b> Godrej UK Ltd. Godrej Consumer Products (UK) Ltd. Godrej South Africa Pty. Ltd. Kinky Group Pty. Ltd. Godrej Nigeria Ltd. PT Megasari Makmur PT Ekamas Sarijaya PT Sarico Indah PT Indomas Susemi Jaya PT Intrasari Raya Cosmetica Nacional DGH Phase Two Mauritius Pvt. Ltd. DGH Tanzania Ltd. Weave IP Holding Mauritius Pvt. Ltd.</p>	<p><b>Listed Companies:</b> Godrej Consumer Products Ltd. Godrej Industries Ltd.</p> <p><b>Public Companies:</b> Vora Soaps Ltd. Godrej Agrovet Ltd. Natures Basket Ltd.</p> <p><b>Private Companies:</b> Godrej Holdings Pvt. Ltd.</p> <p><b>Foreign Companies:</b> Godrej Consumer Products (UK) Ltd.</p> <p><b>LLPs:</b> Anamudi Real Estates LLP</p>

<b>Name of Director</b>	<b>Adi Godrej</b>	<b>Nisaba Godrej</b>	<b>Vivek Gambhir</b>	<b>Tanya Dubash</b>
<b>Committee Positions</b>	<p><b>Chairman:</b> Stakeholders' Relationship Committee: Godrej Industries Ltd Godrej Properties Ltd.</p> <p><b>Member:</b> Stakeholders' Relationship Committee: Godrej Consumer Products Ltd.</p>	<p><b>Member:</b> Risk Management Committee: Godrej Consumer Products Ltd.</p> <p><b>CSR Committee:</b> Godrej Consumer Products Ltd.</p>	<p><b>Chairman:</b> CSR Committee: Philips India Ltd.</p> <p><b>Nomination &amp; Remuneration Committee:</b> Philips India Ltd.</p> <p><b>Member:</b> Audit Committee: Philips India Ltd.</p> <p><b>Stakeholders' Relationship Committee:</b> Godrej Consumer Products Ltd.</p> <p><b>Risk Management Committee:</b> Godrej Consumer Products Ltd.</p> <p><b>CSR Committee:</b> Godrej Consumer Products Ltd.</p>	<p><b>Chairman:</b> Audit Committee: Natures Basket Ltd.</p> <p><b>Member:</b> Stakeholders' Relationship Committee: Godrej Industries Ltd.</p> <p><b>Risk Management Committee:</b> Godrej Industries Ltd.</p> <p><b>CSR Committee:</b> Godrej Industries Ltd Godrej Consumer Products Ltd.</p> <p><b>Nomination &amp; Remuneration Committee:</b> Natures Basket Ltd.</p>

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

##### **Mr. Adi Godrej**

Mr. Adi Godrej is Chairman of the Godrej Group, which is mainly a privately held, more than 100-year-old family conglomerate, with operations in India and several other countries. Mr. Godrej has been president of several Indian Trade and Industrial Bodies and Associations.

He is Chairman of the Board of the Indian School of Business and Past President of the Confederation of Indian Industry. He has been a member of the Dean's Advisory Council of the MIT Sloan School of Management, Chairman of the Board of Governors of the Narsee Monjee Institute of Management Studies and a member of the Wharton Asian

Executive Board. Mr. Godrej is a patron of the Himalayan Club.

He is a recipient of several awards and recognitions, including the Rajiv Gandhi Award 2002, The American India Foundation (AIF) Leadership in Philanthropy Award 2010, The Entrepreneur of the Year at the Asia Pacific Entrepreneurship Awards 2010, Best Businessman of the Year for the GQ Men of the Year Awards 2010, Chemexcil's Lifetime Achievement Award 2010, AIMA-JRD Tata Corporate Leadership Award 2010, Bombay Management Association-Management Man of the Year Award 2010-2011, Qimpro Platinum Standard award for business in 2011, Ernst & Young Entrepreneur of the Year 2012, the Padma Bhushan 2012, The Asian Awards Entrepreneur

of the Year 2013, and the All India Management Association-Business Leader of the Year 2015.

Mr. Godrej holds a Bachelor's and Master's degree from the Sloan School of Management at MIT.

##### **Ms. Nisaba Godrej**

Ms. Nisaba Godrej is Executive Director, Godrej Consumer Products and leads the innovation strategy for the Company. Ms. Nisaba Godrej also oversees the corporate strategy and human capital functions for Godrej Industries and Associate Companies (GILAC). She is responsible for driving the Group's transformation efforts, including efforts to attract and develop outstanding talent and make the culture more agile and innovative. Ms. Nisaba Godrej's previous assignments within the Godrej Group