

**Annexure I**  
**Disclosures to be provided along with the application for listing**

**1. Issuer Details:**

**1.1 Details of the issuer:**

**(i) Name, Address, CIN and PAN**

<b>Name</b>	Godrej Consumer Products Limited
<b>Address</b>	Registered Office: Godrej One, 4 <sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.
<b>CIN</b>	L24246MH2000PLC129806
<b>PAN</b>	AABCG3365J

**(ii) Line of business:**

The Company is engaged in manufacturing and marketing of household and personal care products.

**(iii) Chief Executive (Managing Director/President/CEO/CFO):**

Executive Chairperson : Ms. Nisaba Godrej  
Managing Director & CEO : Mr. Sudhir Sitapati  
CFO : Mr. Sameer Shah

**(iv) Group Affiliation (if any):** The Company is a part of the 'Godrej Group'.

**1.2 Details of Directors (as on December 31, 2022):**

Sr. No.	Name, designation and DIN	Age(in years)	Address	Director since	List of other directorships*
1	Ms. Nisaba Godrej, Executive Chairperson DIN: 00591503	44	4501, Strata, Planet Godrej, K K Marg, Mahalaxmi East, Mumbai 400011	May 2, 2011	1) Godrej Agrovet Limited 2) VIP Industries Limited 3) Godrej Seeds & Genetics Limited 4) Innovia Multiventures Private Limited 5) Mahindra and Mahindra Limited 6) Bharti Airtel Limited
2	Mr. Jamshyd N. Godrej Director DIN: 00076250	74	40-D, Ridge Road, Malabar Hill, Mumbai 400006, Maharashtra	March 1, 2001	1) Godrej Agrovet Limited 2) Godrej Industries Limited 3) Godrej Properties Limited 4) Godrej & Boyce Manufacturing Company Limited5) Godrej Enterprises Private Limited 6) Illinois Institute of Technology (India) Private Limited 7) Godrej UEP Private Limited
3	Mr. Nadir B. Godrej, Director DIN: 00066195	71	40-D, The Trees, B.G. Kher Marg, Malabar Hill, Mumbai 400006, Maharashtra	November 29, 2000	1) Godrej Agrovet Limited 2) Godrej Industries Limited 3) Godrej Properties Limited 4) Astec LifeSciences Limited 5) Godrej Tyson Foods Limited 6) Creamline Dairy Products Limited 7) Godrej & Boyce Manufacturing Company Limited 8) Isprava Vesta Private Limited 9) Isprava Hospitality Private Limited
4	Ms. Tanya A. Dubash, Director DIN: 00026028	54	Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400 026.	May 2, 2011	1) Godrej Agrovet Limited 2) Britannia Industries Limited 3) Godrej Industries Limited 4) Godrej Seeds and Genetics Limited 5) Godrej Holdings Private Limited 6) Innovia Multiventures Private Limited 7) Godrej Finance Limited 8) Escorts Limited 9) Go Airlines (India) Limited

*28*

5	Mr. Pirojsha Godrej, Director DIN: 00432983	42	Godrej House, 67H, Aashraye, Walkeshwar Road, Mumbai 400006.	April 1, 2017	1) Godrej Properties Limited 2) Godrej Agrovet Limited 3) Godrej Housing Finance Limited 4) Godrej Investment Advisors Pvt Limited 5) Praviz Developers Private Limited 6) Karukachal Developers Private Limited 7) Eranthus Developers Private Limited 8) Swaddle Projects Private Limited 9) Ceres Developers Private Ltd 10) Godrej Finance Limited 11) Godrej Industries Limited 12) Godrej Capital Limited 13) Swaddle Studios Private Limited
6	Mr. Sudhir Sitapati Managing Director & CEO DIN: 09197063	46	3rd Floor, 34, Tower C MIG II Co-Op. Hsg Soc, CTS NO 646 PT, Nr. MIG Club House, Bandra East, Mumbai 400051	October 18, 2021	1) Godrej Consumer Care Limited
7	Mr. Narendra Ambwani, Independent Director, DIN: 00236658	74	1201-A, Sterling Sea Face, Dr A B Road, Worli, Mumbai 400 018	May 2, 2011	1) Agro Tech Foods Limited 2) RPG Life Sciences Limited 3) Parag Milk Foods Limited 4) Zeus Career & Performance Coach Private Limited 5) Prigiv Specialities Private Limited
8	Mr. Omkar Goswami, Independent Director, DIN: 00004258	66	E-121, Masjid Moth, Greater Kailash-3, New Delhi- 110048	June 18, 2008	1) CERG Advisory Private Limited 2) Adani Enterprises Limited
9	Ms. Ireena Vittal Independent Director, DIN: 05195656	54	A2 1202, Sector 30, World Spa East, Gurgaon-122001	April 30, 2013	1) Wipro Limited 2) Housing Development Finance Corporation Ltd 3) Urbanclap Technologies India Private Limited
10	Ms. Ndidi Nwuneli, Independent Director, DIN: 07738574	47	13, Omorinre Johnson Street, Lekki Phase I, Lagos, Nigeria	April 1, 2017	Nil
11	Ms. Pippa Armerding, Independent Director DIN: 08054033	54	111 Court North Drive, Melville, New York	January 30, 2018	Nil
12	Mr. Sumeet Narang, Independent Director, DIN: 01874599	47	51-B, Jolly Maker I, Cuff Parade, opp. World Trade Centre, Mumbai 400005	April 1, 2019	1) Sapphire Foods India Private Limited 2) Samara India Advisors Private Limited 3) ESME Consumer Private Limited

\*Excludes Foreign and section 8 companies, LLP.

### 1.3 Details of change in Directors since last three financial years including any change in the current year:

Sr. No.	Name, designation and DIN	Date of appointment/ resignation	Date of cessation (in case of resignation)	Remarks(viz. reasons for change etc)
1	Mr. Bharat Doshi, Independent Director DIN: 00012541		September 25, 2019	Ceased to be Director upon completion of Tenure
2	Mr. Sumeet Narang, Independent Director; DIN: 01874599	April 1, 2019	-	-
3	Mr. Vivek Gambhir Whole Time Director DIN: 06527810	-	September 30, 2020	Ceased to be director due to resignation
4	Mr. Aman Mehta Independent Director DIN: 0009364	-	August 31, 2021	Ceased to be Director upon completion of Tenure
5	Mr. Sudhir Sitapati Managing Director DIN: 09197063	October 18, 2021	-	Appointed as MD & CEO
6	Mr. Adi Godrej Whole Time Director DIN: 00065964	-	September 30, 2021	Ceased to be director due to resignation

**1.4 List of top 10 holders of equity shares of the Company:**

Sr. No	Shareholders Name	Total No. of Equity Shares	Total No. of shares in demat	% Holding
1.	Godrej Seeds & Genetics Limited	280500000	280500000	27.4275
2.	Godrej Industries Limited	242812860	242812860	23.7424
3.	Godrej Boyce Manufacturing Co Ltd	75011445	75011445	7.3347
4.	First Sentier Investors Icv - Stewart Investors Asia Pacific Leaders Sustainability Fund	23238940	23238940	2.2723
5.	Rishad Kaikhushru Naoroji	13438500	13438500	1.3140
6.	Baytree Investments (Mauritius) Pte Ltd	13238514	13238514	1.2945
7.	Government Of Singapore	11288169	11288169	1.1038
8.	Europacific Growth Fund	10323995	10323995	1.0095
9.	St. James's Place Asia Pacific Unit Trust Managed By First State Investments (Hong Kong) Limited	9704757	9704757	0.9489
10.	Pheroza Jamshyd Godrej	9640700	9640700	0.9427

**1.5 Details of Statutory Auditor**

Name and address	Date of appointment	Remarks
BSR & Co. LLP, Chartered Accountants, Address: 14 <sup>th</sup> Floor, Central B Wing and North C Wing, Nesco Center, Goregaon East	August 03, 2022 (Re-appointment)	-

**1.6 Details of the change in statutory auditors in last three financial years including any change in the current year: NIL**

**1.7 List of top 10 debt securities holders: Not Applicable**

**1.8 List of top 10 CP holders as on date:**

Sr No	Name of CP Holder	Category of CP Holder	Face Value of CP Holding	Units Held	CP Holding percentage as a percentage of total CP outstanding of the issuer
		NIL			

**2. Material Information:**

2.1. Details of all default/s and/or delay in payments of interest and principal of CPs, (including technical delay), debt securities, term loans, external commercial borrowings and other financial indebtedness including corporate guarantee issued in the past 5 financial years including in the current financial year.	Nil
2.2. Ongoing and/or outstanding material litigation and regulatory strictures, if any.	None
2.3. Any material event/ development having implications on the financials/credit quality including any material regulatory proceedings against the issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest/ continue to invest in the CP.	None

**3. Details of borrowings of the company as on date:**

3.1. Details of debt securities and CPs as on last quarter end	Details of outstanding CPs – Attached as Annexure (i)  Any other Debt Securities - Nil
3.2 Details of secured / unsecured loan facilities / bank fund based facilities / rest of the borrowing, if any, including hybrid debt like foreign currency convertible bonds (FCCB), optionally convertible debentures/ preference shares from banks or financial institutions or financial creditors, as on last quarter end:	Details of Fund Based Facilities/ unsecured loans as on date - Nil

28

3.3 The amount of corporate guarantee or letter of comfort issued by the issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account (DSRA) guarantees/ any put option etc.:	Details of Corporate Guarantees Outstanding- Attached as Annexure (ii)
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#### 4. Issue Information:

4.1. Details of current tranche including ISIN, amount, date of issue, maturity, all credit ratings including unaccepted ratings, date of rating, name of credit rating agency, its validity period (details of credit rating letter issued not older than one month on the date of opening of the issue- Not Applicable), details of issuing and paying agent and other conditions, if any.	<table border="1"> <thead> <tr> <th colspan="2">Details of Current Trench</th></tr> </thead> <tbody> <tr> <td>ISIN</td><td>INE102D14831</td></tr> <tr> <td>Amount</td><td>25 Crores</td></tr> <tr> <td>Date of Issue</td><td>13.01.2023</td></tr> <tr> <td>Date of Maturity</td><td>27.02.2023</td></tr> <tr> <td>Credit Rating</td><td>A1+</td></tr> <tr> <td rowspan="2">Date of Credit Rating</td><td>ICRA – 10.1.2023</td></tr> <tr> <td>CRISIL- 10.1.2023</td></tr> <tr> <td rowspan="2">Validity Period of Credit rating</td><td>ICRA- 3 months</td></tr> <tr> <td>CRISIL – 1 month</td></tr> <tr> <td>Agency</td><td>ICRA &amp; CRISIL</td></tr> <tr> <td>IPA</td><td>ICICI Bank</td></tr> </tbody> </table>	Details of Current Trench		ISIN	INE102D14831	Amount	25 Crores	Date of Issue	13.01.2023	Date of Maturity	27.02.2023	Credit Rating	A1+	Date of Credit Rating	ICRA – 10.1.2023	CRISIL- 10.1.2023	Validity Period of Credit rating	ICRA- 3 months	CRISIL – 1 month	Agency	ICRA & CRISIL	IPA	ICICI Bank
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4.2. CP borrowing limit, supporting board resolution for CP borrowing, details of CP issued during the last 15 months.	<p>The details of CPs issued during last 15 months is enclosed as Annexure (iii).</p> <p>The Board of Directors has approved CP borrowing limit of Rs.2,500 Crore. The certified copy of the resolution is enclosed herewith as Annexure (iv).</p>																						
4.3. End-use of funds.	The funds are required for various financing activities of the Company like repayment of existing short term debts of the Company, business operations of the Company including working capital requirements and management of short term timing mismatch between receipts and payments.																						
4.4. Credit Support/enhancement (if any): (i) Details of instrument, amount, guarantor company (ii) Copy of the executed guarantee (iii) Net worth of the guarantor company (iv) Names of companies to which guarantor has issued similar guarantee (v) Extent of the guarantee offered by the guarantor company (vi) Conditions under which the guarantee will be invoked	None																						

#### 5. Financial Information:

<p>5.1. Audited/ Limited review half yearly consolidated (wherever available) and standalone financial information (Profit &amp; Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results.</p> <p>In case an issuer is required to prepare financial results for the purpose of consolidated financial results in terms of Regulation 33 of SEBI LODR Regulations, latest available quarterly financial results shall be filed.</p>	<p>The Annual Reports of the Company are available at the following weblink of the Company:</p> <p>FY 2021-22:  <a href="https://www.godrejcp.com/public/uploads/reports/2021-22/GCPL_Annual_Report_202122.pdf">https://www.godrejcp.com/public/uploads/reports/2021-22/GCPL_Annual_Report_202122.pdf</a></p> <p>FY 2020-21:  <a href="https://godrejcp.com/public/uploads/reports/2020-21/GCPL_Annual_Report_202021.pdf">https://godrejcp.com/public/uploads/reports/2020-21/GCPL_Annual_Report_202021.pdf</a></p> <p>FY 2019-20:  <a href="https://www.godrejcp.com/public/uploads/reports/2019-20/GCPL_Annual_Report_201920.pdf">https://www.godrejcp.com/public/uploads/reports/2019-20/GCPL_Annual_Report_201920.pdf</a></p>
<p>5.2. Latest audited financials should not be older than six month from the date of application for listing.</p> <p>Provided that listed issuers (who have already listed their specified securities and/or 'Non-convertible Debt Securities' (NCDs) and/or 'Non-Convertible Redeemable Preference Shares' (NCRPS)) who are in compliance with SEBI (Listing obligations and disclosure requirements) Regulations 2015</p>	<p>FY 2022-23 Q2:  <a href="https://www.godrejcp.com/public/uploads/financial_presentation/GCPL_Q2FY23_Results.pdf">https://www.godrejcp.com/public/uploads/financial_presentation/GCPL_Q2FY23_Results.pdf</a></p>

(hereinafter "SEBI LODR Regulations"), may file unaudited financials with limited review for the stub period in the current financial year, subject to making necessary disclosures in this regard including risk factors.	
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#### 6. Asset Liability Management (ALM) Disclosures: Not Applicable

6.1. NBFCs seeking to list their CPs shall make disclosures as specified for NBFCs in SEBI Circular nos. CIR/IMD/DF/ 12 /2014, dated June 17, 2014 and CIR/IMD/DF/6/2015, dated September 15, 2015, as revised from time to time. Further, "Total assets under management", under para 1.a. of Annexure I of CIR/IMD/DF/ 6 /2015, dated September 15, 2015 shall also include details of off balance sheet assets.

6.2. HFCs shall make disclosures as specified for NBFCs in SEBI Circular no. CIR/IMD/DF/ 6/2015, dated September 15, 2015, as revised from time to time with appropriate modifications viz. retail housing loan, loan against property, wholesale loan - developer and others.

#### 7. Other Declaration:

Further, we enclose herewith as Annexure (v) is the certificate signed by the Company Secretary & Compliance Officer confirming that the disclosure document contains all the disclosures as per SEBI Operational Circular dated August 10, 2021 and December 17, 2021 (to the extend modified) and the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time.

Signed by: For Godrej Consumer Products Limited

Name and Designation	Signature
Mr. Rahul Agarwal  Lead – Treasury	

Date: Jan 13, 2023

Place: Mumbai

**Annexure (i) Details of outstanding CPs (As on Date) (Refer Point No. 3.1):**

Series	ISIN	Tenor/ Period of maturity (in days)	Coupon	Amount issued (Rs. in Crore)	Date of allotment	Redemption date / Schedule	Credit rating	Secured/ Unsecured	Security	Other Details viz. Details of IPA, Details ofCRA
					NIL					

**Annexure (ii) - Details of Corporate Guarantees Outstanding (Refer Point No. 3.3)**

Sr No	Particulars	Amount (Rs. In Crs)
1	Broadcast Audience Research Council - Kotak Mahindra Bank	0.30
2	Godrej SON Holdings inc	251.93
3	Godrej Mauritius Africa Holdings Limited	204.98
4	Godrej Tanzania Holdings Ltd	417.81
	<b>Total</b>	<b>875.02</b>

**Annexure (iii) Details of CPs issued during last 15 months (Refer Point No. 4.2)**

ISIN	Issue Date	Amount	Maturity Date	Amount Outstanding
INE102D14823	13-Dec-21	1,00,00,00,000.00	11-Mar-22	1,00,00,00,000.00

21

**Certified Copy of the Resolution passed at the meeting of Board of Directors of Godrej Consumer Products Limited held on August 4, 2021**

**“RESOLVED THAT** pursuant to Section 179 of the Companies Act, 2013 or any other law, as may be applicable, and in supersession of the existing Board Resolution with respect to borrowing funds/investment of the funds of the Company (investments other than in wholly owned subsidiaries), the Board do hereby approve the following revised scheme of delegation of certain powers:

Scheme of Delegation of Powers						
Nature of Activity	GCPL Authorised Signatories *				Overall Limits under this resolution	
	Any one from Group A	Any two from Group B	Any one from Group B jointly with any one from Group C	Any two from Group C	GCPL Authorised Signatories (GCPL AS)	Management Committee (MC) of the GCPL Board (in addition to the overall limits for GCPL Authorised Signatories)
1 To borrow monies pursuant to Section 179(3)(d) through Commercial Papers	₹ 350 crore per transaction	₹ 200 crore per transaction	₹ 100 crore per transaction	₹ 50 crore per transaction	Aggregate value of outstanding Commercial Papers authorised by all the GCPL AS cannot exceed ₹ 1250 crore.	Aggregate value of outstanding Commercial Papers authorised by MC cannot exceed ₹ 1250 crore.
2 To borrow monies pursuant to Section 179(3)(d) & avail bank facilities	₹ 350 crore per transaction/facility	₹ 200 crore per transaction/facility	₹ 100 crore	₹ 50 crore	Maximum facilities/borrowings authorised by all the GCPL AS in a Quarter cannot exceed ₹ 1250 crore.	The aggregate limit for all facilities/borrowings authorised by MC in a Quarter is ₹ 1250 crore
3 To invest Company's funds in Bank Deposits with Scheduled Banks pursuant to Section 179(3)(e)	Upto a limit of ₹ 150 crore per transaction	Upto a limit of ₹ 100 crore per transaction	Upto a limit of ₹ 50 crore per transaction	Upto a limit of ₹ 25 crore per transaction	The amount outstanding at any point of time for all investments made by GCPL AS cannot exceed ₹ 1250 crore	The amount outstanding at any point of time for all investments made by MC cannot exceed ₹ 1250 crore
					The amount of deposits outstanding with a single Bank cannot exceed ₹ 200 Crore	
4 To invest in debt securities including Bonds/ NCDs/ FDs/ Commercial Papers/ Corporate Deposits having maximum residual maturity of upto 5 years issued by NBFCs/Corporates with short term credit rating of A1+ & long term credit rating of AA+ & above issued by at least one of CRISIL or ICRA or CARE or India Ratings	Upto a limit of ₹ 150 crore per transaction	Upto a limit of ₹ 100 crore per transaction	Upto a limit of ₹ 50 crore per transaction	Upto a limit of ₹ 25 crore per transaction	The amount outstanding at any point of time for all investments made by GCPL AS cannot exceed ₹ 1250 crore	The amount outstanding at any point of time for all investments made by MC cannot exceed ₹ 1250 crore
					The amount of investments in debt securities including Bonds /NCDs /FDs / Commercial Papers/ Corporate Deposits outstanding with a single NBFC / Corporate cannot exceed ₹ 200 Crore for AAA rated entity & Rs 100 crs for AA+ rated entity.	
5 To invest Company's funds in Debt Mutual Funds including Overnight/ Liquid/ Ultra Short Term/ Short term schemes of Mutual Funds pursuant to Section 179(3)(e)	Upto a limit of ₹ 150 crore per transaction	Upto a limit of ₹ 100 crore per transaction	Upto a limit of ₹ 50 crore per transaction	Upto a limit of ₹ 25 crore per transaction	The amount outstanding at any point of time for all investments made by GCPL AS cannot exceed ₹ 1250 crore	The amount outstanding at any point of time for all investments made by MC cannot exceed ₹ 1250 crore
					The amount of investment outstanding in a single scheme of any Mutual Fund cannot exceed ₹ 150 Crore	



* GCPL Authorized Signatories	
Group A	Mr. Adi Godrej, Mr. Nadir Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej, Mr. Pirojsha Godrej
Group B	Mr. V Srinivasan, Mr. Sunil Kataria, Mr. Rahul Gama, Mr. Subrata Dey, Mr. Milind Korgaonkar, Mr. Jishnu Batabyal, Mr. Ravin Mody, Mr. Dharmendra Lodha, Mr. Jitendra Surana, Mr. Tapan Joshi, Mr. Pratik Dantara, Mr. Ritesh Nagar
Group C	Mr. Srihari J, Ms. Sowmiya Sundaram, Mr. Cyrus Munshi, Mr. R. Shivshankar, Mr. Sanjay Salunkhe, Mr. Akshay Jain, Mr. Jigar Gajaria, Ms. Hridaya Sharma, Mr. Hari Bhanot

Please note Quarter means January-March, April-June, July-September, October-December

## RESOLVED FURTHER THAT

- any one of the persons mentioned in the above Groups are hereby authorized to confirm to the banks/mutual funds/NBFCs/other relevant parties, the compliance with the terms and conditions specified in the scheme of delegation listed above in this resolution, for making the borrowing/investment;
- a summary of transactions entered into in terms of the foregoing delegated authority shall be reported to the Board at the first meeting immediately following the Quarter in which the transactions took place;
- the Management Committee of the Board of Directors is further authorised to withdraw or add the names of the authorised signatories mentioned in Group B and Group C above;
- the Common Seal of the Company be affixed in accordance with the Articles of Association of the Company, on such agreements/ documents as may be required at the time of borrowing/ investment;
- a copy of the said resolution be given to any of the banks/mutual funds/NBFCs/other relevant parties, duly certified by a Director or the Company Secretary."

**Certified to be true**

**For Godrej Consumer Products Limited**

*Jitendra P. Surana*

**Jitendra Surana**

**Associate Vice President - Finance**





**Annexure (v)**

**January 13, 2023**

To

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,

Bandra (East), Mumbai-400 051

**Sub.: Certificate confirming Disclosure Document containing all relevant disclosures**

**Ref.: Disclosure Document dated January 11, 2023 for Commercial Papers listing (ISIN: INE102D14831)**

Dear Sir/ Madam,

We, Godrej Consumer Products Limited Limited ("**the Company**"), hereby confirm that the Disclosure Document being submitted by the Company on the NSE listing Portal (NEAPS platform) on January 11, 2023 for listing of Commercial Paper bearing serial number 1/2022-23 (ISIN: INE102D14831) contains all the disclosures as prescribed under the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and SEBI Operational Circular for issue and listing of Non-convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 and December 17, 2021 (to the extent modified), as amended from time to time.

Kindly take the above confirmation on your records.

Thanking you,

Yours sincerely,

**For Godrej Consumer Products Limited**



**Mr. Rahul Agarwal**  
Lead – Treasury



**Rahul Botadara**  
Company Secretary & Compliance Officer