

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

Name	Godrej Consumer Products Limited
Address	Registered Office: Godrej One, 4 th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.
CIN	L24246MH2000PLC129806
PAN	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 March 31, 2023):

Sr. No.	Name, designation and DIN	Age (in years)	Address	Director since	List of other directorships*
1	Ms. Nisaba Godrej, Executive Chairperson DIN: 00591503	45	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 Limited 5) 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	72	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	55	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) Escorts Kubota Limited 8) Go Airlines (India) Limited
5	Mr. Pirojsha Godrej, Director DIN: 00432983	43	Godrej House, 67H, Aashraye,	April 1, 2017	1) Godrej Properties Limited 2) Godrej Agrovet Limited 3) Godrej Housing Finance Limited

[Handwritten signature]

			Walkeshwar Road, Mumbai 400006.		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	47	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	75	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	67	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	55	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	48	13, Omorinre Johnson Street, Lekki Phase I, Lagos, Nigeria	April 1, 2017	Nil
11	Ms. Pippa Armerding, Independent Director DIN: 08054033	55	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. Vivek Gambhir Whole Time Director DIN: 06527810	-	September 30, 2020	Ceased to be director due to resignation
2	Mr. Aman Mehta Independent Director DIN: 0009364	-	August 31, 2021	Ceased to be Director upon completion of Tenure
3	Mr. Sudhir Sitapati Managing Director DIN: 09197063	October 18, 2021	-	Appointed as MD & CEO
4	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	27.4273
2.	Godrej Industries Limited	242812860	242812860	23.742
3.	Godrej Boyce Manufacturing Co Ltd	75011445	75011445	7.3346
4.	First Sentier Investors ICVC- Stewart Investors Asia Pacific Leaders Sustainability Fund	23238940	23238940	2.2723
5.	Rishad Kaikhushru Naorji	13438500	13438500	1.3140
6.	Government Of Singapore	11893238	11893238	1.1629
7.	Europacific Growth Fund	10323995	10323995	1.0095
8.	Pheroza Jamshyd Godrej	9640700	9640700	0.9427
9.	St. James's Place Asia Pacific Unit Trust Managed By First State Investments (Hong Kong) Limited	7582314	7582314	0.7414
10.	Government Pension Fund Global	7007717	7007717	0.6852

1.5 Details of Statutory Auditor

Name and address	Date of appointment	Remarks
BSR & Co. LLP, Chartered Accountants, Address: 14 th 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	Details of Fund Based Facilities / unsecured loans as on date_ Nil

M/S

debentures / preference shares from banks or financial institutions or financial creditors, as on last quarter end:	
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)

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.	Details of Current Tranche	
	ISIN	INE102D14849
	Amount	750 Crores
	Date of Issue	25.04.2023
	Date of Maturity	25.09.2023
	Credit Rating	A1+
	Date of Credit Rating	ICRA - 06.04.2023 CRISIL- 06.04.2023
	Validity Period of Credit rating	ICRA - 3 months CRISIL - 1 month
	Agency	ICRA & CRISIL
	IPA	ICICI Bank
4.2. CP borrowing limit, supporting board resolution for CP borrowing, details of CP issued during the last 15 months.	The details of CPs issued during last 15 months is enclosed as Annexure (iii). The Board of Directors has approved CP borrowing limit of Rs. 5000 Crore. The certified copy of the resolution is enclosed herewith as Annexure (iv).	
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:

5.1. Audited / Limited review half yearly consolidated (wherever available) and standalone financial information (Profit & Loss statement, Balance Sheet and Cash Flow statement) along with auditor qualifications, if any, for last three years along with latest available financial results. 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.	The Annual Reports of the Company are available at the following weblink of the Company: FY 2021-22: https://www.godrejcp.com/public/uploads/reports/2021-22_GCPL_Annual_Report_202122.pdf FY 2020-21: https://godrejcp.com/public/uploads/reports/2020-21_GCPL_Annual_Report_202021.pdf FY 2019-20: https://www.godrejcp.com/public/uploads/reports/2019-20_GCPL_Annual_Report_201920.pdf
5.2. Latest audited financials should not be older than six month from the date of application for listing. Provided that listed issuers (who have already listed their specified securities and/or 'Non-convertible Debt Securities' (NCDs) and/or 'Non-Convertible Redeemable Preference	FY 2022-23 Q3: https://godrejcp.com/public/uploads/financial_presentation/Quarterly_Results_Q32023.pdf

Handwritten signature

Shares' (NCRPS)) who are in compliance with SEBI (Listing obligations and disclosure requirements) Regulations 2015 (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.

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 extent 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: April 25, 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 of CRA
					NIL					

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

Sr No	Particulars	Amount (Rs. In Crs)
1	Godrej SON Holdings Inc	250.25
2	Godrej Mauritius Africa Holdings Limited	203.61
3	Godrej Tanzania Holdings Ltd	415.02
	Total	868.87

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

ISIN	Issue Date	Amount	Maturity Date	Amount Outstanding
INE102D14831	13-Jan-23	25,00,00,000	27-Feb-23	25,00,00,000
INE102D14823	13-Dec-21	1,00,00,00,000	11-Mar-22	1,00,00,00,000

Handwritten signature/initials in blue ink.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GODREJ
 CONSUMER PRODUCTS LIMITED ON APRIL 21, 2023**

“RESOLVED THAT the Board do hereby approve the following borrowing limits in supersession to the earlier resolutions:

(Amount in Rs Crore)

Particulars	Limits	GCPL Authorised Signatories *			
		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
Maximum amount of borrowing outstanding at any point in time (i.e. overall borrowing limit) by way of CPs, External Commercial Borrowings or any other short term/long term loan from any banks or financial institutions for a maximum period of 5 Years	5000	5000	3000	2000	1000
Sub-limits for other Fund based and non fund based Facilities from Banks within the overall limit of Rs. 5000 Cr.		Any two jointly			
Other Fund Based Overdraft, WCDL, CC, Discounting or any other Working Capital/ Short Term Facilities	200				
Non fund Based Letter of Credit, Guarantees or/ and any other Non-Fund based facilities	500				
* GCPL Authorized Signatories (Per Transaction)					
Group A	Mr. Nadir Godrej, Ms. Tanya Dubash, Ms. Nisaba Godrej, Mr. Pirojsha Godrej				
Group B	Mr. Sudhir Sitapati, Mr. Sameer Shah, Mr. Jitendra Surana, Mr. Tapan Joshi, Mr. Ritesh Nagar, Mr. Rahul Agarwal, Mr. Anilkumar V				
Group C	Mr. Shivshankar, Mr. Jigar Gajaria, Mr. Vijay Gonte, Ms. Harshita Jain, Mr. Ankit Agarwal, Mr. Diwas Gupta, Ms. Manjiri Bapat, Mr. Vaibhav Joshi, Mr. Prashant Sahu, Ms. KR. Ramitha, Ms. Dhruvi Sangani, Ms. Yukta Loonker, Ms. Suhani Jain				

RESOLVED FURTHER THAT

- any one of the persons mentioned in the above Groups are hereby authorized to confirm to the banks/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;



Godrej Consumer Products Ltd.

Regd. Office : Godrej One,
4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai - 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040
Website : www.godrejcp.com

- 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 calendar quarter in which the transactions took place;
- 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;
- a copy of the said resolution be given to any of the banks/NBFCs/other relevant parties, duly certified by a Director or the Company Secretary.”

Certified to be True

For Godrej Consumer Products Limited

Rahul Botadara

Company Secretary & Compliance Officer



Annexure (v)

April 25, 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 April 21, 2023 for Commercial Papers listing (ISIN: INE102D14849)

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 April 22, 2023 for listing of Commercial Paper bearing serial number 1/2023-24 (ISIN: INE102D14849) 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. We could not file the above-mentioned disclosure document on the NSE EBP portal on April 21 due to some technical glitch on the website and the same was intimated to the Exchange through email on April 21, 2023 itself.

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

