**Godrej Consumer Products Limited**

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/ 8065/ 8069
Website: www.godrejcp.com

CIN: L24246MH2000PLC129806

Date: September 7, 2026

**BSE Limited**
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai - 400 001
Scrip Code: 532424

**National Stock Exchange of India Limited**
Exchange Plaza, Bandra-Kurla Complex,
Mumbai 400 051
Symbol: GODREJCP

**Subject: Notice of Postal Ballot – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the Notice of Postal Ballot dated August 11, 2026 ('Notice') seeking approval of the Members by way of an Ordinary Resolution for Appointment of Mr. Aasif Malbari (DIN: 07345077) as the Managing Director of the Company designated as 'Managing Director & Chief Executive Officer', for a period of 5 (Five) years with effect from August 12, 2026.

The Ordinary Resolution as set out in the Notice is proposed for approval of the Members of the Company through Postal Ballot by voting through electronic means only ('remote E-voting'). The Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/Beneficial Owners and whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Company's Registrar and Share Transfer Agent / Depositories / Depository Participant(s) as on Tuesday, September 1, 2026 ('Cut-off date'). The Members who have not registered their Email IDs are requested to kindly register the same as per the instructions given in the Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") to provide remote e-voting facility to its Members during the following period:

| | |
|---|---|
| **Commencement of remote E-voting period** | Tuesday, September 8, 2026, 9:00 A.M. (IST) |
| **Conclusion of remote E-voting period** | Wednesday, October 7, 2026, 5:00 P.M. (IST) |

The remote e-voting module shall be disabled by CDSL for voting thereafter. The detailed procedures and instructions with respect to remote E-voting forms part of the Notice.

The Notice is also available on the website of the Company at www.godrejcp.com and on the website of the CDSL at www.evotingindia.com.

**Godrej Consumer Products Limited**

Godrej One, 4th Floor,
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Website: www.godrejcp.com

CIN: L24246MH2000PLC129806

The Resolution, if approved by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members on the last date specified for remote e-voting i.e. Wednesday, October 7, 2026. The results of Postal Ballot will be announced on or before Friday, October 9, 2026.

We request you to take the above on your record.

Thanking you,
Yours sincerely,

**For Godrej Consumer Products Limited**

TEJAL VIRENDRA JARIWALA

Digitally signed by TEJAL VIRENDRA JARIWALA
Date: 2026.09.07 23:02:41 +05'30'

**Tejal Jariwala**
**Company Secretary & Compliance Officer**
**(FCS 9817)**

**Encl.:** As above

GODREJ
CONSUMER PRODUCTS

# Godrej Consumer Products Limited

**CIN -** L24246MH2000PLC129806

**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

**Email:** investor.relations@godrejcp.com

## Notice of Postal Ballot

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 ('the Act'), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the Ordinary Resolution as set out in this Notice is proposed for approval of the Members of Godrej Consumer Products Limited ('the Company') through Postal Ballot by voting through electronic means only ('remote E-voting').

The Board of Directors of the Company on August 11, 2026, approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolution and the explanatory statement thereto is annexed herewith for your consideration, and you are requested to record your assent or dissent by remote E-voting facility provided by the Company. The Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (**"CDSL"**).

The e-voting schedule is given in the table below:

| **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** |
|---|---|---|---|
| Tuesday, September 1, 2026 | Tuesday, September 8, 2026 at 9:00 A.M. (IST) | Wednesday, October 7, 2026 at 5:00 P.M. (IST) | On or before Friday, October 9, 2026 |

**PROPOSED RESOLUTION IS AS BELOW - SPECIAL BUSINESS:**

**Appointment of Mr. Aasif Malbari (DIN: 07345077) as the Managing Director of the Company designated as 'Managing Director & Chief Executive Officer', for a period of 5 (Five) years with effect from August 12, 2026**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Aasif Malbari (DIN: 07345077), who was appointed as an Additional Director (Executive, Non-Independent) of the Company with effect from August 12, 2026 and who holds office up to the date of the next General Meeting or 3 (Three) months whichever is earlier and for whom the notice of candidature is received by the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Act read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17, 26A and other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings held on August 11, 2026 and subject to such approvals, permissions and sanctions as may be required, approval of the Members be and is hereby accorded for the appointment of and terms of remuneration payable to Mr. Aasif Malbari (DIN: 07345077) as "Managing Director & Chief Executive Officer", liable to retire by rotation, for a period of 5 (Five) consecutive years from August 12, 2026 to August 11, 2031 (both days inclusive) on the terms and conditions set out herein below:

**I.** **Period of appointment:** August 12, 2026 to August 11, 2031

**II.** **Remuneration**

**A.** **Fixed Compensation**: Fixed Compensation shall include basic salary, Company's contribution to retirement benefits such as Gratuity Fund, Provident Fund, Superannuation Fund and flexible compensation as may be applicable as per the rules of the Company and those of the Fund(s) / Scheme(s) in force from time to time, provided that:

a) **Basic Salary:** shall be payable monthly and shall be as determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time;

b) **Flexible Compensation:** In addition to the Basic Salary, Mr. Malbari shall be entitled to Flexible Compensation payable monthly, comprising such allowances, perquisites, benefits, facilities and amenities as may be applicable under the rules of the Company or as may be approved by the Nomination and Remuneration Committee ("NRC") and/or the Board of Directors ("Board") from time to time, including:

i. Housing as per rules of the Company (i.e. unfurnished residential accommodation as per Company's rules OR House Rent Allowance as per Company's rules);
ii. Supplementary allowance;
iii. Leave Travel Allowance in accordance with the rules of the Company;
iv. Payment/ reimbursement of food vouchers, petrol reimbursement, car maintenance as per rules of the Company;
v. Payment/ reimbursement of telephone expenses;
vi. Company car as per the rules of the Company;
vii. 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.

c) **Review of Fixed Remuneration:** The annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors, provided that the annual fixed remuneration shall be within the range of INR 7 crores p.a. to INR 14 crores p.a. The Company's contribution to Gratuity shall be according to the rules of the Company, in force from time-to-time.

**B. Variable Pay and Incentives:**

(i) **Performance Linked Variable Remuneration (PLVR)** shall be paid according to the applicable scheme of the Company for each of the financial years as relevant to the period of appointment or as may be recommended by the Nomination & Remuneration Committee. Target PLVR will be in the range of INR 6 crores p.a. to INR 12 crores p.a. and will be defined at the start of the Financial Year. However, the actual PLVR payout can be higher or lower than the PLVR base target depending on the key performance indicators comprising a combination of metrics like Underlying Volume Growth, Underlying Sales Growth, Consolidated PAT, Free Cash Flow or any other metric as may be determined by the Board and/or the Nomination and Remuneration Committee in context of that Financial Year. The actual PLVR payout is capped at 3x of target, achievable only upon significant outperformance.

(ii) **Long Term Incentives** as approved by the Board of Directors and as per the prevailing scheme of the Company. Further, the LTI component is subject to malus and clawback provisions under the Company's ESOS policy, along with performance-linked vesting, reinforcing long-term alignment with shareholder interests. The performance metrics, while not quantified due to their commercially sensitive nature, are linked to profitability and long-term value creation.

(iii) **Stock Grants** under the Company's Employee Stock Grant Scheme(s) (ESGS) as approved by the Board of Directors and as per the prevailing scheme of the Company.

**C. Other Benefits**

a) Company driver;

b) Payment / reimbursement of telephone / mobile phone / internet expenses as per the rules of the Company;

c) Payment / reimbursement of club membership fees;

d) Medical and insurance cover in accordance with the rules of the Company;

e) Consolidated privilege leave, on full pay and allowance, Encashment/ accumulation of leave will all be permissible in accordance with the rules specified by the Company. Sick leave as per the rules of the Company;

Explanation: 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. Governance:** The remuneration ranges set out above have been determined taking into consideration relevant market data. Peer set compensation benchmarking study is undertaken annually with an independent consultant and forms a key input to Nomination and Remuneration Committee for annual compensation review. The starting point of the proposed remuneration range is positioned below the market median, while the maximum allows for competitiveness beyond market median over the course of the contract period, if supported by performance. Further, vesting/payouts under Performance Linked Variable Remuneration (PLVR) and Long Term Incentives are subject to malus and clawback provisions, as defined in the employment contract.

**IV. 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 Mr. Malbari 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 in force.

**V. Minimum Remuneration:** Notwithstanding the foregoing, where in any financial year during the tenure of Mr. Aasif Malbari, the Company has no profits or its profits are inadequate, the remuneration will be subject to the limits specified in Schedule V to the Companies Act, 2013.

**Notes:**

a. Mr. Aasif Malbari shall be liable to retire by rotation. The appointment is terminable by giving 3 (three) months' notice in writing on either side.
b. Mr. Aasif Malbari 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, and it shall be Mr. Aasif Malbari's endeavour, during the continuance of his employment, to prevent any other person from disclosing the aforesaid information.
c. If Mr. Aasif Malbari 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 his duties as

director or any breach of these terms, 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 him, and the Company may, by giving 30 (thirty) days' notice in writing to him, terminate the appointment and he shall cease to be the Managing Director & CEO of the Company, upon expiration of such notice.

d. 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:**

i) the Board of Directors or any authorised Committee thereof be and are hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force);

ii) Any Key Managerial Personnel of the Company or any other person duly authorised by the Board be and are hereby severally authorised to take all such steps as may be necessary and expedient to give effect to this resolution and do all such acts including execution of agreement with Mr. Aasif Malbari.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified to be true by any Director of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."

Date and Place: August 11, 2026, Mumbai.

**Registered Office:**
Godrej One, 4th Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra.
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejcp.com
Email: investor.relations@godrejcp.com
CIN: L24246MH2000PLC129806

**By the Order of the Board of Directors**
**of Godrej Consumer Products Limited**

**Tejal Jariwala**
**Company Secretary & Compliance Officer**
**(FCS 9817)**

**NOTES FOR MEMBERS' ATTENTION:**

**EXPLANATORY STATEMENT**

1. An Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ('ICSI'), setting out material facts and the rationale for the proposed Resolution is annexed hereto and forms part of this Notice.

**DISPATCH OF POSTAL BALLOT NOTICE**

2. In compliance with the MCA Circulars, the Notice of Postal Ballot ('Notice') is being sent only by Email to those Members whose names appear in the Register of Members/Register of Beneficial Owners and whose Email Ids are registered with the Company/Registrar and Share Transfer Agent (RTA)/Depository Participants ('DPs') as on Tuesday, September 1, 2026 ('Cut-off date'). Further, physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

3. Notice will also be available on the Company's website at www.godrejcp.com, websites of the Stock Exchanges i.e., BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com & www.nseindia.com, respectively, and on website of Central Depository Services (India) Limited ('CDSL') i.e. www.evotingindia.com.

**REGISTRATION OF EMAIL IDs**

4. Members who have not registered their Email Ids/KYC are requested to register the same in the following manner:

- Shareholders holding shares in Physical Form:

  Shareholders holding shares in physical form are requested to register/update their Email address and other KYC details with the Registrar and Share Transfer Agent ("RTA") of the Company, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), by submitting the prescribed Know Your Customer ("KYC") forms along with the requisite supporting documents.

  Link: https://web.in.mpms.mufg.com/KYC-downloads.html

  Address:

  MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited)
  Unit: Godrej Consumer Products Limited
  C-101, 247 Park, L B S Marg,
  Vikhroli West Mumbai – 400 083.
  Contact: +91 810 811 6767

Email ID: investor.helpdesk@in.mpms.mufg.com

- Shareholders holding shares in Dematerialised Form:

  Shareholders holding shares in dematerialised form are requested to register/update their Email address and other KYC details with their respective Depository Participant(s) ("DPs").

In case of any queries/difficulties in registering the Email Id, Members may write to the RTA/the Company at investor.helpdesk@in.mpms.mufg.com /investor.relations@godrejcp.com respectively.

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT**

5. The details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of SS-2 in respect of Appointment of the Director forms part of this Notice.

**INSPECTION OF DOCUMENTS**

6. All the material documents referred to in the resolution and the Explanatory Statement, shall be available for inspection for Members through electronic mode till Wednesday, October 7, 2026 at 5:00 P.M. (IST), basis the request being sent on investor.relations@godrejcp.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the Email.

**PROCEDURES AND INSTRUCTIONS FOR REMOTE E-VOTING**

7. In compliance with provisions of Section 108 and Section 110 read with Rules 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, 2015 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote E-voting facility to all the Members for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of CDSL. The detailed procedures and instructions with respect to remote -voting is given at the end of this Notice in **Appendix 1.**

8. The Members whose names appear in the Register of Members/Register of Beneficial Owners as on Tuesday, September 1, 2026, being the Cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only. The voting rights of Members shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on the cut-off date i.e., September 1, 2026.

9. Institutional Shareholders / Corporate Members are requested to send a certified scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to vote on their behalf, pursuant to Section 113 of the Act, to the Scrutinizer by sending an e-mail to at akjaincs@gmail.com

10. The remote E-voting period commences on Tuesday, September 8, 2026 at 9:00 A.M. (IST) and ends on Wednesday, October 7, 2026 at 5:00 P.M. (IST). The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

11. Mr. Ashish Kumar Jain, Practicing Company Secretary, (Membership No. FCS F6058 and COP No. 6124) has been appointed as the Scrutinizer to scrutinize the remote E-voting conducted through Postal ballot, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson / any Authorised Signatory as authorised by the Chairperson, and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the report of the Scrutinizer will be submitted to the Stock Exchanges i.e., BSE and NSE at www.bseindia.com & www.nseindia.com and shall also be uploaded on the website of the Company at www.godrejcp.com & website of CDSL at www.evotingindia.com.

12. The Resolution, if approved by requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members on the last date specified for remote E-voting i.e., Wednesday, October 7, 2026.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102, 110 OF THE COMPANIES ACT, 2013 ('THE ACT'), SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI') AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015').**

**Appointment of Mr. Aasif Malbari (DIN: 07345077) as the Managing Director of the Company designated as 'Managing Director & Chief Executive Officer', for a period of 5 (Five) years with effect from August 12, 2026**

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Aasif Malbari (DIN: 07345077) as an Additional Director (Executive, Non-Independent) of the Company with effect from August 12, 2026 and, subject to the approval of the Shareholders, as the Managing Director & Chief Executive Officer of the Company for a period of 5 (Five) years from August 12, 2026 to August 11, 2031.

Mr. Aasif Malbari holds office as an Additional Director pursuant to Section 161 of the Companies Act, 2013 ("Act") and is eligible for appointment as a Director of the Company and for whom the notice of candidature is received by the Company.

The Company has received the requisite consent and declarations from Mr. Aasif Malbari in connection with his proposed appointment, in accordance with the applicable provisions of the Act, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company has also received confirmations from Mr. Aasif Malbari that:

(i) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
(ii) he satisfies the conditions specified under Section 196 and Part I of Schedule V to the Act for appointment as Managing Director; and
(iii) he is not debarred from holding the office of Director by virtue of any order issued by SEBI or any other authority.

Pursuant to Sections 152, 161, 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V thereto and Regulation 17 and Regulation 26A of the SEBI Listing Regulations, approval of the Members is sought for the appointment of Mr. Aasif Malbari as a Director and then as the Managing Director & Chief Executive Officer of the Company for a term of 5 (Five) consecutive years from August 12, 2026 to August 11, 2031 on the terms and conditions, including remuneration, as set out in the resolution.

The Board believes that the Company will benefit from Mr. Aasif Malbari's extensive experience, leadership capabilities and deep understanding of the Company's business and operations. The Board is of the view that his appointment is in the best interests of the Company and that the proposed remuneration is commensurate with his responsibilities.

The details of Mr. Aasif Malbari as required under the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are annexed to the Notice. For brevity, the particulars of remuneration, perquisites and benefits payable to Mr. Aasif Malbari are not being reproduced in this Explanatory Statement and the Members are requested to refer to the resolution.

The draft service agreement and other documents relating to the appointment of Mr. Aasif Malbari shall be available for inspection by the Members in accordance with the provisions of the Act and the Secretarial Standards up to the last date of remote E-voting.

The Board recommends the Ordinary Resolution set out in this Notice for approval of the Members.

Mr. Aasif Malbari is interested in the resolution set out in this Notice. Except Mr. Aasif Malbari and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Date and Place: August 11, 2026, Mumbai.

**Registered Office:**
Godrej One, 4th Floor, Pirojshanagar,
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Tel No.: 022-2518 8010
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CIN: L24246MH2000PLC129806

**By the Order of the Board of Directors**
**of Godrej Consumer Products Limited**

**Tejal Jariwala**
**Company Secretary & Compliance Officer**
(**FCS 9817)**

**Information pursuant to Regulation 36(3) SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India with respect to appointment of Director**

| **Name of Director** | **Mr. Aasif Malbari** |
|---|---|
| Category | Managing Director and CEO |
| DIN | 07345077 |
| Date of Birth | October 2, 1974 |
| Age | 51 years |
| Qualification | Chartered Accountant and Company Secretary |
| Nature of Expertise/ Experience/Brief Resume | Appended at end of this table |
| First Appointment on the Board | August 12, 2026 |
| Terms & Conditions of Appointment / re-appointment | Appointment as an “Managing Director & CEO” for a term of 5 (five) consecutive years commencing from August 12, 2026, liable to retire by rotation |
| Last Drawn Remuneration Details along with remuneration sought to be paid | Last drawn remuneration (FY 2025-26) - Rs. 11.03 crore as Chief Financial Officer.<br>Remuneration sought to be paid - As set out in the resolution above |
| No. of Equity Shares held in GCPL as at June 30, 2026 | 31,112 Equity Shares |
| Relationship with other Directors/Manager/KMP | None |
| No. of Board Meetings attended during the last Financial Year 2025-26 | Not Applicable |
| Directorship details | Mr. Aasif Malbari does not hold directorships in any other Listed, Public or Private Companies. |
| Committee Positions in other companies | Not Applicable |
| Names of listed entities from which Director has resigned in the past three years | None |

**Brief Resume of the Director proposed to be appointed:**

**Aasif Malbari**

Aasif has spent three decades in the FMCG and auto industries, at GCPL, Tata Motors, and Hindustan Unilever. As Global CFO, he directly oversees business strategy and has played a critical role in partnering leadership teams across geographies to advance growth and strengthen performance. Aasif has delivered an outstanding transformation of GCPL's Africa business. The business has rapidly grown its margin-accretive FMCG portfolio, headlined by the highly successful launch of our air care category, while strengthening the legacy Hair Fashion business. This has resulted in EBITDA margins growing significantly, from ~9% in FY24 to ~15% in FY26.

Prior to joining GCPL, Aasif served as Chief Financial Officer at Tata Passenger Electric Mobility and Director at Tata Motors Passenger Vehicles, where he played a key role in scaling the business significantly, including its reorganisation and a USD 1 billion fundraise in the electric vehicle business. Earlier in his career, he worked at Hindustan Unilever across a range of finance and business roles.

Aasif is a Chartered Accountant and Company Secretary who secured the All India First Rank in both the CA Intermediate and Final examinations. He is a graduate of Sydenham College, University of Mumbai.

Date and Place: August 11, 2026, Mumbai.

**Registered Office:**
Godrej One, 4th Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East),
Mumbai - 400 079, Maharashtra.
Tel No.: 022-2518 8010
Fax No.: 022-2518 8066
Website: www.godrejcp.com
Email: investor.relations@godrejcp.com
CIN: L24246MH2000PLC129806

**By the Order of the Board of Directors**
**of Godrej Consumer Products Limited**

**Tejal Jariwala**
**Company Secretary & Compliance Officer**
**(FCS 9817)**

**Appendix 1- The procedure for Shareholders 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.

(i) The voting period begins on Tuesday, September 8, 2026 at 9:00 A.M. (IST) and ends on Wednesday, October 7, 2026 at 5:00 P.M. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 1, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.<br>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.<br>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. 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 evoting 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** | 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.<br>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<br>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.<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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. |
| 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. |

**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 21 09911 |

| | |
|---|---|
| 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.com or call at : 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 Remote e-Voting 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 Folio Number registered with the Company.

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.

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 | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• 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) | 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.<br>• 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.

(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.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for the relevant Godrej Consumer Products Limited on which you choose to vote.

(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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(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.
- 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 delinked 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 mandatorily 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 /investor.helpdesk@in.mpms.mufg.com.

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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

If you have any queries or issues regarding 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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 at toll free no. 1800 21 09911

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten their password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".