

Certified to be True
For Godrej Consumer Products Ltd.

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

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 8040/8065/8069
 Website : www.godrejcp.com
 CIN : L24246MH2000PLC129806

Statement of Undertaking

Undertaking in relation to non-applicability of requirements prescribed in Para 9(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('the SEBI Circular') in respect of the Scheme of Amalgamation of Godrej Consumer Products US Holding Limited ('GCPUHL' or 'the Transferor Company 1') and Godrej Consumer Products Mauritius Limited ('GCPML' or 'the Transferor Company 2') with Godrej Consumer Products Limited ('GCPL' or 'the Transferee Company')

We, Godrej Consumer Products Limited, in accordance with Para 9(c) of the SEBI Circular, hereby declare and undertake that the provisions of Paragraph 9(a) of the SEBI Circular do not apply to the Scheme of Amalgamation of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited with Godrej Consumer Products Limited and their respective shareholders ('the Scheme') under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and Sections 261 to 264 of the Mauritius Companies Act, 2001, to the extent applicable for the reasons set out below.

1. Paragraph 9(a) of the SEBI Circular requires listed companies to ensure that a scheme submitted with Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting in the following cases:
 - a. where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group ('Specified Party') of the listed company;
 - b. where the Scheme of Arrangement involves the listed company and any other entity involving a Specified Party; or
 - c. where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be a specified party of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.
2. SEBI has clarified vide its aforesaid circular that the voting by public shareholders through postal ballot and e-voting is not necessary in certain cases in terms of Para 9(a) of the SEBI Circular.



Godrej



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 8040/8065/8068
Website : www.godrejcp.com
CIN : L24246MH2000PLC129806

3. In relation to the above, please note the following:
- Since GCPUHL is an indirect wholly owned subsidiary and GCPML is a wholly owned subsidiary of GCPL, neither any consideration will be paid nor any shares will be issued by GCPL to any Specified Party in terms of the Scheme. The stated capital of GCPUHL and GCPML shall stand cancelled upon the Scheme becoming effective;
 - The Scheme involves merger of wholly owned subsidiaries, being GCPUHL and GCPML with GCPL. It does not involve any Specified Party; and
 - GCPL has not acquired any equity shares of GCPUHL and GCPML by paying cash or in kind in the past from any Specified Party.
4. Accordingly, we hereby certify that GCPL is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme in terms of Para 9(a) of the SEBI Circular.

For Godrej Consumer Products Limited


V Srinivasan

Chief Financial Officer & Company Secretary

Date: July 29, 2016

Place: Mumbai



Godrej