

ANNEXURE K

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

CIN : L24246MH2000PLC129806

Brief particulars of the Transferee Company - Godrej Consumer Products Limited ('GCPL'), the Transferor Company 1 - Godrej Consumer Products US Holding Limited ('GCPUSHL') and the Transferor Company 2 - Godrej Consumer Products Mauritius Limited ('GCPML')

Particulars	Transferee Company	Transferor Company 1	Transferor Company 2
Name of the company	Godrej Consumer Products Limited ('GCPL')	Godrej Consumer Products US Holding Limited ('GCPUSHL')	Godrej Consumer Products Mauritius Limited ('GCPML')
Date of Incorporation & details of name changes, if any	Date of incorporation - November 29, 2000	Date of incorporation - March 29, 2016	Date of incorporation - February 15, 2008
Registered Office	4 th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400079, Maharashtra	C/o CIM Corporate Services Limited, Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius	C/o CIM Corporate Services Limited, Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius
Brief particulars of the scheme	i. Transfer of all assets and liabilities of GCPUSHL and GCPML into GCPL pursuant to amalgamation; ii. No shares will be issued by GCPL pursuant to merger as GCPUSHL and GCPML are direct or indirect wholly owned subsidiaries of GCPL; iii. Appointed Date for the Scheme of Amalgamation would be October 01, 2016; iv. The Scheme of Amalgamation would become effective upon receipt of all requisite approvals including from the shareholders, creditors, the Securities and Exchange Board of India ('SEBI'), BSE Limited ('BSE'), The National Stock Exchange of India Limited ('NSE'), the High Court of Judicature at Bombay or National Company Law Tribunal (NCLT) and upon filing the certified copies of the order of the High Court of Judicature at Bombay is filed by GCPL with the Registrar of Companies, Mumbai.		
Rationale for the scheme	i. Ensuring a streamlined group structure by reducing the number of legal entities in the group structure; ii. Reducing the multiplicity of legal and regulatory compliances required at present; iii. Eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries; iv. Rationalizing costs by eliminating multiple record keeping and administrative functions; v. Reducing time and efforts for consolidation of financials at the group level.		



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
 CIN : L24246MH2000PLC129806

Date of resolution passed by the Board of Director of the company approving the scheme	July 29, 2016	July 29, 2016	July 29, 2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	July 29, 2016	Not Applicable	Not Applicable
Appointed Date	October 01, 2016	October 01, 2016	October 01, 2016
Name of Exchanges where securities of the company are listed	Equity shares of GCPL are listed on BSE and NSE	Not Applicable - unlisted.	Not Applicable - unlisted.
Nature of Business	Godrej Consumer Products Limited ('GCPL') is a fast moving consumer goods company that has presence in Asia, Africa and Latin America	GCPUSHL is an investment holding company	GCPML is an investment holding company
Capital before the scheme	<p>The authorised share capital is Rs. 420,000,000/- (Rupees Forty Two Crores Only) divided into 410,000,000 equity shares of Re. 1/- each and 10,000,000 preference shares of Re. 1/- each</p> <p>Paid up capital of GCPL is Rs. 340,600,816/- (Rupees Thirty Four Crores Six Lakhs Eight Hundred and Sixteen Only) divided into 340,600,816 equity shares of Re. 1/- each</p>	<p>The stated capital is USD 77,511,000/- (USD Seven Crore Seventy Five Lacs Eleven Thousand Only) divided into 77,511,000 ordinary shares of USD 1 each</p> <p>The paid up capital is USD 77,511,000/- (USD Seven Crore Seventy Five Lacs Eleven Thousand Only) divided into 77,511,000 ordinary shares of USD 1 each</p>	<p>The stated capital is USD 45,235,006/- (USD Four Crore Fifty Two Lakhs Thirty Five Thousand Six Only) divided into 45,235,006 ordinary shares of USD 1 each</p> <p>The paid up capital is USD 45,235,006/- (USD Four Crore Fifty Two Lakhs Thirty Five Thousand Six Only) divided into 45,235,006 ordinary shares of USD 1 each</p>



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
 Website : www.godrejcp.com
 CIN : L24246MH2000PLC129806

No. of shares to be issued	There would be no issue of shares pursuant to the scheme of amalgamation since, GCPUSHL and GCPML are direct or indirect wholly owned subsidiaries of GCPL.		
Cancellation of shares on account of cross holding, if any	Pursuant to the Scheme, the entire shareholding of GCPL in GCPUSHL (i.e. 77,511,000 ordinary shares) shall stand cancelled. GCPML is an indirect wholly owned subsidiary of GCPL, and GCPL does not directly hold any shares in GCPML, and thus, there shall be no cancellation of shares of GCPML in the books of GCPL	Not Applicable	Not Applicable
Capital after the scheme	The authorized share capital is Rs. 420,000,000/- (Rupees Forty Two Crores Only) divided into 410,000,000 equity shares of Re. 1/- each and 10,000,000 preference shares of Re. 1/- each Paid up capital of GCPL is Rs. 340,600,816/- (Rupees Thirty Four Crores Six Lakhs Eight Hundred and Sixteen Only) divided into 340,600,816 equity shares of Re. 1/- each	Not Applicable	Not Applicable
Net Worth Pre Post	(Rs. In Crores) 3821.64 4174.42	(USD) 77,507,392 Not applicable (since GCPUSHL is going to merge with GCPL)	(USD) 97,888,622 Not applicable (since GCPML is going to merge with GCPL)
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Manish P. Jain & Associates Mr. Manish P. Jain (Partner) Membership No: 113759 FRN : 123908W		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Not applicable		
Fair value per shares	Not applicable		



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
 CIN : L24246MH2000PLC129806

Exchange ratio	Not applicable			
Name of Merchant Banker giving fairness opinion	Keynote Corporate Services Limited			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	215,496,082	63.27	215,496,082	63.27
Public	125,104,734	36.73	125,104,734	36.73
Custodian	Nil	Nil	Nil	Nil
TOTAL	340,600,816	100.00	340,600,816	100.00
No of shareholders	No of shareholders – 82,596 (As on September 30, 2016)		No of shareholders – 1	No of shareholders – 1
Names of the Promoters	<ol style="list-style-type: none"> Godrej & Boyce Manufacturing Company Limited Godrej Industries Limited Mr. Adi Burjorji Godrej Ms Parameshwar Adi Godrej Ms. Tanya Arvind Dubash Mr. Pirojsha Adi Godrej Ms. Nisaba Adi Godrej Mr. Jamshyd Naoroji Godrej and Others as Trustee of Raika Godrej Family Trust Mr.Navroze Jamshyd Godrej Mr. Nadir Barjorji Godrej Mrs. Rati Nadir Godrej 		1. Godrej Consumer Products Limited	1. Godrej Consumer Products Holdings Mauritius Limited




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
 Website : www.godrejcp.com
 CIN : L24246MH2000PLC129806

	12. Mr. Hormazd Nadir Godrej 13. Ms. Nyrika Vijay Crishna 14. Ms. Freyan Vijay Crishna 15. Mr. Rishad Kaikhushru Naoroji		
Names of the Board of Directors	1. Omkar Goswami 2. Aman Mehta 3. Bharat Narotam Doshi 4. Tanya Arvind Dubash 5. Adi Barjorji Godrej 6. Nadir Burjor Godrej 7. Jamshyd Naoroji Godrej 8. Narendra Kumar Anand Ambwani 9. Shivakumar Pullaya Dega 10. Nisaba Adi Godrej 11. Ireena Vittal 12. Vivek Gambhir	1. Ashraf Ramtoola 2. Rooksana Shahabally	1. Ashraf Ramtoola 2. Rooksana Shahabally 3. Adi Barjorji Godrej 4. Chetanand Lungtoo 5. Varadarajan Chakradhar
Details regarding change in management control if any	Not Applicable		

For Godrej Consumer Products Limited


V Srinivasan
 Chief Financial Officer & Company Secretary
 Place: Mumbai
 Date: October 25, 2016



Godrej