

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

GODREJ CONSUMER PRODUCTS LIMITED

Scheme of Amalgamation of Godrej Consumer Products US Holding Limited ('GCPUSHL') and Godrej Consumer Products Mauritius Limited ('GCPML') with Godrej Consumer Products Limited ('GCPL')

**Application under Regulation 37 of the SEBI (Listing Obligation and Disclosure Requirements)
Regulations, 2015
[SEBI (LODR), Regulations, 2015]**

AND

SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('SEBI Circular')



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October 26, 2016

To,

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051.
NSE Symbol: GODREJCP

Dear Sirs,

Ref: Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015")

Sub: Scheme of Amalgamation of Godrej Consumer Products US Holding Limited ('GCPUSHL' or 'Transferor Company 1') and Godrej Consumer Products Mauritius Limited ('GCPML' or 'Transferor Company 2') with Godrej Consumer Products Limited ('GCPL' or 'Transferee Company' or 'the Company')

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1. We refer to the aforesaid Regulation of the SEBI (LODR) Regulations, 2015. It may be noted that the Board of Directors of the Company in their meeting held on July 29, 2016, have approved the Scheme of Amalgamation of GCPUSHL and GCPML with GCPL under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 as per the terms and conditions mentioned in the Scheme of Amalgamation.
 2. Regulation 37 of SEBI (LODR) Regulations, 2015 requires a company to file a Scheme/ Petition, proposed to be filed before any Court/ Tribunal with the Stock Exchange for approval at least one month before it is presented to the Court/ Tribunal.
 3. With reference to the requirements of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Circular"); the Company has decided to consider the Bombay Stock Exchange as the Designated Stock Exchange for the purpose of coordinating with SEBI.



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4. Brief History of the Companies

Godrej Consumer Products US Holding Limited ('GCPUSHL')

GCPUSHL is a company incorporated under the Mauritius Companies Act, 2001 and has its registered office at C/o CIM Corporate Services Limited, Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius. GCPUSHL has a stated capital of USD 77,511,000 divided into 77,511,000 Shares of USD 1 each, fully paid up. GCPUSHL is an investment holding company.

Godrej Consumer Products Mauritius Limited ('GCPML')

GCPML is a company incorporated under the Mauritius Companies Act, 2001 and has its registered office at C/o CIM Corporate Services Limited, Les Cascades, Edith Cavell Street, Port Louis, Republic of Mauritius. GCPML has a stated capital of USD 45,235,006 divided into 45,235,006 Shares of USD 1 each, fully paid up. GCPML is an investment holding company.

Godrej Consumer Products Limited ('GCPL')

GCPL is a company incorporated under the Companies Act, 1956 and has its Registered Office at – 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai 400 079, India. Shares of GCPL are listed on BSE Limited and The National Stock Exchange of India Limited. GCPL has an issued, subscribed and paid up share capital of Rs. 340,533,823/- divided into 340,533,823 Equity shares of Rs. 1 each, fully paid up. GCPL is a fast moving consumer goods company that has presence in Asia, Africa and Latin America.

5. **Rationale of the Scheme:**

The Amalgamation of GCPUSHL and GCPML with GCPL would have the following benefits:

- Ensuring a streamlined group structure by reducing the number of legal entities in the group structure;
- Reducing the multiplicity of legal and regulatory compliances required at present;
- Eliminating duplicative communication and coordination efforts across multiple entities and countries;
- Rationalizing costs by eliminating multiple record keeping and administrative functions;
- Reducing time and efforts for consolidation of financials at the group level.



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6. **Brief particulars of the Scheme are as follows:**

- Transfer of all assets and liabilities of GCPUSHL and GCPML into GCPL pursuant to amalgamation;
- No shares will be issued by GCPL pursuant to merger as GCPUSHL and GCPML are direct or indirect wholly owned subsidiaries of GCPL;
- Appointed Date for the Scheme of Amalgamation would be October 01, 2016;
- 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), the Supreme Court of Mauritius 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.

In reference to the requirements as per SEBI Circular, the Company has decided to consider BSE as the Designated Stock Exchange for the purpose of coordinating with the SEBI. Further with reference to the said Circulars, the Company also requests you to kindly provide the 'No-Objection Certificate' at the earliest.

In this connection, we are submitting herewith the following explanations/details/confirmations:

1. Certified true copy of the resolutions passed by the Board of Directors of GCPL, GCPUSHL and GCPML approving the Scheme are enclosed as 'Annexure A1 to A3'.
2. Certified true copy of the Scheme of Amalgamation to be filed with the Hon'ble High Court of Judicature at Bombay is enclosed as 'Annexure B'.
3. Certified true copy of the valuation report obtained from M/s. Manish P. Jain, Chartered Accountants is enclosed as 'Annexure C'.
4. Report of the Audit Committee of the Company recommending the Scheme taking into consideration, inter alia, certificate on the accounting treatment of the Scheme, the valuation report, fairness opinion, etc is enclosed as 'Annexure D'.



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5. Certified true copy of the fairness opinion obtained from Keynote Corporate Services Limited Category I – Merchant Banker is enclosed as **'Annexure E'**.
6. Shareholding pattern of GCPL, GCPUSHL and GCPML pre and post amalgamation is enclosed as **'Annexure F1 to F3'**.
7. Synopsis of the audited financials details in the prescribed format of GCPL for the last 3 financial years along with audited financials of the latest quarter due accompanied by the Limited Review Report of the auditor is enclosed as **'Annexure G1 to G5'**.
8. Synopsis of the audited financials details for the last 3 financial years, as applicable, in the prescribed format of GCPUSHL and audited financials for the period ending August 31, 2016 is enclosed as **'Annexure G6 to G7'**.
9. Synopsis of the audited financials details in the prescribed format of GCPML for the last 3 financial years, wherever applicable, and audited financials for the period ending September 30, 2016 and the last 3 financial years is enclosed as **'Annexure G8 to G12'**.
10. Quarterly Compliance Report on Corporate Governance of the Company and Compliance Report as per Regulation 17-27 of the SEBI (LODR) Regulations, 2015 is enclosed as **'Annexure H'**.
11. The complaint(s) report for the Company as per SEBI Circular will be submitted before the prescribed due date as per said SEBI Circular.
12. Compliance report of the Company with the requirements specified in SEBI Circular is enclosed as **'Annexure I'**.
13. Undertaking certified by the auditor clearly stating the reasons for non-applicability of Para (I)(A)(9)(c) of said SEBI Circular is enclosed as **'Annexure J'**.
14. Certified true copy of the resolution passed by the Board of Directors of GCPL approving the aforesaid non-applicability of Para (I)(A)(9)(c) of said SEBI Circular enclosed as **'Annexure A1'**.
15. Certified true copy of the resolution passed by the Board of Directors of GCPL appointing BSE as the Designated Stock Exchange for the purpose of coordinating with SEBI is enclosed as **'Annexure A1'**.
16. Brief details of GCPL, GCPUSHL and GCPML in the prescribed format is enclosed as **'Annexure K3'**.



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17. Net worth certificate ascertaining the pre and post Scheme net worth for GCPL, GCPUSHL and GCPML obtained from B M Shemlani & Co., Chartered Accountants is enclosed as '**Annexure L1 to L3**'.
18. Capital evolution details of GCPL, GCPUSHL and GCPML in prescribed format is enclosed as '**Annexure M1 to M3**'.
19. Confirmation by the Company Secretary of GCPL confirming the compliance under various laws and regulations is enclosed as '**Annexure N**'.
20. Certificate obtained from M/s. Kalyaniwalla & Mistry (Firm Registration No.: 104607W), Statutory Auditors of GCPL, confirming the compliance of the accounting treatment is enclosed as '**Annexure O**'.
21. Annual reports of GCPL for financial year ended March 31, 2016, March 31, 2015 and March 31, 2014 along with Limited Review Report of auditor for Quarter ending June 30, 2016 are enclosed as '**Annexure G3 to G5 and Annexure G2**'.
22. Audited financial statements of GCPUSHL for the period ended August 31, 2016 and audited financial statements of GCPML for the period ending September 30, 2016 and the financial year ended March 31, 2016, March 31, 2015 and March 31, 2014 are enclosed as '**Annexure G7 and Annexure G9 to G12**' respectively.
23. Please find enclosed herewith bankers' cheque dated Oct 26, 2016 bearing no. 12971 issued by ICICI Bank for Rs. 2,10,000 (Rupees Two Lakh Ten Thousand Only) favoring The National Stock Exchange of India Limited being the processing fees payable (Gross Amt including service tax-Rs.2,30,000 less TDS - Rs.20,000).
24. Details of contact person for the purpose of providing necessary information / clarification is as follows:
Name – Mr. R. Shivshankar
Designation – Deputy General Manager – Corporate Secretarial
Address – 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai 400 079
Telephone No. – 022-25194359
Mobile No. – 9819240185
Email id – r.shivshankar@godrejcp.com



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25. The Scheme along with related documents will be uploaded on Company's website www.godrejcp.com.

We request to take the above on record and oblige. If you require any further clarifications/ information, we would be happy to provide the same.

Thanking you,

Yours sincerely,
For Godrej Consumer Products Limited


V Srinivasan
Chief Financial Officer & Company Secretary

Place: - Mumbai
Date:- October 26, 2016

Encl: As above



