

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: October 25, 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 Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') for the proposed 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') ('Scheme' or 'the Scheme')**

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In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of amalgamation does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / 2013, the provisions of the Mauritius Act, 2001, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of the Exchanges



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- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393, it shall disclose:
- The pre and post amalgamation (expected) capital structure and shareholding pattern;
  - The 'fairness opinion' obtained from an Independent merchant banker on valuation of shares done by the valuer for the company and unlisted company;
  - The Complaint report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('the SEBI Circular'); and
  - The observation letter issued by the stock exchange

**Since it is the merger of 100% wholly owned subsidiary companies into GCPL, a specific dispensation shall be sought from the Hon'ble High Court of Judicature at Bombay from the holding of the shareholders' meeting.**

- c) The draft Scheme of amalgamation together with all documents mentioned in Para I(A)(7)(a) of Annexure I of SEBI Circular, has been disseminated on company's website as per Website link given hereunder:

[www.godrejcp.com](http://www.godrejcp.com)

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company is not required to obtain shareholder's approval by way of special resolution passed through postal ballot/ e-voting. Hence, there is no requirement for the Company to proceed with draft Scheme only if vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.



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- f) The documents filed by the Company with the Exchanges are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies and SEBI, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted Transferor Company from the one given in the draft Scheme of amalgamation.

**For Godrej Consumer Products Limited**

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

