

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

Certified Copy of the Resolution passed at the meeting of Board of Directors of Godrej Consumer Products Limited held on July 29, 2016

1. Merger of certain subsidiaries into GCPL India

"Resolved That based on the report submitted by the Audit Committee recommending the draft Scheme and pursuant to the provisions of Sections 391 to 394 and other applicable provisions of Companies Act, 1956 and the corresponding provisions of the Companies Act, 2013 upon their notification or any statutory modification or replacement thereof for the time being in force read with other applicable provisions of Companies Act, 2013 or any amendment thereof and Sections 261 to 264 and other applicable provisions of the Mauritius Companies Act, 2001 and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval, consents, sanctions and permissions of BSE Limited, the National Stock Exchange of India Limited (together the '**Stock Exchanges**') and the Securities and Exchange Board of India ('**SEBI**') other concerned regulatory authorities and the sanction of the Hon'ble High Court of Judicature at Bombay or National Company Law Tribunal ('**NCLT**') and Supreme Court of Mauritius and other regulatory authorities, if any, and/or such other appropriate authority, as may be applicable, the approval of the Board of Directors of the Company ('**Board**') be and is hereby accorded to a draft Scheme of Amalgamation of Godrej Consumer Products Mauritius Limited ('**GCPML**') and Godrej Consumer Products US Holding Limited ('**GCPUSHL**') with the Company and their respective shareholders as per the draft Scheme of Amalgamation circulated herewith;

Resolved Further That:

- 1) as GCPML and GCPUSHL are wholly-owned subsidiaries of the Company, no shares shall be issued by the Company to the shareholders of GCPML and GCPUSHL pursuant to the Scheme becoming effective;
- 2) the Valuation Report dated July 29, 2016 of issued by an independent chartered accountant M/s. Manish P. Jain & Associates, Chartered Accountants, as placed before the Board be and is hereby accepted and taken on record;
- 3) the fairness opinion dated July 29, 2016 issued by an independent Category-I Merchant Banker, on the valuation report issued by Keynote Corporate Services Limited, as placed before the Board be and is hereby accepted and taken on record;
- 4) the Board has decided that BSE Limited ('**BSE**') be chosen as Designated Stock Exchange for coordinating with SEBI for obtaining approval of SEBI in accordance with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 5) the certificate dated July 29, 2016 issued by the Statutory Auditors of the Company, M/s Kalyaniwalla & Mistry, Chartered Accountants, certifying *inter-alia* that the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013 as placed before the Board be and is hereby accepted and taken on record;
- 6) the undertaking with regard to the non-applicability of requirements as prescribed in Para 9(a) of Securities and Exchange Board of India ('**SEBI**') Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015, duly certified by Statutory Auditors of the Company, M/s Kalyaniwalla & Mistry, Chartered Accountants, as placed before the Board be and is hereby accepted and taken on record;



- 7) the Audit Committee report as placed before the Board in terms of SEBI Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015 is accepted and taken on record;
- 8) the undertaking signed by Mr. V Srinivasan, Chief Financial Officer & Company Secretary of the Company and certified by the Statutory Auditors of the Company, M/s Kalyaniwalla & Mistry, Chartered Accountants regarding non-applicability of Para 9(a) of SEBI Circular No. CIR/CFD/CMD/16/2015, dated November 30, 2015, be and is hereby approved and taken on record;

Resolved Further That Mr. Adi Godrej, Chairman, Mr. Nadir Godrej, Director, Ms. Tanya Dubash, Director, Ms. Nisaba Godrej, Executive Director, Mr. Vivek Gambhir, Managing Director, Mr. V Srinivasan, Chief Financial Officer & Company Secretary, Mr. Ramesh Iyer, Dy. Company Secretary, Mr. KR Suryanarayan, Head- Treasury and Africa Finance, Mr. Vishal Anand, Associate Vice President (Finance), Mr. Ankit Jalan, Deputy General Manager (Finance), Mr. Dharmendra Lodha, General Manager (Finance), Mr. R Shivshankar, Deputy General Manager- Corporate Secretarial of the Company be and are hereby individually and severally authorized to take all the necessary steps for affecting the amalgamation, including but not limited to:

- 1) To file Scheme and/or any other information/ details with the Central/State Government(s), Securities and Exchange Board of India, Stock Exchanges or any other body, authority or agency and to obtain sanction or approval to any of the provisions of the Scheme or for giving effect thereto;
- 2) To file applications with the Hon'ble High Court of Judicature at Bombay ('High Court') or such other appropriate authority seeking directions to hold or to dispense with the meetings of the shareholders and/or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other appropriate authority to give effect to the Scheme;
- 3) To sign and file applications and petitions for confirmation of the Scheme by the High Court or such other appropriate authority;
- 4) To file affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants, and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the High Court to the said Scheme and for giving effect to the Scheme;
- 5) To apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges and any other authority or agency, whose consent is required including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- 6) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- 7) To make modification, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme;
- 8) To make any alterations/ changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Court of competent jurisdiction or any other authority;

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- 9) To suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- 10) To take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- 11) To sign all applications, petitions, consent letters, documents relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- 12) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

Resolved Further That this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

Resolved Further That a copy of this resolution duly certified as true by any Director of the Company or the Chief Financial Officer & Company Secretary or the Dy. Company Secretary be furnished to the concerned persons.

**Certified True Copy
For Godrej Consumer Products Limited**

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

