

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

Report of Audit Committee of Board of Directors of Godrej Consumer Products Limited recommending the draft 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, dated July 29, 2016.

To,
The Board of Directors
Godrej Consumer Products Limited
Godrej One, 4th floor,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (East)
Mumbai 400 079

1. Background:

1.1 A draft 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 ('the Company') and their respective shareholders ('Scheme') has been placed before the Audit Committee by the management for the recommendation of the aforesaid draft Scheme by the Audit Committee to the Board of Directors of the Company in accordance with the requirement of the SEBI Circular No CIR/CFD/CMD/16/2015, dated November 30, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Circular').

1.2 In view of the above, members of the Audit Committee of the Company have discussed and approved the draft Scheme vide a resolution passed at its meeting held on July 29, 2016 and have made this report, after perusing the following necessary documents:

- (a) Draft Scheme of Amalgamation;
- (b) Valuation Report dated July 29, 2016 issued by M/s. Manish P. Jain & Associates, Chartered Accountants;
- (c) Fairness Opinion Report dated July 29, 2016 issued by Keynote Corporate Services Limited, a Category I Merchant Banker registered with Securities and Exchange Board of India;



- (d) A certificate issued by the statutory auditors of the Company, M/s. Kalyaniwalla & Mistry, Chartered Accountants, dated July 29, 2016, to the effect that the accounting treatment contained in the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013;
- (e) An undertaking dated July 29, 2016 issued by the Statutory Auditors of the Company, M/s. Kalyaniwalla & Mistry, Chartered Accountants, in relation to non-applicability of Para 1(A)(9)(a) of the Circular.

This report of the Audit Committee is issued in terms of the Circular.

- 1.3 The entire stated capital of GCPUHL is held by Godrej Consumer Products Holdings Mauritius Limited ("GCPHML"), and the entire stated capital of GCPHML is held by GCPL. Thus, GCPUHL is an indirect wholly owned subsidiary of GCPL.
- 1.4 The entire stated capital of GCPML is held by GCPL, making it a wholly owned subsidiary of GCPL.
- 1.5 The salient features of the draft Scheme are, inter alia, as under:
- (a) The draft Scheme provides for the amalgamation of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited with the Company;
- (b) The Appointed Date for the amalgamation of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited with the Company is fixed as October 01, 2016;
- (c) The draft Scheme provides for transfer and vesting of the entire undertaking of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited as a going concern;
- (d) Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited holds investments in the indirect wholly owned subsidiaries of GCPL;
- (e) As the entire issued, subscribed and paid-up share capital of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited is held by the Company (either directly or through its nominees), upon the Scheme becoming effective, no shares of the Company shall be issued or allotted in lieu or exchange of its holding in Godrej Consumer

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2



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Products US Holding Limited or Godrej Consumer Products Mauritius Limited and the share capital of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited, as on Effective Date, shall stand cancelled. Since, no shares will be issued by GCPL, there will be no change in its shareholding pattern of GCPL.

- (f) Upon the Scheme coming into effect, Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited will be dissolved without being wound up.

2. Recommendation of the Audit Committee:

The Audit Committee has considered and noted the aforementioned documents and recommends the Draft Scheme to the Board of Directors of the Company for its approval.

For Godrej Consumer Products Limited


Bharat Doshi

Chairman of the Audit Committee Meeting dated July 29, 2016

Date: July 29, 2016

Place: Mumbai



Certified to be True
For Godrej Consumer Products Ltd.


V. Srinivasan
Chief Financial Officer & Company Secretary



