

ANNEXURE I

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

October 25, 2016

To,
The General Manager
The BSE Limited
Department of Corporate Services
P.J. Towers Dalal Street
Mumbai – 400 001
BSE script code: 532424

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

Compliance report with the requirements specified in Part –A of Annexure I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 ('SEBI Circular')

Sub: Application under Regulation 37(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations, 2015') for the proposed Scheme of Amalgamation of Godrej Consumer Products US Holding Limited ('GCPUHL' or 'Transferor Company 1') and Godrej Consumer Products Mauritius Limited ('GCPML' or 'Transferor Company 2') with Godrej Consumer Products Limited ('GCPL' or 'Transferee Company')

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:



Sr. No.	Requirements as per SEBI Scheme Circular	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The Board of Directors of GCPL, in its meeting held on July 29, 2016 has designated BSE Limited as the designated Stock Exchange for the purpose of coordinating with SEBI
Compliance as per Para I (A) (3) of Annexure I to the SEBI Scheme Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied. The draft Scheme of Amalgamation is enclosed as 'Annexure B'
2.b	Valuation Report from Independent Chartered Accountant as per Para I(A)(4) of Annexure-I of SEBI Scheme Circular	Complied Valuation Report by M/s. Manish P. Jain & Associates, Chartered Accountant dated July 29, 2016 is enclosed as 'Annexure C'
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Report from the Audit Committee of GCPL recommending the Draft Scheme is enclosed as 'Annexure D'
2.d	Fairness opinion by merchant banker	Complied. The Fairness Opinion dated July 29, 2016 issued by Keynote Corporate Services Limited, Merchant Banker is enclosed as 'Annexure E'
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. The Pre and Post Shareholding pattern of GCPUHL and GCPML is enclosed as 'Annexure F1 and F2'

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2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. Since GCPUHL was incorporated on March 29, 2016, the financials for the last three years are not available. The financial details of GUHML for the period ended August 31, 2016 and GCPML for the last three years are enclosed as 'Annexure G'
2.g	Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015	Complied. Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015 for the quarter ended on June 30, 2016 is enclosed as 'Annexure H'.
2.h	Complaints Report as per Annexure III of SEBI Scheme Circular	To be submitted within 7 days of expiry of 21 days from the date of filing of draft Scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable since no shares will be allotted to the shareholders of the Transferor Companies post scheme as the Transferor Companies are direct or indirect wholly owned subsidiaries of the Transferee Company

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5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable –since no shares or consideration will be issued pursuant to the Scheme of Amalgamation
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable. No shares are being issued pursuant to the Scheme of Amalgamation, therefore shares of transferee company not subject to lock-in.

For Godrej Consumer Products Limited


 V Srinivasan
 Chief Financial Officer & Company Secretary

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