

**KALYANIWALLA
& MISTRY** (Regd.)

CHARTERED ACCOUNTANTS

ANNEXURE J


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

Certificate

1. We have perused the proposed Scheme of Amalgamation of Godrej Consumer Products US Holding Limited (referred to as 'GCPUHL' or 'the Transferor Company 1') and Godrej Consumer Products Mauritius Limited (referred to as 'GCPML' or 'the Transferor Company 2') with Godrej Consumer Products Limited ('GCPL' or 'the Transferee Company') and their respective shareholders ('the Scheme').
2. The accompanying undertaking ('the Undertaking') stating reasons for non-applicability of Paragraph 9(a) of Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ('Circular') issued by the Securities Exchange Board of India, has been prepared by the Management of GCPL pursuant to the said Circular in connection with the Scheme of Amalgamation of GCPUHL and GCPML with GCPL.
3. Based on our examination as above and the information and explanations furnished to us, we certify that the requirements in Paragraph 9 (a) of the above mentioned Circular as set out in the Undertaking are not applicable in relation to the Scheme.
4. This certificate has been prepared solely for the purposes stated herein and should not be relied upon for any other purpose. This certificate has been issued for the Board of Directors of GCPL to enable GCPL to make its application to the Stock Exchanges and should not be used by any other person or for any other purpose. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing.

**For KALYANIWALLA & MISTRY
CHARTERED ACCOUNTANTS**

Firm Regn. No.: 104607 W


Daran Z. Fraser
PARTNER
Membership No.: 42454

**Certified to be True
For Godrej Consumer Products Ltd.**


V. Srinivasan
Chief Financial Officer & Company Secretary

Mumbai: July 29, 2016.

