

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

July 29, 2016

BSE Ltd
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 023.

The National Stock Exchange of India Ltd
Exchange Plaza, 4th Floor,
Bandra - Kurla Complex, Mumbai 400 050

Dear Sirs,

Sub: Amalgamation of wholly-owned overseas subsidiaries with Godrej Consumer Products Limited

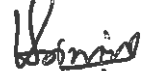
The exchanges are hereby informed that the Board of Directors of the Company at its meeting held today approved the scheme of amalgamation of Godrej Consumer Products Mauritius Limited ("GCPML") and Godrej Consumer Products US Holding Limited ("GCPUSHL") with Godrej Consumer Products Limited ("GCPL") and their respective shareholders.

Since GCPML and GCPUSHL are directly or indirectly wholly-owned subsidiaries of the Company, no shares will be issued as consideration for the amalgamation.

The Scheme of Amalgamation is subject to requisite statutory / regulatory approvals in India and Mauritius, including directions and approval of the Hon'ble High Court of Bombay or the National Company Law Tribunal (NCLT) and/or such other appropriate authority, as may be applicable and the Supreme Court of Mauritius.

The details as required under the LODR in the specified format is enclosed herewith.

Yours faithfully
For Godrej Consumer Products Limited


V Srinivasan
Chief Financial Officer & Company Secretary



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Disclosure under Para A of Part A of Schedule III of the Listing Regulations

Sr. No.	Particulars	Description
1	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>Transferor Companies: (located in Mauritius) Godrej Consumer Products Mauritius Limited ("GCPML") and Godrej Consumer Products US Holding Limited ("GCPUSHL")</p> <p>Transferee Company: (located in India) Godrej Consumer Products Limited ("GCPL")</p> <p>Both the Transferor companies are wholly owned subsidiaries of GCPL</p> <p>As per the scheme, GCPML and GCPUSHL will be amalgamated into GCPL</p>
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Since both the Transferor companies are wholly-owned subsidiaries of GCPL directly or indirectly: (1) The companies are related parties (2) No shares will be issued as consideration for the amalgamation and the shares held by GCPL in GCPML and GCPUSHL shall stand cancelled.
3	Area of business of the entity(ies)	The Transferee Companies are investment holding companies
4	Rationale for amalgamation/ merger	<ul style="list-style-type: none"> Ensuring a streamlined group structure by reducing the number of legal entities in the group structure Reducing the multiplicity of legal and regulatory compliances required at present Eliminating duplicative communication and burdensome coordination efforts across multiple entities and countries Rationalising costs by eliminating multiple record keeping and administrative functions Reducing time and efforts for consolidation of financials at the group level
5	In case of cash consideration – amount or otherwise share exchange ratio;	Since GCPML and GCPUSHL are directly or indirectly wholly-owned subsidiaries of the Company, no shares will be issued as consideration for the amalgamation and the shares held by GCPL in GCPML and GCPUSHL shall stand cancelled. As a result, the shareholders of GCPL will continue to remain beneficial owners of GCPL in the same proportion in which they hold shares in GCPL prior to amalgamation
6	Brief details of change in shareholding pattern (if any) of listed entity.	

