

VMC FAMILY TRUST

Plant 11, 3rd Floor, Godrej & Boyce Manufacturing Company Limited, Pirojshanagar,
Vikhroli, Mumbai - 400079

Date: 29th March, 2019

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 532424	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: GODREJCP
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Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your records.

You are requested to kindly take note of the above.



Smita Godrej Krishna
as a trustee of VMC Family Trust

CC: Godrej Consumer Products Limited
Godrej One, 4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	VMC Family Trust through its trustees, Mrs. Smita Godrej Crishna. Mr. Vijay Mohan Crishna, Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs:			
a) Shares carrying voting rights	NIL (Individually) 64,64,88,246 (Together with PAC)	NIL (Individually) 63.25% (Together with PAC)	NIL (Individually) 63.23% (Together with PAC)
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	64,64,88,246	63.25%	63.23%
Details of acquisition:			
a) Shares carrying voting rights acquired	1	0.00%	0.00%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the	NIL	NIL	NIL

TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c+d)	1	0.00%	0.00%
After the acquisition, holding of acquirer along with PACs:			
a) Shares carrying voting rights	1 (Individually) 64,64,88,265 (Together with PAC) [Refer Note 1]	0.00% (Individually) 63.25% (Together with PAC) [Refer Note 1]	0.00% (Individually) 63.23% (Together with PAC) [Refer Note 1]
b) VRs otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	64,64,88,265	63.25%	63.23%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	28th March, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,02,21,66,096 (1.02.21.66.096 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,02,21,66,096 (1.02.21.66.096 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,02,24,61,056 (1.02.24.61.056 Equity Shares of Re. 1 each)		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile Clause 35 of the listing Agreement).

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into Equity Shares of the TC.

Note 1: The holding of the acquirer along with PAC after the acquisition also includes the shares purchased by other members of the PAC on the same date. The details of the same are enclosed herewith as Annexure A.

Date: 29th March, 2019



Smita Godrej Crishna
as a trustee of VMC Family Trust

Annexure A

Sr. No	Particulars	No. of Shares	% of total share capital	% of total diluted share capital
I	<u>Pre-Transaction</u>			
	Holding of PAC	646,488,246	63.25%	63.23%
I	Sub-total	646,488,246	63.25%	63.23%
II	<u>Transaction - Acquisition of Shares from Market</u>			
	<u>Acquirer</u>			
	VMC Family Trust	1	0.00%	0.00%
	<u>Other Members in PAC</u>			
	ABG Family Trust	1	0.00%	0.00%
	TAD Children Trust	1	0.00%	0.00%
	NG Children Trust	1	0.00%	0.00%
	PG Lineage Trust	1	0.00%	0.00%
	NBG Family Trust	1	0.00%	0.00%
	BNG Family Trust	1	0.00%	0.00%
	BNG Lineage Trust	1	0.00%	0.00%
	SNG Family Trust	1	0.00%	0.00%
	SNG Lineage Trust	1	0.00%	0.00%
	JNG Family Trust	1	0.00%	0.00%
	PJG Family Trust	1	0.00%	0.00%
	Raika Lineage Trust	1	0.00%	0.00%
	Navroze Lineage Trust	1	0.00%	0.00%
	RJG Family Trust	1	0.00%	0.00%
	NJG Family Trust	1	0.00%	0.00%
	SGC Family Trust	1	0.00%	0.00%
	FVC Children Trust	1	0.00%	0.00%
	NVC Children Trust	1	0.00%	0.00%
II	Sub-total	19	0.00%	0.00%
III	<u>Post-Transaction</u>			
	Holding of PAC (I + II)	646,488,265	63.25%	63.23%