

Rishad K. Naoroji

Flat No - 06 Building No 24, Belha Court, Ramchandani Marg, Apollo Bunder, Mumbai 400039

20th December, 2016

The Dy. General Manager,
Corporate Relationship Department,
BSE Limited
First Floor, New Trading Ring,
Rotunda Building,
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001
corp.relations@bseindia.com

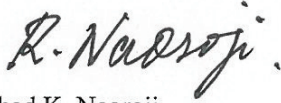
The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
cmlist@nse.co.in

Dear Sir,

Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

I, Rishad K. Naoroji, hereby inform you that I have transferred 4,479,500 shares equivalent to 1.32% of the total paid-up equity share capital of Godrej Consumer Products Limited ('GCPL') to M/s. RKN Enterprises. Enclosed is the declaration under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for your records.

You are kindly requested to take note of the above.


Rishad K. Naoroji

Encl: As above
CC: The Company Secretary
Godrej Consumer Products Limited
Godrej One, Fourth Floor,
Pirojshanagar, Vikhroli,
Mumbai – 400 079

FORMAT FOR DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 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	M/s. RKN Enterprises		
Whether the acquirer belongs to promoter / promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (BSE) National Stock Exchange India Limited (NSE)		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted
Before the transfer under consideration, holding of :			
a) Shares carrying voting rights	4,479,524	1.32%	1.32%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	4,479,524	1.32%	1.32%
Details of acquisition /sale			
a) Shares carrying voting rights acquired/sold	4,479,500	1.32%	1.32%
b) VRs acquired /sold otherwise than by shares			
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) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	4,479,500	1.32%	1.32%
After the acquisition /sale, holding of:			
a) Shares carrying voting rights	24	0.00%	0.00%
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
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) after acquisition			
e) Total (a+b+c+d)	24	0.00%	0.00%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-market		

R.K.N.

	The shares are transferred as contribution to the partner's capital in M/s. RKN Enterprises by me.
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20 th December, 2016
Equity share capital / total voting capital of the TC before the said acquisition / sale	340,600,816 Equity Shares
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	340,600,816 Equity Shares
Total diluted share/voting capital of the TC after the said acquisition	340,600,816 Equity Shares

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 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.

R. Naoroji

Rishad K. Naoroji

20th December, 2016

Note:

The partners of M/s. RKN Enterprises are members of the Promoter / Promoter Group of the Company. The shares held by Mr. Rishad K. Naoroji are contributed as capital to M/s. RKN Enterprises, a partnership firm in which he is a partner. The above mentioned shares will now be held by Mr. Rishad K. Naoroji as a partner of M/s. RKN Enterprises. Hence, there is no change in the voting rights or control over the Company. The above disclosures are filed only out of abundant caution.