

Godrej Seeds & Genetics Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (E), Mumbai – 400079
Phone No.: 25188010 / 25188020 / 25188030
Fax: (91-22) 25188485
CIN: U01403MH2011PLC218351

Date: 22nd March, 2017

To,
The Manager,

BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai 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: Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/ Madam,

We, the undersigned, are submitting the requisite intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by us of the equity shares of Godrej Consumer Products Limited.

This is for your information and records.

For Godrej Seeds & Genetics Limited


Director

CC: Godrej Consumer Products Limited
Godrej One,
4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli E, Mumbai - 400079



Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Consumer Products Limited
2.	Name of the acquirer(s)	Godrej Seeds and Genetics Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	No, the acquirer is not a promoter of the TC. The acquirer is a part of the promoter group of TC.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Godrej and Boyce Manufacturing Company Limited
	b. Proposed date of acquisition	On or after 29 th March, 2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	9,35,00,000
	d. Total shares to be acquired as % of share capital of TC	27.45%
	e. Price at which shares are proposed to be acquired	Not applicable as the transfer is without consideration
	f. Rationale, if any, for the proposed transfer	Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	INR 1582.82 (The National Stock Exchange of India Limited)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable as the transfer is without consideration
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We confirm that the Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We confirm that all the conditions specified under regulation 10(1)(a) with respect to exemption have been duly complied with.

11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*):	As per Annexure A			
	b	Seller (s):				

Note:

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 22nd March, 2017

Place: Mumbai

For Godrej Seeds & Genetics Limited


Director

Annexure A

Shareholding Details		Before the proposed transaction		After the proposed transaction	
		Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a. Acquirer(s) and PACs (other than sellers)(*):					
Acquirer(s)/ Transferee(s):					
1	GODREJ SEEDS & GENETICS LIMITED		0.00%	935,00,000	27.45%
PACs (other than sellers/ transferors)					
1	SOHRAB NADIR GODREJ	6,33,728	0.19%	6,33,728	0.19%
2	HORMAZD NADIR GODREJ	10,28,728	0.30%	10,28,728	0.30%
3	FREYAN VIJAY CRISHNA	9,67,090	0.28%	9,67,090	0.28%
4	ADI BARJORJI GODREJ	500	0.00%	500	0.00%
5	PARMESHWAR ADI GODREJ	4	0.00%	4	0.00%
6	NYRIKA HOLKAR	9,67,088	0.28%	9,67,088	0.28%
7	NISABA ADI GODREJ	10,71,061	0.31%	10,71,061	0.31%
8	NAVROZE JAMSHYD GODREJ	16,06,809	0.47%	16,06,809	0.47%
9	NADIR BARJORJI GODREJ	9,17,454	0.27%	9,17,454	0.27%
10	JAMSHYD NAOROJI GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF MS. RAIKA GODREJ)]	16,06,808	0.47%	16,06,808	0.47%
11	BURIJ NADIR GODREJ	6,33,724	0.19%	6,33,724	0.19%
12	TANYA ARVIND DUBASH	10,71,054	0.31%	10,71,054	0.31%
13	RISHAD KAIKUSHRU NAOROJI [(PARTNER IN M/S RKN ENTERPRISES) (BENEFICIAL INTEREST IS OF M/S RKN ENTERPRISES)]	44,79,500	1.32%	44,79,500	1.32%
14	RISHAD KAIKUSHRU NAOROJI	24	0.00%	24	0.00%
15	PIROJSHA ADI GODREJ	10,71,075	0.31%	10,71,075	0.31%
16	GODREJ INDUSTRIES LIMITED	809,37,620	23.76%	809,37,620	23.76%
b. Seller(s)/ Transferor(s):					
1	GODREJ & BOYCE MFG CO. LIMITED	1185,03,815	34.79%	250,03,815	7.34%

Date: 22nd March, 2017

Place: Mumbai

For Godrej Seeds & Genetics Limited



Director