Godrei Seeds & Genetics Limited

"Godrei 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 National Stock Exchange of India Limited

Corporate Relationship Department Phiroze Exchange Plaza, 5th Floor, Jeejeebhov Towers Plot No.C/1, G Block

Dalai Street Bandra-Kurla Complex, Bandra(E), Mumbai-Mumbai- 400001 400051

Scrip Code: 532424 Symbol: GODREJCP

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

CC: Godrej Consumer Products Limited

Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway,

Vikroli 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.	Sha	areholding details	Before propos transact	ed	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
	а	Acquirer(s) and PACs (other than sellers)(*):				
	b	Seller (s):	As per Annexure A			

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

Shareholding Details						Before the prop	Before the proposed transaction	After the propo	After the proposed transaction
Colorest transellers)(*): Colorest transellers)(*): Colorest transellers)(*): Colorest transferors) Colorest transferors			Shareholding Details			Number of shares/ voting	% w.r.t total	Number of shares/voting	% w.r.t total
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RISHAD KAIKHUSHRU NAOROJI ([PARTNER IN M/S RKN ENTERPRISES) (BENEFICIAL 44,79,500 1.32% INTEREST IS OF M/S RKN ENTERPRISES)] 24 0.00% RISHAD KAIKHUSHRU NAOROJI 10,71,075 0.31% PIROJSHA ADI GODREJ 809,37,620 23.76% GODREJ INDUSTRIES LIMITED 23.76% 23.76% Seller(\$) Transferor(\$): 60DREJ & BOYCE MFG CO. LIMITED 34.79%	12	TANYA ARVIND DUBASH				10,71,054	0.31%	10,71,054	0.31%
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GODREJ INDUSTRIES LIMITED 23.76% Seller(s)/ Transferor(s): 34.79%	15	PIROJSHA ADI GODREJ				10,71,075	0.31%	10,71,075	0.31%
Seller(s)/ Transferor(s): GODREJ & BOYCE MFG CO. LIMITED 34.79%	16	GODREJ INDUSTRIES LIMITEL	٥			809,37,620	23.76%	809,37,620	23.76%
Seller(s)/ Transferor(s): GODREJ & BOYCE MFG CO. LIMITED 34.79%									
GODREJ & BOYCE MFG CO. LIMITED 34.79%	نم	-							
	П	GODREJ & BOYCE MFG CO. 1	IMITED			1185,03,815	34.79%	250,03,815	7.34%

Date: 22nd March, 2017 Place: Mumbai For Godrej Seeds & Genetics Limited

Director