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Godrej & Boyce Mfg. Co. Ltd.
Regd. Office: Pirojshanagar,
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Tel: +91-22-6796 1700 / 1800
info@godrej.com
www.godrej.com
CIN U28993MH1932PLC001828

30th March, 2017

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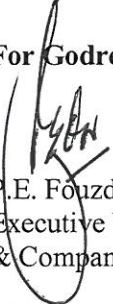
Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir/ Madam,

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

You are requested to kindly take note of the above.

For Godrej & Boyce Manufacturing Company Limited


P.E. Fouzdar
Executive Vice President (Corporate Affairs)
& Company Secretary



Encl: As Above

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



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 seller/acquirer and Persons acting in Concert (PAC) with the seller/acquirer	Godrej and Boyce Manufacturing Company Limited		
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/ disposal 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:			
a) Shares carrying voting rights (Refer Annexure A)	21,54,96,082	63.269%	63.269%
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)	21,54,96,082	63.269%	63.269%
Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold (Refer Annexure A)	9,35,00,000	27.451%	27.451%
b) VRs acquired/ sold 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) acquired/ sold	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)	9,35,00,000	27.451%	27.451%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights (Refer Annexure A)	21,54,96,082	63.269%	63.269%
b) Shares encumbered with the acquirer			
c) VRs 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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	21,54,96,082	63.269%	63.269%

Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer between 'Qualifying Persons' through off-market transfer
Date of acquisition/ sale of shares / VR or date of receipt of intimation of allotment of shares /, whichever is applicable.	30 th March, 2017
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 34,06,00,816 (34,06,00,816 equity shares of Re. 1 each)
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 34,06,00,816 (34,06,00,816 equity shares of Re. 1 each)
Total diluted share/voting capital of the TC after the said acquisition	Rs. 34,06,00,816 (34,06,00,816 equity shares of Re. 1 each)

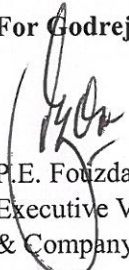
Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1) of the SEBI(listing Obligations and Disclosure Requirements) Regulation, 2015.

(**) 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: This disclosure is being made in respect of Inter-se transfer of 9,35,00,000 equity shares carrying voting rights, constituting 27.451% of the total equity share capital of the Target Company, undertaken on 30th March, 2017 amongst "Qualifying Persons" for re-organization / re-alignment of shareholding within the promoters and promoter group in terms of disclosures filed on 22nd March, 2017 under regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011. The transfer is without consideration and the total holding of the promoters and promoter group in the Target Company after such inter-se transfer remains unchanged.

For Godrej & Boyce Manufacturing Company Limited


P.E. Foutzdar
Executive Vice President (Corporate Affairs)
& Company Secretary



Mumbai, 30th March, 2017

Annexure A

Name of the promoter/ promoter group	Before acquisition/ disposal shareholding			Details of shares acquired/ disposed			After acquisition/ disposal shareholding		
	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the IC
Acquirer(s)/ Transferee(s)	-	0.000%	0.000%	935,00,000	27.451%	27.451%	935,00,000	27.451%	27.451%
GODREJ SEEDS & GENETICS LIMITED	-	0.000%	0.000%	935,00,000	27.451%	27.451%	935,00,000	27.451%	27.451%
Seller(s)/ Transferor(s)	1185,03,815	34.793%	34.793%	(935,00,000)	(-27.451%)	(-27.451%)	250,03,815	7.341%	7.341%
GODREJ & BOYCE MFG CO. LIMITED	1185,03,815	34.793%	34.793%	(935,00,000)	(-27.451%)	(-27.451%)	250,03,815	7.341%	7.341%
Total (A)									
Total (B)									
Persons acting in concert (PAC)									
SOHRAB NADIR GODREJ	6,33,728	0.186%	0.186%	-	0.000%	0.000%	6,33,728	0.186%	0.186%
HORMAZD NADIR GODREJ	10,28,728	0.302%	0.302%	-	0.000%	0.000%	10,28,728	0.302%	0.302%
FREYAN VIJAY CRISHNA	9,67,090	0.284%	0.284%	-	0.000%	0.000%	9,67,090	0.284%	0.284%
ADI BARJORJI GODREJ	500	0.000%	0.000%	-	0.000%	0.000%	500	0.000%	0.000%
PARMESHWAR ADI GODREJ	4	0.000%	0.000%	-	0.000%	0.000%	4	0.000%	0.000%
NYRIKA HOLKAR	9,67,088	0.284%	0.284%	-	0.000%	0.000%	9,67,088	0.284%	0.284%
NISABA ADI GODREJ	10,71,061	0.314%	0.314%	-	0.000%	0.000%	10,71,061	0.314%	0.314%
NAVROZE JAMSHYD GODREJ	16,06,809	0.472%	0.472%	-	0.000%	0.000%	16,06,809	0.472%	0.472%
NADIR BARIORJI GODREJ	9,17,454	0.269%	0.269%	-	0.000%	0.000%	9,17,454	0.269%	0.269%
JAMSHYD NAOROJI GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST)	16,06,808	0.472%	0.472%	-	0.000%	0.000%	16,06,808	0.472%	0.472%
BURJIS NADIR GODREJ	6,33,724	0.186%	0.186%	-	0.000%	0.000%	6,33,724	0.186%	0.186%
TANYA ARVIND DUBASH	10,71,054	0.314%	0.314%	-	0.000%	0.000%	10,71,054	0.314%	0.314%
RISHAD KAIKHUSHRU NAOROJI [(PARTNER IN M/S RKN ENTERPRISES) (BENEFICIAL INTEREST IS OF M/S RKN ENTERPRISES)]	44,79,500	1.315%	1.315%	-	0.000%	0.000%	44,79,500	1.315%	1.315%
RISHAD KAIKHUSHRU NAOROJI	24	0.000%	0.000%	-	0.000%	0.000%	24	0.000%	0.000%
PIROISHA ADI GODREJ	10,71,075	0.314%	0.314%	-	0.000%	0.000%	10,71,075	0.314%	0.314%
GODREJ INDUSTRIES LIMITED	809,37,620	23.763%	23.763%	-	0.000%	0.000%	809,37,620	23.763%	23.763%
Total (C)	969,92,267	28.477%	28.477%	-	0.000%	0.000%	969,92,267	28.477%	28.477%
Total (A)+(B)+(C)	2154,96,082	63.269%	63.269%	-	0.000%	0.000%	2154,96,082	63.269%	63.269%

For Godrej & Boyce Manufacturing Company Limited



P. F. Fouzdar
Executive Vice President (Corporate Affairs)
& Company Secretary