FVC Family Trust

Date: 31 January, 2018

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), Mumbai400051
Symbol: GODREJCP

Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir/ Madam.

Enclosed is the disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 for your records.

You are requested to kindly take note of the above.

Jamshyd Godrej

As a constituted power of attorney holder For Smita Godrej Crishna

as a trustee of FVC Family Trust

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

<u>DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011</u>

PART A: Details of the Acquisition

| Name of the Target Company (TC) | Godrej Consume | r Products Limit | ed ed |
|--|----------------------------|-------------------|------------------------|
| Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer | Smita Godrej Cri | shna and others | as trustees of |
| Whether the acquirer belongs to promoter / promoter group | FVC Family Tru | st | |
| | The acquirer is a | part of the prom- | oter group |
| Name(s) of the Stock Exchange(s) where the shares of TC are | 1. The National | Stock Exchange | of India |
| Listed | Limited (NS 2. BSE Limited | | |
| | 2. BSE Limited | % w.r.t. total | Ta/ |
| | | share/veting | % w.r.t. total diluted |
| Details of the acquisition as follows | Number | capital | share/veting |
| | - 10411001 | wherever | capital of the |
| | | applicable(*) | TC (**) |
| Before the acquisition under consideration, holding of | | аррисского (| 10(1) |
| acquirer in Godrej Seeds & Genetics Limited (GSGL), a | | | |
| company which holds 27.45% of the total equity share | | | |
| capital of TC: | | | |
| a) Shares carrying voting rights | NIL | NIL | NIL |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | NIL | NIL | NIL |
| c) Voting rights (VP) others) | | | |
| 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 | NIL | NIL | NIL |
| the TC (specify holding in each category) | | | |
| e) Total (a+b+c+d) | | | |
| Details of acquisition of Compulsorily Convertible | NIL | NIL | NIL |
| Preference Shares (CCPS) by the acquirer in GSGL, a | | | |
| company which holds 27.45% of the total equity share | | | |
| capital of TC: (Refer Annexure A for Shareholding of TC) | | | |
| a) Shares carrying voting rights acquired | NIL | NITT | 2.77- |
| b) VRs acquired otherwise than by shares | NIL | NIL NIL | NIL |
| c) Warrants/convertible securities/anv other instrument that | 3,44,200 | 5.07% | NIL. |
| entitles the acquirer to receive shares carrying voting rights in | (CCPS) | (CCPS) | 5.02% |
| USGL the IC (specify holding in each enterpry) acquired | (0015) | (6613) | (Diluted) |
| d) Shares in the nature of encumbrance (pledge/ lien/ non- | NIL | NIL | NIL |
| disposal undertaking/ others) | | 1112 | MIL |
| e) Total (a+b+c+/-d) | 3,44,200 | NIL | 5.02% |
| After the acquisition, holding of acquirer in GSGL, a | | | 3.0270 |
| company which holds 27.45% of the total equity share | | | |
| capital of TC: | | | |
| a) Shares carrying voting rights b) VRs otherwise there by a house | NIL | NIL | NIL |
| b) VRs otherwise than by shares | NIL | NIL | NIL |
| c) Warrants/convertible securities/any other instrument that | 3,44,200 | 5.07% | 5.02% |
| entitles the acquirer to receive shares carrying voting rights in GSGL the TC (specify holding in each category) after | (CCPS) | (CCPS) | (Diluted) |
| assume the (specify nothing in each entegory) after | | | . , |
| d) Shares in the nature of encumbrance (pledge/ lien/ non- | | | |
| disposal undertaking/ others) | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 2 44 200 | | |
| | 3,44,200 | NIL | 5.02% |

| Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Contribution to trust (Private Family Trust) |
|--|--|
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. 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. | One Compulsorily Convertible Preference Share convertible into one equity share of Rs. 10 each within 10 years from the date of allotment January, 2018 |
| Equity share capital / total voting capital of GSGL before the said acquisition | Rs.6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC |
| Equity share capital/ total voting capital of GSGL after the said acquisition | Rs.6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity |
| Total diluted share/voting capital of GSGL after the said acquisition | share capital of TC Rs.6,85,23,450 (68,52,345 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC |

Note:

- (*) 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.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Note: There is no direct or indirect change in the voting rights or control over the TC. The above disclosures are filed only out of abundant caution.

Date: 3 January, 2018

Jamshyd Godrej

as constituted power of attorney holder

for Mrs. Smita Godrej Crishna as a trustee of FVC Family Trust

Brown

Annexure A
NAME OF THE TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

| | | Before ac | Before acquisition/ disposal shareholding | nareholding | Detalle | Details of shares acominged / Alexandra | Menoral | - | | |
|-----------------|--|-------------|---|----------------|---------|---|-------------------|-------------|--|-------------------|
| | | | % w.r.t total | % w r + broken | | | meshasen | Arrer acq | Arter acquisition/ disposal shareholding | areholding |
| | Shareholding Details | | 18707 1: FAC | N W.F., COUNT | | % w.r.t total | % w.r.t total | | % w.r.tmha | % us s t tenbal |
| | 5 | Number | capital wherever | dliubed share/ | Number | share/ voting | dliuted share/ | Number | share/ voting | diluted share/ |
| - | | _ | applicable | the TC | | capital wherever | voting capital of | _ | capital wherever | voting capital of |
| a. Acq | a. Acquirer(s) and PACs (other than sellers)(*): | | | | | аррисарие | merc | | applicable | the TC |
| Acq | Acquirer(s)/ Transferee(s): | | | | | | | | | |
| 1 FVC | FVC FAMILY TRUST | | | | | | | | | |
| Tota | Total (A) | | A 0000 | | | | | | | |
| b. Seffe | Seller(s)/ Transferor(s): | | 0.00% | 0.00% | - | 0.00% | 0.00% | | 0.00% | 90000 |
| 1 SME | SMITA GODREJ CRISHNA | | 70000 | | | | | | | |
| Tota | Total (B) | | 0.00% | 0.00% | | | | | 0.00% | 2600.0 |
| PAC | PACs (other than sellers/ transferors) | | n'nn's | 0.00% | | 0.00% | 0.00% | | 96000 | 0.00% |
| 1 ADI | ADI B. GODREJ | 0000 | | | | | | | | |
| 2 PAR | 2 PARMESHWAR GODREJ | 7,000 | 0.00% | 0.00% | | | | 1,000 | 0.00% | 0.00% |
| TAN | 3 TANYA ARVIND DUBASH | 2 142 109 | 2000 | 0.00% | | | | 100 | 0,00% | %0000 |
| 1 NISA | MISABA ADI GODREJ | 21/2 122 | 0.04.70 | 0.31% | | | | 2,142,108 | 0.31% | 0.31% |
| PIRO | 5 PIROJSHA ADI GODREJ | 2,142,150 | 70.50 | 0.31% | | | | 2,142,122 | 0.31% | 0,31% |
| MAD | 6 NADIR BARJORJI GODREJ | 1.834.908 | 70.2.0 | S. L. C. | | | | 2,142,150 | 0.31% | 0.31% |
| BUR | BURIS NADIR GODREI | 1.267.44R | 0,12,0 | 0.27% | | | | 1,834,908 | 0.27% | 0.27% |
| SOH | 8 SOHRAB NADIR GODREJ | 1.267.456 | 0.10% | 700,0 | | | | 1,267,448 | 0.19% | 0.19% |
| HOR | 9 HORWAZD NADIR GODREJ | 2.057.456 | 9000 | 0.25% | | | | 1,267,456 | 0.19% | 0.19% |
| NAVE | 10 NAVROZE JAMSHYD GODREJ | 3,213,618 | 20070 | U.SUZA | | | | 2,057,456 | 0.30% | 0.30% |
| JAMS | JAMSHYD GODREI, PHEROZA GODREI AND NAVBOZE | orninesis. | R | U.4/76 | | | | 3,213,618 | 0.47% | 0.47% |
| GOD | GODREJ ((TRUSTEES OF RAIKA GODREJ FAMILY TRUST) | | | 0.47% | | | | | | |
| BEN | 11 (BENEFICIAL INTEREST IS OF RAIKA GODREJ) | 3,213,616 | 0.47% | | | | | | | 0.47% |
| LKEY, | LZ PRETAN CRISHNA BIER | 1,934,180 | 0.28% | 0.28% | | | | 3,213,616 | 0.47% | |
| NARI | 13 NYRIKA HOLKAR | 1,934,176 | 0.28% | 0.28% | | | | 1,934,180 | 0.28% | 0.28% |
| RISH | 14 RISHAD KAIKHUSHRU NAOROJI | 489 | 76000 | O O'DO | | | | 1,934,176 | 0.28% | 0.28% |
| RISH/ | RISHAD KAIKHUSHRU NAOROJI : As a Partner of RKN | | a/apia | Room | | | | 48 | 0.00% | %00'0 |
| 15 Enterprises) | prises) | 8,959,000 | 1.31% | 1,31% | | | | | | |
| GODR | 16 GODREJ & BOYCE MANUFACTURING COMBANY I MITED | 0004 600 | | | | | | 000,858,8 | 1.31% | 1.31% |
| GODR | 17 GODRE INDUSTRIES LIMITED | 161 875 240 | 345° | 7.34% | | | | 50,007,630 | 7.34% | 7.34% |
| GODR | 18 GODREJ SEEDS & GENETICS LIMITED | 187 000 000 | 23.70% | 73.76% | | | | 161,875,240 | 23.76% | 23.76% |
| Total (C) | 0 | 430 000 454 | 27.45% | 27.45% | | | | 187,000,000 | 27.45% | 27.45% |
| L | | 420,332,104 | 63.26% | 63.26% | , | %00'0 | 0.00% | 430,992,164 | 63,26% | 63.2694 |
| Total | Total (AH/BH/C) | | | | | | | | | |
| | (m) . (m) . (m) | 430,992,164 | 63.26% | 62 26W | - | A many | | | | |

Date: 31 January, 2018

Jamshyd Godrej as constituted power of attorney holder for Mrs. Smita Godrej Crishna as a trustee of FVC Pamily Trust

FVC Family Trust

Date: 31 January, 2018

To, The Manager,

BSE Limited National Stock Exchange of India Limited Corporate Relationship Department, Exchange Plaza, 5th Floor, Phiroze Jeejeebhoy Towers, Plot No.C/1, G Block, Dalal Street. Bandra-Kurla Complex, Bandra(E), Mumbai-Mumbai- 400001 400051 Scrip Code: 532424 Symbol: GODREJCP

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.

Jamshyd Godrej

As a constituted power of attorney holder

For Smita Godrej Crishna as a trustee of FVC Family Trust

CC: Godrej Consumer Products Limited Godrei One,

4th Floor, Pirojshanagar,

Eastern Express Highway,

Vikhroli E, Mumbai - 400079

<u>DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES</u> <u>AND TAKEOVERS) REGULATION, 2011</u>

PART A: Details of the Acquisition

| Name of the Transit C | | | |
|--|-------------------|------------------|----------------|
| Name of the Target Company (TC) | Godrej Consume | r Products Limit | ed |
| Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer | Smita Godrej Cr | ishna and others | as trustees of |
| with the acquirer | FVC Family Tru | st | |
| Whether the acquirer belongs to promoter / promoter group | The acquirer is a | part of the prom | ofer group |
| Name(s) of the Stock Exchange(s) where the shares of TC are | 3. The Nationa | Stock Exchange | of India |
| Listed | Limited (NS | E) | o or mula |
| | 4. BSE Limited | | |
| | | % w.r.t. total | % w.r.t. total |
| The difference of the control of the | | share/voting | diluted |
| Details of the acquisition as follows | Number | capital | share/veting |
| | | wherever | capital of the |
| | | applicable(*) | TC (**) |
| Before the acquisition under consideration, holding of | | appirouoio() | 10(0) |
| acquirer in Godrej Seeds & Genetics Limited (CSCI) a | | | |
| company which holds 27.45% of the total equity share | | | |
| capital of TC: | | | [|
| a) Shares carrying voting rights | NIL | NIL | NII |
| b) Shares in the nature of encumbrance (pledge/ lien/ non- | NIL | NIL | NII |
| disposal undertaking/ others) | 1 | 1411 | МП |
| c) Voting rights (VR) otherwise than by shares | NIL | NIL | NIII |
| d) Warrants/convertible securities/any other instrument that | NIL | NIL | NII NII |
| entities the acquirer to receive shares carrying voting rights in | | 1411 | I IVII |
| the TC (specify holding in each category) | | | |
| e) Total (a+b+c+d) | NIL | NIL | NIL |
| Details of acquisition of Compulsorily Convertible | | 14112 | NII |
| Preference Shares (CCPS) by the acquirer in GSGL a | | | |
| company which holds 27.45% of the total equity share | | | |
| capital of TC: (Refer Annexure A for Shareholding of TC) | | | |
| a) Shares carrying voting rights acquired | NIL | NIL | NIL |
| b) VRs acquired otherwise than by shares | NIL | NIL | NIL |
| c) Warrants/convertible securities/any other instrument that | 3,44,200 | 5.07% | 5.02% |
| entitles the acquirer to receive shares carrying voting rights in | (CCPS) | (CCPS) | (Diluted) |
| GSGL the TC (specify holding in each category) acquired | ` ′ | (0010) | (Diluttu) |
| 1) Shares in the nature of encumbrance (pledge/ lien/ non- | NIL | NIL | NIL |
| disposal undertaking/ others) | | - 1.2 | 1411 |
| e) Total (a+b+c+/-d) | 3,44,200 | NIL | 5.02% |
| After the acquisition, holding of acquirer in GSGL, a | | | 0.0270 |
| company which holds 27.45% of the total equity share | | | |
| espital of TC: | | | |
| a) Shares carrying voting rights | NIL | NIL | NIL |
| b) VRs otherwise than by shares | NIL | NIL | NIL |
|) Warrants/convertible securities/any other instrument that | 3,44,200 | 5.07% | 5.02% |
| ntitles the acquirer to receive shares carrying voting rights in | (CCPS) | (CCPS) | (Diluted) |
| GSGL the TC (specify holding in each category) after equisition | | `/ | (-111104) |
| | | 1 | |
|) Shares in the nature of encumbrance (pledge/ lien/ non- | NIL | NIL | NIL |
| isposal undertaking/ others)) Total (a+b+c+d) | | | 7.42 |
|) 10tat (a+0+0+0+0) | 3,44,200 | NIL | 5.02% |

| Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Contribution to trust (Private Family Trust) |
|---|---|
| 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. | 36 January, 2018 |
| Equity share capital / total voting capital of GSGL before the said acquisition | Rs.6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC |
| Equity share capital/total voting capital of GSGL after the said acquisition | Rs.6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC |
| Total diluted share/voting capital of GSGL after the said acquisition | Rs.6,85,23,450 (68,52,345 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC |

Note:

- (*) 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.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Note: There is no direct or indirect change in the voting rights or control over the TC. The above disclosures are filed only out of abundant caution.

Date: 31 January, 2018

Jamshyd Godrej

as constituted power of attorney holder

for Mrs. Smita Godrej Crishna as a trustee of FVC Family Trust

Oughing

Annexure A NAME OF THE TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

| - | | Before ac | Before acquisition/ disposal shareholding | Tareholding | Details | Details of shares acruired / disnoved | Bennead | | | |
|----------|---|-------------|---|--|---------|--|-------------------|-------------|--|----------------|
| - | | | % w.r.t total | % w. r t total | | יייייייייייייייייייייייייייייייייייייי | Dasonicin | After acq | After acquisition/ disposal shareholding | ireholding |
| _ | Shareholding Details | Number | share/ voting | dliuted share/ | 1 | % w.r.t total | % w.r.t total | | % w.r.t total | % w.r.t total |
| _ | | | capítal wherever | voting capital of | Number | capital wherever | voting capital of | Number | share/ voting capital wherever | diluted share/ |
| ~ | 8. [Acquirer(s) and PACs (other than sellers)(*): | | | alle lic | | applicable | the TC | | applicable | the Tr |
| _ | Acquirar(s)/ Transferee(s); | | | | | | | | | |
| 7 | I FVC FAMILY TRUST | | | | | | | | | |
| _1 | Total (A) | | 0.000 | | | | | | | |
| 괵 | b. Seller(s)/ Transferor(s): | | U.UU.N | 0.00% | | 0.00% | 90000 | - | O Proc. | |
| 776 | 1 SMITA GODREJ CRISHNA | | | | | | | | B/OO'S | 0.00% |
| | Total (8) | 1 | 0,00% | 0.00% | | | | | 20000 | |
| ı | PACs (other than sellers/ transferors) | - | 0.00% | 0.00% | | 0.00% | 0.00% | | 0.00% | 0.00% |
| ч | ADI B. GODRE | | | | | | | | 0.00% | 0.00% |
| 2 | 2 PARMESHWAR GODREJ | 2,000 | 0.00% | 0.00% | | | | 1,000 | 7000 | |
| EU) | 3 TANYA ARVIND DUBASH | 2 443 400 | 0.00% | 0.00% | | | | 00 | 9000 | 0.00% |
| 막 | NISABA ADI GODREJ | 2 4 47 4 20 | 0.31% | 0.31% | | | | 2 142 1ng | 2000 | 0,00% |
| TU. | 5 PIROJSHA ADI GODREJ | 2442,122 | 0.31% | 0.31% | | | | 2,142,122 | 0.3178 | 0.31% |
| 9 | 6 NADIR BARIORII GODRFI | UCT/247/7 | 0.31% | 0.31% | | | | 3 443 450 | N.S.A. | 0.31% |
| 10 | BURUS NADIR GODREI | 1,834,908 | 0.27% | 0.27% | | | | 004 000 | 0.31% | 0.31% |
| 1 00 | S SOHRAR NADIR GODDE! | 1,257,448 | 0.19% | 0.19% | | | | 1,634,905 | 0.27% | 0.27% |
| I n | DOBLAND NAME CONTROL | 1,267,456 | 0.19% | 0.19% | | | | 1,20/,446 | 0.19% | 0.19% |
| 110 | HORMAZD MALDIR GOLDRES | 2,057,456 | 0.30% | 0.30% | | | | 1,267,456 | 0.19% | 0.19% |
| □ | TO INAVROZE JAMSHYD GODREJ | 3,213,618 | 0.47% | 0.4794 | | | | 2,057,456 | 9606:0 | 0,30% |
| | JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE | | | R/ AUG | | | | 3,213,618 | 0.47% | 0.47% |
| | GODREI ((TRUSTEES OF RAIKA GODREI FAMILY TRUST) | | | 702.7 | | | | | | |
| -d | 11 (BENEFICIAL INTEREST IS OF RAIKA GODREJ) | 3,213,616 | 20 47% | 9 | | _ | | | | 0.47% |
| NE | 12 FREYAN CRISHNA BIERI | 1,934,180 | 0.28% | 7887 | | | | 3,213,616 | 0.47% | |
| ηľ | 13 NYRIKA HOLKAR | 1,934,176 | 0.28% | 7000 | | | | 1,934,180 | 0.28% | 0.28% |
| ٩T | 14 RISHAD KAIKHUSHRU NAOROJI | 48 | 0,000 | 6.2.D/9 | 1 | | | 1,934,176 | 0.28% | 2000 |
| _ | RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN | | Proprio | 0,00% | | | | 48 | 0.00% | 0000 |
| w | 15 Enterprises) | 8,959,000 | 1.31% | 1.31% | | | | | | 2000 |
| 10 | 16 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED | 50.007.630 | 70.00 | | | | | 8,959,000 | 1.31% | 1.31% |
| V. | 17 GODREJ INDUSTRIES LIMITED | 161.875.240 | 22 7697 | 7.3478 | | | | 50,007,630 | 7.34% | 7 2.492 |
| on l | 18 GODREI SEEDS & GENETICS LIMITED | 187,000,000 | 27.45% | 27 4500 | † | | | 161,875,240 | 23,76% | 23.76% |
| 7 | Total (C) | 430,992,164 | 292 286 | 20 July 10 | 1 | 1 | | 187,000,000 | 27.45% | 27 A50K |
| 7 | | | ROMAN | 03,20% | | 0.00% | 0.00% | 430,992,164 | 63.26% | 63.26% |
| н. | rotal (A)+(B)+(C) | 430,992,164 | 69.26% | 20 200 | † | | | | | |
| | | | | The State of The S | | I DINING I | 6 mmort | | | |

Date: 3) January, 2018

Jamshyd Godrej as constituted power of attorney holder for Mrs. Smita Godrej Crishna as a trustee of PVC Femily Trust