Pirojsha Godrej Aashraye Godrej House, 67H Walkeshwar Road, Mumbai – 400 006

Date: 24 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(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.

Pirojsha Godrej

CC: Godrej Consumer Products Limited Godrej 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>

Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor and Persons acting in Concert (PAC) with the transferor belongs to promoter / promoter group	Name of the Target Company (TC)			
Mr. Projsha Godrej	Name(s) of the transferor and Persons acting in Connection	Godrej Consume	r Products Limit	ed
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 (NSE) 2. BSE Limited (RSE) 3. BSE Limited (RSE) 4. SEE Limited (RSE) 5. BSE Lim	(PAC) with the transferor	Mr. Pirojsha Goo	drej	
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)	Whether the transferor belongs to promoter / promoter group	The transferor is	a part of the pror	noter group
Details of the transfer as follows Number N	Name(s) of the Stock Exchange(s) where the shares of TC are	1. The Nationa Limited (NS	l Stock Exchange E)	of India
acquirer in Godrei Seeds & Genetics Limited (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 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 transferor to receive shares carrying voting rights in the TC (specify holding in each category) e) Total (a+b+c+d) Details of transfer of shares by the transferor in GSGL, a company which holds 27.45% of the total equity share eapital of TC: a) Shares carrying voting rights acquired b) VRs acquired sold otherwise than by shares company which holds 27.45% of the total equity share that transferor to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d) After the transfer, holding of transferor in in GSGL, a company which holds 27.45% of the total equity share eapital of TC: a) Shares carrying voting rights b) Shares encumbered with the transferor to receive shares carrying voting rights in the TC (specify holding in each category) are transfer especial allotment / inter-se transfer etc.) Date of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.) Date of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.) Date of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.) Date of transfer of class of receive shares in the mature of transfer of receive shares in the roceive shares in the r	Details of the transfer as follows		% w.r.t. total share/voting capital wherever	diluted share/voting capital of the
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capital of TC: a) Shares carrying voting rights b) Shares encumbered with the transferor c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	company which holds 25 450% and feror in in GSGL, a			
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b) Shares encumbered with the transferor c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the				
c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	b) Shares encumbered with the transferre		NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	c) VRs otherwise than by shares		NIL	NIL
in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	d) Warrants/convertible securities/any other instrumental			NIL
in the TC (specify holding in each category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	entitles the transferor to receive shares carrying voting sinkle	NIL	NIL	NIL
category) after transfer e) Total (a+b+c+d) Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	in the TC (specify holding in each			
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Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	_ = **	NIII	22-	
Tights issue / preferential allotment / inter-se transfer etc). Date of transfer of date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the			NIL	NIL
Date of transfer of date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the	rights issue / preferential allotment / inter-se transfer etc)	way of git	ween 'Qualifying	g Persons' by
of shares / VR/ warrants/convertible securities/any-other instrument that entitles the transferor to receive shares in the	Date of transfer of date of receipt of intimation of allotment			
instrument that entitles the transferor to receive shares in the	St shares / VR/ warrants/convertible securities/any-other	th. January, 2018		
PC.	nstrument that entitles the transferor to receive shares in the			
	PC.			

Equity share capital / total voting capital of VSL before the said transfer	Rs. 6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total
Fourty share capital/total voting and 1 CAVOY 2	equity share capital of TC
Equity share capital/ total voting capital of VSL after the said transfer	Rs. 6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total
Total diluted share/resting and the extension of the exte	equity share capital of TC
Total diluted share/voting capital of VSL after the said transfer	Rs. 6,78,450 (67,845 equity shares of Rs. 10
27 6110161	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.

Note: As a part of re-organization/ realignment of shareholding within the promoters and promoter group, on account of inter-se transfer amongst immediate relatives by way of gift, there will be a change in the shareholding of Godrej Seeds & Genetics Limited (GSGL), which holds 27.45% of the equity share capital of Godrej Consumer Products Limited, the Target Company. There is no change in the shareholding pattern of the Target Company. Since the transfer of shares of GSGL is inter-se amongst immediate relatives, there is no change in the voting rights or control over the Target Company. The above disclosures are filed only out of abundant caution.

Date: 🎾 January, 2018

Pirojsha Godrej

ADRENTE A
NAME OF TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

	200	and a state of the	larenoiding.	Details	Details of shares acquired/ disposed	disposed	Aberna	Section of Allen of the second	3
1		% W.r.t total	% w.r.t total		(m) III	nacoden	Arrer acqu	Arrel acquisition/ disposal shareholding	areholding
Shareholding Details	Number	share/voting capital wherever	diluted share/ voting capital of	Number	% w.r.t total share/ voting capital wherever	% w.r.t total diluted share/ voting capital of	Number	% w.r.t total share/ voting	% w.r.t total diluted share/
a. Acquirer(s) and PACs (other than sellers)(*):		applicable	the TC		applicable	the TC		amilicable	would capital of
Acquirer(s)/ Transferge(s):									11811
ADI B. GODREI									
Total (A)	1,000	0.00%	0.00%				4 4 4		
(v) Inc.	1,000	0.00%	0.00%		1000		1,000	0.00%	0.00%
Seller(s)/ Transferor(s);			0.000	•	0.00%	0.00%	1,000	0.00%	0.00%
PIROJSHA ADI GODREJ	21 42 150	20,000							
Total (B)	21 43 150	0.3178	0.31%				21,42,150	0.31%	70100
PACs (other than sellers/ transferors)	Octobra de la companya de la company	WTC'A	0.31%		0.00%	0.00%	21,42,150	A31%	200
PARMESHWAR GODREJ	0	0.0000							7700
TANYA ARVIND DUBASH	21 42 100	0.00%	0.00%				00	20000) DOG O
NISABA ADI GODREJ	34 47 470	0.31%	0.31%				21.42.108	0.31%	0.00
NADIR BARJORJI GODREJ	10 24 000	0.31%	0.31%				21.42.122	0.21%	0.51%
BURIIS NADIR GODREI	10,24,300	0.27%	0.27%				18 34 90R	/arc 0	C.S.L.W
SOHRAB NADIR GODRE!	77,07,448	0.19%	0.19%				17 67 440	0.47%	0.2/%
HORMAZO NADIR GODBEI	12,67,456	0.19%	0.19%				12,01,440	0.19%	0.19%
NAMBOZE JAMENZO CODELE	20,57,456	0.30%	0,30%				12,07,430	0.19%	0.19%
AMELIAN MAGGING CO.	32,13,618	0.47%	0.47%				20,57,456	0.30%	0.30%
JAINSHTD NAOROJI GODREJ ((TRUSTEES OF RAIKA GODREJ							32,13,618	0.47%	0.47%
FAMILY TRUST) (BENEFICIAL INTEREST IS OF MS. RAIKA									
GOURE!)]	32,13,616	0.47%	0.47%						
TO IFREYAN CRISHNA BIERI	19,34,180	0.28%	7000				32,13,616	0.47%	0.47%
11 NYRIKA HOLKAR	19,34,176	0.28%	0.40/0				19,34,180	0.28%	0.28%
12 RISHAD KAłKHUSHRU NAOROJI	87	7000	0.20%				19,34,176	0.28%	0.28%
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN		2000	0.00%				40	0.00%	0.00%
Enterprises)	89,59,000	1.31%	1.31%						
GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500.07.630	7.34%	7				89,59,000	1.31%	1,31%
15 IGODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	797 CC				500,07,630	7.34%	7.34%
16 GODREI SEEDS & GENETICS LIMITED	1870,00,000	27.45%	37 AE02				1618,75,240	23.76%	23.76%
Total (C)	4288,49,014	267 949K	20 040 CZ				1870,00,000	27.45%	27.45%
Total (A)+(B)+(C)	4309.92.164	A3 268	02.34%		0.00%	0.00%	4288,49,014	62.94%	52 9495

Date: Okylanuary, 20187