

**N. B. Godrej**

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

Date: 25<sup>th</sup> January, 2018

To,  
The Manager,

<b>BSE Limited</b> Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 532424	<b>National Stock Exchange of India Limited</b> 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.

  
N. B. Godrej

Encl: As above

CC: Godrej Consumer Products Limited  
4<sup>th</sup> Floor, Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli East,  
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 acquirer and Persons acting in Concert (PAC) with the acquirer	Nadir Godrej		
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 as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer in Godrej Seeds &amp; Genetics Limited (GSGL), a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights	10,268	15.13%	15.13%
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)	10,268	15.13%	15.13%
<b>Details of acquisition of Compulsorily Convertible 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)</b>			
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 entitles the acquirer to receive shares carrying voting rights in GSGL the TC (specify holding in each category) acquired	10,26,800 (CCPS)	15.13% (CCPS)	14.98% (Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	10,26,800	NIL	14.98%
<b>After the acquisition, holding of acquirer in GSGL, a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights	10,268	15.13%	0.15%
b) VRs 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 GSGL the TC (specify holding in each category) after acquisition	10,26,800 (CCPS)	15.13% (CCPS)	14.98% (Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	10,37,068	15.13%	15.13%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Allotment by way of bonus issue		

Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ <del>any other instrument</del> that entitles the acquirer to receive shares in the TC.	25 <sup>th</sup> 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.

Note: GSGL has issued Rs. 6,78,45,000 (67,84,500 compulsorily convertible preference shares of Rs. 10 each) by way of bonus issue to its shareholders. 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.

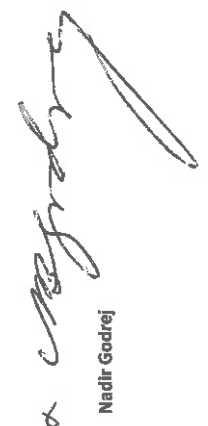
Date: 25<sup>th</sup> January, 2018

  
N. B. Godrej

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

Shareholding Details	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 TC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the TC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the TC			
<b>a. Acquirer(s) and PACs (other than sellers)(*):</b>												
Acquirer(s)/ Transferee(s):												
1 NADIR BARIORJI GODREJ	1,834,908	0.27%	0.27%				1,834,908	0.27%	0.27%			
<b>Total (A)</b>	<b>1,834,908</b>	<b>0.27%</b>	<b>0.27%</b>				<b>1,834,908</b>	<b>0.00%</b>	<b>0.27%</b>			
<b>b. Seller(s)/ Transferor(s):</b>												
NOT APPLICABLE	-	0.00%	0.00%				-	0.00%	0.00%			
<b>Total (B)</b>		<b>0.00%</b>	<b>0.00%</b>					<b>0.00%</b>	<b>0.00%</b>			
<b>PACs (other than sellers/ transferors)</b>												
1 ADI B. GODREJ	1,000	0.00%	0.00%				1,000	0.00%	0.00%			
2 PARMESHWAR GODREJ	8	0.00%	0.00%				8	0.00%	0.00%			
3 TANYA ARVIND DUBASH	2,142,108	0.31%	0.31%				2,142,108	0.31%	0.31%			
4 NISABA ADI GODREJ	2,142,122	0.31%	0.31%				2,142,122	0.31%	0.31%			
5 PIROJSHA ADI GODREJ	2,142,150	0.31%	0.31%				2,142,150	0.31%	0.31%			
6 BURJIS NADIR GODREJ	1,267,448	0.19%	0.19%				1,267,448	0.19%	0.19%			
7 SOHRAB NADIR GODREJ	1,267,456	0.19%	0.19%				1,267,456	0.19%	0.19%			
8 HORMAZD NADIR GODREJ	2,057,456	0.30%	0.30%				2,057,456	0.30%	0.30%			
9 NAVROZE JAMSHYD GODREJ	3,213,618	0.47%	0.47%				3,213,618	0.47%	0.47%			
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)	3,213,616	0.47%	0.47%				3,213,616	0.47%	0.47%			
11 FREYAN CRISHNA BIERI	1,934,180	0.28%	0.28%				1,934,180	0.28%	0.28%			
12 NYRIKA HOLKAR	1,934,176	0.28%	0.28%				1,934,176	0.28%	0.28%			
13 RISHAD KAIKUSHRU NAOROJI	48	0.00%	0.00%				48	0.00%	0.00%			
14 RISHAD KAIKUSHRU NAOROJI ( As a Partner of RKN Enterprises)	8,959,000	1.31%	1.31%				8,959,000	1.31%	1.31%			
15 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	50,007,630	7.34%	7.34%				50,007,630	7.34%	7.34%			
16 GODREJ INDUSTRIES LIMITED	161,875,240	23.76%	23.76%				161,875,240	23.76%	23.76%			
17 GODREJ SEEDS & GENETICS LIMITED	187,000,000	27.45%	27.45%				187,000,000	27.45%	27.45%			
<b>Total (C)</b>	<b>429,157,256</b>	<b>62.99%</b>	<b>62.99%</b>				<b>429,157,256</b>	<b>0.00%</b>	<b>62.99%</b>			
<b>Total (A)+(B)+(C)</b>	<b>430,992,164</b>	<b>63.26%</b>	<b>63.26%</b>				<b>430,992,164</b>	<b>0.00%</b>	<b>63.26%</b>			

Date: 25<sup>th</sup> January, 2018



Nadir Godrej