

Jamshyd Godrej

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai – 400 006

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Date: 31<sup>st</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.



**Jamshyd Godrej**

CC: Godrej Consumer Products Limited  
Godrej One,  
4<sup>th</sup> 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 transferor and Persons acting in Concert (PAC) with the transferor	Mr. Jamshyd Godrej		
Whether the transferor belongs to promoter / promoter group	The transferor 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 transfer as follows	Number	% w.r.t. total share/ <del>voting</del> capital wherever applicable(*)	% w.r.t. total diluted share/ <del>voting</del> capital of the TC (**)
<b>Before the transfer under consideration, holding of transferor 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	3,272	4.82%	0.05%
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/ <del>any other instrument</del> that entitles the transferor to receive shares carrying voting rights in GSGL the TC ( <del>specify holding in each category</del> )	3,27,200 (CCPS)	4.82% (CCPS)	4.78% (CCPS)
e) Total (a+b+c+d)	3,30,472	4.82%	4.82%
<b>Details of transfer of Compulsorily Convertible Preference Shares (CCPS) by the transferor 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 transferred	NIL	NIL	NIL
b) VRs transferred otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/ <del>any other instrument</del> that entitles the transferor to receive shares carrying voting rights in GSGL the TC ( <del>specify holding in each category</del> ) transferred	3,27,200 (CCPS)	4.82% (CCPS)	4.78% (Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	3,27,200	NIL	4.78%
<b>After the transfer, holding of transferor in GSGL, a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights	3,272	4.82%	0.05%
b) VRs otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/ <del>any other instrument</del> that entitles the transferor to receive shares carrying voting rights in GSGL the TC ( <del>specify holding in each category</del> ) after transfer	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)	3,272	4.82%	0.05%
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Contribution to trust (Private Family Trust)		

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 GSGL in the TC.	30 <sup>th</sup> January, 2018
Equity share capital / total voting capital of GSGL before the said transfer	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 transfer	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 transfer	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<sup>st</sup> January, 2018

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**Jamshyd 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
a. Acquirer(s) and PACs (other than sellers)(*):									
Acquirer(s)/ Transferee(s):									
1 JING FAMILY TRUST	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
<b>Total (A)</b>									
b. Seller(s)/ Transferor(s):									
1 JAMSHYD GODREJ	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
<b>Total (B)</b>									
PACs (other than sellers/ transferors)									
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	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
4 NISABA ADI GODREJ	21,42,122	0.31%	0.31%				21,42,122	0.31%	0.31%
5 PIROJSHA ADI GODREJ	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
6 NADIR BARIORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
7 BURJIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
8 SOHRAB NADIR GODREJ	12,67,456	0.19%	0.19%				12,67,456	0.19%	0.19%
9 HORMAZD NADIR GODREJ	20,57,456	0.30%	0.30%				20,57,456	0.30%	0.30%
10 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				32,13,618	0.47%	0.47%
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST)			0.47%						0.47%
11 (BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%	0.47%				32,13,616	0.47%	0.47%
12 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
13 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
14 RISHAD KAIKUSHRU NAOROJI	48	0.00%	0.00%				48	0.00%	0.00%
RISHAD KAIKUSHRU NAOROJI ( As a Partner of RKN Enterprises)			1.31%						1.31%
15	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
16 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	7.34%				500,07,630	7.34%	7.34%
17 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
18 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
<b>Total (C)</b>	<b>4309,92,164</b>	<b>63.26%</b>	<b>63.26%</b>				<b>4309,92,164</b>	<b>63.26%</b>	<b>63.26%</b>
<b>Total (A)+(B)+(C)</b>	<b>4309,92,164</b>	<b>63.26%</b>	<b>63.26%</b>				<b>4309,92,164</b>	<b>63.26%</b>	<b>63.26%</b>

Date: 31<sup>st</sup> January, 2018



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