

Pheroza Jamshyd Godrej
40D, The Trees, B. G. Kher Marg, Malabar Hill, Mumbai 400 006

Date: 24th 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), Mumbai- 400051 Symbol: GODREJCP
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Sub: Report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by me of 10.53% of the paid-up equity shares of Godrej Seeds & Genetics Limited, which holds 27.45% of the equity share capital of Godrej Consumer Products Limited on 24th January, 2018.

This is for your information and records.



Jamshyd Godrej
as constituted power of attorney holder
for Mrs. Pheroza Godrej

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

Format for Disclosures under Regulation 10(6) Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Consumer Products Limited	
2.	Name of the acquirer(s)	Mrs. Pheroza Godrej	
3.	Name of the stock exchange where shares of the TC are listed	The National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes Yes Filed on 17 th January, 2018	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor/seller: 1. Mr. Navroze Godrej 2. Ms. Raika Godrej	Yes Yes	Yes Yes
	b. Date of acquisition	24 th January, 2018	
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. 3,572 equity shares (5.26%) of Godrej Seeds & Genetics Limited (GSGL) from Mr. Navroze Godrej 2. 3,572 equity shares (5.26%) of GSGL from Ms. Raika Godrej GSGL holds 27.45% of the share capital of TC	

	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	10.53% of GSGL, which holds 27.45% of the share capital of TC			
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable as the transfer is by way of gift.			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held of TC	% w.r.t total share capital of TC	No. of shares held of TC	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee(*)	As per Annexure A			
	b	Each Seller/ Transferor				

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

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: 24th January, 2018

Place: Mumbai



Jamshyd Godrej
as constituted power of attorney holder
for Mrs. Pheroza Godrej

Annexure A

Shareholding Details	Before the proposed transaction		After the proposed transaction	
	Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a. Acquirer(s) and PACs (other than sellers)(*):				
Acquirer(s)/ Transferee(s):				
1 PHEROZA GODREJ	-	0.00%	-	0.00%
PACs (other than sellers/ transferors)				
1 ADI B. GODREJ	1,000	0.00%	1,000	0.00%
2 PARMESHWAR GODREJ	8	0.00%	8	0.00%
3 TANYA ARVIND DUBASH	21,42,108	0.31%	21,42,108	0.31%
4 NISABA ADI GODREJ	21,42,122	0.31%	21,42,122	0.31%
5 PIROJSHA ADI GODREJ	21,42,150	0.31%	21,42,150	0.31%
6 NADIR BARJORJI GODREJ	18,34,908	0.27%	18,34,908	0.27%
7 BURJIS NADIR GODREJ	12,67,448	0.19%	12,67,448	0.19%
8 SOHRAB NADIR GODREJ	12,67,456	0.19%	12,67,456	0.19%
9 HORMAZD NADIR GODREJ	20,57,456	0.30%	20,57,456	0.30%
10 FREYAN CRISHNA BIERI	19,34,180	0.28%	19,34,180	0.28%
11 NYRIKA HOLKAR	19,34,176	0.28%	19,34,176	0.28%
12 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	48	0.00%
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN Enterprises)	89,59,000	1.31%	89,59,000	1.31%
14 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	500,07,630	7.34%
15 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	1618,75,240	23.76%
16 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	1870,00,000	27.45%
b. Seller(s)/ Transferor(s):				
1 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	32,13,618	0.47%
2 RAIKA GODREJ	32,13,616	0.47%	32,13,616	0.47%

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