

**Smita Godrej Crishna**

A-261, Grand Paradi Apts., Off. August Kranti Marg, Mumbai 400 036

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Date: <sup>24<sup>th</sup></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(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 constituted power of attorney holder**  
**for Smita Godrej Crishna**

CC: Godrej Consumer Products Limited  
Godrej One,  
4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli E, Mumbai - 400079

**DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011**

**PART A: Details of the Acquisition**

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mrs. Smita Godrej Crishna		
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: (Refer Annexure A for Shareholding of TC)</b>			
a) Shares carrying voting rights in GSGL	3,533	5.21%	5.21%
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)	3,533	5.21%	5.21%
<b>Details of acquisition of shares by the acquirer in GSGL, a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights acquired in GSGL	6,884	10.15%	10.15%
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 the TC (specify holding in each category) acquired	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)	6,884	10.15%	10.15%
<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 in GSGL	10,417	15.35%	15.35%
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 the TC (specify holding in each category) after acquisition	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)	10,417	15.35%	15.35%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer between 'Qualifying Persons' by way of gift		

Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable
Date of acquisition of/ <del>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.</del>	24 <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. 6,78,450 (67,845 equity shares of Rs. 10 each) of GSGL, which holds 27.45% of total equity share capital of TC

**Note:**

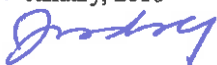
(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

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: 24<sup>th</sup> January, 2018



**Jamshyd Godrej**  
as constituted power of attorney holder  
for Mrs. Smita Godrej Crishna

Annexure A  
NAME OF 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 SMITA GODREJ CRISHNA	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
Total (A)	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
b. Seller(s)/ Transferor(s):									
1 FREYAN CRISHNA BIERI	1,934,180	0.28%	0.28%	1,934,180	0.28%	0.28%	1,934,180	0.28%	0.28%
2 NYRIKA HOLKAR	1,934,176	0.28%	0.28%	1,934,176	0.28%	0.28%	1,934,176	0.28%	0.28%
Total (B)	3,868,356	0.57%	0.57%	3,868,356	0.57%	0.57%	3,868,356	0.57%	0.57%
c. PACs (other than sellers/ transferors)									
1 ADI B. GODREJ	1,000	0.00%	0.00%	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%	8	0.00%	0.00%
3 TANYA ARVIND DUBASH	2,142,108	0.31%	0.31%	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%	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%	2,142,150	0.31%	0.31%
6 NADIR BAROJI GODREJ	1,834,908	0.27%	0.27%	1,834,908	0.27%	0.27%	1,834,908	0.27%	0.27%
7 BURJUS NADIR GODREJ	1,267,448	0.19%	0.19%	1,267,448	0.19%	0.19%	1,267,448	0.19%	0.19%
8 SOHRAB NADIR GODREJ	1,267,456	0.19%	0.19%	1,267,456	0.19%	0.19%	1,267,456	0.19%	0.19%
9 HORMAZD NADIR GODREJ	2,057,456	0.30%	0.30%	2,057,456	0.30%	0.30%	2,057,456	0.30%	0.30%
10 NAVROZE JAMSHYD GODREJ	3,213,618	0.47%	0.47%	3,213,618	0.47%	0.47%	3,213,618	0.47%	0.47%
JAMSHYD NAOROJI GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST ) (BENEFICIAL INTEREST IS OF MS. RAIKA GODREJ )	3,213,616	0.47%	0.47%				3,213,616	0.47%	0.47%
12 RISHAD KAIKUSHRU NAOROJI	48	0.00%	0.00%	48	0.00%	0.00%	48	0.00%	0.00%
13 RISHAD KAIKUSHRU NAOROJI ( As a Partner of RKN Enterprises)	8,959,000	1.31%	1.31%				8,959,000	1.31%	1.31%
14 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	50,007,630	7.34%	7.34%				50,007,630	7.34%	7.34%
15 GODREJ INDUSTRIES LIMITED	161,875,240	23.76%	23.76%				161,875,240	23.76%	23.76%
16 GODREJ SEEDS & GENETICS LIMITED	187,000,000	27.45%	27.45%				187,000,000	27.45%	27.45%
Total (C)	427,123,808	62.69%	62.69%	-	0.00%	0.00%	427,123,808	62.69%	62.69%
Total (A)+(B)+(C)	430,992,164	63.26%	63.26%	-	0.00%	0.00%	430,992,164	63.26%	63.26%

Date: 24 January, 2018



Jamshyd Godrej  
as constituted power of attorney holder  
for Mrs. Smita Godrej Crishna

Smita Godrej Crishna

A-261, Grand Paradi Apts., Off. August Kranti Marg, Mumbai 400 036

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Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mrs. Smita Godrej Crishna		
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Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any	24 <sup>th</sup> January, 2018		

other instrument that entitles the acquirer to receive shares in the TC.	
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GODREJ SEEDS & GENETICS LIMITED	430,992,164	63.26%	63.26%				430,992,164	63.26%	63.26%
Total (C)									
Total (A)+(B)+(C)									

Date: 27<sup>th</sup> January, 2018



Jamshyd Godrej  
as constituted power of attorney holder  
for Mrs. Smita Godrej Crishna