

HNG Family Trust

Date: 31st 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: 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.



Nadir Godrej
as a trustee of HNG Family Trust

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

DISCLOSURE UNDER REGULATION 29(2) 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	Nadir Godrej and others as trustees of HNG Family Trust		
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	7. The National Stock Exchange of India Limited (NSE) 8. 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 (**)
<u>Before the acquisition under consideration, holding of acquirer in Godrej Seeds & Genetics Limited (GSGL), a company which holds 27.45% of the total equity share capital of TC:</u>			
a) Shares carrying voting rights	NIL	NIL	NIL
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)	NIL	NIL	NIL
<u>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)</u>			
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	2,10,300 (CCPS)	3.10% (CCPS)	3.07% (Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+-d)	2,10,300	NIL	3.07%
<u>After the acquisition, holding of acquirer in GSGL, a company which holds 27.45% of the total equity share capital of TC:</u>			
a) Shares carrying voting rights	NIL	NIL	NIL
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	2,10,300 (CCPS)	3.10% (CCPS)	3.07% (Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	2,10,300	NIL	3.07%

Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Contribution to trust (Private Family Trust)
Date of acquisition of 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.	30 th 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.

(***) 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: 31st January, 2018



Nadir Godrej
as a trustee of HNG Family Trust

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)/ Transferor(s):									
1 HNG FAMILY TRUST	-	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 NADIR BARIORJI GODREJ	18,34,908	0.27%	0.27%	-	0.00%	0.00%	18,34,908	0.27%	0.27%
Total (B)	18,34,908	0.27%	0.27%	-	0.00%	0.00%	18,34,908	0.27%	0.27%
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 BURJIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
7 SOHRAB NADIR GODREJ	12,67,456	0.19%	0.19%				12,67,456	0.19%	0.19%
8 HORMAZD NADIR GODREJ	20,57,456	0.30%	0.30%				20,57,456	0.30%	0.30%
9 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%
10 (BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%	0.47%				32,13,616	0.47%	0.47%
11 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
12 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
13 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	0.00%				48	0.00%	0.00%
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN Enterprises)			1.31%						1.31%
14 Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
15 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	5,00,07,630	7.34%	7.34%				5,00,07,630	7.34%	7.34%
16 GODREJ INDUSTRIES LIMITED	16,18,75,240	23.76%	23.76%				16,18,75,240	23.76%	23.76%
17 GODREJ SEEDS & GENETICS LIMITED	18,70,00,000	27.45%	27.45%				18,70,00,000	27.45%	27.45%
Total (C)	42,91,57,256	62.99%	62.99%	-	0.00%	0.00%	42,91,57,256	62.99%	62.99%
Total (A)+(B)+(C)	43,09,92,164	63.26%	63.26%	-	0.00%	0.00%	43,09,92,164	63.26%	63.26%

Date: 31st January, 2018



Nadir Godrej
as a trustee of HNG Family Trust

HNG Family Trust

Date: 31st 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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Nadir Godrej
as a trustee of HNG Family Trust

CC: Godrej Consumer Products Limited
Godrej One,
4th 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	Nadir Godrej and others as trustees of HNG Family Trust		
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 (**)
Before the acquisition under consideration, holding of acquirer in Godrej Seeds & Genetics Limited (GSGL), a company which holds 27.45% of the total equity share capital of TC:			
a) Shares carrying voting rights	NIL	NIL	NIL
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)	NIL	NIL	NIL
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)			
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e) Total (a+b+c+/-d)	2,10,300	NIL	3.07%
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e) Total (a+b+c+d)	2,10,300	NIL	3.07%

Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Contribution to trust (Private Family Trust)
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	One Compulsorily Convertible Preference Share convertible into one equity share of Rs. 10 each within 10 years from the date of allotment
Date of acquisition of 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.	30 th 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
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Date: 30th January, 2018



Nadir Godrej
as a trustee of HNG Family Trust

Annexure A
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a. Acquirer(s) and PACs (other than sellers)(*):						
Acquirer(s)/ Transferee(s):						
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Total (A)		0.00%		0.00%		0.00%
b. Seller(s)/ Transferor(s):						
1 NADIR BARIORI GODREJ	18,34,908	0.27%			18,34,908	0.27%
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JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)]		0.47%				0.47%
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11 FREYAN CRISHNA BIERI	19,34,180	0.28%			19,34,180	0.28%
12 NYRIKA HOLKAR	19,34,176	0.28%			19,34,176	0.28%
13 RISHAD KAIKUSHRU NAOROJI	48	0.00%			48	0.00%
RISHAD KAIKUSHRU NAOROJI (As a Partner of RKN Enterprises)		1.31%				1.31%
14	89,59,000	1.31%			89,59,000	1.31%
15 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	5,00,07,630	7.34%			5,00,07,630	7.34%
16 GODREJ INDUSTRIES LIMITED	16,18,75,240	23.76%			16,18,75,240	23.76%
17 GODREJ SEEDS & GENETICS LIMITED	18,70,00,000	27.45%			18,70,00,000	27.45%
Total (C)	42,91,57,256	62.99%	-	0.00%	42,91,57,256	62.99%
Total (A)+(B)+(C)	43,09,92,164	63.26%	-	0.00%	43,09,92,164	63.26%

Date: 31st January, 2018



Nadir Godrej
as a trustee of HNG Family Trust