

Jamshyd Godrej

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

Date: 25th 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.



Jamshyd Godrej

Encl: As above

CC: Godrej Consumer Products Limited
4th 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 | Jamshyd 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 (**) |
| <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 | 3,272 | 4.82% | 4.82% |
| 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) | 3,272 | 4.82% | 4.82% |
| <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 | 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% |
| <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 | 3,272 | 4.82% | 0.05% |
| 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 | 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) | 3,30,472 | 4.82% | 4.82% |
| 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 / VP/ warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC. | 25 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.

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: 25th January, 2018



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 JAMSHYD GODREJ | - | 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): | | | | | | | | | |
| NOT APPLICABLE | | | | | | | | | |
| Total (B) | - | 0.00% | 0.00% | - | 0.00% | 0.00% | - | 0.00% | 0.00% |
| 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 | 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 PIRQISHA ADI GODREJ | 2,142,150 | 0.31% | 0.31% | | | | 2,142,150 | 0.31% | 0.31% |
| 6 NADIR BARLORJI GODREJ | 1,834,908 | 0.27% | 0.27% | | | | 1,834,908 | 0.27% | 0.27% |
| 7 BURJIS NADIR GODREJ | 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% |
| 9 HORMAZD NADIR GODREJ | 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% |
| 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% |
| 12 FREYAN CRISHNA BIERI | 1,934,180 | 0.28% | 0.28% | | | | 1,934,180 | 0.28% | 0.28% |
| 13 NYRIKA HOLKAR | 1,934,176 | 0.28% | 0.28% | | | | 1,934,176 | 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) | 8,959,000 | 1.31% | 1.31% | | | | 8,959,000 | 1.31% | 1.31% |
| 16 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED | 50,007,630 | 7.34% | 7.34% | | | | 50,007,630 | 7.34% | 7.34% |
| 17 GODREJ INDUSTRIES LIMITED | 161,875,240 | 23.76% | 23.76% | | | | 161,875,240 | 23.76% | 23.76% |
| 18 GODREJ SEEDS & GENETICS LIMITED | 187,000,000 | 27.45% | 27.45% | | | | 187,000,000 | 27.45% | 27.45% |
| Total (C) | 430,992,164 | 63.26% | 63.26% | - | 0.00% | 0.00% | 430,992,164 | 63.26% | 63.26% |
| Total (A)+(B)+(C) | 430,992,164 | 63.26% | 63.26% | - | 0.00% | 0.00% | 430,992,164 | 63.26% | 63.26% |

Date: 25th January, 2018



Jamsheed Godrej