Jamshyd Godrej

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

Date: 25 January, 2018

To,

The Manager,

BSE Limited	National Stock Exchange of India Limited
Corporate Relationship Department,	Exchange Plaza, 5th Floor,
Phiroze Jeejeebhoy Towers,	Plot No.C/1, G Block,
Dalal Street,	Bandra-Kurla Complex, Bandra(E), Mumbai-
Mumbai- 400001	400051
Scrip Code: 532424	Symbol: GODREJCP

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

<u>DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011</u>

Name of the Target Company (TC)	Godrej Consumer	Products Limite	-d
Name(s) of the acquirer and Persons acting in Concert (PAC)		TTOGGOD DANIE	
with the acquirer	Jamshyd Godrej		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	part of the promo	oter group
Name(s) of the Stock Exchange(s) where the shares of TC are		Stock Exchange	of India
Listed	Limited (NS)		
	2. BSE Limited		
		% w.r.t. total	% w.r.t. total
Details of the acquisition as follows	N7 1	share/voting	diluted
Details of the acquisition as follows	Number	eapital	share/voting
		wherever	capital of the
Before the acquisition under consideration, holding of		applicable(*)	TC (**)
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	3,272	4.82%	4.82%
b) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	1.82% NIL	4.62% NIL
disposal undertaking/ others)	14117	l NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL -	NIL
d) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL
entitles the acquirer to receive shares carrying voting rights in	1112		1111
the TC (specify holding in each category)			
e) Total (a+b+c+d)	3,272	4.82%	4.82%
Details of acquisition of Compulsorily Convertible			110270
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)			
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	3,27,200	4.82%	4.78%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) acquired			, ,
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)			
e) Total (a+b+c+/-d)	3,27,200	NIL	4.78%
After the acquisition, holding of acquirer in GSGL, a			
company which holds 27.45% of the total equity share			
capital of TC:			
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	3,27,200	4.82%	4.78%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each eategory) after			
acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-	, mr	%. YYY	>717
disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	2 20 472	4,82%	4 0004
Mode of acquisition (e.g. open market / off-market / public	3,30,472 Allotment by way		4.82%
issue / rights issue / preferential allotment / inter-se transfer	Anouncii oy way	or bollus issue	
etc).			
	L		

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.	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: 25 January, 2018

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Jamshyd Godrej

Annexure A
NAME OF THE TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

Secretary Secr		300	Š		Details	Details of shares acquired/ or	disposed	After acou	istion/ disposal shy	roholdina
Part of the part	Charte hald in Date:		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total	Pop Carry	W. w. r. + total	irenoiding
Option Residue Age of Control Age of Contro	omercioning berain	Number	share/voting capital wherever	diluted share/	Number	share/ voting	diluted share/	Number	share/voting	diluted share/
CODIE CODIS CODIS <th< th=""><th></th><th></th><th>applicable</th><th>the TC</th><th></th><th>applicable</th><th>voting capital or the TC</th><th></th><th>capital wherever</th><th>voting capital of</th></th<>			applicable	the TC		applicable	voting capital or the TC		capital wherever	voting capital of
COURTION	Acquirer(s)/ Transferee(s):									
Term classified Cooks Co		,	/900.0	1000						
THE CONTRICT	Total (A)		0.00%	0.00%					0.00%	000
Extra select Extr			0.00%	0.00%		0.00%	0.00%		0.00%	0.00
Court Cour	NOT APPLICABLE									
NET CONTRICT CON	Total (B)		0.00%	%00'0					2000	0000
Compacing Comp	PACs (other than sellers/ transferors)		0.00%	0.00%	,	0.00%	90000		0.00%	900.0
MARIO CONDEL 1,200 1,000	_	1,000								1000
MAINTENER LANGE		000,1	0.00%	0.00%				1,000	0.00%	000
100 GONES 100		2 142 100	0.00%	0.00%				œ	0.00%	0000
Colored Colo		2442,100	0.31%	0.31%				2,142,108	0.31%	945.0
1,257,465 0,2374	_	2 142,122	0.31%	0.31%				2,142,122	0.31%	0.319
DIR GONE 1,267,448 0,1374 0,137		1 024 000	0.31%	0.31%				2,142,150	0.31%	0.21
ADIR GODREI 1.267/456 0.195K 1.0195K 0.195K 1.0195K 0.195K 0.195K 1.0195K 0.195K 0.1	$\overline{}$	1,034,908	0.27%	0.27%				1.834.908	. A.C. U	OTCO O
NADIR GOOREJ 1,267,456 0,198 0		1,407,448	0.19%	0.19%				1,267,448	7,010	0.27
Auto-Price of Page Auto-Pr	_	3 057 450	0.19%	0.19%				1,267,456	0.19%	0.10
1,341,515 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,28%	D INAVROZE JAMSHYD GODREJ	2,027,430	0.30%	0.30%				2,057,456	7802.0	9050
Comparison of the Company of the C	IAMSUVI CODDE! BUCBOZ CODE	3,213,518	0.47%	0.47%				2 213 619	4700	0,307
LINTEREST S OF RAIKA GODRE) 3,213,516 0,28% 0,28% 0,28% 0,28% 0,28% 1,394,180 0,28% 1,394,180 0,28% 1,394,180 0,28% 1,394,180 0,28% 1,394,180 0,00% 1,31%								010/013/0	0.47%	0.479
SET	(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	3.213.616	787.0	0.4/%	•		_			0.47%
Color	2 FREYAN CRISHNA BIERI	1.934.180	7000. 0	7000				3,213,616	0.47%	
National Partner of Rkin Respect to the control of the control	3 NYRIKA HOLKAR	1 934 176	7000	0.28%				1,934,180	0.28%	0.28%
NATIONAL NAOROII (As a Partner of RXN 8,955,000 1,31%	RISHAD KAIKHUSHRU NAOROJI	O THE STATE OF THE	0.20%	0.28%				1,934,176	0.28%	0.28%
9. SUNCE MANUFACTURING COMPANY LIMITED 50,007,630 7.34% 7.34			2000	800.0				48	0.00%	0.00%
SOVCE MANUFACTURING COMPANY LIMITED 50,007,630 7.34%		8,959,000	1.31%	1.31%	•			000000		
150,875,240 151,875,240 23.76% 7.34% 7.34% 150,8 GENETICS LIMITED 187,000,000 27.45% 23.76% 23.26% 63.26% 0.00% 430,992,164 63.26% 63.26% 63.26% 0.00% 430,992,164 63.26% <th< td=""><td>GODREJ & BOYCE MANUFACTURING COMPANY LIMITED</td><td>50,007,630</td><td>7.34%</td><td>7 3/2%</td><td></td><td></td><td></td><td>ODN'S CC'S</td><td>1.31%</td><td>1.31%</td></th<>	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	50,007,630	7.34%	7 3/2%				ODN'S CC'S	1.31%	1.31%
187,000,000 27,45% 23.76% 161,875,240 23.76% 23.76% 23.76% 23.76% 23.76% 23.26%	GODREJ INDUSTRIES LIMITED	161,875,240	23.76%	73 76%	†			50,007,630	7.34%	7.34%
14(c) 430,992,164 63.26% - 0.00% 0.00% 430,992,164 63.26%	GODREI SEEDS & GENETICS LIMITED	187,000,000	27 A592	27 AEG/				161,875,240	23.76%	23.76%
1)-(C)	Total (C)	430,992,164	792.29	47.4370				187,000,000	27.45%	27.45%
1)+(C) 430,992,164 63.26% 63.26% - 0.00% 430,992,164 63.26% 77, 2018			0/03/00	03.20%		0.00%	0.00%	430,992,164	63.26%	63.26%
ry, 2018 The ca.26% (430,992,164) (63.26%)	Total (A)+(B)+(C)	430,992,164	63.26%	63.26%		1000				
hapee D	oper manual					0.00%	0.00%	430,992,164	63.26%	63.26%
	hexal									
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Jamshyd Godrej