SGC Family Trust

Date: 31 January, 2018

To, The Manager,

Phiroze Jeejeebhoy Towers,	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(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 a constituted power of attorney holder For Smita Godrej Crishna

as a trustee of SGC Family Trust

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

<u>DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES</u> <u>AND TAKEOVERS) REGULATION, 2011</u>

PART A: Details of the Acquisition

Name of the Target Company (TC)	Godrai C	D. I	
Name(s) of the acquirer and Persons acting in Concert (PAC)	Godrej Consume	r Products Limit	ed
with the acquirer	Smita Godrej Cr SGC Family Tru	ishna and others	as trustees of
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	St -C+1	
	The acquirer is a	part of the prom	oter group
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The Nationa	l Stock Exchange	e of India
Listed	Limited (NS	E)	
	2. BSE Limited		
		% w.r.t. total	% w.r.t. total
Details of the acquisition as follows	Number	share/ voting	diluted
	Number	capital	share/ veting
		wherever	capital of the
Before the acquisition under consideration, holding of		applicable(*)	TC (**)
acquirer in Godrei Seeds & Genetics Limited (GSGL), a			
company which holds 27.45% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	****		
b) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL
entitles the acquirer to receive shares carrying voting rights in	NIL	NIL	NIL
the TC (specify holding in each category)			
e) Total (a+b+c+d)			
Details of acquisition of Compulsorily Convertible	NIL	NIL	NIL
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	3.775		
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL
entitles the acquirer to receive shares carrying voting rights in	3,53,300	5.21%	5.16%
GSGL the TC (specify holding in each category) acquired	(CCPS)	(CCPS)	(Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NITY.		
disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	2 52 200		
After the acquisition, holding of acquirer in GSGL, a	3,53,300	NIL	5.16%
company which holds 27.45% of the total equity share			
capital of TC:	1		
a) Shares carrying voting rights	NIL		
b) VRs otherwise than by shares		NIL	NIL
Warrants/convertible securities/any other instrument that	NIL 3 53 300	NIL	NIL
mulles the acquirer to receive shares carrying voting rights in	3,53,300	5.21%	5.16%
JSGL the IC (specify holding in each category) after	(CCPS)	(CCPS)	(Diluted)
lequisition			
l) Shares in the nature of encumbrance (pledge/ lien/ non-	MITT	2777	
disposal undertaking/ others)	NIL	NIL	NIL
Total (a+b+c+d)	2 52 200		
	3,53,300	NIL	5.16%

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.	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: 31⁸⁴ January, 2018

Jamshyd Godrej

as constituted power of attorney holder

Burgard

for Mrs. Smita Godrej Crishna as a trustee of SGC Family Trust

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

	Before acc	e acquisition/ disposal shareholding	areholding	Details	Details of shares acquired/ disposed	disposed	After acce	After soonisting / disparal shoulding	population
		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total	those section	W. tor + + total	of us at books
Shareholding Details		share/voting	diluted chare/		chara/ santing	dilluted share		10101 11100 a/	WALL TOTAL
	Number	capital wherever	voting capital of	Number	capital wherever	voting capital of	Number	share/ woting	dliuted share/
		applicable	the TC		applicable	the TC		applicable	to laplical or
a. Acquiren(s) and PACs (other than sellers)(*):								anounda	AIR IC
Acquirer(s)/ Transferee(s):									
1 SGC FAMILY TRUST		0.00%	0.00%					70000	70000
Total (A)		2,00%		,	0.00%	70000		0.00%	0.00%
b. Seller(s)/ Transferor(s):					P/ADVA			0.00%	0.00%
1 SMITA GODREI CRISHNA		0.00%	0.00%					70000	
Total (B)		0.00%	0.00%	1	0.000	A 000		0.00%	0.00%
PACs (other than sellers/ transferors)					0.000	o'oo'a		20000	0.00%
1 ADI B. GODREJ	1,000	0.00%	0.00%				0001	70000	
2 PARMESHWAR GODREJ	60	0.00%	76000				ODD'T	0.00%	0.00%
3 TANYA ARVIND DUBASH	2.142.108	0.31%	0.000				20	0.00%	0.00%
4 INISABA ADI GODREJ	2 147 133	7970	COTTO				2,142,108	0.31%	0.31%
S PIROISHA ADI GODREI	2 147 150	0.3178	0.31%				2,142,122	0.31%	0.31%
6 NANIB RADIODIC CONDE	4,842,130	0.31%	0.31%				2,142,150	0.31%	0.31%
7 Parish San Copper	1,834,908	0.27%	0.27%				1,834,908	0.27%	0.27%
/ BURIS MADIR GOLDREJ	1,267,448	0.19%	0.19%				1,267,448	0.19%	0.19%
8 SOHKAB NADIK GODRE	1,267,456	0.19%	0.19%				1,267,456	0.19%	0.19%
S HORMAZD NADIR GODREJ	2,057,456	0.30%	0.30%				2,057,456	0.30%	30%
10 NAVRUZE JAMSHYD GODREJ	3,213,618	0.47%	0.47%				3.213.618	V 4792	N 470K
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE								24.0	24.5
GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST)			0.47%						0.47%
12 (BEVARI COLUMN DICO)	3,213,616	0.47%					3,213,616	0.47%	
42 INCIDITATION CALIFORNIA DIENI	1,934,180	0.28%	0.28%				1,934,180	0.28%	0.28%
13 INTRING HOLNAR	1,934,176	0.28%	0.28%				1,934,176	0.28%	0.28%
DISLAND MAINTIGUEST AND COOL OF THE COOL O	48	0.00%	0,00%				48	0.00%	0.00%
15 Enterprises)	S GEO DOG	200	7486						
	Onn'eceto	1,3176	1.31%				8,959,000	1.31%	1.31%
16 GODREI & BOYCE MANUFACTURING COMPANY LIMITED	TED 50,007,630	7,34%	7.34%				50.007.630	YAM L. T.	1
17 GODREJ INDUSTRIES LIMITED	161,875,240	23.76%	23.76%				124 070 740	1.54%	Rth./
18 GODREI SEEDS & GENETICS LIMITED	187,000,000	27.45%	27.45%				107,000,000	23./0%	72.70%
Total (C)	A20 002 15A	C2 969/	C3 3C07				16/,000,000	27.45%	27.45%
	and the colonial state of the colonial state	03:50/8	02,20%		0.00%	0.00%	430,992,164	63.26%	63.26%
Total (A)+(B)+(C)	430 992 154	K2 26%	V35 63		10000				
250			00,000		0.00%	0.00%	430,992,164	63.26%	63.26%

Jamshyd Godrej as constituted power of attorney holder for Mrs. Smita Godrej Crishna as a Trustee of SGC FAMILY TRUST

SGC Family Trust

Date: 31 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), Mumbai400051
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

As a constituted power of attorney holder For Smita Godrej Crishna

as a trustee of SGC Family Trust

CC: Godrej Consumer Products Limited Godrej One,

4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli E, Mumbai – 400079

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

PART A: Details of the Acquisition

Name of the Target Company (TC)	0-1-1-0		
Name(s) of the acquirer and Persons acting in Concert (PAC)	Godrej Consume	r Products Limit	ed
with the acquirer	Smita Godrej Cri	ishna and others	as trustees of
Whether the acquirer belongs to promoter / promoter group	SGC Family Tru	st	
	The acquirer is a	part of the prom	oter group
Name(s) of the Stock Exchange(s) where the shares of TC are	1. The Nationa	Stock Exchange	e of India
Listed	Limited (NS	E)	
	2. BSE Limited		
		% w.r.t. total	% w.r.t. total
Details of the acquisition as follows	NT 1	share/ veting	diluted
Tarabat an Idit AR	Number	capital	share/ voting
		wherever	capital of the
Before the acquisition under consideration, holding of		applicable(*)	TC (**)
acquirer in Godrei Seeds & Genetics Limited (CSCL)			
company which holds 27.45% of the total equity share			
capital of TC:			1
a) Shares carrying voting rights	> 1111		
b) Shares in the nature of encumbrance (pledge/lien/non-	NIL	NIL	NIL
disposal undertaking/others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	ATTY		
d) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL
entitles the acquirer to receive shares carrying voting rights in	NIL	NIL	NIL
the TC (specify holding in each category)			
e) Total (a+b+c+d)	NIL	3.777	
Details of acquisition of Compulsorily Convertible		NIL	NIL
<u>Preserence Shares (CCPS)</u> by the acquirer in CSCL.			
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	NIIT	
b) VRs acquired otherwise than by shares	NIL	NIL NIL	NIL
c) Warrants/convertible securities/any other instrument that	3,53,300	5.21%	NIL
entitles the acquirer to receive shares carrying voting rights in	(CCPS)		5.16%
USGL the IC (specify holding in each category) aggired	(COLD)	(CCPS)	(Diluted)
d) Shares in the nature of encumbrance (pledge/lien/non-	NIL	NIL	NIIT
disposal undertaking/ others)	1,112	MIL	NIL
e) Total (a+b+c+/-d)	3,53,300	NIL	5 160/
After the acquisition, holding of acquirer in GSGL, a	5,55,500	, AIL	5.16%
company which holds 27.45% of the total equity share		l	
capital of TC:	j		
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	3,53,300	5.21%	5.16%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) after	(= == =)	(5015)	(Direct)
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)		- ,	1111
e) Total (a+b+c+d)	3,53,300	NIL	5.16%

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 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: 318 January, 2018

Jamshyd Godrej

as constituted power of attorney holder

for Mrs. Smita Godrej Crishna as a trustee of SGC Family Trust

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

	Before acc	Before acquisition/ disposal shareholding	areholding	Dotalle	Dotalle of chance against d				
		% w.r.t total	% w r t total	211111111111111111111111111111111111111		Dasoced	After acqu	After acquisition/ disposal shareholding	reholding
Shareholding Details		chons/seeding	אוריים ואוריים וויים		% W.r.t total	% w.r.t total		% w.r.t total	% W.r.t total
	Number	Canifes whosever	diluted share/	Number	share/ voting	diluted share/	Mumber	share/ voting	diluted share/
		applicable	the TC the TC		capital wherever	voting capital of		capital wherever	voting capital of
a. Acquirer(s) and PACs (other than sellers)(*):					applicable	the TC		applicable	the TC
Acquiren(s)/ Transferee(s):									
1 SGC FAMILY TRUST		D 000K							
Total (A)		0.000						0.00%	0.00%
b. Seller(s)/ Transferor(s):		B'OUT	0.00%	•	0.00%	%0000		0.00%	0.00%
1 SMITA GODREJ CRISHNA		/0000							200
Total (B)		0.00%	0.00%				,	0.00%	U 00%
PACs (other than sellers/ transferors)		0.00%	0.00%		0.00%	%0000		0.00%	0.00%
1 ADI B. GODREJ	,	1							
2 PARMESHWAR GODREJ	OOO'T	0.00%	0.00%				1,000	20000	70000
3 TANYA ARVIND DUBASH	1 147 100	0.00%	0.00%				00	2000	9000
4 NISABA ADI GODREJ	247,100	0.31%	0.31%				2.142.10R	0.346/	2000
5 PIROISHA ADI GODRFI	277,747	0.31%	0.31%				2 142 122	2000	0.31%
6 NADIR RARIORII GODREI	2,142,150	0.31%	0.31%				2 147 150	0.3178	0.31%
7 BIRIS MADIO COORE	1,834,908	0.27%	0.27%				1 000 000	0.31%	0.31%
COLOR AND COLOR OF THE PROPERTY OF THE PROPERT	1,267,448	0.19%	0.19%				005,450,4	0.27%	0.27%
S SURRAB NADIK GUDKE	1,267,456	0.19%	0.19%				1,267,448	0.19%	0.19%
F HUKMAZU NADIR GODREJ	2,057,456	0.30%	%UE U				1,267,456	0.19%	0.19%
10 INAVROZE JAMSHYD GODREJ	3,213,618	0.47%	70CP U				2,057,456	0.30%	0.30%
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE			27.70				3,213,618	0.47%	0,47%
GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST)			0.47%						
11 (BENEFICIAL INTEREST IS OF RAIKA GODREJ)	3,213,616	0.47%							0.47%
12 INCTAIN CRISHINA BIEK	1,934,180	0.28%	0.28%				3,213,615	0.47%	
LS INTRINA FULKAR	1,934,176	0.28%	0.28%			†	1,934,180	0.28%	0.28%
14 RISHAD KAIKHUSHKU NAOROJI	48	0.00%	26000				1,934,176	0.28%	0.28%
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN			8/00/0	1		1	48	0.00%	0.00%
15 Enterprises)	8,959,000	1.31%	1.31%			***	8 000		
16 GODREI & BOYCE MANUFACTURING COMPANY LIMITED	50.007.630	7 2.40%	i i				nonfercio.	L.31%	1.31%
17 GODREJ INDUSTRIES LIMITED	161.875.240	73 750	מישביי	1			50,007,630	7.34%	7.34%
18 GODREI SEEDS & GENETICS LIMITED	187 000 000	37 4507	23.70%				161,875,240	23.76%	23.7692
Total (C)	430 902 16A	709465	27.45%	1			187,000,000	27.45%	27 A59K
	- Andrews	03.4070	05.Zb%		0.00%	0.00%	430,992,164	63,26%	63.26%
Total (A)+(B)+(C)	A20 000 164	7000							2
, , , , , , , , , , , , , , , , , , ,	+30,332,104	63.26%	63.26%	,	0.00%	0.00%	A20 000 1CA	CO 1000	
						I and the second	TOTAL	03.20%	63.26%

Date: 3) January, 2018

Jamshyd Godrej as constituted power of attorney holder for Mrs. Smita Godrej Crishna as a Trustee of SGC FAMILY TRUST