NG 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.

Nisaba Godrej

As a trustee of NG 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 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)	Nisaba Godrej an		
with the acquirer	NG Family Trust	,	
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	part of the promo	ter group
Name(s) of the Stock Exchange(s) where the shares of TC are	5. The National	Stock Exchange	
Listed	Limited (NSI 6. BSE Limited		
	o. BBE Ellinted	% w.r.t. total	% w.r.t. total
		share/ voting	diluted
Details of the acquisition as follows	Number	capital	share/ voting
Samme or mra mad arranged an voryone	1 100000	wherever	capital of the
		applicable(*)	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-	NIL	NIL	NIL
disposal undertaking/ others)			
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			
the TC (specify holding in each category)			
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			
<u>capital of TC</u> : (Refer Annexure A for Shareholding of TC)	2777		
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	2,10,300	3.10%	3.07%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each eategory) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)	MIL	I NIL	NIL
e) Total (a+b+c+/-d)	2,10,300	NIL	3.07%
After the acquisition, holding of acquirer in GSGL, a	2,10,500	INIL	3.0770
company which holds 27.45% of the total equity share			
capital of TC:			
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	2,10,300	3.10%	3.07%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) after		()	
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)			
e) Total (a+b+c+d)	2,10,300	NIL	3.07%
Mode of acquisition (e.g. open market / off-market / public	Contribution to tr	ust (Private Fam	ily Trust)
issue / rights issue / preferential allotment / inter-se transfer			
etc).			

D-4C	12 a 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4 4
Date of acquisition of date of receipt of intimation of	30° January, 2018
allotment of shares / VR/ warrants/convertible securities/any	
other instrument that entitles the acquirer to receive shares in	
the TC.	
Equity share capital / total voting capital of GSGL before the	Rs.6,78,450 (67,845 equity shares of Rs. 10 each)
said acquisition	of GSGL, which holds 27.45% of total equity
	share capital of TC
Equity share capital/total voting capital of GSGL after the	Rs.6,78,450 (67,845 equity shares of Rs. 10 each)
said acquisition	of GSGL, which holds 27.45% of total equity
	share capital of TC
Total diluted share/voting capital of GSGL after the said	Rs.6,85,23,450 (68,52,345 equity shares of Rs. 10
acquisition	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: 31 January, 2018

as a trustee of NG Family Trust

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

L		Before acq	Before acquisition/ disposal shareholding	areholding	Details	Details of shares acquired/disposed	lisposed	After acqu	After acquisition/ disposal shareholding	reholding
	<u> </u>		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total
	Shareholding Details		share/voting	diluted share/		share/voting	diluted share/	Missonham	share/voting	diluted share/
		Mumber	capital wherever	voting capital of	Number	capital wherever	voting capital of	Number	capital wherever	voting capital of
			applicable	the TC		applicable	the TC		applicable	the TC
rö	a. Acquirer(s) and PACs (other than sellers)(*):									
L	Acquirer(s)/ Transferee(s):									
⊣	NG FAMILY TRUST	1,000	0.00%	0.00%				1,000	0.00%	0.00%
	Total (A)	1,000	0.00%	0.00%	1	0.00%	96000	1,000	0.00%	0.00%
ند	. Seller(s)/ Transferor(s):									
Н	ADI B. GODREJ	1,000	0:00%	0.00%				1,000	%00:0	0.00%
	Total (B)	1,000	0.00%	2.00%	-	0.00%	0.00%	1,000	%00:0	0.00%
	PACs (other than sellers/ transferors)									
Н	PARMESHWAR GODREJ	8	0.00%	%00'0				80	%00:0	0.00%
7	TANYA ARVIND DUBASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
m	NISABA ADI GODREJ	21,42,122	0.31%	0.31%				21,42,122	0.31%	0.31%
4	PIROJSHA ADI GODREJ	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
ιΩ	NADIR BARJORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
9	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%
00	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									
10				9.47%						0.47%
	(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%					32,13,616	0.47%	
11	11 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
12	12 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
13	13 RISHAD KAIKHUSHRU NAOROJI	48	%00'0	0.00%				48	0.00%	0.00%
1.8	RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN									
-	Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
15	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7,34%	7.34%				500,07,630	7.34%	7.34%
16	16 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
1	17 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
	Total (C)	4309,91,164	63.26%	63.26%	1	0.00%	%00'0	4309,91,164	63.26%	63.26%
	Total (A)+(B)+(C)	4309,93,164	63.26%	63.26%	,	0.00%	0.00%	4309,93,164	63,26%	63.26%

Date: 3) January, 2018

N. God

Nisaba-Godrej as a trustee of NG Family Trust

NG Family Trust

Date: 3 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

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.

Nisaba Godrej

As a trustee of NG 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 AND TAKEOVERS) REGULATION, 2011</u>

PART A: Details of the Acquisition

Name of the Target Company (TC)	Godrej Consume	r Products Limite	
Name(s) of the acquirer and Persons acting in Concert (PAC)	Nisaba Godrej an		
with the acquirer	NG Family Trust		-j 40 11451005 01
Whether the acquirer belongs to promoter / promoter group	The acquirer is a		oter group
	1. The National	Stock Exchange	of India
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Limited (NS		7 01 111010
Listed	2. BSE Limited		
		% w.r.t. total	% w.r.t. total
Details of the acquisition as follows		share/ voting	diluted
Details of the acquisition as follows	Number	capital	share/voting
		wherever applicable(*)	capital of the TC (**)
Before the acquisition under consideration, holding of		пррисавис у	10()
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-	NIL	NIL	NIL
disposal undertaking/ others)			
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			
the TC (specify holding in each category)			
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)			
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	2,10,300	3.10%	3.07%
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)			
After the acquisition, holding of acquirer in GSGL, a	2,10,300	NIL	3.07%
company which holds 27.45% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	NIL	NIL	NIIT
b) VRs otherwise than by shares	NIL	NIL	NIL NIL
c) Warrants/convertible securities/any other instrument that	2,10,300	3.10%	3.07%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) after	(0013)	(CCI B)	(Diluted)
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)	1411	MIL	MIL
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 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: 31 January, 2018

Nisaba Godrej

as a trustee of NG Family Trust

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

L		Refore	Before argulattion/ disnocal ch	haraholdine	Dotalle	Datalle of charge against Alexander	jeneend	After seems	Advanced in the Control of the Contr	- Information
_		100	in monday department	9	Crans	and a sed and a	no code	יווינו מנאמו	DIFFURI MISPOSAL SINA	Sillololia
_			% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total
	Shareholding Details	Number	share/ voting	diluted share/	Number	share/voting	diluted share/	Nimber	share/ voting	diluted share/
			capital wherever	voting capital of		capital wherever	voting capital of		capital wherever	voting capital of
			applicable	the TC		applicable	the TC	_	applicable	the TC
αí	 a. Acquirer(s) and PACs (other than sellers)(*): 									
	Acquirer(s)/ Transferee(s):									
ᆏ	NG FAMILY TRUST	1,000	0.00%	0.00%				1,000	0:00%	0.00%
	Total (A)	1,000	0.00%	2000	1	0.00%	%00.0	1,000	0.00%	0.00%
ا ت	b. Seller(s)/ Transferor(s):									
Н	1 ADI B. GODREJ	1,000	%00'0	00:00				1,000	0.00%	0:00%
	Total (B)	1,000	%00'0	0.00%		0.00%	0.00%	1,000	0.00%	9,000
Ц	PACs (other than sellers/ transferors)									
щ		8	%00'0	0.00%				00	0.00%	0.00%
~	TANYA ARVIND DUBASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
m	NISABA ADI GODREJ	21,42,122	0.31%	0.31%				21,42,122	0.31%	0.31%
4	PIROJSHA ADI GODREJ	21,42,150	0.31%					21,42,150	0.31%	0.31%
'n	NADIR BARJORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
9	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%
œ		20,57,456	0.30%	0.30%			:	20,57,456	0.30%	0.30%
თ	NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				32,13,618	0.47%	0.47%
	JAMSHYD GODREI, PHEROZA GODREI AND NAVROZE									
9				0.47%						0.47%
_ [(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%					32,13,616	0.47%	
#	FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
귀	12 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
13	RISHAD KAIKHUSHRU NAOROJI	48	%00.0	%00:0				48	0:00%	0.00%
14										
1	Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
15	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	7,34%				500,07,630	7.34%	7.34%
16	16 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
=	17 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
	Total (C)	4309,91,164	63.26%	63.26%	-	%0000	%00:0	4309,91,164	63.26%	63.26%
_										
	Total (A)+(B)+(C)	4309,93,164	63.26%	63.26%		%00:0	%00'0	4309,93,164	63.26%	63.26%

Date: 3) January, 2018

Nisaba Godrej as a trustee of NG Family Trūst