### Godrej Foundation

Godrej Bhavan, 4A Home Street, Fort, Mumbai 400001

Date: 30 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(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.

Behram Wadia

as a Trustee of Godrej Foundation

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

#### PART A: Details of the Acquisition

Name of the Target Company (TC)	Codesi Communication	- Donalous XIII to	1
Name(s) of the acquirer and Persons acting in Concert (PAC)	Godrej Consume		
with the acquirer	Behram Wadia &	Others as truste	es of Godrej
Whether the acquirer belongs to promoter / promoter group	Foundation		
	No	10. 15.	
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	371	share/voting	diluted
Domins of the acquisition as follows	Number	capital	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 57.66% of the total equity share			1
capital of TC:			
a) Shares carrying voting rights	15 750	22.016/	20.010
b) Shares in the nature of encumbrance (pledge/ lien/ non-	15,750 NIL	23.21%	23.21%
disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	) NTT	
d) Warrants/convertible securities/any other instrument that	NIL 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)	15,750	23.21%	22.010/
Details of acquisition of Compulsorily Convertible	15,750	23.2170	23.21%
Preference Shares (CCPS) by the acquirer in GSGL, a		l	
company which holds 57.66% of the total equity share			
capital of TC: (Refer Note)			
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	1,575,000	23.21%	22.98%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) acquired	(0015)	(0015)	(Diucu)
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)			11111
e) Total (a+b+c+/-d)	1,575,000	NIL	22.98%
After the acquisition, holding of acquirer in GSGL, a			
company which holds 57,66% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	15,750	23.21%	0.23%
b) VRs otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that	1,575,000	23.21%	22.98%
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)	1,590,750	23.21%	23.21%

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
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.  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.	One Compulsorily Convertible Preference Share convertible into one equity share of Rs. 10 each within 10 years from the date of allotment 25 <sup>th</sup> 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: 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.

Da始: 30 January, 2018

Behram Wadia

as a Trustee of Godrej Foundation

Annexure A
NAME OF TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

Shareholding Details         Aw.r.t total         Xw.r.t total         Xw.r.		perore acquistion		onsposer stratterioliding	December 1	of Statues Economical			見 と 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一 一	The second second
10000	Shareholding Details	Number	% w.r.t total share/ voting capital wherever	% w.r.t total diluted share/ voting capital of	Number	% w.r.t total share/ voting capital wherever	% w.r.t total diluted share/ voting capital of		% w.r.t total share/ voting capital wherever	% w.r.t total % with total diluted share/
2000   2000 	Acquirer(s) and PACs (other than sellers)(*):					And the state of the state of the state of	ALC: N		a Copplicable	the TG
2500.0   2	Acquiren(s)/ Transferee(s):									
20000	BEHRAM WADIA & OTHERS AS TRUSTEES OF GODREI									
2000   2000 	FOUNDATION		26000	70000						
1,000.0	Total (A)		2000	0.00.0					0.00%	0.00%
25000   2500	Coller(s) Transferows:		0,00%	0.00%		0.00%	0.00%		0.00%	
20000										
20000	NOT APPLICABLE	1	0.00%	70000						
2500.0	Total (A)		70000	2000					0.00%	0,00%
20000 - 20000 20000 - 20000 20000 - 20000 20000 - 20000 20000 - 20000 20000 - 20000 20000 - 20000 20000 - 20000 20000 - 200000 20000 20000 - 200000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 20000 200000 200000 200000 200000 200000 200000 200000 200000 2000000	PACs (other than sellers/ transferors)		RANG	NAC S	'	0.00%	0.00%	,	0.00%	96000
\( \frac{\partial 0}{\partial 0} \)   \( \frac{\partial 0}{\partial	NOT APPLICABLE		70000	0.000						
2000 3000 9000 90000 90000 90000 90000 90000	(fotal (C)		2000	0.00%				-	0.00%	0.00%
200.00 %00	Total (A)+(B)+(C)		0,00%	0.00%		0.00%	0.00%	1	%00.0	0.00%
			0.00%	0.00%		0.00%	0.00%	,	78000	0.000

ehram Wadia ustee of Godrej Foundation

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Date: 30th 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(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.

Behram Wadia

as a Trustee of Godrej Foundation

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 Consume	r Products Limit	
Name(s) of the acquirer and Persons acting in Concert (PAC)	Behram Wadia &	Others as truste	es of Codesi
with the acquirer	Foundation	c Outors as Ir asic	es or domel
Whether the acquirer belongs to promoter / promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are		l Stock Exchange	of India
Listed	Limited (NS	F)	or mora
	2. BSE Limited		
		% w.r.t. total	% w.r.t. total
B . 7 . 64		share/voting	diluted
Details of the acquisition as follows	Number	capital	share/voting
		wherever	capital of the
		applicable(*)	TC (**)
Before the acquisition under consideration, holding of			10()
acquirer in Godrei Seeds & Genetics Limited (GSCL)			
company which holds 57.66% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	15,750	23.21%	23.21%
b) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)	7,1		MIL
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		- 122	INIL
the TC (specify holding in each category)			
e) Total (a+b+c+d)	15,750	23.21%	23.21%
Details of acquisition of Compulsorily Convertible			25.2176
<u>Preference Snares (CCPS)</u> by the acquirer in GSGL, a			
company which holds 57.66% of the total equity share			
capital of TC: (Refer Note)			
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	1,575,000	23.21%	22.98%
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-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)			
After the acquisition heldings	1,575,000	NIL	22.98%
After the acquisition, holding of acquirer in GSGL, a			
company which holds 57.66% of the total equity share capital of TC:			
a) Shares carrying voting rights			
b) VRs otherwise than by shares	15,750	23.21%	0.23%
c) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL
entitles the acquirer to receive shares carrying voting rights in	1,575,000	23.21%	22.98%
GSGL the TC (specify holding in each category) after	(CCPS)	(CCPS)	(Diluted)
acquisition		1	
d) Shares in the nature of encumbrance (pledge/ lien/ non-			
disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / off-market / public	1,590,750	23.21%	23.21%
issue / rights issue / preferential allotment / inter-se transfer	Allotment by way	of bonus issue	
etc).			

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.	25 <sup>6</sup> 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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Behram Wadia

as a Trustee of Godrej Foundation

Annexure A
NAME OF TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

	TOTAL CONTROL OF THE PARTY OF T		unsposat state tongen	LACTORES	edins of States Experient objected	5		The second secon	
Shareholding Details	Number	share/voting capital wherever	% w.r.t total diluted share/ voting capital of	Number	% w.r.t total share/ voting capital wherever	% w.r.t total diluted share/ voting capital of	Number	% w.r.t total share/ voting capital wherever	% w.r.t total diluted share/
Acquirer(s) and PACs (other than sellers)(*):		The second of th	. 41		Consideration of the last of t	10000		· · · · · · · · · · · · · · · · · · ·	# FE
Acquirer(s)/ Transferee(s):									
BEHRAM WADIA & OTHERS AS TRUSTFES OF GODREI									
FOUNDATION	ľ	2000	0.000						
Total (A)		0.00%	0.00%					10000	
Total (A)		2000	20000		10000	-		U.U.Ze	800.0
Seller(s)/ Transferor(s):					0.00%	0.00%		%00'0	0.00%
NOT APPLICABLE									
Total (a)		0.00%	0.00%					71000	
rotal (A)		9000	0.00%		A 0000	20000		0.00%	0.00%
PACs (other than sellers/ transferors)					0.000	900020	•	0.00%	0.00%
NOT APPLICABLE	,	J 0000	2000						
Jotal (C)		70000	2000					0.00%	00'0
Total (A) MRMC)		U.U.Z	0.00%		0.00%	0.00%		0.00%	O One
		0.00%	0.00%	•	0.00%	0.00%		0.000	0.000