Navroze Lineage 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), 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.

Jamshyd Godrej

as a trustee of Navroze Lineage 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 Consumer		
Name(s) of the acquirer and Persons acting in Concert (PAC)	Jamshyd Godrej a	and others as trus	tees of Navroze
with the acquirer	Lineage 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		Stock Exchange	of India
Listed	Limited (NS)		
Listed	2. BSE Limited	(BSE)	
		% w.r.t. total	% w.r.t. total
		share/ veting	diluted
Details of the acquisition as follows	Number	capital	share/ voting
		wherever	capital of the
		applicable(*)	TĈ (**)
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			
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	3,57,200	5.26%	5.21%
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)	3,57,200	NIL	5.21%
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	NIL	NIL	NIL
b) VRs otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that	3,57,200	5.26%	5.21%
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	NII
disposal undertaking/ others)			
e) Total (a+b+c+d)	3,57,200	NIL	5.21%

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^{Sh} January, 2018

Jamshyd Godrej

as a trustee of Navroze Lineage Trust

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

- 1		Dog on one	Doform acomisition / dienocal charabolding	areholdine	Details	Details of shares acquired/ disposed	lisposed	After acqu	After acquisition/ disposal shareholding	reholding
	1	Deloie act	or medden y mannen	10 mm + + + + + + + + + + + + + + + + + +		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total
			76 W.F.t tOtal	20 W.T.L LOLGI		and and and	dilisted chara!		chare/ voting	diluted share/
	Shareholding Details	Number	share/ voting	diluted share/	Number	snare/ voung	unuted shale,	Number	capital wherever	voting capital of
			capital wherever	voting capital of		applicable	the TC		applicable	the TC
4	(\$)									
Ι'n	a. (Acquirents) and PACS (other than sellers)).									
- 1	Acquirer(s)/ Transferee(s):		70000	9000					0.00%	0.00%
4	NAVROZE LINEAGE TRUST		0.00%			7000			7000	0.00%
	Total (A)	•	0.00%	0.00%	•	0.00%	0.00%		0.00.0	2000
ف									70000	2000
-	PHEROZA IAMSHYD GODREJ		0.00%	0.00%					0.00%	0.00%
1	Total (B)		0.00%	%00'0	•	0.00%	0.00%		0.00%	0.00%
	PACs (other than sellers/ transferors)									70000
-	ADIR GODREI	1,000	0.00%	0.00%				1,000		0.00%
1 0		00	0.00%	00:00%				00	0.00%	0.00%
4 0	TANYA ARVIND DI BASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
٦,	MICADA ADI COODEI	21.42.122	0,31%	0.31%				21,42,122	0.31%	0.31%
4 L	PIOSERA ACI GOOREI	21.42.150	0.31%					21,42,150	0.31%	0.31%
n s		18 34 908						18,34,908	0.27%	0.27%
ام		12 67 448						12,67,448	0.19%	0.19%
<u>~</u>]·	BURIIS NADIR GOURE	42 C7 AEC						12,67,456	0.19%	0.19%
00	\neg	12,07,430						20.57,456	0.30%	0.30%
თ	HORMAZD NADIR GODREJ	20,57,456	0.30%					22 12 619	764 U	
10	10 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				070'07'20	R. At-O	
	JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE									70 / 17%
11				0.47%				37 13 616	0.47%	
- 1	(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616						19.34.180	0.28%	0.28%
띪	12 FREYAN CRISHNA BIERI	19,34,180						19 34 176	0.28%	0.28%
Ξ	13 NYRIKA HOLKAR	19,34,176						OV VOICE		
14	14 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	0.00%				0		
Ť,								89 59 000	1,31%	1.31%
4	Enterprises)	89,59,000	1.31%	1.31%				חחחיים בייבים		
16	COORE & BOVCE MANIEACTHRING COMPANY HMITED	500.07.630	7.34%	7.34%				500,07,630	7.34%	
15	COCKET TO THE PROPERTY OF THE	1618 75 240		23.76%				1618,75,240	23.76%	23.76%
-1[GOUREJ INDUSTRIES LIMITED	1870 00 000						1870,00,000	27.45%	27.45%
ã	18 GODREJ SEEDS & GENETICS LIMITED	20,000,000				76000	0.00%	4309.92.164	63.26%	63.26%
	Total (C)	4309,92,164	63,20%		•	2000				
1		li				70000	/0000	A200 00 16A	63 26%	63.26%
	Total (A)+(B)+(C)	4309,92,164	63.26%	63.26%	'	0,00%		١		
ı										

Date: 3 January, 2018

Jamshyd Godrej as a trustee of Navroze Lineage Trust

Navroze Lineage Trust

Date: 31 January, 2018

To, The Manager,

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Bundra-Kurla Complex, Bandra(E), MumbaiMumbai- 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 trustee of Navroze Lineage 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>

PART A: Details of the Acquisition

Name of the Target Company (TC)	Godrej Consumer	Products I imite	d
Name(s) of the acquirer and Persons acting in Concert (PAC)	Jamshyd Godrej a		
with the acquirer	Lineage Trust	nia ontoto do tido	01 11641026
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	nart of the promo	ter aroun
whether the acquirer belongs to promoter / promoter group		Stock Exchange	
Name(s) of the Stock Exchange(s) where the shares of TC are			oi india
Listed	Limited (NS)		
	4. BSE Limited		
		% w.r.t. total	% w.r.t. total
T . 11 . 4.1		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			
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	NI
b) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NI NI
disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NI
d) Warrants/convertible securities/any other instrument that	NIL	NIL	NI
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	NI
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	NI
b) VRs acquired otherwise than by shares	NIL	NIL	NI
c) Warrants /convertible securities/ any other instrument that	3,57,200	5.26%	5.219
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted
GSGL the TC (specify holding in each category) acquired	(0015)	(0010)	(271410)
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NI NI
disposal undertaking/ others)	1112	11123	- 1
e) Total (a+b+c+/-d)	3,57,200	NIL	5,219
After the acquisition, holding of acquirer in GSGL, a	3,37,200	1111	3.21
company which holds 27.45% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	NIL	NIL	l NI
b) VRs otherwise than by shares	NIL	NIL	NI
c) Warrants/convertible securities/any other instrument that	3,57,200	5.26%	5.219
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted
	(CCFS)	(CCFS)	Diffuter
GSGL the TC (specify holding in each category) after			
acquisition	NIL	NIL	NI
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	l NI
disposal undertaking/ others)	2 57 000	*144	5.014
e) Total (a+b+c+d)	3,57,200	NIL	5.219

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 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.
- (***) 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: 3 January, 2018

Jamshyd Godrej

as a trustee of Navroze Lineage Trust

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

	Before aco	Refore acquisition/ disposal shareholding	areholding	Details	Details of shares acquired/ disposed	isposed	After acqu	After acquisition/ disposal shareholding	reholding
		% 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	Nimber	share/voting	diluted share/	Number	share/voting	diluted share/	Number	share/ voting	diluted share/
		capital wherever	voting capital of		capital wherever	voting capital or the TC		capital wherever applicable	the TC
A seculation of a section of the sec		applicable	2						
a. Acquire(a) and race (original sential).									
		70000	70000					0.00%	0.00%
I NAVROZE LINEAGE IKUSI		70000			0.00%	0.00%		0.00%	0.00%
Total (A)		0.00	2000						
b. Selter(s)/ Transferor(s):								9000	9000
1 PHEROZA JAMSHYD GODREJ	•	0.00%						0.00%	0.00%
Total (B)	•	0.00%	0.00%	1	0.00%	0.00%	,	0.00%	0.00%
PACs (other than sellers/ transferors)									
1 ADI B. GODREJ	1,000	0.00%	%00:0				1,000	0.00%	0.00%
2 PARMESHWAR GODREJ	00	0.00%	%00:0				60	0.00%	0.00%
3 TANYA ARVIND DUBASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
4 NISABA ADI GODREJ	21,42,122	0.31%	0.31%				21,42,122	0.31%	0.31%
5 PIROJSHA ADI GODREJ	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
6 NADIR BARJORII GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
8 SOHRAB NADIR GODREJ	12,67,456	0.19%					12,67,456	0.19%	0.19%
9 HORMAZD NADIR GODREJ	20,57,456	0.30%	0.30%				20,57,456	0.30%	0.30%
10 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				32,13,618	0.47%	0.47%
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE									VOTA C
11 GODREJ ((TRUSTEES OF RAIKA GODREJ FAMILY TRUST)		95.40	0.47%				32 13 616	0.47%	0.47%
12 EBEVAN CRISHNA RIERI	19.34.180	0.28%	0.28%				19,34,180	0.28%	0.28%
13 NYRIKA HOLIKAR	19,34,176	0.28%					19,34,176	0.28%	0.28%
14 RISHAD KAIKHUSHRU NAOROJI	48	0:00%	%00.0				48	0.00%	%00:0
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN								4	4
Enterprises)	89,59,000	1.31%	1.31%				000,85,88	1.51%	1.31%
16 GODREI & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	7.34%				500,07,630	7.34%	7.34%
17 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
18 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
Total (C)	4309,92,164	63.26%	63.26%	•	0.00%	0.00%	4309,92,164	63.26%	63.26%
Total (A)+(B)+(C)	4309,92,164	63.26%	63.26%		0.00%	0.00%	4309,92,164	63.26%	63.26%

Date: 31 January, 2018

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Jamshyd Godrej as a trustee of Navroze Lineage Trust