## JNG 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), 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 JNG 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 Consumer	Products Limite	d
Name(s) of the acquirer and Persons acting in Concert (PAC)	Jamshyd Godrej a		
with the acquirer	Family Trust		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	part of the promo	ter group
		Stock Exchange	
Name(s) of the Stock Exchange(s) where the shares of TC are	Limited (NSI		
Listed	2. BSE Limited		
	2. DD2 Emmee	% w.r.t. total	% w.r.t. total
		share/voting	diluted
Details of the acquisition as follows	Number	capital	share/ <del>voting</del>
Details of the acquisition as follows	1 (dilioti	wherever	capital of the
		applicable(*)	TC (**)
Before the acquisition under consideration, holding of	-	арричаско у	
acquirer in Godrej Seeds & Genetics Limited (GSGL), a			
company which holds 27.45% of the total equity share	i	i	
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)		1112	1,12
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	1112
the TC (specify holding in each category)			
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition of Compulsorily Convertible	1125	1112	
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	(0015)	(0010)	
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NII
disposal undertaking/ others)	1112	1125	
e) Total (a+b+c+/-d)	3,27,200	NIL	4.78%
After the acquisition, holding of acquirer in GSGL, a	5,57,200		
company which holds 27,45% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	NIL	NIL	NII
b) VRs otherwise than by shares	NIL	NIL	NII
c) Warrants/convertible securities/any other instrument that	3,27,200	1	4.78%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted
GSGL the TC (specify holding in each category) after	(552.5)		
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NII
disposal undertaking/ others)		1	
e) Total (a+b+c+d)	3,27,200	NIL	4.78%
0) 10 (4) 0 (4)	3,27,200		

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: 3) January, 2018

Jamshyd Godrej

as a trustee of JNG Family Trust

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

	Before acc	Before acquisition/ dlsposal sha	areholding	Details	Details of shares acquired/disposed	lisposed	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
Shareholding Detalls	Number	share/ voting	diluted share/	Number	share/voting capital wherever	diluted share/ voting capital of	Number	share/voting capital wherever	diluted share/ voting capital of
		applicable	the TC		applicable	the TC		applicable	the TC
a. Acquirer(s) and PACs (other than sellers)(*):									
Acquirer(s)/ Transferee(s):									:
1 JNG FAMILY TRUST	r	%00'0	%00'0				,	0.00%	
Total (A)		%00'0	%00.0	-	0.00%	%00.0		0.00%	%00:0
b. Seller(s)/ Transferor(s):	,								
1 JAMSHYD GODREJ	•	0.00%	800.0				-	%00'0	
Total (B)		%00'0	0.00%	-	0.00%	%00:0		0.00%	0.00%
PACs (other than sellers/ transferors)									
1 ADI B. GODREJ	1,000	0.00%	%00:0				1,000	%00:0	
2 PARMESHWAR GODREJ	80	0.00%	%00'0				00	0.00%	%00'0
3 TANYA ARVIND DUBASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	
4 NISABA ADI GODREJ	21,42,122	0.31%	0.31%				21,42,122	0.31%	
	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
7 BURJIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
8 SOHRAB NADIR GODREJ	12,67,456	0.19%	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 GCDREJ AND NAVROZE			702.7						7476
TI GODREJ (TRUSTEES OF RAIRA GODREJ FAMILY TRUST) (RENFEICIAL INTEREST IS OF RAIRA GODREJ)	32.13.616	0.47%					32,13,616	0.47%	
12 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
13 INYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
14 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	%00'0				48	%00:0	0.00%
RISHAD KAIKHUSHRU NAOROJI (Ās a Partner of RKN 15 Enterprises)	000'65'68	1.31%	1.31%				000'65'68	1.31%	1.31%
16 GODREJ & 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	73.76%	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%	1	0.00%	%00'0	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: 3/5th

Jamshyd Godrej as a trustee of ING Family Trust

## JNG 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 trustee of JNG Family Trust

CC: Godrej Consumer Products Limited Godrej One, 4<sup>th</sup> 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 Limite	ed
Name(s) of the acquirer and Persons acting in Concert (PAC)	Jamshyd Godrej a		
with the acquirer	Family Trust		
Whether the acquirer belongs to promoter / promoter group	The acquirer is a	part of the promo	oter group
		Stock Exchange	
Name(s) of the Stock Exchange(s) where the shares of TC are	Limited (NS)		
Listed	2. BSE Limited		
-		% w.r.t. total	% w.r.t. total
		share/voting	diluted
Details of the acquisition as follows	Number	capital	share/veting
•		wherever	capital of the
		applicable(*)	TC (**)
Before the acquisition under consideration, holding of		<u> </u>	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	NII
b) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NII
disposal undertaking/ others)	1122		1111
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NII
d) Warrants/convertible securities/any other instrument that	NIL	NIL	NII
entitles the acquirer to receive shares carrying voting rights in	1112		
the TC (specify holding in each category)			
e) Total (a+b+c+d)	NIL	NIL	NII
Details of acquisition of Compulsorily Convertible	1122	1112	
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	NII NII
b) VRs acquired otherwise than by shares	NIL	NIL	NII
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	(0010)	(0015)	(Differen
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NII
disposal undertaking/ others)	1112	11111	
e) Total (a+b+c+/-d)	3,27,200	NIL	4.78%
After the acquisition, holding of acquirer in GSGL, a	5,27,200	1(111	11707
company which holds 27.45% of the total equity share			
capital of TC:			
a) Shares carrying voting rights	NIL	NIL	NII
b) VRs otherwise than by shares	NIL	NIL	NII
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) after	(555.0)		(27,111,00
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NII
disposal undertaking/ others)	1		

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: 31 January, 2018

Jamshyd Godrej

as a trustee of JNG Family Trust

Orshel

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

	Defend	Potential and interpretation	araholding	Details	Details of shares acquired/ disposed	sposed	After acqu	After acquisition/ disposal shareholding	reholding
	ם פוסום שנא	% w r t total	% w.r.t total		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total
Show the back of		share/voting	dlluted share/		share/voting	diluted share/	1	share/voting	diluted share/
	Number	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
a. Acquirer(s) and PACs (other than sellers)(*):									
Acquirer(s)/ Transferee(s):									10000
1 ING FAMILY TRUST		%00'0	%00'0				•	0.00%	0.00%
т	<u> </u>	%00'0	%00'0	•	%00'0	0.00%	1	0.00%	0.00%
b College) Transferon(s):									
		0.00%	%00'0				-	0.00%	0.00%
$\neg$		0.00%	%00'0	•	%00'0	0.00%	-	0.00%	0.00%
PACs (other than sellers/ transferors)									
1 ANI GODREI	1,000	%00:0	%00'0				1,000	%00'0	0.00%
2 DARMECHWAR GODREI	8	%00'0	%00.0				00	00:00	0.00%
2 TANVA ARVIND DURACH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
	21.42.122	0.31%	0.31%				21,42,122	0.31%	0.31%
	21.42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
	18.34.908	0.27%	0.27%				18,34,908	0.27%	0.27%
INACIN BANDONI GOONES	12,67,448	0.19%					12,67,448	0.19%	0.19%
PORIS NACIN GOORES	12.67.456	0.19%	:				12,67,456	0.19%	0.19%
S SURKAB NACIN SUCKES	20 57 456	0.30%					20,57,456	0.30%	0.30%
HOKIVIAZU NADIR GOUNE	32 13.618	0.47%					32,13,618	0.47%	0.47%
TO INAVROZE JAMISHYD GODREJ	212/21/12								
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE 11 GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST)			0.47%						0.47%
(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%					32,13,616	0.47%	/2006
12 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
13 NYRIKA HOLKAR	19,34,176	0.28%					19,34,176	0.28%	0.28%
14 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	0.00%					0.00%	0.00%
RISHAD KAIKHUSHRU NAOROJI ( As a Partner of RKN	000	900	2				89.59.000	1.31%	1.31%
Enterprises)	000,65,68	1.31%							
16 GODBEL & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	7.34%				500,07,630	7.34%	7.34%
17 GODRET INDICTRIES I IMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
19 GODBELGEOR & GENETICALIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
Total (C)	4309,92,164	63.26%	63.26%		%00'0	0.00%	4309,92,164	63.26%	63.26%
							40000	7026 62	
Total (A)+(B)+(C)	4309,92,164	63.26%	63.26%	,	0.00%	0.00%	4309,92,164	65.26%	03.20%
7									

Date: 3 January, 2018

Jamshyd Godrej as a trustee of JNG Family Trust