

**Smita Godrej Crishna**

**A-261, Grand Paradi Apts., Off. August Kranti Marg, Mumbai 400 036**

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Date: <sup>24<sup>th</sup></sup> January, 2018

To,  
The Manager,

|   |  |
|---|--|
| <b>BSE Limited</b><br>Corporate Relationship Department,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Scrip Code: 532424 | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, 5th Floor,<br>Plot No.C/1, G Block,<br>Bandra-Kurla Complex, Bandra(E), Mumbai-<br>400051<br>Symbol: GODREJCP |
|---|--|

**Sub: Report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by me of 10.14% of the paid-up equity shares of Godrej Seeds & Genetics Limited, which holds 27.45% of the equity share capital of Godrej Consumer Products Limited on <sup>24<sup>th</sup></sup> January, 2018.

This is for your information and records.



**Jamskyd Godrej**  
as a constituted power of attorney holder  
for Mrs. Smita Godrej Crishna

CC: Godrej Consumer Products Limited  
Godrej One,  
4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikroli E, Mumbai - 400079

**Format for Disclosures under Regulation 10(6) Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|    |  |   |  |
|----|--|---|--|
| 1. | Name of the Target Company (TC)  | Godrej Consumer Products Limited  |  |
| 2. | Name of the acquirer(s)  | Mrs. Smita Godrej Crishna   |  |
| 3. | Name of the stock exchange where shares of the TC are listed   | The National Stock Exchange of India Limited and BSE Limited  |  |
| 4. | Details of the transaction including rationale, if any, for the transfer/acquisition of shares.  | Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group   |  |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.   | Regulation 10(1)(a)(i)  |  |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | Yes<br><br>Yes<br><br>Filed on 17 <sup>th</sup> January, 2018   |  |
| 7. | Details of acquisition   | Disclosures required to be made under regulation 10(5)  | Whether the disclosures under regulation 10(5) are actually made |
|    | a. Name of the transferor/seller:<br>1. Ms. Freyan Crishna Bieri<br>2. Ms. Nyrika Holkar   | Yes<br>Yes  | Yes<br>Yes   |
|    | b. Date of acquisition   | 24 <sup>th</sup> January, 2018  |  |
|    | c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above  | 1. 3,442 equity shares (5.07%) of Godrej Seeds & Genetics Limited (GSGL) from Ms. Freyan Crishna Bieri<br>2. 3,442 equity shares (5.07%) of Godrej Seeds & Genetics Limited (GSGL) from Ms. Nyrika Holkar<br><br>GSGL holds 27.45% of the share capital of TC |  |

|    |                      |   |   |                                   |                          |                                   |
|----|----------------------|---|---|-----------------------------------|--------------------------|-----------------------------------|
|    | d.                   | Total shares <del>proposed to be acquired</del> / actually acquired as a % of diluted share capital of TC | 10.14% of GSGL, which holds 27.45% of the share capital of TC |                                   |                          |                                   |
|    | e.                   | Price at which shares are <del>proposed to be acquired</del> / actually acquired                          | Not applicable as the transfer is by way of gift.             |                                   |                          |                                   |
| 8. | Shareholding details |   | Pre-Transaction   |                                   | Post-Transaction         |                                   |
|    |                      |   | No. of shares held of TC                                      | % w.r.t total share capital of TC | No. of shares held of TC | % w.r.t total share capital of TC |
|    | a.                   | Each Acquirer/ Transferee(*)  | As per Annexure A   |                                   |                          |                                   |
|    | b.                   | Each Seller/ Transferor   |   |                                   |                          |                                   |

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**Note:**

As a part of re-organization/ realignment of shareholding within the promoters and promoter group, on account of inter-se transfer amongst immediate relatives by way of gift, there will be a change in the shareholding of Godrej Seeds & Genetics Limited (GSGL), which holds 27.45% of the equity share capital of Godrej Consumer Products Limited, the Target Company. There is no change in the shareholding pattern of the Target Company. Since the transfer of shares of GSGL is inter-se amongst immediate relatives, there is no change in the voting rights or control over the Target Company. The above disclosures are filed only out of abundant caution.

Date: 24<sup>th</sup> January, 2018

Place: Mumbai



**Jamskyd Godrej**  
as constituted power of attorney holder  
for Mrs. Smita Godrej Crishna

## Annexure A

| Shareholding Details  | Before the proposed transaction |                                   | After the proposed transaction  |                                   |
|---|---------------------------------|-----------------------------------|---------------------------------|-----------------------------------|
|   | Number of shares/ voting rights | % w.r.t total share capital of TC | Number of shares/ voting rights | % w.r.t total share capital of TC |
| a. Acquirer(s) and PACs (other than sellers/ transferees):                                |                                 |                                   |                                 |                                   |
| Acquirer(s)/ Transferee(s):   |                                 |                                   |                                 |                                   |
| 1 SMITA GODREJ CRISHNA  | -                               | 0.00%                             | -                               | 0.00%                             |
| PACs (other than sellers/ transferees)  |                                 |                                   |                                 |                                   |
| 1 ADI GODREJ  | 1,000                           | 0.00%                             | 1,000                           | 0.00%                             |
| 2 PARMESHWAR GODREJ   | 8                               | 0.00%                             | 8                               | 0.00%                             |
| 3 TANYA ARVIND DUBASH   | 2,142,108                       | 0.31%                             | 2,142,108                       | 0.31%                             |
| 4 NISABA ADI GODREJ   | 2,142,122                       | 0.31%                             | 2,142,122                       | 0.31%                             |
| 5 PIROISHA ADI GODREJ   | 2,142,150                       | 0.31%                             | 2,142,150                       | 0.31%                             |
| 6 NADIR BARIORJI GODREJ   | 1,834,908                       | 0.27%                             | 1,834,908                       | 0.27%                             |
| 7 BURJIS NADIR GODREJ   | 1,267,448                       | 0.19%                             | 1,267,448                       | 0.19%                             |
| 8 SOHRAB NADIR GODREJ   | 1,267,456                       | 0.19%                             | 1,267,456                       | 0.19%                             |
| 9 HORMAZD NADIR GODREJ  | 2,057,456                       | 0.30%                             | 2,057,456                       | 0.30%                             |
| 10 NAVROZE JAMSHYD GODREJ   | 3,213,618                       | 0.47%                             | 3,213,618                       | 0.47%                             |
| JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST) |                                 |                                   |                                 |                                   |
| 11 (BENEFICIAL INTEREST IS OF RAIKA GODREJ)   | 3,213,616                       | 0.47%                             | 3,213,616                       | 0.47%                             |
| 12 RISHAD KAIKHUSHRU NAOROJI  | 48                              | 0.00%                             | 48                              | 0.00%                             |
| 13 RISHAD KAIKHUSHRU NAOROJI ( As a Partner of RKN Enterprises)                           | 8,959,000                       | 1.31%                             | 8,959,000                       | 1.31%                             |
| 14 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED   | 50,007,630                      | 7.34%                             | 50,007,630                      | 7.34%                             |
| 15 GODREJ INDUSTRIES LIMITED  | 161,875,240                     | 23.76%                            | 161,875,240                     | 23.76%                            |
| 16 GODREJ SEEDS & GENETICS LIMITED  | 187,000,000                     | 27.45%                            | 187,000,000                     | 27.45%                            |
| b. Seller(s)/ Transferee(s):  |                                 |                                   |                                 |                                   |
| 1 FREYAN CRISHNA BIERI  | 1,934,180                       | 0.28%                             | 1,934,180                       | 0.28%                             |
| 2 NYRIKA HOLKAR   | 1,934,176                       | 0.28%                             | 1,934,176                       | 0.28%                             |

Date: 24 January, 2018

Place: Mumbai



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