Pheroza Godrej

40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

Date: 25th January, 2018

To,

The Manager,

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

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 constituted power of attorney holder

for Pheroza Godrej

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 Consumer	r Products Limite	ed
Name(s) of the acquirer and Persons acting in Concert (PAC)		VWWWW DILLING	
with the acquirer	Pheroza Godrej		
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 Listed	Limited (NS		
Listed	4. BSE Limited		
		% w.r.t. total	% w.r.t. total
		share/ veting	diluted
Details of the acquisition as follows	Number	capital	share/voting
		wherever	eapital 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 b) Shares in the nature of encumbrance (pledge/ lien/ non-	7,147	10.53%	10.53%
disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIII		
d) Warrants/convertible securities/any other instrument that	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)	7,147	10.53%	10.53%
Details of acquisition of Compulsorily Convertible	7,147	10.5570	10.33%
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	7,14,700	10.53%	10.43%
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)	7,14,700	NIL	10.43%
After the acquisition, holding of acquirer in GSGL, a			
company which holds 27.45% of the total equity share			
capital of TC:			
Shares carrying voting rights VRs otherwise than by shares	7,147	10.53%	0.10%
c) Warrants/convertible securities/any other instrument that	NIL 7 14 700	NIL 10 520/	NIL
entitles the acquirer to receive shares carrying voting rights in	7,14,700	10.53%	10.43%
GSGL the TC (specify holding in each eategory) after	(CCPS)	(CCPS)	(Diluted)
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/others)	MIL	NIL	NIL
e) Total (a+b+c+d)	7,21,847	10.53%	10.53%
Mode of acquisition (e.g. open market / off-market / public	Allotment by way		10.5570
issue / rights issue / preferential allotment / inter-se transfer		01 001103 10300	,
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.	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.

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.

Date: 25 January, 2018

Jamshyd Godrej

as constituted power of attorney holder

for Pheroza Godrej

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

0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.1,20,42,122 0.1,20,48 0.1,20,48 0.1,20,48 0.1,20,48 0.1,30,116 0.1,30,116 0.1,30,00,000 0.1,30,000,00		Before acc	Before acquisition/ disposal sha	areholding	Details	Details of shares accoulted/ also cod	listocod		of other and other	
Number About Abo			% w.r.t total	ledant + tu 20		מין בין היים היים מוון כיים	nacoden	Arrer acq	lisition/ disposal sh	areholding
Number System Number System S	Shareholding Details			ים אינויר וחומו		% w.r.t total	% w.r.t total		% w.r.t total	% w.r.t total
COMPANY LIMITED Sapplicable Company Co		Number	snare/ voting	diluted share/	Marrochan	share/ voting	diluted share/		share/voting	diliment short
COMPANY LIMITED COMPANY CO			Capital wherever	voting capital of		capital wherever	voting capital of	Number	Capital wherever	voting capital of
1,000	A Accustonic and DACe fother the salls 1/41.		applicable	the TC		applicable	the TC		anafrable	O Imiden Simo
1,000	A Line 19 Come man seneral 7:								alconda.	זעב וכ
COMPANY LIMITED COOPS CO	Acquirer(s)/ Iransteree(s):									
1,000	1 PHEROZA GODREJ		76000	0.00%						
1,000 0,00	Total (A)]	/0000	0.00%				1	0.00%	0.00%
1,000 0,000% 0,	b. Seller(s)/ Transferor(s):		200	0.00%	•	0.00%	0,00%	•	%00'0	0.00%
1,000 0,000% 0,	NOT APPLICABLE		1000							
1,000	Total (B)		0.00%	0.00%					0.00%	75000
1,000 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.00% 0.01% 0.00	PACs (other than sellers/ transferors)		200.0	0.00%	•	0.00%	0.00%		0.00%	0.00%
1,000 0,000% 0,	1 ADI B. GODREJ	000 1	1000							
2,142,108	F	COOKT	0.00%	0.00%				1,000	0.00%	2000
2,142,108 0.31%	3 TANVA ABYAND DIDAGE	20	0.00%	0.00%				CX	70000	2000
1,267,448	A NICADA ADI CODDI	2,142,108	0.31%	0.31%				2 4 42 409	2000	0.00%
2,142,150 0,31% 0,31% 0,31% 0,31% 0,31% 0,31% 0,31% 0,32% 0,27% 0,27% 0,27% 0,19% 0,10% 0,	4 NISABA ADI GODREJ	2,142,122	0.31%	0.31%				2,142,108	0.31%	0.31%
1,834,908 0.27% 0.27% 0.27% 0.19%	5 PIROJSHA ADI GODREJ	2,142,150	0.31%	0318				2,142,122	0.31%	0.31%
1,267,448	6 NADIR BARJORJI GODREJ	1.834.908	797.0	MECO				2,142,150	0.31%	0.31%
1,267,456 0,19% 0,13%		1.267.448	0.19%	0.17%				1,834,908	0.27%	0.27%
1,267,456 1,267,630 1,26	8 SOHRAB NADIR GODREJ	1.267 456	0.100	0.13%				1,267,448	0.19%	0.19%
EI AND NAVROZE S.213,618 O.47% O.4	9 HORMAZD NADIR GODREJ	2.057.456	70000	0.1978				1,267,456	0.19%	0.19%
SODREJ 3,213,616 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,47% 0,28% 0,28% 0,28% 0,28% 0,28% 0,00%	10 NAVROZE JAMSHYD GODREJ	3 213 618	0.30/A	0.30%				2,057,456	0.30%	0.30%
ED FAMILY TRUST) 3,213,616 0.47% 0.47% 0.47% 0.47% 0.28% 0.28% 0.28% 0.28% 1,934,180 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 <td>JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE</td> <td>070/07/0</td> <td>0.4/3</td> <td>0.47%</td> <td></td> <td></td> <td></td> <td>3,213,618</td> <td>0.47%</td> <td>0.47%</td>	JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE	070/07/0	0.4/3	0.47%				3,213,618	0.47%	0.47%
COMPANY LIMITED 5,213,616 0,47% 0,47% 0,47% 0,28% 0,28% 1,934,180 1,534,180 1,934,180 1,934,180 1,934,180 1,934,180 1,934,180 1,934,176 1,934,176 1,934,176 1,934,176 1,934,176 1,934,176 1,934,176 48 1,934,176 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 48 1,934,176 48 1,934,176 1,93	11 GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRICE)			-			_			
1,934,180 0,28% 0,28% 0,28% 1,934,180 1,934,180 1,934,176 0,28% 0,28% 0,28% 1,934,176 1,93	(BENEFICIAL INTEREST IS OF RAIKA GODRE)	3,213,616	0.47%.	0.47%					-	0.47%
1,934,176 0,28% 0,28% 0,28% 1,934,176 1,93	12 FREYAN CRISHNA BIERI	1,934,180	0.28%	7000				3,213,616	0.47%	
1,934,176 1,93	13 NYR!KA HOLKAR	1,934,176	0 28%	0.300				1,934,180	0.28%	0.28%
Section Sect	.4 RISHAD KAIKHUSHRU NAOROJI	48	2000	N02-0				1,934,176	0.28%	0.28%
COMPANY LIMITED 50,007,630 7.34% 8,959,000 COMPANY LIMITED 50,007,630 7.34% 50,007,630 161,875,240 23.76% 23.76% 161,875,240 2 430,992,164 63.26% 63.26			2000	0.00%				48	0.00%	0.00%
COMPANY LIMITED 50,007,630 7.34% 7.34% 7.34% 5.50,007,630 5.50,007,630 7.3.76% 23.76% 23.76% 23.76% 161,875,240 27.45% 27.45% 27.45% 161,875,240 27.45% 161,875,24% 161,875,240 27.45% 161,875,24% 161		8,959,000	1.31%	1.31%				000	,	
161/875,240 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 2.3.76% 161,875,240 2.3.76%	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	50.007.630	2000					0,00,400,0	1.31%	1.31%
187,000,000 27,45% 27,45% 161,875,240 430,992,164 63.26% 63.26% 0.00% 430,992,164	7 GODREJ INDUSTRIES LIMITED	161,875,240	72 750	7.34%				50,007,630	7.34%	7.34%
430,992,164 63.26% 63.26% 63.26% 63.26% 0.00% 430,992,164	8 GODREJ SEEDS & GENETICS LIMITED	187 000 000	37 450	23./0%				161,875,240	23.76%	23.76%
430,992,164 63.26% 63.26% 0.00% 0.00% 430,992,164	Total (C)	A20 002 16A	769.4370	27.45%				187,000,000	27.45%	27.45%
430,992,164 63.26% 63.26% 0.00% 0.00%		Law (marchant	03.40%	93.20%	,	0.00%	0.00%	430,992,164	63.26%	63.26%
63.26% - 0.00% 0.00% 430.000 124	Total (A)+(B)+(C)	A20 000 16A	1000				-			
101-725-1015	7	+01/266/00L	D3.20%	63.26%		0.00%	%00.0	430,992,164	795 29	7004 63

Date: of January, 2018

Jamshyd Godrej as a constituted power of attorney holder for Pheroza Godrej