NBG 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.

Nadir Godrej

as a trustee of NBG Family 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 Consume	Products Timit	- I
Name(s) of the acquirer and Persons acting in Concert (PAC)	Nadir Godrej and		
with the acquirer	Family Trust	onters as trustee	S OI NBG
Whether the acquirer belongs to promoter / promoter group			
	The acquirer is a		
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
The Charles of the Control of the Co		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	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	4,11,000	6.06%	6.00%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	(Diluted)
GSGL the TC (specify holding in each category) acquired	(0010)	(0015)	(Diluted)
d) Shares in the nature of encumbrance (pledge/ lien/ non-	NIL	NIL	NIL
disposal undertaking/ others)	1100	1111	NIL
e) Total (a+b+c+/-d)	4,11,000	NIL	6.00%
After the acquisition, holding of acquirer in GSGL, a	1,11,000	NIL	0.0078
company which holds 27.45% of the total equity share			
capital of TC:	į		
a) Shares carrying voting rights	NIL	NIL	NIII
b) VRs otherwise than by shares	NIL	NIL	NIL NIL
c) Warrants/convertible securities/any other instrument that	4,11,000	6.06%	6.00%
entitles the acquirer to receive shares carrying voting rights in	(CCPS)	(CCPS)	
GSGL the TC (specify holding in each category) after	(ccrs)	(CCPS)	(Diluted)
acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-	жит	3.Trv	×
disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	4 11 000	2.114	c 000°
of roun (n.n.o.d)	4,11,000	NIL	6.00%

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: 3) St January, 2018

Nadir Godrej

as a trustee of NBG Family Trust

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

L		Before aco	Before acquisition/ disposal sh	areholding	Detaile	Details of charac acquired / disnocad	liencead	After seen	After semilettion / dismosal change and	obolding
_						or oriented medianical	and	שומו מרחל	The interpolation of the interpolation	Choung
			% 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	Number	share/ voting	diluted share/	Number	share/ voting	diluted share/	Number	share/ voting	diluted share/
			capital wherever applicable	voting capital or the TC		applicable	voting capital of the TC		capital wherever	Voting capital of the TC
e .	Acquirer(s) and PACs (other than sellers)(*):									
	Acquirer(s)/ Transferee(s):									
ı	NBG FAMILY TRUST		0.00%	%00.0					0.00%	0.00%
	Total (A)		%00'0	%00.0		%00'0	%0000		0.00%	0.00%
9	b. Seller(s)/ Transferor(s):									
٦	NADIR BARJORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
	Total (B)	18,34,908	0.27%	0.27%		0.00%	0.00%	18,34,908	0.27%	0.27%
	PACs (other than sellers/ transferors)									
н		1,000	0.00%	%00.0				1,000	0.00%	0.00%
2	PARMESHWAR GODREJ	00	%00.0	%00.0				00	0.00%	0,00%
m	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%
Ŋ	5 PIROJSHA ADI GODREJ	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
9	BURIIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
_	SOHRAB NADIR GODREJ	12,67,456	0.19%	0.19%				12,67,456	0.19%	0.19%
00	HORMAZD NADIR GODREJ	20,57,456	0.30%	0.30%				20,57,456	0.30%	0.30%
٥١	NAVROZE JAMSHYD GODREJ	32,13,618	. 0.47%	0.47%				32,13,618	0.47%	0.47%
_	JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE									
9	10 GODREI ((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%	
ټ	11 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
12	12 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
H	13 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	%00'0				48	0.00%	0.00%
14	RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN									
	Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
15	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	5,00,07,630	7.34%	7.34%				5.00.07,630	7.34%	7.34%
16	16 GODREJ INDUSTRIES LIMITED	16,18,75,240	23.76%	23.76%				16,18,75,240	23.76%	23.76%
17		18,70,00,000	27.45%	27.45%				18,70,00,000	27.45%	27.45%
	Total (C)	42,91,57,256	62.99%	62.99%		%0000	0.00%	42,91,57,256	62.99%	62.99%
										ľ
	Total (A)+(B)+(C)	43,09,92,164	63.26%	63.26%	,	%00.0	0.00%	43,09,92,164	63.26%	63.26%
	1									

Date: 3 1 January, 2018

Nadir Godrej as a trustee of NBG Family Trust

NBG Family Trust

Date: 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(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.

Nadir Godrej

as a trustee of NBG 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	
Name(s) of the acquirer and Persons acting in Concert (PAC)	Nadir Godrej and		
with the acquirer	Family Trust	OHIGIS AS HUSICE	DONING
Whether the acquirer belongs to promoter / promoter group		nort of the more	star more
	The acquirer is a		
Name(s) of the Stock Exchange(s) where the shares of TC are		Stock Exchange	or India
Listed	Limited (NS)		
	2. BSE Limited		T-a.
		% w.r.t. total	% w.r.t. total
Details of the commisting of Giller	\ \	share/ voting	diluted
Details of the acquisition as follows	Number	capital	share/ voting
		wherever	capital of the
Th. C. 17		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	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 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			
<u>capital of TC</u> : (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	4,11,000	6.06%	6.00%
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)	4,11,000	NIL	6.00%
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	4,11,000	6.06%	6.00%
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)	4,11,000	NIL	6.00%

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.

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(***) 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

Nadir Godrej

as a trustee of NBG Family Trust

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

	Before acc	Before acquisition/ disposal sha	areholding	Details	Details of shares acquired/ dlsposed	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	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 NBG FAMILY TRUST		%00'0	%00.0				-	0.00%	%00.0
Total (A)		%00'0	96000		0.00%	0.00%	1	0.00%	0.00%
b. Seller(s)/ Transferor(s):									
1 NADIR BARJORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
Total (B)	18,34,908	0.27%	0.27%	•	0.00%	0.00%	18,34,908	0.27%	0.27%
PACs (other than sellers/ transferors)									
1 ADI B. GODREJ	1,000	%00'0	%00.0				1,000	0.00%	0.00%
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%	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 BURJIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
7 SOHRAB NADIR GODREJ	12,67,456	0.19%	0.19%				12,67,456	0.19%	0.19%
8 HORMAZD NADIR GODREJ	20,57,456	0:30%	0:30%				20,57,456	0.30%	0.30%
9 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				32,13,618	0.47%	0.47%
JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE									
10 GODREJ ((TRUSTEES OF RAIKA GODREJ FAMILY TRUST)			0.47%						0.47%
(BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616						32,13,616	0.47%	
11 FREYAN CRISHNA BIERI	19,34,180		0.28%				19,34,180	0.28%	0.28%
12 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
13 RISHAD KAIKHUSHRU NAOROJI	48	%00'0	0.00%				48	0.00%	0.00%
RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN				4					
Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
15 GODREI & ROYCE MANIJEACTIIRING COMPANY I IMITED	5.00.07.630	7.34%	7.34%				5.00.07,630	7,34%	7.34%
16 GODREJ INDUSTRIES LIMITED	[-	23.76%	7				16,18,75,240	23.76%	23.76%
17 GODREJ SEEDS & GENETICS LIMITED	18,70,00,000	27.45%	27.45%				18,70,00,000	27.45%	27.45%
Total (C)	42,91,57,256	62.99%	62.99%	1	0.00%	0.00%	42,91,57,256	65.99%	62.99%
Total (A)+(B)+(C)	43,09,92,164	63.26%	63.26%	. 1	0.00%	%00'0	43,09,92,164	63.26%	63.26%

Date: 3) January, 2018

Nadir Godrej as a trustee of NBG Family Trust