

Nisaba Godrej  
4501, Strata, Planet Godrej, K K Marg, Mahalaxmi East, Mumbai - 400 011

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Date: 29<sup>th</sup> January, 2018

To,  
The Manager,

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



**Nisaba Godrej**

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

**DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATION, 2011**

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor	Ms. Nisaba Godrej		
Whether the transferor belongs to promoter / promoter group	The transferor is a part of the promoter group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE)		
Details of the transfer as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer in Godrej Seeds &amp; Genetics Limited (GSGL), a company which holds 27.45% of the total equity share capital of TC: (Refer Annexure A for Shareholding of TC)</b>			
a) Shares carrying voting rights	2,103	3.10%	3.10%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	2,103	3.10%	3.10%
<b>Details of transfer of shares by the transferor in GSGL, a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights acquired	2,103	3.10%	3.10%
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	2,103	3.10%	3.10%
<b>After the transfer, holding of transferor in in GSGL, a company which holds 27.45% of the total equity share capital of TC:</b>			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares encumbered with the transferor	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer between 'Qualifying Persons' by way of gift		
Date of transfer of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the TC.	24 <sup>th</sup> January, 2018		

Equity share capital / total voting capital of VSL before the said transfer	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 VSL after the said transfer	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 VSL after the said transfer	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

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: 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: 29<sup>th</sup> January, 2018

  
Nisaba Godrej

Annexure A  
NAME OF TARGET COMPANY - GODREJ CONSUMER PRODUCTS LIMITED

Shareholding Details	Before acquisition/ disposal shareholding			Details of shares acquired/ disposed			After acquisition/ disposal shareholding		
	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the TC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the TC	Number	% w.r.t total share/ voting capital wherever applicable	% w.r.t total diluted share/ voting capital of the TC
a. Acquirer(s) and PACs (other than sellers)(*):									
Acquirer(s)/ Transferor(s):									
1 ADI B. GODREJ	1,000	0.00%	0.00%	-	0.00%	0.00%	1,000	0.00%	0.00%
Total (A)	1,000	0.00%	0.00%	-	0.00%	0.00%	1,000	0.00%	0.00%
b. Seller(s)/ Transferor(s):									
1 NISABA ADI GODREJ	21,42,122	0.31%	0.31%	-	0.00%	0.00%	21,42,122	0.31%	0.31%
Total (B)	21,42,122	0.31%	0.31%	-	0.00%	0.00%	21,42,122	0.31%	0.31%
PACs (other than sellers/ transferors)									
1 PARMESHWAR GODREJ	8	0.00%	0.00%				8	0.00%	0.00%
2 TANYA ARVIND DUBASH	21,42,108	0.31%	0.31%				21,42,108	0.31%	0.31%
3 PIROISHA ADI GODREJ	21,42,150	0.31%	0.31%				21,42,150	0.31%	0.31%
4 NADIR BARJORJI GODREJ	18,34,908	0.27%	0.27%				18,34,908	0.27%	0.27%
5 BURJIS NADIR GODREJ	12,67,448	0.19%	0.19%				12,67,448	0.19%	0.19%
6 SOHRAB NADIR GODREJ	12,67,456	0.19%	0.19%				12,67,456	0.19%	0.19%
7 HORMAZD NADIR GODREJ	20,57,456	0.30%	0.30%				20,57,456	0.30%	0.30%
8 NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	0.47%				32,13,618	0.47%	0.47%
9 JAMSHYD NAOROJI GODREJ (TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF MS. RAIKA GODREJ)	32,13,616	0.47%	0.47%				32,13,616	0.47%	0.47%
10 FREYAN CRISHNA BIERI	19,34,180	0.28%	0.28%				19,34,180	0.28%	0.28%
11 NYRIKA HOLKAR	19,34,176	0.28%	0.28%				19,34,176	0.28%	0.28%
12 RISHAD KAIKUSHRU NAOROJI	48	0.00%	0.00%				48	0.00%	0.00%
13 RISHAD KAIKUSHRU NAOROJI (As a Partner of RKN Enterprises)	89,59,000	1.31%	1.31%				89,59,000	1.31%	1.31%
14 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	500,07,630	7.34%	7.34%				500,07,630	7.34%	7.34%
15 GODREJ INDUSTRIES LIMITED	1618,75,240	23.76%	23.76%				1618,75,240	23.76%	23.76%
16 GODREJ SEEDS & GENETICS LIMITED	1870,00,000	27.45%	27.45%				1870,00,000	27.45%	27.45%
Total (C)	4288,49,042	62.94%	62.94%	-	0.00%	0.00%	4288,49,042	62.94%	62.94%
Total (A)+(B)+(C)	4309,92,164	63.26%	63.26%	-	0.00%	0.00%	4309,92,164	63.26%	63.26%

Date: 29<sup>th</sup> January, 2018

  
Nisaba Godrej