

Pheroza Jamshyd Godrej  
40D, The Trees, B. G. Kher Marg, Malabar Hill, Mumbai 400 006

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Date: 20<sup>th</sup> February, 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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**Ref: 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 filed with the exchanges on 25<sup>th</sup> January, 2018**

Dear Sir/ Madam,

I, the undersigned, am re-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 filed by me on 25<sup>th</sup> January, 2018 in relation to the acquisition of 10.53% 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 25<sup>th</sup> January, 2018 due to a typographical error in the Annexure to the original filing.

This is for your information and records.



**Jamshyd Godrej**  
**as constituted power of attorney holder**  
**for Mrs. Pheroza Godrej**

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

*This disclosure was originally filed with the exchanges on 25<sup>th</sup> January, 2018. This disclosure is being filed again due to a typographical error in the Annexure to the original filing*

**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. Pheroza Godrej	
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, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes  Yes  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: 1. Mr. Navroze Godrej 2. Ms. Raika Godrej	Yes Yes	Yes 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. 3,572 equity shares (5.26%) of Godrej Seeds & Genetics Limited (GSGL) from Mr. Navroze Godrej 2. 3,572 equity shares (5.26%) of GSGL from Ms. Raika Godrej  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	10.53% 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	
			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 <del>Seller</del> / 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: 20<sup>th</sup> February, 2018

Place: Mumbai



**Jamshyd Godrej**  
as constituted power of attorney holder  
for Mrs. Pheroza Godrej

*This disclosure was originally filed with the exchanges on 25<sup>th</sup> January, 2018. This disclosure is being filed again due to a typographical error in the Annexure to the original filing.*

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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)(*):				
Acquirer(s)/ Transferee(s):				
1 PHEROZA GODREJ	-	0.00%	-	0.00%
PACs (other than sellers/ transferors)				
1 ADI B. 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 BARJORJI 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 JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)*	3,213,616	0.47%	3,213,616	0.47%
11 FREYAN CRISHNA BIERI	1,934,180	0.28%	1,934,180	0.28%
12 NYRIKA HOLKAR	1,934,176	0.28%	1,934,176	0.28%
13 RISHAD KAIKHUSHRU NAOROJI	48	0.00%	48	0.00%
14 RISHAD KAIKHUSHRU NAOROJI ( As a Partner of RKN Enterprises)	8,959,000	1.31%	8,959,000	1.31%
15 GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	50,007,630	7.34%	50,007,630	7.34%
16 GODREJ INDUSTRIES LIMITED	161,875,240	23.76%	161,875,240	23.76%
17 GODREJ SEEDS & GENETICS LIMITED	187,000,000	27.45%	187,000,000	27.45%
b. Seller(s)/ Transferor(s):				
1 NAVROZE JAMSHYD GODREJ	3,213,618	0.47%	3,213,618	0.47%
2 RAIKA GODREJ**	-	0.00%	-	0.00%

Date: 20<sup>th</sup> February, 2018

Place: Mumbai



Jamshyd Godrej  
as constituted power of attorney holder  
for Mrs. Pheroza Godrej

Note:

\* In the original filing, the holding of JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)\* was inadvertently omitted

\*\* In the original filing, the holding of RAIKA GODREJ was inadvertently mentioned as follows

2	RAIKA GODREJ**	3,213,616	0.47%	3,213,616	0.47%
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