Smita Godrej Crishna
A-261, Grand Paradi Apts., Off. August Kranti Marg, Mumbai 400 026

Date: 17th 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), Mumbai-400051 Symbol: GODREJCP

Sub: Intimation under Regulation 10(5) in respect of the proposed 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 intimation under Regulation 10(5) in respect of the proposed 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.

This is for your information and records.

Jamshyd Godrej
As a constituted power of attorney holder
For Mrs. Smita Godrej Crishna

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

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Yes
4.	Details of the proposed acquisition		
	a.	Name of the person(s) from whom shares are to be acquired	Ms. Freyan Crishna Bieri and Ms. Nyrika Holkar
	b.	Proposed date of acquisition	On or after 23rd January, 2018
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	1. 3,442 equity shares (5.073%) of Godrej Seeds & Genetics Limited (GSGL) from Ms. Freyan Crishna Bieri and 2. 3,442 equity shares (5.073%) of Godrej Seeds & Genetics Limited (GSGL) from Ms. Nyrika Holkar GSGL holds 27.45% of the share capital of TC
	d.	Total shares to be acquired as % of share capital of TC	10.14% of GSGL, which holds 27.45% of the share capital of TC
	e.	Price at which shares are proposed to be acquired	Not applicable as the proposed transfer is by way of gift
	f.	Rationale, if any, for the proposed transfer	Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		Regulation 10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		INR 973.71 (National Stock Exchange of India Limited)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		Not Applicable
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		Not applicable as the transfer of shares is by way of gift and as such no price or consideration is involved
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)		We confirm that the Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		We confirm that all the conditions specified under regulation 10(1)(a) with respect to exemption have been duly complied with.

11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	a	Acquirer(s) and PACs (other than sellers)(*):	As per Annexure A			
	b	Seller (s):				

Note:

- (*) Shareholding of each entity may 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.

Date: 17th January, 2018
Place: Mumbai



Jamshyd Godrej
As a constituted power of attorney holder
For Mrs. Smita Godrej Crishna

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 entity. 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.

Annexure A

	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		Number of shares/ voting	% 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	SMITA GODREJ CRISHNA	-	0.00%	-	0.00%
	PACs (other than sellers/ transferors)				
1	ADI GODREJ	1,000	0.00%	1,000	0.00%
2	PARMESHWAR GODREJ	8	0.00%	8	0.00%
3	TANYA ARVIND DUBASH	21,42,108	0.31%	21,42,108	0.31%
4	NISABA ADI GODREJ	21,42,122	0.31%	21,42,122	0.31%
5	PIROJSHA ADI GODREJ	21,42,150	0.31%	21,42,150	0.31%
6	NADIR BARJORJI GODREJ	18,34,908	0.27%	18,34,908	0.27%
7	BURJIS NADIR GODREJ	12,67,448	0.19%	12,67,448	0.19%
8	SOHRAB NADIR GODREJ	12,67,456	0.19%	12,67,456	0.19%
9	HORMAZD NADIR GODREJ	20,57,456	0.30%	20,57,456	0.30%
10	NAVROZE JAMSHYD GODREJ	32,13,618	0.47%	32,13,618	0.47%
11	JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)	32,13,616	0.47%	32,13,616	0.47%
12	RISHAD KAIKHUSHRU NAOROJI	48	0.00%	48	0.00%
13	RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN Enterprises)	89,59,000	1.31%	89,59,000	1.31%
14	GODREJ & BOYCE MANUFACTURING COMPANY LIMITED	5,00,07,630	7.34%	5,00,07,630	7.34%
15	GODREJ INDUSTRIES LIMITED	16,18,75,240	23.76%	16,18,75,240	23.76%
16	GODREJ SEEDS & GENETICS LIMITED	18,70,00,000	27.45%	18,70,00,000	27.45%
b.	**Seller(s)/ Transferor(s):**				
1	FREYAN CRISHNA BIERI	19,34,180	0.28%	19,34,180	0.28%
2	NYRIKA HOLKAR	19,34,176	0.28%	19,34,176	0.28%

Date: 17th January, 2018
Place: Mumbai



Mr. Jamshyd Godrej
As a constituted power of attorney holder
for Mrs. Smita Godrej Crishna