

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

Date: 26th March, 2020

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
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Sub: Disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your records.

You are requested to kindly take note of the above.

SD/-
Nadir Godrej

CC: Godrej Consumer Products Limited
Godrej One, 4th Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

DISCLOSURE UNDER REGULATION 29(1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

PART A: Details of the Acquisition

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mr. Nadir Godrej		
Whether the acquirer belongs to promoter / promoter group	The acquirer 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 acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs:			
a) Shares carrying voting rights	63 (Individually) 64,64,88,267 (Together with PAC)	0.00% (Individually) 63.24% (Together with PAC)	0.00% (Individually) 63.22% (Together with PAC)
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 acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	64,64,88,267	63.24%	63.22%
Details of acquisition (Refer note):			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by shares	42,63,670	0.42%	0.42%
c) 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) acquired d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	42,63,670 (voting rights)	0.42% (voting rights)	0.42% (voting rights)
After the acquisition, holding of acquirer along with PACs: a) Shares carrying voting rights b) VRs otherwise than by shares c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Refer Annexure A for shares and Annexure B for voting rights		
e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se arrangement amongst qualifying persons being immediate relatives for re-alignment of voting rights		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into Equity Shares, etc.	No securities have been acquired. The transaction involves acquisition of voting rights pursuant to the inter-se arrangement between Mr. Nadir Godrej, Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej		
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.	26 th March, 2020		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,02,23,16,352 (1,02,23,16,352 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,02,23,16,352 (1,02,23,16,352 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,02,26,06,485 (1,02,26,06,485 Equity Shares of Re. 1 each)		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (erstwhile 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

The aforesaid disclosure is being filed by the acquirer i.e. Mr. Nadir Godrej consequent to acquisition of 0.42% voting rights of Godrej Consumer Products Limited (without acquisition of shares) held by the transferors i.e. Mr. Burjis Godrej (0.19%), Mr. Sohrab Godrej (0.19%) and Mr. Hormazd Godrej (0.05%) vide Shareholders Agreement entered on 26th March, 2020. The transferors are the children of the acquirer.

Date: 26th March, 2020

SD/-

Nadir Godrej

Annexure A - Shares of the Target Company

	Pre-transaction			Transaction			Post-transaction		
	Number of shares	% of total share capital	% of total diluted share capital	Number of shares	% of total share capital	% of total diluted share capital	Number of shares	% of total share capital	% of total diluted share capital
Acquirer(s)/ Transferee(s):									
Nadir Godrej	63	0.00%	0.00%	-	0.00%	0.00%	63	0.00%	0.00%
Seller(s)/ Transferor(s):									
Burjis Godrej	1,901,172	0.19%	0.19%	-	0.00%	0.00%	1,901,172	0.19%	0.19%
Sohrab Godrej	1,901,184	0.19%	0.19%	-	0.00%	0.00%	1,901,184	0.19%	0.19%
Hormazd Godrej	461,314	0.05%	0.05%	-	0.00%	0.00%	461,314	0.05%	0.05%
Other PAC	642,224,534	62.82%	62.80%	-	-	-	642,224,534	62.82%	62.80%
Total	646,488,267	63.24%	63.22%	-	0.00%	0.00%	646,488,267	63.24%	63.22%

Annexure B - Voting rights of the Target Company

	Pre-transaction			Transaction			Post-transaction		
	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights
Acquirer(s)/ Transferee(s):									
Nadir Godrej	63	0.00%	0.00%	4,263,670	0.42%	0.42%	4,263,733	0.42%	0.42%
Seller(s)/ Transferor(s):									
Burjis Godrej	1,901,172	0.19%	0.19%	(1,901,172)	-0.19%	-0.19%	-	0.00%	0.00%
Sohrab Godrej	1,901,184	0.19%	0.19%	(1,901,184)	-0.19%	-0.19%	-	0.00%	0.00%
Hormazd Godrej	461,314	0.05%	0.05%	(461,314)	-0.05%	-0.05%	-	0.00%	0.00%
Other PAC	642,224,534	62.82%	62.80%	-	-	-	642,224,534	62.82%	62.80%
Total	646,488,267	63.24%	63.22%	-	0.00%	0.00%	646,488,267	63.24%	63.22%

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Sub: Disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

Enclosed is the disclosure in terms of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for your records.

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SD/-
Nadir Godrej

CC: Godrej Consumer Products Limited
Godrej One, 4th Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

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

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer	Mr. Nadir Godrej		
Whether the acquirer belongs to promoter / promoter group	The acquirer 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 acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
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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
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e) Total (a+b+c+d)	64,64,88,267	63.24%	63.22%
Details of acquisition (Refer note):			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by shares	42,63,670	0.42%	0.42%
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the	NIL	NIL	NIL

TC (specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	42,63,670 (voting rights)	0.42% (voting rights)	0.42% (voting rights)
After the acquisition, holding of acquirer along with with PACs:	Refer Annexure A for shares and Annexure B for voting rights		
a) Shares carrying voting rights			
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares	Refer Annexure A for shares and Annexure B for voting rights		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)			
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se arrangement amongst qualifying persons being immediate relatives for re-alignment of voting rights. The transaction involves acquisition of voting rights pursuant to the inter-se arrangement between Mr. Nadir Godrej, Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej. Kindly refer to Note 1.		
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.	26 th March, 2020		
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Sohrab Godrej	1,901,184	0.19%	0.19%	-	0.00%	0.00%	1,901,184	0.19%	0.19%
Hormazd Godrej	461,314	0.05%	0.05%	-	0.00%	0.00%	461,314	0.05%	0.05%
Other PAC	642,224,534	62.82%	62.80%	-	-	-	642,224,534	62.82%	62.80%
Total	646,488,267	63.24%	63.22%	-	0.00%	0.00%	646,488,267	63.24%	63.22%

Annexure B - Voting rights of the Target Company

	Pre-transaction			Transaction			Post-transaction		
	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights
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Seller(s)/ Transferor(s):									
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Hormazd Godrej	461,314	0.05%	0.05%	(461,314)	-0.05%	-0.05%	-	0.00%	0.00%
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