

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

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Date: 26<sup>th</sup> March, 2020

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 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.

You are requested to kindly take note of the above.

SD/-  
**Nadir Godrej**  
as a constituted power of attorney holder  
for Mr. Burjis Godrej

CC: Godrej Consumer Products Limited  
Godrej One, 4<sup>th</sup> Floor,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), 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	Mr. Burjis 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/ <del>voting</del> capital wherever applicable(*)	% w.r.t. total diluted share/ <del>voting</del> capital of the TC (**)
<b>Before the transfer under consideration, holding of the transferor along with PAC:</b>			
a) Shares carrying voting rights	19,01,172 (Individually) 64,64,88,267 (Together with PAC)	0.19% (Individually) 63.24% (Together with PAC)	0.19% (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 transferor to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>64,64,88,267</b>	<b>63.24%</b>	<b>63.22%</b>
<b>Details of transfer (Refer note):</b>			
a) Shares carrying voting rights transferred	NIL	NIL	NIL
b) VRs transferred/ sold otherwise than by shares	19,01,172	0.19%	0.19%
c) Warrants/convertible securities/any other instrument that	NIL	NIL	NIL

entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) transferred/ sold d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	<b>19,01,172</b> <b>(voting rights)</b>	<b>0.19%</b> <b>(voting rights)</b>	<b>0.19%</b> <b>(voting rights)</b>
<b>After the transfer, holding of transferor along with PAC:</b> a) Shares carrying voting rights b) Shares encumbered with the acquirer c) VRs otherwise than by shares 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	Refer Annexure A for shares and Annexure B for voting rights		
e) Total (a+b+c+d)			
Mode of transfer (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.		
<del>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.</del>	26 <sup>th</sup> March, 2020		
Equity share capital / total voting capital of the TC before the said transfer	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 transfer	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 transfer	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.

**Note 1: The aforesaid disclosure is being filed by the transferor i.e. Mr. Burjis Godrej consequent to transfer of 0.19% voting rights of Godrej Consumer Products Limited (without transfer of shares) held by the transferor to the acquirer i.e. Mr. Nadir Godrej vide Shareholders Agreement entered on 26<sup>th</sup> March, 2020. The transferor is the son of the acquirer.**

Date: 26<sup>th</sup> March, 2020

SD/-

**Nadir Godrej  
as a constituted power of attorney holder  
for Mr. Burjis 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
<b>Acquirer(s)/ Transferee(s):</b>									
Nadir Godrej	63	0.00%	0.00%	-	0.00%	0.00%	63	0.00%	0.00%
<b>Seller(s)/-Transferor(s):</b>									
Burjis Godrej	1,901,172	0.19%	0.19%	-	0.00%	0.00%	1,901,172	0.19%	0.19%
<b>Other PAC</b>	644,587,032	63.05%	63.03%	-	-	-	644,587,032	63.05%	63.03%
<b>Total</b>	<b>646,488,267</b>	<b>63.24%</b>	<b>63.22%</b>	-	<b>0.00%</b>	<b>0.00%</b>	<b>646,488,267</b>	<b>63.24%</b>	<b>63.22%</b>

**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
<b>Acquirer(s)/ Transferee(s):</b>									
Nadir Godrej	63	0.00%	0.00%	1,901,172	0.19%	0.19%	1,901,235	0.19%	0.19%
<b>Seller(s)/-Transferor(s):</b>									
Burjis Godrej	1,901,172	0.19%	0.19%	(1,901,172)	-0.19%	-0.19%	-	0.00%	0.00%
<b>Other PAC</b>	644,587,032	63.05%	63.03%	-	-	-	644,587,032	63.05%	63.03%
<b>Total</b>	<b>646,488,267</b>	<b>63.24%</b>	<b>63.22%</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>	<b>646,488,267</b>	<b>63.24%</b>	<b>63.22%</b>