

Nisaba Godrej  
4501, Strata, Planet Godrej, K K Marg, Mahalaxmi East, Mumbai 400011

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Date: 31st March, 2021

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.

  
**Nisaba Godrej**

CC: Godrej Consumer Products Limited  
Godrej One, 4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikroli (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	Ms. Nisaba 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/ <del>voting</del> capital wherever applicable(*)	% w.r.t. total diluted share/ <del>voting</del> capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs:</b>			
a) Shares carrying voting rights	3,70,083 (Individually) 64,64,88,267 (Together with PAC)	0.04% (Individually) 63.23% (Together with PAC)	0.04% (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)	<b>64,64,88,267</b>	<b>63.23%</b>	<b>63.22%</b>
<b>Details of acquisition:</b>			
a) Shares carrying voting rights acquired	4	0.00%	0.00%
b) VRs acquired otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the	NIL	NIL	NIL

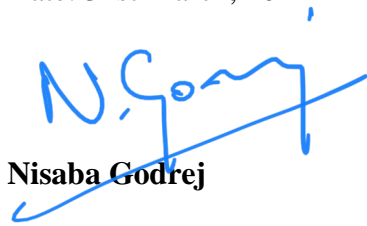
TC (specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+d)	<b>4</b>	<b>0.00%</b>	<b>0.00%</b>
<b>After the acquisition, holding of acquirer along with with PACs:</b>			
a) Shares carrying voting rights	3,70,087 (Individually)	0.04% (Individually)	0.04% (Individually)
	64,64,88,267 (Together with PAC)	63.23% (Together with PAC)	63.22% (Together with PAC)
b) VRs otherwise than by shares	NIL	NIL	NIL
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	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)	<b>64,64,88,267</b>	<b>63.23%</b>	<b>63.22%</b>
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	This is an off market transfer of shares pursuant to succession / inheritance in terms of Regulation 10(1)(g) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Equity Shares held by Mr. Adi Godrej, Executor of the Will of Late Mrs. Parmeshwar Godrej have been transferred to Ms. Nisaba Godrej (daughter of Mr. Adi Godrej and Late Mrs. Parmeshwar Godrej)		
<del>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.</del>	26 <sup>th</sup> March, 2021		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 1,02,24,86,273 (1,02,24,86,273 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 1,02,24,86,273 (1,02,24,86,273 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said acquisition	Rs. 1,02,26,73,694 (1,02,26,73,694 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.

Date: 31st March, 2021



**Nisaba Godrej**

## Annexure A

	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>									
NISABA GODREJ	3,70,083	0.04%	0.04%	4	0.00%	0.00%	3,70,087	0.04%	0.04%
PIROJSHA GODREJ	3,70,125	0.04%	0.04%	4	0.00%	0.00%	3,70,129	0.04%	0.04%
TANYA DUBASH	62	0.00%	0.00%	4	0.00%	0.00%	66	0.00%	0.00%
<b>Seller(s)/ Transferor(s):</b>									
ADI GODREJ	1,512	0.00%	0.00%	(12)	0.00%	0.00%	1,500	0.00%	0.00%
<b>Other PAC</b>	64,57,46,485	63.15%	63.14%	-	-	-	64,57,46,485	63.15%	63.14%
<b>Total</b>	<b>64,64,88,267</b>	<b>63.23%</b>	<b>63.22%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>64,64,88,267</b>	<b>63.23%</b>	<b>63.22%</b>