

Hormazd 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(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. Hormazd 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) 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. Hormazd 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/ voting capital wherever applicable(*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the transfer under consideration, holding of the transferor along with PAC:			
a) Shares carrying voting rights	4,61,314 (Individually) 64,64,88,267 (Together with PAC)	0.05% (Individually) 63.24% (Together with PAC)	0.05% (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)	64,64,88,267	63.24%	63.22%
Details of transfer (Refer note):			
a) Shares carrying voting rights transferred	NIL	NIL	NIL
b) VRs transferred/ sold otherwise than by shares	4,61,314	0.05%	0.05%
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)	4,61,314 (voting rights)	0.05% (voting rights)	0.05% (voting rights)
After the transfer, holding of transferor along with PAC: 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.		
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.	26 th 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. Hormazd Godrej consequent to transfer of 0.05% 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 26th March, 2020. The transferor is the son of the acquirer.

Date: 26th March, 2020

SD/-

**Nadir Godrej
as a constituted power of attorney holder
for Mr. Hormazd 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):									
Hormazd Godrej	461,314	0.05%	0.05%	-	0.00%	0.00%	461,314	0.05%	0.05%
Other PAC	646,026,890	63.19%	63.17%	-	-	-	646,026,890	63.19%	63.17%
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%	461,314	0.05%	0.05%	461,377	0.05%	0.05%
Seller(s)/-Transferor(s):									
Hormazd Godrej	461,314	0.05%	0.05%	(461,314)	-0.05%	-0.05%	-	0.00%	0.00%
Other PAC	646,026,890	63.19%	63.17%	-	-	-	646,026,890	63.19%	63.17%
Total	646,488,267	63.24%	63.22%	-	0.00%	0.00%	646,488,267	63.24%	63.22%