

Tanya Dubash

89 B, Hasman Bungalow, Bhulabhai Desai Road, Mumbai 400026

Date: March, 2019

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.



Tanya Dubash

CC: Godrej Consumer Products Limited
Godrej One, 4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikroli (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	Ms. Tanya Dubash		
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	28,43,162 (Individually) 64,64,88,246 (Together with PAC)	0.28% (Individually) 63.25% (Together with PAC)	0.28% (Individually) 63.23% (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)	64,64,88,246	63.25%	63.23%
Details of transfer:			
a) Shares carrying voting rights transferred	28,43,100	0.28%	0.28%
b) VRs transferred/ sold otherwise than by shares	NIL	NIL	NIL
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)	28,43,100	0.31%	0.31%
After the transfer, holding of transferor along with PAC:			
a) Shares carrying voting rights	62 (Individually) 64,64,88,246 (Together with PAC) [Refer Anx. A]	0.00% (Individually) 63.25% (Together with PAC) [Refer Anx. A]	0.00% (Individually) 63.23% (Together with PAC) [Refer Anx. A]
b) Shares encumbered with the transferor	NIL	NIL	NIL
c) VRs 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) after transfer	NIL	NIL	NIL
e) Total (a+b+c+d)	64,64,88,246	63.25%	63.23%
Mode of transfer (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market gift to trust (Private Family Trust)		
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.	22 March, 2019		
Equity share capital / total voting capital of the TC before the said transfer	Rs. 1,02,21,66,096 (1,02,21,66,096 Equity Shares of Re. 1 each)		
Equity share capital/ total voting capital of the TC after the said transfer	Rs. 1,02,21,66,096 (1,02,21,66,096 Equity Shares of Re. 1 each)		
Total diluted share/voting capital of the TC after the said transfer	Rs. 1,02,24,61,056 (1,02,24,61,056 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: 26 March, 2019

A handwritten signature in black ink, appearing to read 'Tanya Dubash', with a long horizontal flourish extending to the right.

Tanya Dubash

