Raika Godrej 40D, Ridge Road, Malabar Hill, Mumbai – 400 006

Date: 3 September, 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

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.

Despert

Jamshyd Naoroji Godrej as a constituted power of attorney holder

for Ms. Raika Jamshyd 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	Ms. Raika Jamshy	d Godrej	9
Whether the transferor belongs to promoter / promoter group	The transferor is a	part of the promote	r group
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	 The National S BSE Limited (Stock Exchange of In BSE)	ndia Limited (NSE)
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	48,20,400 (Individually) 64,64,88,267	0.47% (Individually) 63.24%	0.47% (Individually) 63.21%
	(Together with PAC)	(Together with PAC)	(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	NIL	NIL	NIL
shares carrying voting rights in the TC (specify holding in each category)			
e) Total (a+b+c+d)	64,64,88,267	63.24%	63.21%
Details of transfer: a) Shares carrying voting rights transferred	48,20,350	0.47%	0.47%
b) VRs transferred/ sold otherwise than by shares c) Warrants/convertible	NIL	NIL	NIL
securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the	NIL	NIL	NIL

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)	48,20,350	0.47%	0.47%
After the transfer, holding of			
transferor along with PAC:			
a) Shares carrying voting rights	50	0.00%	0.00%
	(Individually)	(Individually)	(Individually)
	64,64,88,267	63.24%	63.21%
	(Together with	(Together with	(Together with
	PAC)	PAC)	PAC)
	(Refer Annexure A)	(Refer Annexure A)	(Refer Annexure A)
b) Shares encumbered with the transferor	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible	NIL	NIL	NIL
securities/any other instrument that			
entitles the transferor to receive			
shares carrying voting rights in the			A
TC (specify holding in each			
category) after transfer			
e) Total (a+b+c+d)	64,64,88,267	63.24%	63.21%
Mode of transfer (e.g. open market		e transfer between '(Qualifying
/ off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Persons' by way of	fgift	
Date of transfer of date of receipt	27 th September, 20	110	
of intimation of allotment of shares / VR/ warrants/convertible	Z / September, 20	,15	
securities/any other instrument that entitles the transferor to receive			
shares in the TC.			
Equity share capital / total voting	Rs 1 02 23 10 383	(1,02,23,10,383 Eq	uity Charge of Do
capital of the TC before the said	1 each)	(1,02,23,10,363 Eq	uity Shares of Ke.
transfer	1 odolly		
Equity share capital/ total voting	Rs. 1 02 23 10 383	(1,02,23,10,383 Eq	uity Shares of Re
capital of the TC after the said transfer	1 each)	(1,02,23,10,363 Eq	uity Shares of Re.
Total diluted share/voting capital	Rs. 1,02,27,78,292	(1.02.27.79.202.E.	quity Change of
Total ulluted share/voting capital	113, 1,02,21,10,297.	(1,UZ,Z/,/0,Z9Z F.	dully Shares of

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: 30 September, 2019

Jamshyd Naoroji Godrej

as a constituted power of attorney holder

for Ms. Raika Jamshyd Godrej

Justry

		Pre-transaction			Transaction			Post-transaction	
	Number of shares	% of total share capital	% of total diluted share capital	Number of shares		% of total share % of total diluted	Number of shares		%
Acquirer(s)/ Transferee(s):						Bid Book		Capital	snare capital
Pheroza Jamshyd Godrej	×	0.00%	0.00%	48,20,350	0.47%	0.47%	48 20 350	20.479	V0T.N.O.
								0.47	
Seller(s)/-Transferor(s):									
Raika lamshvd Godrei	40.30,400	7014 0							
form of the same	49,20,400	0.47%	0.47%	(48,20,350)	-0.47%	-0.47%	20	0.00%	2000
Other PAC	64 16 67 867	WTT C3	VANT C2						
	inot intertu	02.11.8			0	£2	64,16,67,867	62.77%	62.74%
375.079									
Total	64,64,88,267	63.24%	63.21%				64 64 89 267	70VC C3	/014 63