

Date: July 18, 2024

To,

The Compliance Officer, Godrej Consumer Products Limited Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai, Maharashtra, 400079	BSE Limited, Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 532424	The National Stock Exchange of India Limited, The Listing Department, Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400051 Symbol: GODREJCP
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Subject: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”)

Dear Sir/ Ma’am,

We, Adi B. Godrej, Tanya A. Dubash, Nisaba Godrej, Pirojsha A. Godrej, Nadir B Godrej, and Burjis N. Godrej (the “**Transferors**”) are submitting the requisite notification under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of realignment of indirect voting rights in Godrej Consumer Products Limited (“**GCPL**”) by us due to realignment of shares and voting rights in Godrej & Boyce Manufacturing Company Limited (“**G&B**”) pursuant to the family settlement agreement entered into amongst some members of the Godrej family on April 30, 2024 (“**Family Settlement Agreement / FSA**”) and retirement of certain transferors and PACs from M/s. RKN Enterprises, an intermediate holding entity in G&B.

As required under Regulation 29(2) of the SEBI SAST Regulations, we enclose with this letter, a disclosure of the change in our indirect voting rights held in GCPL through G&B, pursuant to the Realignment.

We request you to take this on record and acknowledge receipt of the same.

Thanking you.

Encl: As above

Adi B. Godrej	Nadir B. Godrej	Tanya A. Dubash	Nisaba Godrej	Pirojsha A. Godrej	Burjis N. Godrej
Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra	40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra	4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra	Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra	40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

**Format for disclosures under Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Godrej Consumer Products Limited (“GCPL”)		
Name(s) of the acquirer -Transferors and Persons Acting in Concert (PAC) with the Transferors	<p>Adi B. Godrej Tanya A. Dubash Nisaba Godrej Pirojsha A. Godrej Nadir B Godrej Burjis N. Godrej (each, an “Transferor” and collectively the “Transferors”)</p> <p>List of persons acting in concert with the Transferor for the purpose of the Realignment has been specified in Annexure A below.</p>		
Whether the seller Transferor belongs to Promoter/ Promoter Group	Yes, the Transferors are members of the Promoter/ Promoter Group of GCPL.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and The National Stock Exchange of India Limited		
Details of the acquisition/ disposal Realignment as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the Target Company (**)
Before the sale Realignment under consideration, holding of Transferors and PACs:			
a) Shares carrying voting rights	<p>Not applicable since the Transferors have not directly disposed equity shares of GCPL but, pursuant to a family settlement agreement (“FSA”) entered into between members of the Godrej family, the Transferors have realigned 28.21% shares in G&B to Jamshyd Godrej and Smita Godrej Crishna.</p> <p>In addition, 15.36% shares of G&B have been realigned pursuant to retirement of certain Transferors and PACs (Tanya A. Dubash, Nisaba Godrej, Pirojsha Godrej, Nadir B. Godrej and Hormazd Godrej), from M/s. RKN Enterprises, an intermediate holding entity and a promoter in G&B.</p>		
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)	As on date of this disclosure G&B holds 7,50,11,445 equity shares in GCPL constituting 7.33% of the total share capital of GCPL. The		
c) Voting rights (VR) otherwise than by shares			

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)	number of shares realigned and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in Annexure B .
e) Total (a+b+c+d)	
Details of acquisition/ sale Realignment:	
a) Shares carrying voting rights acquired/ realigned	<p>The Transferors have not transferred any equity shares of GCPL. The Realignment is an inter-se transfer, pursuant to the FSA as a result of which the Transferors have realigned 28.21% shares in G&B to Jamshyd Godrej and Smita Godrej Krishna. In addition, 15.36% shares of G&B has been realigned pursuant to retirement of certain Transferors and PACs (Tanya A. Dubash, Nisaba Godrej, Pirojsha Godrej, Nadir B. Godrej and Hormazd Godrej), from M/s. RKN Enterprises, an intermediate holding entity and a promoter in G&B.</p> <p>The Transferors and Acquirers have been members of the promoter/promoter group of the GCPL for more than 3 years. As on date of this disclosure G&B holds 7,50,11,445 equity shares in GCPL constituting 7.33% of the total share capital of GCPL. The number of shares realigned and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in Annexure B.</p>
b) VRs acquired/ sale Realigned otherwise than by shares	
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) acquired/ sale Realigned	
d) Shares encumbered/ invoked/ released by the transferor	
e) Total (a+b+c+d)	
After the acquisition/ sale Realignment, holding of Transferor and PAC:	
a) Shares carrying voting rights	<p>The Transferors have not transferred any equity shares of GCPL. The number of shares realigned and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in Annexure B.</p>
b) Shares encumbered with by the transferor	
c) VRs otherwise than by shares	
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) after sale Realignment	
e) Total (a+b+c+d)	

Mode of acquisition/ sale -Realignment (e.g. open market/ off-market/ public issue/ right issue/ preferential allotment/ inter-se transfer etc.)	The Realignment is an inter-se transfer, pursuant to the FSA as a result of which the Transferors have realigned shares and voting rights in G&B to Jamshyd Godrej and Smita Godrej Crishna along with their PACs. The Transferors and Acquirers have been members of the promoter and promoter group of the GCPL for more than 3 years. As on date of this disclosure G&B holds 7,50,11,445 equity shares in GCPL constituting 7.33% of the total share capital of GCPL. Please refer to Annexure B for number of shares of G&B realigned by the Transferors.
Date of acquisition/ sale -Realignment of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	July 18, 2024
Equity share capital/ total voting capital of the TC before the said acquisition/ sale -Realignment	INR 1,02,28,20,329 (1,02,28,20,329 equity shares of INR 1 each)
Equity share capital/ total voting capital of the TC after the said acquisition/ sale -Realignment	INR 1,02,28,20,329 (1,02,28,20,329 equity shares of INR 1 each)
Total diluted share/voting capital of the TC after the said sale -Realignment	INR 1,02,36,22,998 (1,02,36,22,998 equity shares of INR 1 each)

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under 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: July 18, 2024

[Signature pages to follow]



Signature

Adi B. Godrej

Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra

[Signature page to the intimation under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



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

[Signature page to the intimation under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Pirojsha Godrej

Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra

[Signature page to the intimation under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Tanya Dubash

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

[Signature page to the intimation under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



Signature

Nisaba Godrej

4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra

[Signature page to the intimation under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

Burjis N. Godrej

Signature

Burjis Godrej

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

[Signature page to the intimation under Regulation 29 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

ANNEXURE A

1. Mr. Nadir Godrej
2. Ms. Tanya Dubash
3. Ms. Nisaba Godrej
4. Mr. Pirojsha Godrej
5. Mr. Adi Godrej
6. Ms. Rati Godrej
7. Ms. Karla Bookman
8. Mr. Burjis Godrej
9. Mr. Sohrab Godrej
10. Mr. Hormazd Godrej
11. Mr. Azaar Dubash
12. Mr. Aryaan Dubash
13. Ms. Sasha Godrej
14. Ms. Lana Godrej
15. Mr. Zoran Mehta
16. Ms. Aidan Mehta
17. ABG Family Trust
18. TAD Family Trust
19. TAD Children Trust
20. NG Family Trust
21. NG Children Trust
22. PG Family Trust
23. PG Children Trust
24. PG Lineage Trust
25. NBG Family Trust
26. RNG Family Trust
27. BNG Family Trust
28. BNG Successor Trust
29. BNG Lineage Trust
30. SNG Family Trust
31. SNG Successor Trust
32. SNG Lineage Trust
33. HNG Family Trust

34. AREL Enterprise LLP

ANNEXURE B

(i) Realignment of shares in Godrej & Boyce Manufacturing Company Limited (G&B) pursuant to FSA

S. No.	Transferor from the ABG Family and/ or the NBG Family	Number of Realignment Shares of G&B to be transferred	Transferee from the JNG Family and/ or SVC Family	Number of Realignment Shares of G&B to be received
1	Mr. Adi Godrej Mrs. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej	5 34,727 34,728 26,246	Mr. Jamshyd N. Godrej	95,706
2	Mr. Pirojsha Godrej Mr. Nadir Godrej Mr. Burjis Godrej	8,482 85,765 1,459	Mrs. Smita Godrej Crishna	95,706

(ii) Partner Retirals in M/s. RKN Enterprises

Name of the partnership	Number of shares held	% of shareholding in G&B
M/s. RKN Enterprises	104,185	15.36%

(iii) Pre-acquisition and Post-acquisition shareholding in G&B

Name of the Shareholder	Pre-transaction holding		Post-transaction holding	
	No. of Shares	% holding	No. of Shares	% holding
Mr. A.B. Godrej	5	0.00%	-	0.00%
Ms. T.A. Dubash	34,727	5.12%	-	0.00%
Ms. Nisaba Godrej	34,728	5.12%	-	0.00%
Mr. P.A. Godrej	34,728	5.12%	-	0.00%
ABG Family	104,188	15.36%	-	0.00%
Mr. N.B. Godrej & Ms. R.N. Godrej	87,271	12.86%	1,506	0.22%
Mr. N.B. Godrej, Trustee of NBG Family Trust	15,455	2.28%	15,455	2.28%
Mr. B.N. Godrej & Ms. R.N. Godrej	1,459	0.22%	-	0.00%
NBG Family	104,185	15.36%	16,961	2.50%
Mr. J.N. Godrej	5	0.00%	5	0.00%

Mr. J.N. Godrej & P.J. Godrej			95,706	14.11%
Mr. J.N.Godrej & Others, Trustees of JNG Family Trust	32,710	4.82%	32,710	4.82%
Mrs. P.J. Godrej & Mr. J.N. Godrej	33	0.00%	33.00	0.00%
Ms. R.J. Godrej	1	0.00%	1.00	0.00%
Mr. J.N.Godrej & Others, Trustees of The Raika Godrej Family Trust	10,376	1.53%	10,376.00	1.53%
Mr. J.N.Godrej & Others, Trustees of Raika Lineage Trust	25,342	3.74%	25,342.00	3.74%
Mr. N.J. Godrej & Mr. J.N.Godrej	10,369	1.53%	10,369.00	1.53%
Mr. N.J. Godrej & Mrs. P.J. Godrej & Mr. J.N. Godrej	10	0.00%	10.00	0.00%
Mr. J.N.Godrej & Others, Trustees of Navroze Lineage Trust	25,342	3.74%	25,342.00	3.74%
JNG Family	104,188	15.36%	199,894.00	29.46%
Mrs. S.G. Crishna & Mr. V.M. Crishna	20	0.00%	95,726.00	14.11%
Mrs. S.G. Crishna & Others, Trustees of SGC Family Trust	35,313	5.20%	35,313.00	5.20%
Mr. V.M. Crishna & Mrs. S.G. Crishna	13	0.00%	13.00	0.00%
Mrs. F.C.Bieri & Mrs. S.G.Crishna	10,370	1.53%	10,370.00	1.53%
Mrs. F.C. Bieri & Mrs. S.G. Crishna & Mr. V.M. Crishna	10	0.00%	10.00	0.00%
Mrs. S.G. Crishna & Others, Trustees of FVC Family Trust	24,040	3.54%	24,040.00	3.54%
Mrs. Nyrika Holkar & Mrs. S.G.Crishna	10,381	1.53%	10,381.00	1.53%
Mrs. S.G. Crishna & Others, Trustees of NVC Family Trust	24,040	3.54%	24,040.00	3.54%
SVC Family	104,187	15.36%	199,893.00	29.46%
Mr. R.K.Naoroji	1	0.00%	1.00	0.00%
M/s. RKN Enterprises ¹	104,185	15.36%	104,185.00	15.36%
RKN	104,186	15.36%	104,186.00	15.36%
Godrej Family Members	520,934	76.78%	520,934	76.78%
Mr. P.D. Lam & Others, Trustees of Pirojsha Godrej Foundation	157,500	23.21%	157,500	23.21%
Surveyors & Co. Pvt. Ltd.	11	0.00%	11.00	0.00%
Total Shareholding	678,445	100.00%	678,445	100.00%

¹ Ms. Tanya A. Dubash, Ms. Nisaba Godrej, Mr. Pirojsha Godrej, Mr. Nadir Godrej and Mr. Hormazd Godrej have retired from M/s. RKN Enterprises with effect from July 18, 2024.