

Date: July 22, 2024

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(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

We, Jamshyd Naoroji Godrej and Smita Godrej Crishna (on behalf of ourselves and our respective family members) are submitting a disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of the realignment of shares of Godrej Consumer Products Limited (“**GCPL**”) between the promoters and promoter group (who have been classified as promoters/ members of the promoter group of GCPL for more than three years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations) as contemplated in the Family Settlement Agreement dated April 30, 2024 entered into amongst some members of the Godrej Family (“**FSA**” or “**Family Settlement Agreement**”).

The said disclosure has been set out in the **Schedule** below. The provisions of the SEBI SAST Regulations are not applicable to the realignment of shares pursuant to the Family Settlement Agreement. However, this disclosure is being filed by way of abundant caution.

This is for your information and records.

Encl: As above

CC:

Godrej Consumer Products Limited
Godrej One, 4th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

[Signature page follows]

Signed and delivered by



Pheroza Jamshyd Godrej

Constituted Attorney of Jamshyd Naoroji Godrej
(For herself and on behalf of the JNG Family)

Signed and delivered by

A handwritten signature in blue ink, appearing to read "S. Godrej Crishna".

Smita Godrej Crishna

(for herself and on behalf of the SVC Family)

SCHEDULE

Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

PART A – Details of the Acquisition

Name of the Target Company (TC)	Godrej Consumer Products Limited (“GCPL”) No additional shares of or voting rights in GCPL were acquired by the JNG Family or the SVC Family, as part of the FSA. This disclosure is being made by way of abundant caution and on account of the shareholding to the extent of 7.33% held in GCPL by Godrej & Boyce Manufacturing Company Ltd. (an unlisted company) (“G&B”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	(i) Jamshyd Godrej (ii) Pheroza Jamshyd Godrej (iii) Raika Jamshyd Godrej (iv) Navroze Jamshyd Godrej (persons listed above are collectively referred to as, “JNG Family”) (i) Smita Godrej Crishna (ii) Nyrika Holkar (iii) Freyan Crishna Bieri (persons listed above are collectively referred to as, “SVC Family”) List of persons acting in concert with the Acquirers along with shareholding pattern has been specified in <u>Annexure A</u> below.		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited The National Stock Exchange of India Limited		
Details of the acquisition / disposal 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 acquisition under consideration, holding of acquirer along with PACs of:	Not applicable since the Acquirers have not directly acquired any equity shares of GCPL.		

a) Shares carrying voting rights b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others) 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) e) Total (a+b+c+d)	As a consequence of the realignment contemplated under the FSA between some of the promoters (including the Acquirers) and their family members, the JNG Family and SVC Family, who are promoters of G&B, received an additional 1,91,412 shares of G&B through an inter-se transfer from the promoter/ promoter group members set out in <u>Annexure B</u>. 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 transacted through the inter-se realignment and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in <u>Annexure B</u>. The shareholding of the Acquirers and PACs in GCPL pre and post the transaction is provided in <u>Annexure A</u>. No additional shares or voting rights in GCPL were acquired by the JNG Family and SVC Family as part of the Family Settlement Agreement. The provisions of the SEBI SAST Regulations are not applicable for this realignment. However, this disclosure is being filed by way of abundant caution. Pursuant to the FSA, the Acquirers are not to be regarded as ‘persons acting in concert’ with the transferors set out in <u>Annexure B</u> or any of the transferor affiliates with respect to GCPL.
Details of acquisition a) Shares carrying voting rights acquired b) VRs acquired otherwise than by equity 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 d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+/-d)	The Acquirers have not acquired any equity shares of GCPL. As a consequence of the realignment contemplated under the FSA between some of the promoters (including the Acquirers) and their family members, the JNG Family and SVC Family, who are promoters of G&B, received an additional 1,91,412 shares of G&B through an inter-se transfer from the promoter / promoter group members set out in <u>Annexure B</u>. 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 transacted through the inter-se realignment and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in <u>Annexure B</u>. No additional shares or voting rights in GCPL were acquired by the JNG Family and SVC Family as part of the Family Settlement Agreement.

	The provisions of the SEBI SAST Regulations are not applicable to this realignment. However, this disclosure is being filed by way of abundant caution.
After the acquisition, holding of Acquirer along with PACs: a) Shares carrying voting rights b) VRs otherwise than by equity 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) after acquisition d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) e) Total (a+b+c+d)	Not applicable since the Acquirers have not acquired any equity shares of GCPL. The number of shares transacted through the inter-se realignment and the shareholding of G&B before and after the realignment pursuant to the FSA is provided in <u>Annexure B</u> .
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc).	The realignment is an inter-se transfer, pursuant to the FSA as a result of which the Transferors have realigned shares in G&B to the JNG Family and the SVC Family, who are promoters of G&B. The Transferors and Acquirers have been members of the 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 <u>Annexure B</u> for number of shares of G&B realigned to the Acquirers.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Acquirers have received equity shares of G&B pursuant to an inter-se realignment, and have not acquired any additional securities of GCPL.
Date of acquisition of equity shares	The realignment of G&B shares was completed on July 18, 2024 in accordance with the FSA. Please refer to <u>Annexure B</u> for the details of change in shareholding of the Acquirers in G&B pursuant to the said realignment. No additional shares or voting rights in GCPL were acquired by the JNG Family and SVC Family as part of the FSA. As a consequence of the realignment contemplated under the Family Settlement Agreement between some of the promoters (including the Acquirers) and their family members, JNG Family and SVC Family (who are promoters of G&B) received an additional 1,91,412

	shares of G&B from the promoter/ promoter group members set out in Annexure B. G&B holds 7.33% of the paid-up share capital of GCPL. The provisions of the SEBI SAST Regulations are not applicable to this realignment. However, this disclosure is being filed by way of abundant caution. Pursuant to the FSA, the Acquirers are not to be regarded as ‘persons acting in concert’ with the transferors set out in <u>Annexure B</u> or any of the transferor affiliates with respect to GCPL.
Equity share capital / total voting capital of the TC before the said acquisition	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	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 acquisition	INR 1,02,36,22,998 (1,02,36,22,998 equity shares of INR 1 each)

Part – B *****Name of the Target Company:** Godrej Consumer Products Limited

Sr.	Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the Acquirer	Whether the Acquirer belongs to Promoter/Promoter group	PAN of the acquirer and/or PACs
1.	Mr. Jamshyd Naoroji Godrej	Yes	
2.	Mrs. Pheroza Jamshyd Godrej	Yes	
3.	Mrs. Smita Godrej Crishna	Yes	
4.	Mr. J.N. Godrej & Others (As Trustees of JNG Family Trust)	Yes	
5.	Mr. J.N. Godrej & Others (As Trustees of PJG Family Trust)	Yes	
6.	Ms. Raika J. Godrej	Yes	
7.	Mr Jamshyd N. Godrej (As Trustee of The Raika Godrej Family Trust)	Yes	
8.	Mr. J.N. Godrej & Others (As Trustees of RJG Family Trust)	Yes	
9.	Mr. J.N. Godrej & Others (As Trustees of Raika Lineage Trust)	Yes	
10.	Mr Navroze J. Godrej	Yes	
11.	Mr. J.N. Godrej & Others (As Trustees of NJG Family Trust)	Yes	
12.	Mr. J.N. Godrej & Others (As Trustees of Navroze Lineage Trust)	Yes	
13.	Ms. S.G. Crishna & Others (As Trustees of SGC Family Trust)	Yes	
14.	Ms. S.G. Crishna & Others (As Trustees of VMC Family Trust)	Yes	
15.	Ms Freyan C. Bieri	Yes	
16.	Ms. S.G. Crishna & Others (As Trustees of FVC Family Trust)	Yes	
17.	Ms. S.G. Crishna & Others (As Trustees of FVC Children Trust)	Yes	
18.	Ms Nyrika Holkar	Yes	
19.	Ms. S.G. Crishna & Others (As Trustees of NVC Family Trust)	Yes	
20.	Ms. S.G. Crishna & Others (As Trustees of NVC Children Trust)	Yes	
21.	Mr Rishad K. Naoroji	Yes	
22.	Mr Rishad K. Naoroji (Beneficial owner M/s RKN Enterprises) ¹	Yes	

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

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (**) 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.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

[Signature Page follows]

Signed and delivered by



Pheroza Jamshyd Godrej

Constituted Attorney of Jamshyd Naoroji Godrej
(For herself and on behalf of the JNG Family)

Signed and delivered by

A handwritten signature in blue ink, appearing to read "S. Godrej Crishna".

Smita Godrej Crishna

(for herself and on behalf of the SVC Family)

ANNEXURE A

Pre and Post Shareholding Pattern of Acquirers, PACs and Transferors in GCPL

<i>Name</i>	<i>Pre-acquisition shareholding</i>	<i>Pre-acquisition shareholding %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
(A) Acquirers and PACs⁽¹⁾						
Mr. Jamshyd Naoroji Godrej	2,848,215	0.28%	0.28%	2,848,215	0.28%	0.28%
Mrs. Pheroza Jamshyd Godrej	0	0.00%	0.00%	0	0.00%	0.00%
Mrs. Smita Godrej Crishna	1,898,811	0.19%	0.00%	1,898,811	0.19%	0.19%
Mr. J.N. Godrej & Others (As Trustees of JNG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. J.N. Godrej & Others (As Trustees of PJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Ms. Raika J. Godrej	50	0.00%	0.00%	50	0.00%	0.00%
Mr Jamshyd N. Godrej (As Trustee of The Raika Godrej Family Trust)	24	0.00%	0.00%	24	0.00%	0.00%
Mr. J.N. Godrej & Others (As Trustees of RJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. J.N. Godrej & Others (As Trustees of Raika Lineage Trust)	4,820,351	0.47%	0.47%	4,820,351	0.47%	0.47%
Mr Navroze J. Godrej	2,848,291	0.28%	0.28%	2,848,291	0.28%	0.28%
Mr. J.N. Godrej & Others (As Trustees of NJG Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr. J.N. Godrej & Others (As Trustees of Navroze Lineage Trust)	4,820,351	0.47%	0.47%	4,820,351	0.47%	0.47%
Ms. S.G. Crishna & Others (As Trustees of SGC Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Ms. S.G. Crishna & Others (As Trustees of VMC Family Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Ms Freyan C. Bieri	1,898,879	0.19%	0.19%	1,898,879	0.19%	0.19%
Ms. S.G. Crishna & Others (As Trustees of FVC Family Trust)	2,901,200	0.28%	0.28%	2,901,200	0.28%	0.28%

Ms. S.G. Crishna & Others (As Trustees of FVC Children Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Ms Nyrika Holkar	1,898,873	0.19%	0.19%	1,898,873	0.19%	0.19%
Ms. S.G. Crishna & Others (As Trustees of NVC Family Trust)	2,901,200	0.28%	0.28%	2,901,200	0.28%	0.28%
Ms. S.G. Crishna & Others (As Trustees of NVC Children Trust)	1	0.00%	0.00%	1	0.00%	0.00%
Mr Rishad K. Naoroji	72	0.00%	0.00%	72	0.00%	0.00%
Mr Rishad K. Naoroji (Beneficial owner Ms. RKN Enterprises) ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Total	26,836,325	2.62%	2.62%	28,881,967	2.62%	2.62%

- (1) Acquirers and PACs along with G&B (holding 75,011,445 in GCPL) for which this filing is being made will collectively hold 101,847,770 shares of GCPL constituting 9.96% of GCPL.
- (2) After the intimation dated April 30, 2024, filed under Regulation 10(5) on May 1, 2024, and before the date of this intimation i.e., July 22, 2024, in relation to the FSA; (i) certain Acquirers have, after making the requisite filings, acquired 1.11% shares of GCPL from M/s RKN Enterprises; and (ii) M/s RKN Enterprises had undertaken an on-market disposal of 0.2% shares of GCPL. For convenience, the pre-acquisition shareholding in GCPL in the table reflects the aforesaid transactions.

ANNEXURE B

(i) Family Settlement Realignment in G&B

S. No.	Transferor	Acquirer	Number of Equity Shares of G&B realigned	Percentage of Paid-up Share Capital of G&B
1.	Mr. Adi Godrej	Mr. Jamshyd Godrej	5	0.00%
	Mrs. Tanya Dubash		34,727	5.12%
	Ms. Nisaba Godrej		34,728	5.12%
	Mr. Pirojsha Godrej		26,246	3.87%
2.	Mr. Pirojsha Godrej	Mrs. Smita Godrej Crishna	8,482	1.25%
	Mr. Nadir Godrej		85,765	12.64%
	Mr. Burjis Godrej		1,459	0.22%

(ii) Pre and Post Shareholding Pattern of Acquirers, PACs and Transferors 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 ⁽¹⁾	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	0.00%
Ms. R.J. Godrej	1	0.00%	1	0.00%
Mr. J.N. Godrej & Others, Trustees of The Raika Godrej Family Trust	10,376	1.53%	10,376	1.53%
Mr. J.N. Godrej & Others, Trustees of Raika Lineage Trust	25,342	3.74%	25,342	3.74%
Mr. N.J. Godrej & Mr. J.N. Godrej	10,369	1.53%	10,369	1.53%
Mr. N.J. Godrej & Mrs. P.J. Godrej & Mr. J.N. Godrej	10	0.00%	10	0.00%
Mr. J.N. Godrej & Others, Trustees of Navroze Lineage Trust	25,342	3.74%	25,342	3.74%
JNG Family	104,188	15.36%	199,894	29.46%

Name of the Shareholder	Pre-transaction holding		Post-transaction holding	
	No. of Shares	% holding	No. of Shares	% holding
Mrs. S.G. Crishna & Mr. V.M. Crishna	20	0.00%	95,726	14.11%
Mrs. S.G. Crishna & Others, Trustees of SGC Family Trust	35,313	5.20%	35,313	5.20%
Mr. V.M. Crishna & Mrs. S.G. Crishna	13	0.00%	13	0.00%
Mrs. F.C. Bieri & Mrs. S.G. Crishna	10,370	1.53%	10,370	1.53%
Mrs. F.C. Bieri & Mrs. S.G. Crishna & Mr. V.M. Crishna	10	0.00%	10	0.00%
Mrs. S.G. Crishna & Others, Trustees of FVC Family Trust	24,040	3.54%	24,040	3.54%
Mrs. Nyrika Holkar & Mrs. S.G. Crishna	10,381	1.53%	10,381	1.53%
Mrs. S.G. Crishna & Others, Trustees of NVC Family Trust	24,040	3.54%	24,040	3.54%
SVC Family	104,187	15.36%	199,893	29.46%
Mr. R.K. Naoroji	1	0.00%	1	0.00%
M/s. RKN Enterprises ⁽²⁾	104,185	15.36%	104,185	15.36%
RKN	104,186	15.36%	104,186	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	0.00%
Total Shareholding	678,445	100.00%	678,445	100.00%

- (1) After the intimation dated April 30, 2024, filed under Regulation 10(5) on May 1, 2024, and before the date of this intimation i.e., July 22, 2024, Mr. S.N. Godrej & Mr. R.N. Godrej transferred their shares held in G&B to Mr. N.B. Godrej & Ms. R.N. Godrej.
- (2) Ms. Tanya Dubash, Ms. Nisaba Godrej, Mr. Pirojsha Godrej, Mr. Nadir Godrej, Mr. Hormazd Godrej and Mr. Rishad K. Naoroji have retired from M/s. RKN Enterprises with effect from July 18, 2024.
