

**Date:** July 16, 2024

To,

The Manager,

|                                                                                                                                          |                                                                                                                                                                           |
|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BSE Limited<br>Corporate Relationship Department,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Scrip Code: 532424 | National Stock Exchange of India Limited<br>Exchange Plaza, 5th Floor,<br>Plot No.C/1, G Block,<br>Bandra-Kurla Complex, Bandra(E), Mumbai-<br>400051<br>Symbol: GODREJCP |
|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Sub: Report under Regulation 10(6) in respect of the acquisitions under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”)**

We, Jamshyd Naoroji Godrej, Navroze Jamshyd Godrej, Smita Godrej Crishna, Nyrika Holkar and Freyan Crishna Bieri (the “**Acquirers**”), are submitting a report under Regulation 10(6) of the SEBI SAST Regulations in respect of the acquisition by us of Equity Shares of Godrej Consumer Products Limited (“**GCPL**”) amounting to 1.11% of the paid-up Equity Share capital of GCPL in aggregate from M/s. RKN Enterprises (“**Transferor**”), a Partnership Firm (the “**Acquisition**”).

The said disclosure has been set out in the **Schedule** below. The intimation under Regulation 10(5) of the SEBI SAST Regulations was filed with the stock exchanges on July 8, 2024.

The Acquirers and the Transferor have been classified as members of the Promoter / Promoter Group of GCPL for more than 3 (three) years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.

This is for your information and records.

Encl: As above

**CC:** Godrej Consumer Products Limited  
Godrej One, 4<sup>th</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai – 400079

*[Signature pages to follow]*

Signed and delivered by

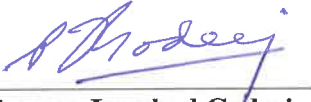


**Pheroza Jamshyd Godrej**

Constituted Attorney of Jamshyd Naoroji Godrej

For and on behalf of Jamshyd Naoroji Godrej

Signed and delivered by



**Pheroza Jamshyd Godrej**

Constituted Attorney of Navroze Jamshyd Godrej

For and on behalf of Navroze Jamshyd Godrej

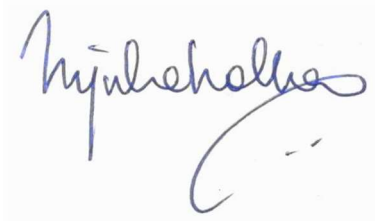
Signed and delivered by

*S. Godrej Crishna*

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**Smita Godrej Crishna**

Signed and delivered by

A handwritten signature in blue ink, appearing to read 'Nyrika Holkar', with a large, sweeping flourish extending from the bottom right.

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**Nyrika Holkar**

Signed and delivered by

  
Freyan Crishna Bieri

## Schedule

### Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

|    |                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Name of the Target Company (TC)                                                                  | Godrej Consumer Products Limited (“GCPL”)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 2. | Name of the acquirer(s)                                                                          | Jamshyd Naoroji Godrej<br>Navroze Jamshyd Godrej<br>Smita Godrej Crishna<br>Nyrika Holkar<br>Freyan Crishna Bieri<br><br>(each, an “Acquirer” or “Transferee” and collectively the “Acquirers” or “Transferees”)                                                                                                                                                                                                                                                                                                                                                                        |
| 3. | Name of the stock exchange where shares of the TC are listed                                     | BSE Limited<br>The National Stock Exchange of India Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares. | The transaction is an acquisition of 11,392,858 Equity Shares (amounting to 1.11% of the paid-up equity share capital) of GCPL by the Acquirers by way of a block deal from M/s. RKN Enterprises. Please refer to Annexure A for details on the number of shares acquired by each Acquirer from M/s. RKN Enterprises.<br><br>This is an inter-se transfer of Equity Shares amongst ‘Qualifying Persons’ being persons named as Promoters/ members of the Promoter Group in the shareholding pattern filed by GCPL for a continuous period of over three years prior to the Acquisition. |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                 | Regulation 10(1)(a)(ii) of the SEBI SAST Regulations.<br>However, it is to be noted that the Acquisition does not trigger open offer obligations under Regulations 3, 4 or 5 of the SEBI SAST Regulations. The Acquirers submitted a notification under Regulation 10(5) on July 8, 2024 and are submitting reports under Regulation 10(6) and Regulation 10(7) by way of abundant caution.                                                                                                                                                                                             |

|    |                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                  |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 6. | <p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> <li>- whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>- date of filing with the stock exchange.</li> </ul> | <ul style="list-style-type: none"> <li>- No, the disclosure of the Acquisition was not required to be made under Regulation 10(5) of the SEBI SAST Regulations. Please refer to our response in row 5 above.</li> <li>- Yes, by way of abundant caution, the Acquires made a disclosure under Regulation 10(5) of the SEBI SAST Regulations for the Acquisition on July 8, 2024, which is within the timeline specified in the regulations i.e., at least 4 (four) working days prior to the date of the Acquisition.</li> </ul> |                                                                  |
| 7. | Details of acquisition                                                                                                                                                                                                                                                                                                       | Disclosures required to be made under regulation 10(5)                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Whether the disclosures under regulation 10(5) are actually made |
|    | <p>a. Name of the transferor / seller:<br/><u>M/s. RKN Enterprises</u></p>                                                                                                                                                                                                                                                   | <p>No</p> <p>Please see our response in row 5 above.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>Yes</p> <p>Please see our response in row 5 above.</p>        |
|    | <p>b. Date of acquisition</p>                                                                                                                                                                                                                                                                                                | July 15, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                  |

|    |                      |                                                                                                           |                                                                                                                                                                                                                                               |                                   |                    |                                   |
|----|----------------------|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|--------------------|-----------------------------------|
|    | c.                   | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above   | The Acquirers collectively acquired 11,392,858 shares amounting to 1.11% of the paid-up equity share capital of GCPL. Please refer to <b>Annexure A</b> for details on the number of shares acquired by each person mentioned in row 2 above. |                                   |                    |                                   |
|    | d.                   | Total shares <del>proposed to be acquired</del> / actually acquired as a % of diluted share capital of TC | 11,392,858 shares amounting to 1.11% of the paid-up equity share capital of GCPL.                                                                                                                                                             |                                   |                    |                                   |
|    | e.                   | Price at which shares are <del>proposed to be acquired</del> / actually acquired                          | INR 1,443.90                                                                                                                                                                                                                                  |                                   |                    |                                   |
| 8. | Shareholding details |                                                                                                           | Pre-Transaction                                                                                                                                                                                                                               |                                   | Post-Transaction   |                                   |
|    |                      |                                                                                                           | No. of shares held                                                                                                                                                                                                                            | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
|    | a.                   | Each Acquirer / Transferee (*) –                                                                          | As per <b>Annexure B</b>                                                                                                                                                                                                                      |                                   |                    |                                   |
|    | b.                   | Each Seller / Transferor –                                                                                |                                                                                                                                                                                                                                               |                                   |                    |                                   |

Note:

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

**Date:** July 16, 2024

**Place:** Mumbai

*[Signature pages to follow]*

Signed and delivered by

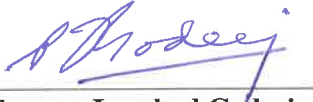


**Pheroza Jamshyd Godrej**

Constituted Attorney of Jamshyd Naoroji Godrej

For and on behalf of Jamshyd Naoroji Godrej

Signed and delivered by



**Pheroza Jamshyd Godrej**

Constituted Attorney of Navroze Jamshyd Godrej

For and on behalf of Navroze Jamshyd Godrej

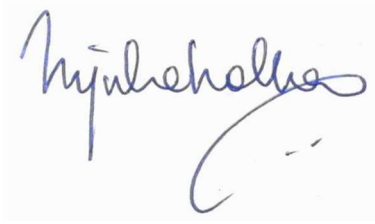
Signed and delivered by

*S. Godrej Crishna*

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**Smita Godrej Crishna**

Signed and delivered by

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**Nyrika Holkar**

Signed and delivered by

  
Freyan Crishna Bieri

## ANNEXURE A

### Details of Shares Acquired by each Acquirer

| Transferor           | Acquirer                   | Number of Equity Shares of GCPL Acquired | Percentage of Paid-up Share Capital of GCPL |
|----------------------|----------------------------|------------------------------------------|---------------------------------------------|
| M/s. RKN Enterprises | Mr. Jamshyd Naoroji Godrej | 2,848,215                                | 0.28%                                       |
|                      | Mr. Navroze Jamshyd Godrej | 2,848,214                                | 0.28%                                       |
|                      | Mrs. Smita Godrej Crishna  | 1,898,811                                | 0.19%                                       |
|                      | Mrs. Nyrika Holkar         | 1,898,809                                | 0.19%                                       |
|                      | Mrs. Freyan Crishna Bieri  | 1,898,809                                | 0.19%                                       |

## ANNEXURE B

### Pre-Transaction and Post-Transaction Shareholding Pattern

| Shareholding details |                                                                                                                                                            | Pre-Transaction    |                                   | Post-Transaction   |                                   |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------------------|--------------------|-----------------------------------|
|                      |                                                                                                                                                            | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| <b>(A)</b>           | <b>Acquirers/ Transferee:</b>                                                                                                                              |                    |                                   |                    |                                   |
|                      | Mr. Jamshyd Naoroji Godrej                                                                                                                                 | 0                  | 0.00%                             | 2,848,215          | 0.28%                             |
|                      | Mr. Navroze Jamshyd Godrej                                                                                                                                 | 77                 | 0.00%                             | 2,848,291          | 0.28%                             |
|                      | Mrs. Smita Godrej Crishna                                                                                                                                  | 0                  | 0.00%                             | 1,898,811          | 0.19%                             |
|                      | Mrs. Nyrika Holkar                                                                                                                                         | 64                 | 0.00%                             | 1,898,873          | 0.19%                             |
|                      | Mrs. Freyan Crishna Bieri                                                                                                                                  | 70                 | 0.00%                             | 1,898,879          | 0.19%                             |
|                      | <b>Sub Total (A)</b>                                                                                                                                       | <b>211</b>         | <b>0.00%</b>                      | <b>11,393,069</b>  | <b>1.11%</b>                      |
| <b>(B)</b>           | <b>Sellers / Transferor:</b>                                                                                                                               |                    |                                   |                    |                                   |
|                      | M/s. RKN Enterprises                                                                                                                                       | 11,392,858         | 1.11%                             | 0                  | Nil                               |
|                      | <b>Sub Total (B)</b>                                                                                                                                       | <b>11,392,858</b>  | <b>1.11%</b>                      | <b>Nil</b>         | <b>Nil</b>                        |
| <b>(C)</b>           | <b>Persons acting in concert with the Acquirers other than A and B above and holding shares (Family Members and Family Trusts through their trustees):</b> | <b>15,443,256</b>  | <b>1.51%</b>                      | <b>15,443,256</b>  | <b>1.51%</b>                      |
|                      | Mr. J.N. Godrej & Others (As Trustees of JNG Family Trust)                                                                                                 | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Mr. J.N. Godrej & Others (As Trustees of PJG Family Trust)                                                                                                 | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Ms. Raika J. Godrej                                                                                                                                        | 50                 | 0.00%                             | 50                 | 0.00%                             |
|                      | Mr Jamshyd N. Godrej (As Trustee of The Raika Godrej Family Trust)                                                                                         | 24                 | 0.00%                             | 24                 | 0.00%                             |
|                      | Mr. J.N. Godrej & Others (As Trustees of RJG Family Trust)                                                                                                 | 1                  | 0.00%                             | 1                  | 0.00%                             |

| Shareholding details |                                                                   | Pre-Transaction    |                                   | Post-Transaction   |                                   |
|----------------------|-------------------------------------------------------------------|--------------------|-----------------------------------|--------------------|-----------------------------------|
|                      |                                                                   | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
|                      | Mr. J.N. Godrej & Others (As Trustees of Raika Lineage Trust)     | 4,820,351          | 0.47%                             | 4,820,351          | 0.47%                             |
|                      | Mr. J.N. Godrej & Others (As Trustees of NJG Family Trust)        | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Mr. J.N. Godrej & Others (As Trustees of Navroze Lineage Trust)   | 4,820,351          | 0.47%                             | 4,820,351          | 0.47%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of SGC Family Trust)       | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of VMC Family Trust)       | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of FVC Family Trust)       | 2,901,200          | 0.28%                             | 2,901,200          | 0.28%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of FVC Children Trust)     | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of NVC Family Trust)       | 2,901,200          | 0.28%                             | 2,901,200          | 0.28%                             |
|                      | Ms. S.G. Crishna & Others (As Trustees of NVC Children Trust)     | 1                  | 0.00%                             | 1                  | 0.00%                             |
|                      | Mr Rishad K. Naoroji                                              | 72                 | 0.00%                             | 72                 | 0.00%                             |
| (D)                  | <b>Shareholding of Acquirers and PACs (other than Transferor)</b> | <b>15,443,467</b>  | <b>1.51%</b>                      | <b>26,836,325</b>  | <b>2.62%</b>                      |