**Date**: July 22, 2024

To,

The Manager,

| | |
|---|---|
| BSE Limited<br>Corporate Relationship Department,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Scrip Code: 532424 | The 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-400051<br>Symbol: GODREJCP |

**Sub: Intimation 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 and Smita Godrej Crishna (on behalf of ourselves and our respective family members) are submitting a report under Regulation 10(6) of the 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 entered into amongst some members of the Godrej Family ("**FSA**" or "**Family Settlement Agreement**").

The said report 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 April 30, 2024. 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 pages to follow]*

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

_____

**Smita Godrej Crishna**
(for herself and on behalf of the SVC Family)

**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**")<br><br>No additional shares of or voting rights in GCPL were acquired by the JNG Family or the SVC Family, as part of the FSA.<br><br>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**") |
| 2. | Name of the acquirer(s) | (i) Jamshyd Godrej<br>(ii) Pheroza Jamshyd Godrej<br>(iii) Raika Jamshyd Godrej<br>(iv) Navroze Jamshyd Godrej<br><br>(persons listed above are collectively referred to as, "**JNG Family**")<br><br>(i) Smita Godrej Crishna<br>(ii) Nyrika Holkar<br>(iii) Freyan Crishna Bieri<br><br>(persons listed above are collectively referred to as, "**SVC Family**") |
| 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~~ Realignment of shares. | Please refer to **Annexure A** for the details of the promoters of GCPL from whom the shares of G&B were realigned to JNG Family / SVC Family.<br><br>The realignment of G&B shares was completed on July 18, 2024 in accordance with the FSA. Please refer to **Annexure B** for the details of change in shareholding of the Acquirers in G&B pursuant to the realignment.<br><br>No additional shares or voting rights in GCPL were acquired by the JNG Family and SVC Family as part of the FSA.<br><br>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 A**. The acquirers and transferors have been members of the promoter group of the GCPL for more than 3 years.<br><br>G&B holds 7.33% of the paid-up share capital of GCPL.<br><br>The provisions of the SEBI SAST Regulations are not applicable for this realignment. However, this disclosure is being filed by way of abundant caution.<br><br>Pursuant to the FSA, the Acquirers are not to be regarded as 'persons acting in concert' with the transferors set out in **Annexure A** or any of the transferor affiliates with respect to GCPL.<br><br>Please refer to **Annexure A** for the number of shares of G&B acquired by the Acquirers. |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10(1)(a)(ii) of the SEBI SAST Regulations<br><br>However, it is to be noted that the provisions of the SEBI SAST Regulations are not applicable for the realignment of G&B shares. The JNG Family and the SVC Family submitted a notification under Regulation 10(5) on April 30, 2024, and are submitting reports under Regulation 10(6) and Regulation 10(7) by way of abundant caution. |

| | | | | |
|---|---|---|---|---|
| 6. | Whether disclosure of proposed ~~acquisition~~ Realignment was required to be made under regulation 10 (5) and if so,<br><br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | | - No, the disclosure under Regulation 10(5) was not required to be made. Please refer to our response in row 4 and 5 above.<br><br>- Yes, by way of abundant caution, the Acquirers made a disclosure under Regulation 10(5) of the SEBI SAST Regulations on April 30, 2024, which is within the timeline specified in the regulations i.e., at least 4 (four) working days prior to the date of acquisition of shares of G&B by the Acquirers. | |
| 7. | Details of ~~acquisition~~ Realignment | | Disclosures required to be made under regulation 10(5) | Whether the disclosures under regulation 10(5) are actually made |
| | a. | Name of the transferor ~~/ seller~~:<br>Please see Annexure A | No<br>Please see our response in row 6 above. | Yes<br>Please see our response in row 6 above. |
| | b. | Date of ~~acquisition~~ Realignment | July 18, 2024 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| | c. | Number of shares/ voting rights in respect of the ~~acquisition~~ Realignment from each person mentioned in 7(a) above | No additional shares of or voting rights in GCPL were acquired by the JNG Family or the SVC Family, as part of the Family Settlement Agreement.<br><br>Please refer to our response to in row 4 above. | | | |
| | d. | Total shares ~~proposed to be acquired / actually acquired~~ Realigned as a % of diluted share capital of TC | No additional shares of or voting rights in GCPL were acquired by the JNG Family and the SVC Family, as part of the Family Settlement Agreement.<br><br>Please refer to our response to in row 4 above. | | | |
| | e. | Price at which shares are ~~proposed to be acquired /~~ actually ~~acquired~~ Realigned | Not applicable. The transaction is an indirect acquisition pursuant to the FSA where the shares were realigned without monetary consideration. | | | |
| 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 on date of this form, G&B holds 75,011,445 Equity Shares of GCPL constituting 7.33% of the total share capital of GCPL.<br><br>The shareholding of the Acquirers and PACs in GCPL pre and post the transaction is provided in **Annexure C**. No additional shares of or voting rights in GCPL have been acquired by the JNG Family and the SVC Family, as part of the FSA.<br><br>Separately from the FSA, certain Acquirers have acquired 1.11% shares of GCPL as a | | | |

| | | | |
|---|---|---|---|
| | b. | Each Seller / Transferor – | separate and distinct transaction, by way of a block deal from RKN Enterprises, another promoter group entity. The required filings under the SEBI SAST Regulations for this transfer under Regulation 10(1)(a)(ii) including the filing under Regulation 10(5), Regulation 10(6), and Regulation 10(7) have been made by the acquirers on July 8, 2024, July 13, 2024 and July 13, 2024 respectively in accordance with timelines prescribed under the SEBI SAST Regulations, by way of abundant caution. |

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 22, 2024

**Place**: Mumbai

[*Signature pages to follow*]

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

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**Smita Godrej Crishna**
(for herself and on behalf of the SVC Family)

**Annexure A**

**FSA Realignment**

| 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% |

**Annexure B**

**Pre- Realignment and Post- Realignment Shareholding Pattern 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)] | 87,224 | 12.86% | 1,459 | 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% |
| Mr. S.N. Godrej & Ms. R.N. Godrej | 47 | 0.01% | 47 | 0.01% |
| **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%** |
| 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% |

| Name of the Shareholder | Pre-transaction holding | | Post-transaction holding | |
|---|---|---|---|---|
| | No. of Shares | % holding | No. of Shares | % holding |
| Mr. R.K.Naoroji & Others, Partners of 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.*

**Annexure C**

**Pre-Realignment and Post- Realignment Shareholding in GCPL**

| *Name* | *Pre-acquisition shareholding* | *Pre-acquisition shareholding %* | *Pre-acquisition voting rights %* | *Post-acquisition shareholding* | *Post-acquisition shareholding %* | *Post-acquisition voting rights %* |
|---|---|---|---|---|---|---|
| **(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%** |
| **(B) Sellers** | | | | | | |
| **Not Applicable** | | | | | | |

*(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 GIL in the table reflects the aforesaid transactions.*