

Godrej Industries Limited
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

Date: May 20, 2020

To,
The Manager,

BSE Limited

Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001
Scrip Code: 533150
Security ID: 782GPL20 – Debt Segment

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Symbol: GODREJPROP

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.

For Godrej Industries Limited

Sd/-

Clement G. Pinto
Chief Financial Officer

CC: Godrej Properties Limited
Godrej One, 5th Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079



DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

| | | | |
|---|---|--|--|
| Name of the Target Company (TC) | Godrej Properties Limited | | |
| Name(s) of the acquirer and Persons acting in Concert (PAC) with the acquirer | Godrej Industries Limited | | |
| Whether the acquirer belongs to promoter / promoter group | The acquirer is the promoter of the Target Company | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | 1. The National Stock Exchange of India Limited (NSE) 2. BSE Limited (BSE) | | |
| Details of the acquisition 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: | | | |
| a) Shares carrying voting rights | 12,30,27,510 (Individually) | 48.82% (Individually) | 48.82% (Individually) |
| | 16,24,33,533 (Together with PAC) | 64.45% (Together with PAC) | 64.45% (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 acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 16,24,33,533 | 64.45% | 64.45% |
| Details of acquisition: | | | |
| a) Shares carrying voting rights acquired | 13,82,310 | 0.55% | 0.55% |
| b) VRs acquired otherwise than by shares | NIL | NIL | NIL |
| 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 | NIL | NIL | NIL |

| | | | |
|---|---|---|---|
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 13,82,310 | 0.55% | 0.55% |
| After the acquisition, holding of acquirer along with with PACs: | | | |
| a) Shares carrying voting rights | 12,44,09,820 (Individually) | 49.36% (Individually) | 49.36% (Individually) |
| | 16,24,33,533 (Together with PAC) (Refer Annexure A) | 64.45% (Together with PAC) (Refer Annexure A) | 64.45% (Together with PAC) (Refer Annexure A) |
| b) Shares encumbered with the acquirer | NIL | NIL | NIL |
| c) VRs otherwise than by shares | NIL | NIL | NIL |
| 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 acquisition | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 16,24,33,533 | 64.45% | 64.45% |
| Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Acquired pursuant to the Scheme of Arrangement (Demerger) between Ensemble Holdings and Finance Limited and Godrej Industries Limited and their respective shareholders ('Scheme') (Refer Note 1) | | |
| Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | May 14, 2020 being date of Scheme becoming effective by filing of e-Form INC – 28 with the Ministry of Corporate Affairs. The said e-Form was approved by the Ministry of Corporate Affairs on May 19, 2020. | | |
| Equity share capital / total voting capital of the TC before the said acquisition | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) | | |
| Equity share capital/ total voting capital of the TC after the said acquisition | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) | | |
| Total diluted share/voting capital of the TC after the said acquisition | Rs. 1,26,01,19,555 (25,20,23,911 equity shares of Rs. 5 each) | | |

Note 1:

The National Company Law Tribunal, Mumbai bench vide its Order dated April 22, 2020 has approved the Scheme of Arrangement (Demerger) between Ensemble Holdings and Finance Limited (EHFL) and Godrej Industries Limited and their respective shareholders. Consequent to the said Order and filing of the final certified Orders vide e-Form INC – 28 with the Ministry of Corporate Affairs on May 14, 2020, the Scheme has become effective. The said e-Form has been approved by the Ministry of Corporate Affairs on May 19, 2020. Upon coming into effect of the Scheme, 13,82,310 equity shares (aggregating to 0.55% of the equity shares) of Godrej Properties Limited, being a part of the investment undertaking of EHFL stand transferred to and vested in Godrej Industries Limited. EHFL is a wholly owned subsidiary of Godrej Industries Limited. The actual transfer of shares in demat accounts is pending on account of lockdown restrictions.

The acquisition relates to 0.55% of the equity shares of the Target Company. However, this disclosure has been filed out of abundant caution.

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: May 20, 2020

For Godrej Industries Limited

Sd/-

Clement G. Pinto
Chief Financial Officer

Annexure A - Shares of the Target Company

| | Pre-Scheme | | | Acquired / transferred pursuant to Scheme | | | Post-Scheme | | |
|---|--------------------|--------------------------|----------------------------------|---|--------------------------|----------------------------------|--------------------|--------------------------|----------------------------------|
| | Number of shares | % of total share capital | % of total diluted share capital | Number of shares | % of total share capital | % of total diluted share capital | Number of shares | % of total share capital | % of total diluted share capital |
| Acquirer(s)/ Transferee(s)/ Resulting Company: | | | | | | | | | |
| Godrej Industries Limited | 123,027,510 | 48.82% | 48.82% | 1,382,310 | 0.55% | 0.55% | 124,409,820 | 49.36% | 49.36% |
| Seller(s)/ Transferor(s)/ Demerged Company: | | | | | | | | | |
| Ensemble Holdings and Finance Limited | 1,382,310 | 0.55% | 0.55% | (1,382,310) | -0.55% | -0.55% | - | 0.00% | 0.00% |
| Other PAC | 38,023,713 | 15.09% | 15.09% | - | - | - | 38,023,713 | 15.09% | 15.09% |
| Total | 162,433,533 | 64.45% | 64.45% | - | - | - | 162,433,533 | 64.45% | 64.45% |