

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 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

We are submitting the requisite report under Regulation 10(6) in respect of the acquisition of 0.55% of equity shares of Godrej Properties Limited by us under Regulation 10(1)(d)(iii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pursuant to the Scheme of Arrangement (Demerger) between Ensemble Holdings and Finance Limited and Godrej Industries Limited and their respective shareholders.

This is for your information and records.

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



Format for 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 Properties Limited	
2.	Name of the acquirer(s)	Godrej Industries Limited	
3.	Name of the stock exchange where shares of the TC are listed	The National Stock Exchange of India Limited and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	<p>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)</p> <p>Ensemble Holdings and Finance Limited and Godrej Industries Limited are a part of the Promoter / Promoter Group of the Target Company.</p> <p>Consequent to the above change there is no change in the total shareholding of the Promoters / Promoter Group of the Target Company.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange. 	<p>No</p> <p>Not Applicable</p>	
7.	Details of acquisition	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: Godrej Industries Limited has acquired 0.55% of the equity shares of Godrej Properties from Ensemble Holdings and Finance Limited, its wholly owned subsidiary	No	Not Applicable
b.	Date of acquisition	<p>May 14, 2020 being date of Scheme becoming effective by filing of e-Form INC – 28 with the Ministry of Corporate Affairs.</p> <p>The said e-Form was approved by the Ministry of Corporate Affairs on May 19, 2020.</p>	

	c.	Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Godrej Industries Limited has acquired 13,82,310 equity shares (aggregating to 0.55% of the equity shares) of Godrej Properties Limited from Ensemble Holdings and Finance Limited pursuant to the Scheme			
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Godrej Industries Limited has acquired 13,82,310 equity shares (aggregating to 0.55% of the equity shares) of Godrej Properties Limited from Ensemble Holdings and Finance Limited, pursuant to the Scheme			
	e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable			
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held of TC	% w.r.t total share capital of TC	No. of shares held of TC	% w.r.t total share capital of TC
	a	Each Acquirer/ Transferee(*)	As per Annexure A for shares			
	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.

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.**

Date : May 20, 2020

Place : Mumbai

For Godrej Industries Limited

Sd/-

Clement G. Pinto

Chief Financial Officer

Annexure A

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