

Sohrab Godrej
40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006

Date: 28th September, 2020

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 500164	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: GODREJIND
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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.

Nadir Godrej
as a constituted power of attorney holder
for Mr. Sohrab Godrej

CC: Godrej Industries Limited
Godrej One, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai – 400079

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

Name of the Target Company (TC)	Godrej Industries Limited		
Name(s) of the transferor and Persons acting in Concert (PAC) with the transferor	Mr. Sohrab Godrej		
Whether the transferor belongs to promoter / promoter group	The transferor is a part of the promoter group		
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 transfer 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 transfer under consideration, holding of the transferor along with PAC:			
a) Shares carrying voting rights	NIL (Individually) 21,78,20,122 (Together with PAC)	NIL (Individually) 64.73% (Together with PAC)	NIL (Individually) 64.70% (Together with PAC)
b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others) (Refer Note 1)	55,52,647 (Individually)	1.65% (Individually)	1.65% (Individually)
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	21,78,20,122	64.73%	64.70%
Details of transfer:			
a) Shares carrying voting rights transferred	NIL	NIL	NIL
b) VRs transferred/ sold otherwise than by shares	NIL	NIL	NIL
	NIL	NIL	NIL

c) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) transferred/ sold d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) (Refer Note 1)	2,70,000	0.08%	0.08%
e) Total (a+b+c+/-d)	2,70,000	0.08%	0.08%
After the transfer, holding of transferor along with PAC: a) Shares carrying voting rights b) Shares encumbered with the acquirer (Refer Note 1 and 2) c) VRs otherwise than by shares d) Warrants/convertible securities/any other instrument that entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer	NIL (Individually) 21,78,20,122 (Together with PAC) (Refer Annexure A & Annexure B) 52,82,647 (Individually) NIL NIL	NIL (Individually) 64.73% (Together with PAC) (Refer Annexure A & Annexure B) 1.57% (Individually) NIL NIL	NIL (Individually) 64.70% (Together with PAC) (Refer Annexure A & Annexure B) 1.57% (Individually) NIL NIL
e) Total (a+b+c+d)	21,78,20,122	64.73%	64.70%
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off-market inter-se transfer between 'Qualifying Persons' by way of gift		
Date of transfer of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the transferor to receive shares in the TC.	28 th September, 2020		
Equity share capital / total voting capital of the TC before the said transfer	Rs. 33,65,20,067 (33,65,20,067 Equity Shares of Re. 1 each)		

Equity share capital/ total voting capital of the TC after the said transfer	Rs. 33,65,20,067 (33,65,20,067 Equity Shares of Re. 1 each)
Total diluted share/voting capital of the TC after the said transfer	Rs. 33,66,45,487 (33,66,45,487 Equity Shares of Re. 1 each)

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.

Note 1: The voting rights in relation to the shares of the TC held by Mr. Sohrab Godrej have been vested with Mr. Nadir Godrej vide Shareholders Agreement dated 26th March, 2020 between Mr. Nadir Godrej, Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej. The voting rights in relation to shares of the TC transferred by Mr. Sohrab Godrej to Mr. Hormazd Godrej would continue to remain vested with Mr. Nadir Godrej as per the terms of the Shareholders Agreement dated 26th March, 2020.

Note 2: The shares referred to the said point “b” are “Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)”. In absence of the specific field, they have been included as “Shares encumbered with the acquirer”, as the field pertains to encumbrance.

Date: 28th September, 2020

Nadir Godrej
as a constituted power of attorney holder
for Mr. Sohrab Godrej

Annexure A - Shares of the Target Company

	Pre-transaction			Transaction			Post-transaction		
	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):									
Hormazd Godrej	1,371,000	0.41%	0.41%	270,000	0.08%	0.08%	1,641,000	0.49%	0.49%
Seller(s)/ Transferor(s):									
Sohrab Godrej	5,552,647	1.65%	1.65%	(270,000)	-0.08%	-0.08%	5,282,647	1.57%	1.57%
Other PAC	210,896,475	62.67%	62.65%	-	-	-	210,896,475	62.67%	62.65%
Total	217,820,122	64.73%	64.70%	-	-	-	217,820,122	64.73%	64.70%

Annexure B - Voting rights of the Target Company

	Pre-transaction			Transaction			Post-transaction		
	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights	Number of voting rights	% of total voting rights	% of total diluted voting rights
Acquirer(s)/ Transferee(s):									
Hormazd Godrej	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
Seller(s)/ Transferor(s):									
Sohrab Godrej	-	0.00%	0.00%	-	0.00%	0.00%	-	0.00%	0.00%
Other PAC	217,820,122	64.73%	64.70%	-	-	-	217,820,122	64.73%	64.70%
Total	217,820,122	64.73%	64.70%	-	-	-	217,820,122	64.73%	64.70%