

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

Date: 26th March, 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: Report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite report under Regulation 10(6) in respect of the acquisition of 3.78% voting rights of Godrej Industries Limited by me on 26th March 2020 under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and records.

Sd/-

Nadir Godrej

CC: Godrej Industries Limited
Godrej One, Pirojshanagar,
Eastern Express Highway,
Vikroli (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 Industries Limited	
2.	Name of the acquirer(s)	Mr. Nadir Godrej	
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.	Inter-se arrangement amongst qualifying persons being immediate relatives for re-alignment of voting rights	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes Yes Filed on 13 th March, 2020	
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: Mr. Nadir Godrej has acquired voting rights aggregating to 3.78% from Mr. Burjis Godrej (1.72%), Mr. Sohrab Godrej (1.65%) and Mr. Hormazd Godrej (0.41%)	Yes	Yes
	b. Date of acquisition	26 th March, 2020	
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	No shares have been acquired; However, voting rights aggregating to 3.78% have been acquired from Mr. Burjis Godrej (1.72%), Mr. Sohrab Godrej (1.65%) and Mr. Hormazd Godrej (0.41%)	

	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	No shares have been acquired; However, voting rights aggregating to 3.78% have been acquired			
	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 As per Annexure B for voting rights			
	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.
- **The aforesaid disclosure is being filed by the acquirer i.e. Mr. Nadir Godrej consequent to acquisition of 3.78% voting rights (without acquisition of shares) of Godrej Industries Limited held by the transferors i.e. Mr. Burjis Godrej (1.72%), Mr. Sohrab Godrej (1.65%) and Mr. Hormazd Godrej (0.41%) vide Shareholders Agreement entered on 26th March, 2020. The transferors are the children of the acquirer.**

Date: 26th March, 2020

Place: Mumbai

Sd/-

Nadir Godrej

Annexure A - Shares of the Target Company

Shareholding Details		Before the transaction		After the transaction	
		Number of shares	% w.r.t total share capital of TC	Number of shares	% w.r.t total share capital of TC
a. Acquirer(s) and PACs (other than sellers)(*):					
Acquirer(s)/ Transferee(s):					
1	NADIR B. GODREJ	599,008	0.18%	599,008	0.18%
PACs (other than sellers/ transferors)		195,188,997	58.01%	195,188,997	58.01%
b. Seller(s)/ Transferor(s):					
1	BURJIS NADIR GODREJ	5,784,975	1.72%	5,784,975	1.72%
2	SOHRAB NADIR GODREJ	5,552,647	1.65%	5,552,647	1.65%
3	HORMAZD NADIR GODREJ	1,371,000	0.41%	1,371,000	0.41%

Date: 26th March, 2020

Place: Mumbai

Annexure B - Voting Rights of the Target Company

Shareholding Details		Before the transaction		After the transaction	
		Number of voting rights	% w.r.t total voting rights of TC	Number of voting rights	% w.r.t total voting rights of TC
a. Acquirer(s) and PACs (other than sellers)(*):					
Acquirer(s)/ Transferee(s):					
1	NADIR B. GODREJ	599,008	0.18%	13,307,630	3.96%
PACs (other than sellers/ transferors)		195,188,997	58.01%	195,188,997	58.01%
b. Seller(s)/ Transferor(s):					
1	BURJIS NADIR GODREJ	5,784,975	1.72%	-	0.00%
2	SOHRAB NADIR GODREJ	5,552,647	1.65%	-	0.00%
3	HORMAZD NADIR GODREJ	1,371,000	0.41%	-	0.00%

Date: 26th March, 2020

Place: Mumbai