

PG FAMILY TRUST

5th Floor, Godrej One Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400079

Date: 5th 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 |
|---|---|

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.

Pirojsha Godrej
as a trustee of PG Family Trust

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 | PG Family Trust through its trustees, Mr. Pirojsha Godrej and Ms. Nisaba 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 | 91,73,249 (Individually) 20,75,39,422 (Together with PAC) | 2.73% (Individually) 61.68% (Together with PAC) | 2.73% (Individually) 61.66% (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 transferor to receive shares carrying voting rights in the TC (specify holding in each category) | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 20,75,39,422 | 61.68% | 61.66% |
| Details of transfer: | | | |
| a) Shares carrying voting rights transferred | 2,37,000 | 0.07% | 0.07% |
| b) VRs transferred/ sold otherwise than by shares | NIL | NIL | NIL |
| c) Warrants/convertible securities/any other instrument that | NIL | NIL | NIL |

| | | | |
|--|---|---|---|
| entitles the transferor to receive shares carrying voting rights in the TC (specify holding in each category) transferred/ sold | NIL | NIL | NIL |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) | | | |
| e) Total (a+b+c+/-d) | 2,37,000 | 0.07% | 0.07% |
| After the transfer, holding of transferor along with PAC: | | | |
| a) Shares carrying voting rights | 89,36,249 (Individually) 20,75,39,422 (Together with PAC) (Refer Annexure A) | 2.66% (Individually) 61.68% (Together with PAC) (Refer Annexure A) | 2.66% (Individually) 61.66% (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 transferor to receive shares carrying voting rights in the TC (specify holding in each category) after transfer | NIL | NIL | NIL |
| e) Total (a+b+c+d) | 20,75,39,422 | 61.68% | 61.66% |
| Mode of acquisition (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Transfer between members of Promoter Group on market by way of block deal | | |
| 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. | 5 th March, 2020 | | |
| Equity share capital / total voting capital of the TC before the said transfer | Rs. 33,64,66,016 (33,64,66,016 Equity Shares of Re. 1 each) | | |
| Equity share capital/ total voting capital of the TC after the said transfer | Rs. 33,64,66,016 (33,64,66,016 Equity Shares of Re. 1 each) | | |
| Total diluted share/voting capital of the TC after the said transfer | Rs. 33,65,81,797 (33,65,81,797 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.

Date: 5th March, 2020



Pirojsha Godrej
as a trustee of PG Family Trust

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): | | | | | | | | | |
| Karla Bookman | - | 0.00% | 0.00% | 237,000 | 0.07% | 0.07% | 237,000 | 0.07% | 0.07% |
| Seller(s)/ Transferor(s): | | | | | | | | | |
| PG Family Trust | 9,173,249 | 2.73% | 2.73% | (237,000) | -0.07% | -0.07% | 8,936,249 | 2.66% | 2.66% |
| Other PAC | 198,366,173 | 58.96% | 58.94% | - | - | - | 198,366,173 | 58.96% | 58.94% |
| Total | 207,539,422 | 61.68% | 61.66% | - | - | - | 207,539,422 | 61.68% | 61.66% |