

Date: July 18, 2024

To,  
The Manager,

<b>BSE Limited</b> Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 540743	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: GODREJAGRO
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**Sub: Disclosure in terms of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/ Madam,

We, Nadir Godrej, Tanya Dubash, Nisaba Godrej and Pirojsha Godrej, are submitting the requisite disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of the indirect acquisition and realignment of voting rights over Godrej Agrovet Limited (“**GAVL**”), among the promoters and promoter group (who have been classified as promoter/ promoter group of GAVL for more than three years in terms of Regulation 10(1)(a)(ii) of the SEBI SAST Regulations), pursuant to the family settlement agreement entered into amongst some members of the Godrej family on April 30, 2024 (“**Family Settlement Agreement / FSA**”).

This is for your information and records.

Thanking you,

<b>Nadir Godrej</b>	<b>Tanya Dubash</b>	<b>Nisaba Godrej</b>	<b>Pirojsha Godrej</b>
40-D, The Trees, B G Kher Marg, Malabar Hill, Mumbai 400006	Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra	4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra	Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra

**CC: Godrej Agrovet Limited**  
Godrej One, 3<sup>rd</sup> Floor, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (East), Mumbai – 400079

**Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**PART A – Details of the Acquisition**

Name of the Target Company (TC)	Godrej Agrovet Limited (“GAVL”)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Mr. Nadir Godrej Ms. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej  List of PACs is as per <b>Annexure A</b>		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
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 (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>	Not applicable since it is an indirect acquisition and hence there is no change in the shareholding of GAVL. As mentioned below, the family settlement agreement entered into between some of the promoters and their family members (“FSA”) contemplated a realignment of shares between members of the Godrej family in GIL and therefore there was an indirect change in control of GAVL. Consequently, the Acquirers along with PACs now own and control 64.66% of Godrej Industries Limited (“GIL”) <sup>1</sup> , which in turn holds 64.88% stake in GAVL;		
a) Shares carrying voting rights			
b) Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity shares			
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)	The number of shares acquired and the shareholding of GIL before and after the realignment pursuant to the FSA is provided in <b>Annexure B</b> .		
e) Total (a+b+c+d)			
<b>Details of acquisition</b>	The Acquirers have not directly acquired any equity shares of GAVL. As mentioned below, the FSA contemplated a realignment of shares between members of the Godrej family in GIL and therefore there was an indirect change in control of GAVL. Consequently, the Acquirers along with PACs now own		
a) Shares carrying voting rights acquired			

<sup>1</sup> Separately, the Acquirers have acquired 12.65% shares of GIL, by way of a block deal from RKN Enterprises, another promoter group entity on July 8, 2024 (“**RKNE Transaction**”).

<p>b) VRs acquired otherwise than by equity shares</p> <p>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</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>and control 64.66% of GIL, which in turn holds 64.88% stake in GAVL The number of shares acquired and the shareholding of GIL before and after the realignment pursuant to the FSA is provided in <b>Annexure B</b>.</p>
<p><b>After the acquisition, holding of Acquirer along with PACs:</b></p> <p>a) Shares carrying voting rights</p> <p>b) VRs otherwise than by equity shares</p> <p>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) after acquisition</p> <p>d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)</p> <p>e) Total (a+b+c+d)</p>	<p>The Acquirers have not directly acquired equity shares of GAVL. The number of shares acquired and the shareholding of GIL before and after the realignment pursuant to the FSA is provided in <b>Annexure B</b>.</p>
<p>Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer / encumbrance, etc).</p>	<p>Acquirers have not directly acquired equity shares of GAVL, but pursuant to the FSA, the Acquirers along with PACs have acquired 21.40% shares in GIL by way of (a) realignment of 20.84% shares of GIL from transferors to the Acquirers as stated in <b>Annexure B</b>, who are and have been members of the promoter and promoter group of GAVL for more than 3 years; and (b) retiral of certain members of the Godrej family from Anamudi Real Estates LLP, an intermediate holding entity and promoter group entity, holding 0.57% shares of GIL.</p> <p>Consequently, the Acquirers along with PACs now own and control 64.66% of GIL, which in turn holds 64.88% stake in GAVL;</p> <p>Taken together with their existing shareholding in GAVL, the Acquirers along with PACs now hold and control 67.57% of the voting rights of GAVL.</p>

	Please refer to <b>Annexure B</b> for number of shares of GIL acquired by the Acquirers.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares
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.	<ol style="list-style-type: none"> <li>1. The retiral of partners from Anamudi Real Estates LLP was completed on July 10, 2024; and</li> <li>2. The realignment of 20.84% shares of GIL from transferors to the acquirers was completed on July 18, 2024.</li> </ol>
Equity share capital / total voting capital of the TC before the said acquisition	INR 1,92,26,06,880 (19,22,60,688 equity shares of INR 10 each)
Equity share capital/ total voting capital of the TC after the said acquisition	INR 1,92,26,06,880 (19,22,60,688 equity shares of INR 10 each)
Total diluted share/voting capital of the TC after the said acquisition	INR 1,92,29,79,760 (19,22,97,976 Equity Shares of INR 10 each)



**Signature**

**Nadir Godrej**

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

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



**Signature**

**Pirojsha Godrej**

Aashraye Godrej House, 67H, Walkeshwar Road, Malabar Hill, Mumbai 400006, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



**Signature**

**Tanya Dubash**

Hasman Bungalow, 89B Bhulabhai Desai Road, Mumbai 400026, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



**Signature**

**Nisaba Godrej**

4501, Strata, Planet Godrej, KK Marg, Mahalaxmi East, Mumbai 400011, Maharashtra

[Signature page to the intimation under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]



## **ANNEXURE A**

1. Mr. Nadir Godrej
2. Ms. Tanya Dubash
3. Ms. Nisaba Godrej
4. Mr. Pirojsha Godrej
5. Mr. Adi Godrej
6. Ms. Rati Godrej
7. Ms. Karla Bookman
8. Mr. Burjis Godrej
9. Mr. Sohrab Godrej
10. Mr. Hormazd Godrej
11. Mr. Azaar Dubash
12. Mr. Aryaan Dubash
13. Ms. Sasha Godrej
14. Ms. Lana Godrej
15. Mr. Zoran Mehta
16. Ms. Aidan Mehta
17. ABG Family Trust
18. TAD Family Trust
19. TAD Children Trust
20. NG Family Trust
21. NG Children Trust
22. PG Family Trust
23. PG Children Trust
24. PG Lineage Trust
25. NBG Family Trust
26. RNG Family Trust
27. BNG Family Trust
28. BNG Successor Trust
29. BNG Lineage Trust
30. SNG Family Trust
31. SNG Successor Trust
32. SNG Lineage Trust
33. HNG Family Trust
34. AREL Enterprise LLP

## ANNEXURE B

(i) **Realignment in Godrej Industries Limited pursuant to FSA**

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares realigned</i>	<i>% of shareholding in GIL</i>
Mr. Jamshyd Godrej	Mr. Nadir Godrej	30,868,338	9.17%
Ms. Raika Godrej	Ms. Tanya Dubash	997,089	0.30%
Mr. Navroze Godrej	Ms. Tanya Dubash	10,157,316	3.02%
Mrs. Smita Godrej Crishna	Ms. Tanya Dubash	606,329	0.18%
Mr. Jamshyd Godrej	Ms. Tanya Dubash	560,212	0.17%
Mrs. Nyrika Holkar	Ms. Tanya Dubash	773,383	0.23%
Mrs. Nyrika Holkar	Ms. Nisaba Godrej	13,094,330	3.89%
Mrs. Nyrika Holkar	Mr. Pirojsha Godrej	13,094,325	3.89%
<b>Total</b>		<b>7,01,51,322</b>	<b>20.84%</b>

(ii) **Partner Retirals**

<i>Name of the partnership</i>	<i>Number of shares held</i>	<i>% of shareholding in GIL</i>
Anamudi Real Estates LLP	19,16,792	0.57%

(iii) **Pre-acquisition and Post-acquisition shareholding in Godrej Industries Limited<sup>2</sup>**

<i>Name</i>	<i>Pre-acquisition shareholding (After RKNE Transaction)</i>	<i>Pre-acquisition shareholding % (After RKNE Transaction)</i>	<i>Pre-acquisition voting rights % (After RKNE Transaction)</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
<b>(A) Acquirers and PACs</b>						
Mr. Adi Godrej	6,07,692	0.18%	0.18%	6,07,692	0.18%	0.18%
Ms. Tanya Dubash	64,36,532	1.91%	1.91%	1,95,30,861	5.80%	5.80%
Ms. Nisaba Godrej	64,36,531	1.91%	1.91%	1,95,30,861	5.80%	5.80%
Mr. Pirojsha Godrej	64,36,535	1.91%	1.91%	1,95,30,860	5.80%	5.80%
Ms. Karla Bookman	2,37,000	0.07%	0.07%	2,37,000	0.07%	0.07%
Mr. Azaar Dubash	-	-	-	-	-	-
Mr. Aryaan Dubash	-	-	-	-	-	-
Ms. Sasha Godrej	2,41,200	0.07%	0.07%	2,41,200	0.07%	0.07%
Ms. Lana Godrej	2,65,000	0.08%	0.08%	2,65,000	0.08%	0.08%
Mr. Zoran Mehta	-	-	-	-	-	-

<sup>2</sup> After the intimation dated April 30, 2024, filed under Regulation 10(5) on May 1, 2024, and before the date of this intimation i.e., July 18, 2024, in relation to the FSA, the Acquirers have, after making the requisite filings, undertaken the RKNE Transaction. For convenience, the pre-acquisition shareholding in GIL in the table includes the shares acquired by the Acquirers pursuant to the RKNE Transaction.

<i>Name</i>	<i>Pre-acquisition shareholding (After Transaction) RKNE</i>	<i>Pre-acquisition shareholding % (After Transaction) RKNE</i>	<i>Pre-acquisition voting rights % (After Transaction) RKNE</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
Ms. Aidan Mehta	-	-	-	-	-	-
Mr. Nadir Godrej	2,60,97,948	7.75%	11.53%	5,69,66,286	16.92%	20.69%
Mrs. Rati Godrej	-	-	-	-	-	-
Mr. Burjis Godrej	56,94,975	1.69%	0.00%	56,94,975	1.69%	-
Mr. Sohrab Godrej	52,82,647	1.57%	0.00%	52,82,647	1.57%	-
Mr. Hormazd Godrej	17,31,000	0.51%	0.00%	17,31,000	0.51%	-
ABG Family Trust	1,15,07,016	3.42%	3.42%	1,15,07,016	3.42%	3.42%
TAD Family Trust	1,19,34,517	3.54%	3.54%	1,19,34,517	3.54%	3.54%
TAD Children Trust	1	0.00%	0.00%	1	0.00%	0.00%
NG Family Trust	1,19,34,518	3.54%	3.54%	1,19,34,518	3.54%	3.54%
NG Children Trust	1	0.00%	0.00%	1	0.00%	0.00%
PG Family Trust	1,11,91,318	3.32%	3.32%	1,11,91,318	3.32%	3.32%
PG Children trust	1	0.00%	0.00%	1	0.00%	0.00%
PG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
NBG Family Trust	1,15,07,016	3.42%	3.42%	1,15,07,016	3.42%	3.42%
RNG Family Trust	1	0.00%	0.00%	1	0.00%	0.00%
BNG Family Trust	79,99,103	2.38%	2.38%	79,99,103	2.38%	2.38%
BNG Successor Trust	1	0.00%	0.00%	1	0.00%	0.00%

Name	Pre-acquisition shareholding (After Transaction) RKNE	Pre-acquisition shareholding % (After Transaction) RKNE	Pre-acquisition voting rights % (After Transaction) RKNE	Post-acquisition shareholding	Post-acquisition shareholding %	Post-acquisition voting rights %
BNG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
SNG Family Trust	83,94,193	2.49%	2.49%	83,94,193	2.49%	2.49%
SNG Successor Trust	1	0.00%	0.00%	1	0.00%	0.00%
SNG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
HNG Family Trust	89,35,621	2.65%	2.65%	89,35,621	2.65%	2.65%
Anamudi Real Estates LLP <sup>3</sup>	19,16,792	0.57%	0.57%	19,16,792	0.57%	0.57%
AREL Enterprise LLP	27,70,983	0.82%	0.82%	27,70,983	0.82%	0.82%
<b>(B) Sellers</b>						
Mr. Jamshyd Naoroji Godrej	3,14,29,854	9.33%	9.33%	1,304	0.00%	0.00%
Mr. Navroze Jamshyd Godrej	1,01,57,316	3.02%	3.02%	-	-	-
Ms. Raika Godrej	9,97,089	0.30%	0.30%	-	-	-
Mrs. Smita Godrej Crishna	6,07,634	0.18%	0.18%	1,305	0.00%	0.00%
Mrs. Nyrika Holkar	2,69,62,038	8.01%	8.01%	-	-	-

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<sup>3</sup> Mr. Navroze Godrej, Ms. Raika Godrej, Mrs. Smita Godrej Crishna, Mrs. Nyrika Holkar and Mr. Rishad K. Naoroji have retired from Anamudi Real Estates LLP with effect from July 10, 2024.