

Date: April 30, 2024

To,
The Manager,

BSE Limited Corporate Relationship Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 540743	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Symbol: GODREJAGRO
---	--

Sub: Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/ Madam,

We, Nadir Godrej, Pirojsha Godrej, Tanya Dubash and Nisaba Godrej, are submitting the requisite notification under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI SAST Regulations**”) in respect of the proposed realignment of shares of 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), as contemplated under the family settlement agreement entered into amongst some members of the Godrej Family (“**Family Settlement Agreement / FSA**”).

This is for your information and records.

Thanking you,

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

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

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Agrovet Limited (“GAVL”)
2.	Name of the acquirer(s)	Mr. Nadir Godrej Ms. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsa Godrej
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	1. Transfer of shares from: Mr. Jamshyd Godrej Mr. Navroze Godrej Ms. Raika Godrej Mrs. Smita Godrej Crishna Ms. Nyrika Holkar 2. By way of retirement of Mr. Navroze Godrej, Ms. Nyrika Holkar, Ms. Raika Godrej, Mrs. Smita Godrej Crishna and Mr. Rishad K. Naoroji (“Partners”) as partners from Anamudi Real Estates LLP
	b. Proposed date of acquisition	The acquisition is proposed to be completed anytime after 4 days from the date of this intimation and after receipt of the approval from the Competition Commission of India and in accordance with the FSA (as defined below).
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Acquirers will not directly acquire equity shares of the TC, but pursuant to a family settlement agreement between some of the promoters and their family members (“FSA”), wherein the Acquirers will, by way of (a) transfer of 20.84% shares of Godrej Industries Limited (“GIL”) from the transferors to the Acquirers, all of whom are and have been members of the promoter and promoter group of the Target Company for more than 3 years; and (b) retiral of certain members of the Godrej family from their partnership in Anamudi Real Estates LLP, an intermediate holding entity and promoter group entity, holding 0.57% shares of GIL, bringing their total stake to 52.01% of the GIL, which in turn holds 64.88%% stake in the TC; Taken together with their existing shareholding in the Target Company, the Acquirers along with PACs will own and control 67.57% of the Target Company. Please refer Annexure A for number of shares of Godrej Industries Limited intended to be acquired by the Acquirers.

	d.	Total shares to be acquired as % of share capital of TC	The Acquirers are not acquiring any shares of the Target Company. Please refer Annexure A for number of shares of Godrej Industries Limited intended to be acquired by the Acquirers.	
	e.	Price at which shares are proposed to be acquired	The transaction is an indirect acquisition where the shares are being acquired for Nil consideration.	
	f.	Rationale, if any, for the proposed transfer	The proposed indirect acquisition is pursuant to the FSA.	
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer		Regulation 10(1)(a)(ii)	
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.		INR 524.54 (Indian Rupees Five Hundred Twenty Four Point Five Four)	
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		Not Applicable	
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		Not Applicable since it is an indirect acquisition.	
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition)/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997) ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.		We confirm that the transferors and transferees have complied (during 3 years prior to the date of proposed acquisition) and will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011. The disclosures filed by the transferors and the transferees, in individual capacity, in compliance with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 during 3 years prior to the date of the proposed acquisition are enclosed as Annexure B .	
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		We confirm that all the conditions specified under regulation 10(1)(a) with respect to the exemption have been duly complied with.	
11.	Shareholding details		Before the proposed transaction	After the proposed transaction
			No. of shares/ voting rights	% w.r.t total share capital of TC
			No. of shares/ voting rights	% w.r.t total share capital of TC
	A	Acquirer and PACs (other than sellers) ⁽¹⁾ :	As mentioned above, the FSA contemplates a realignment of shares between members of the Godrej	

	B	Sellers	Family and as a consequence thereof, there is an indirect change in control of GAVL. The shareholding of GIL before and after the FSA is provided in Annexure A. Acquirers will not directly acquire equity shares of the TC. Separately from the FSA and with a view to further consolidate their shareholding in GIL, the Acquirers intend to acquire 12.65% shares of GIL as a separate and distinct transaction, by way of a block deal from RKN Enterprises, another promoter group entity. The required filings under Takeover Regulations, 2011, for availing exemptions for this transfer under Regulation 10(1)(a)(ii), including the filing under Regulation 10(5) will be made by the Acquirers at the relevant time ("RKNE Transaction").
--	---	---------	---

Notes:

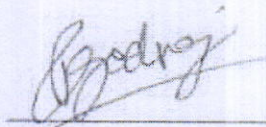
- 1) Shareholding of each entity may be shown separately and then collectively in a group.


Signature

Nadir Godrej

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

[Signature page to the intimation under Regulation 10(5) of the SEBI (Substantial Acquisition of
Shares and Takeovers) Regulations, 2011]

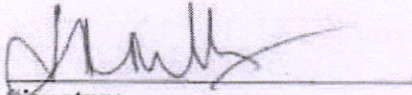


Signature

Pirojsha Godrej

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

[Signature page to the intimation under Regulation 10(5) 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 10(5) 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 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

ANNEXURE A

(i) Acquirers and PACs

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

(ii) Family Settlement Transfers

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares being transferred</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%

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares being transferred</i>	<i>% of shareholding in GIL</i>
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%
Ms. Nyrika Holkar	Ms. Nisaba Godrej	13,094,330	3.89%
Ms. Nyrika Holkar	Mr. Pirojsha Godrej	13,094,325	3.89%
Total		7,01,51,322	20.84%

(iii) **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%

(iv) **Pre-acquisition and Post-acquisition shareholding in Godrej Industries Limited¹**

<i>Name</i>	<i>Pre-acquisition shareholding</i>	<i>Pre-acquisition shareholding %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition shareholding</i>	<i>Post-acquisition shareholding %</i>	<i>Post-acquisition voting rights %</i>
(A) Acquirers and PACs						
Mr. Adi Godrej	6,07,692	0.18%	0.18%	6,07,692	0.18%	0.18%
Ms. Tanya Dubash	7,41,755	0.22%	0.22%	1,38,36,084	4.11%	4.11%
Ms. Nisaba Godrej	7,41,753	0.22%	0.22%	1,38,36,083	4.11%	4.11%
Mr. Pirojsha Godrej	7,41,758	0.22%	0.22%	1,38,36,083	4.11%	4.11%

¹ This does not include the RKNE Transaction.

<i>Name</i>	<i>Pre-acquisition shareholdi ng</i>	<i>Pre-acquisition shareholdi ng %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition shareholdi ng</i>	<i>Post-acquisition shareholdi ng %</i>	<i>Post-acquisition voting rights %</i>
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	-	-	-	-	-	-
Ms. Aidan Mehta	-	-	-	-	-	-
Mr. Nadir Godrej	5,99,008	0.18%	3.95%	3,14,67,346	9.35%	13.12%
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%

<i>Name</i>	<i>Pre-acquisition sharehold ing</i>	<i>Pre-acquisition sharehold ing %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition sharehold ing</i>	<i>Post-acquisition sharehold ing %</i>	<i>Post-acquisition voting rights %</i>
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%
BNG Lineage Trust	1	0.00%	0.00%	1	0.00%	0.00%
SGN Family Trust	83,94,193	2.49%	2.49%	83,94,193	2.49%	2.49%

<i>Name</i>	<i>Pre-acquisition sharehold- ing</i>	<i>Pre-acquisition sharehold- ing %</i>	<i>Pre-acquisition voting rights %</i>	<i>Post-acquisition sharehold- ing</i>	<i>Post-acquisition sharehold- ing %</i>	<i>Post-acquisition voting rights %</i>
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	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) Sellers						
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%
Ms. Nyrika Holkar	2,69,62,038	8.01%	8.01%	-	-	-