

Date: April 30, 2024

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: 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 Industries Limited ("**GIL**"), among the promoters and promoter group (who have been classified as promoter/ promoter group of GIL 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 Industries Limited
Godrej One, 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

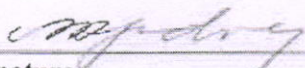
1.	Name of the Target Company (TC)	Godrej Industries Limited (“GIL”)																							
2.	Name of the acquirer(s)	Mr. Nadir Godrej Ms. Tanya Dubash Ms. Nisaba Godrej Mr. Pirojsha Godrej																							
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, 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	<p>1. Transfer of shares from: Mr. Jamshyd Godrej Mr. Navroze Godrej Ms. Raika Godrej Mrs. Smita Godrej Crishna Ms. Nyrika Holkar</p> <p>2. By way of retirement of Mr. Navroze Godrej, Ms. Nyrika Holkar, Ms. Raika Godrej, Mrs. Smita Godrej Crishna and Mr. Rishad K. Naorji (“Partners”) as partners from Anamudi Real Estates LLP</p>																						
	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	<table border="1"> <thead> <tr> <th>Name of Transferor</th> <th>No. of equity shares</th> <th>% shareholding</th> </tr> </thead> <tbody> <tr> <td>Mr. Navroze Jamshyd Godrej</td> <td>1,01,57,316</td> <td>3.02</td> </tr> <tr> <td>Ms. Nyrika Holkar</td> <td>2,69,62,038</td> <td>8.01</td> </tr> <tr> <td>Ms. Raika Godrej</td> <td>9,97,089</td> <td>0.30</td> </tr> <tr> <td>Mrs. Smita Godrej Crishna</td> <td>6,06,329</td> <td>0.18</td> </tr> <tr> <td>Mr. Jamshyd Godrej</td> <td>3,14,28,550</td> <td>9.33</td> </tr> <tr> <td>Retiral of Partners from Anamudi Real Estates LLP, resulting in only the Acquirers and Mr. Hormazd Godrej, PAC continuing to be partners in Anamudi Real Estates LLP</td> <td>19,16,792</td> <td>0.57</td> </tr> </tbody> </table>		Name of Transferor	No. of equity shares	% shareholding	Mr. Navroze Jamshyd Godrej	1,01,57,316	3.02	Ms. Nyrika Holkar	2,69,62,038	8.01	Ms. Raika Godrej	9,97,089	0.30	Mrs. Smita Godrej Crishna	6,06,329	0.18	Mr. Jamshyd Godrej	3,14,28,550	9.33	Retiral of Partners from Anamudi Real Estates LLP, resulting in only the Acquirers and Mr. Hormazd Godrej, PAC continuing to be partners in Anamudi Real Estates LLP	19,16,792	0.57
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Mr. Navroze Jamshyd Godrej	1,01,57,316	3.02																							
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	d.	Total shares to be acquired as % of share capital of TC	7,20,68,114 shares constituting 21.40% of the total share capital of the TC.																						
	e.	Price at which shares are proposed to be acquired	Nil																						
	f.	Rationale, if any, for the proposed transfer	The proposed acquisition is pursuant to a family settlement agreement (“FSA”), wherein the Acquirers																						

			<p>will, by way of: (a) transfer of 20.84% shares of GIL from the transferors to the Acquirers, who 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;</p> <p>Taken together with their existing shareholding in the Target Company, the Acquirers along with PACs will own and control 52.01% of the Target Company.</p>	
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 841.56 (Indian Rupees Eight Hundred Forty One Point Five Six)		
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 the shares are being acquired for nil consideration.		
9.	<p>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)</p> <p>ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.</p>	<p>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.</p> <p>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.</p>		
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	No. of shares/ voting rights
				% w.r.t total share capital

			of TC		of TC
	A	Acquirer and PACs (other than sellers) (1):	<p>As mentioned above, the FSA contemplates a realignment of shares between members of the Godrej Family and as a consequence thereof, there is a change in control of GIL. The shareholding of GIL before and after the FSA is provided in Annexure A.</p> <p>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").</p>		
	B	Sellers			

Notes:

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

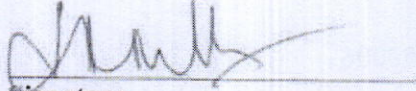


Signature

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

Tanya Dubash

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

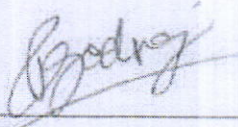
[Signature page to the intimation under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011]

N. Godrej
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]



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]

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%
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%

<i>Name of Transferor</i>	<i>Name of Transferee</i>	<i>Number of shares being transferred</i>	<i>% of shareholding in GIL</i>
Ms. 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 shareholding¹**

<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%
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	-	-	-	-	-	-

¹ This does not include the RKNE Transaction.

Name	Pre-acquisition shareholding	Pre-acquisition shareholding %	Pre-acquisition voting rights %	Post-acquisition shareholding	Post-acquisition shareholding %	Post-acquisition voting rights %
Mr. Burjis Godrej	56,94,975	1.69%	0.00%	56,94,975	1.69%	0.00%
Mr. Sohrab Godrej	52,82,647	1.57%	0.00%	52,82,647	1.57%	0.00%
Mr. Hormazd Godrej	17,31,000	0.51%	0.00%	17,31,000	0.51%	0.00%
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	Pre-acquisition shareholding %	Pre-acquisition voting rights %	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	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%	-	-	-