

HNG Family Trust

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

Date: 16<sup>th</sup> January, 2019

To,  
The Manager.

|                                                                                                                                                 |                                                                                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>BSE Limited</b><br>Corporate Relationship Department,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>Mumbai- 400001<br>Scrip Code: 500164 | <b>National Stock Exchange of India Limited</b><br>Exchange Plaza, 5th Floor,<br>Plot No.C/1, G Block,<br>Bandra-Kurla Complex, Bandra (E),<br>Mumbai-400051<br>Symbol: GODREJIND |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Sub: Report under Regulation 10(6) in respect of the acquisition under Regulation 10(1)(d)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/ Madam,

Please find attached herewith the requisite report under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of the shares allotted pursuant to the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective Shareholders ('the Scheme'), as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 14th December, 2018 (which became effective on 24th December, 2018).

This is for your information and records.

  
**Nadir Godrej**  
as a trustee of HNG Family Trust

CC: Godrej Industries Limited  
Godrej One, Pirojshanagar,  
Eastern Express Highway,  
Vikhroli (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)                                                                                                                                                                                                                                          | Nadir Godrej, Hormazd Godrej And Rati Godrej (Trustees of HNG Family Trust)                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                  |
| 3. | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | National Stock Exchange of India Limited and BSE Limited                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                  |
| 4. | Details of the transaction including rationale, if any, for the transfer/acquisition of shares.                                                                                                                                                                  | Pursuant to the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective Shareholders, as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 14 <sup>th</sup> December, 2018 (which became effective on 24 <sup>th</sup> December, 2018), 19,39,04,681 Equity Shares of Re. 1/- each fully paid up were issued by TC to the shareholders of Vora Soaps Limited on 14 <sup>th</sup> January, 2019 |                                                                  |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | Regulation 10(1)(d)(ii)                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                  |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so.<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                  |
| 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:                                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Not Applicable                                                   |
|    | b. Date of acquisition                                                                                                                                                                                                                                           | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                  |
|    | c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                        | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                  |

|    |                      |                                                                                                           |                          |                                   |                          |                                   |
|----|----------------------|-----------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|--------------------------|-----------------------------------|
|    | d.                   | Total shares <del>proposed to be acquired</del> / actually acquired as a % of diluted share capital of TC | Not Applicable           |                                   |                          |                                   |
|    | e.                   | Price at which shares are <del>proposed to be acquired</del> / 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        |                                   |                          |                                   |
|    | 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.

Date: <sup>th</sup>16 January, 2019  
Place: Mumbai

  
Nadir Godrej  
as a trustee of HNG Family Trust

## Annexure A

| Shareholding Details                                                                                                | Before the allotment            |                                   | After the allotment             |                                   |
|---------------------------------------------------------------------------------------------------------------------|---------------------------------|-----------------------------------|---------------------------------|-----------------------------------|
|                                                                                                                     | Number of shares/ voting rights | % w.r.t total share capital of TC | Number of shares/ voting rights | % w.r.t total share capital of TC |
| <b>a. Acquirer(s):</b>                                                                                              |                                 |                                   | Refer Note 1                    |                                   |
| <b>Promoter and Promoter Group</b>                                                                                  |                                 |                                   |                                 |                                   |
| 1 ADI B. GODREJ                                                                                                     | -                               | 0.00%                             | 607,692                         | 0.18%                             |
| 2 ADI B. GODREJ, TANYA DUBASH, NISABA GODREJ AND PIROJSHA GODREJ (TRUSTEES OF ABG FAMILY TRUST)                     | -                               | 0.00%                             | 11,507,016                      | 3.42%                             |
| 3 TANYA DUBASH AND PIROJSHA GODREJ (TRUSTEES OF TAD FAMILY TRUST)                                                   | 1,802,028                       | 0.54%                             | 7,689,449                       | 2.29%                             |
| 4 NISABA GODREJ AND PIROJSHA GODREJ (TRUSTEES OF NG FAMILY TRUST)                                                   | 1,802,028                       | 0.54%                             | 7,689,449                       | 2.29%                             |
| 5 PIROJSHA GODREJ AND NISABA GODREJ (TRUSTEES OF PG FAMILY TRUST)                                                   | 1,802,028                       | 0.54%                             | 7,689,449                       | 2.29%                             |
| 6 NADIR BARJORJI GODREJ                                                                                             | 100                             | 0.00%                             | 599,008                         | 0.18%                             |
| 7 BURJIS NADIR GODREJ                                                                                               | 5,539,080                       | 1.65%                             | 5,955,975                       | 1.77%                             |
| 8 SOHRAB NADIR GODREJ                                                                                               | 5,539,074                       | 1.65%                             | 5,552,647                       | 1.65%                             |
| 9 NADIR GODREJ, HORMAZD GODREJ AND RATI GODREJ (TRUSTEES OF NBG FAMILY TRUST)                                       | -                               | 0.00%                             | 11,507,016                      | 3.42%                             |
| 10 NADIR GODREJ, HORMAZD GODREJ AND RATI GODREJ (TRUSTEES OF BNG FAMILY TRUST)                                      | -                               | 0.00%                             | 5,479,034                       | 1.63%                             |
| 11 NADIR GODREJ, HORMAZD GODREJ AND RATI GODREJ (TRUSTEES OF SNG FAMILY TRUST)                                      | -                               | 0.00%                             | 5,874,125                       | 1.75%                             |
| 12 NADIR GODREJ, HORMAZD GODREJ AND RATI GODREJ (TRUSTEES OF HNG FAMILY TRUST)                                      | 528,132                         | 0.16%                             | 6,415,553                       | 1.91%                             |
| 13 JAMSHYD NAOROJI GODREJ                                                                                           | -                               | 0.00%                             | 190,838                         | 0.06%                             |
| 14 PHEROZA JAMSHYD GODREJ                                                                                           | -                               | 0.00%                             | 426,373                         | 0.13%                             |
| 15 JAMSHYD NAOROJI GODREJ, PHEROZA JAMSHYD GODREJ AND NAVROZE JAMSHYD GODREJ (TRUSTEES OF JNG FAMILY TRUST)         | -                               | 0.00%                             | 9,160,215                       | 2.72%                             |
| 16 JAMSHYD NAOROJI GODREJ, PHEROZA JAMSHYD GODREJ AND NAVROZE JAMSHYD GODREJ (TRUSTEES OF NAVROZE LINEAGE TRUST)    | -                               | 0.00%                             | 10,000,733                      | 2.97%                             |
| 17 JAMSHYD NAOROJI GODREJ, PHEROZA JAMSHYD GODREJ AND NAVROZE JAMSHYD GODREJ (TRUSTEES OF RAIKA LINEAGE TRUST)      | -                               | 0.00%                             | 9,999,783                       | 2.97%                             |
| 18 SMITA GODREJ CRISHNA                                                                                             | -                               | 0.00%                             | 607,634                         | 0.18%                             |
| 19 VIJAY MOHAN CRISHNA                                                                                              | -                               | 0.00%                             | 3,878                           | 0.00%                             |
| 20 SMITA GODREJ CRISHNA, VIJAY MOHAN CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF SGC FAMILY TRUST) | -                               | 0.00%                             | 9,892,463                       | 2.94%                             |
| 21 SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF FVC FAMILY TRUST)                      | 2,703,042                       | 0.80%                             | 12,340,026                      | 3.67%                             |
| 22 SMITA GODREJ CRISHNA, FREYAN CRISHNA BIERI AND NYRIKA HOLKAR (TRUSTEES OF NVC FAMILY TRUST)                      | 2,703,042                       | 0.80%                             | 12,340,026                      | 3.67%                             |
| 23 RISHAD KAIKHUSHRU NAOROJI (AS A PARTNER OF M/S. RKN ENTERPRISES)                                                 | 12,806,300                      | 3.81%                             | 42,583,272                      | 12.66%                            |
| <b>Public</b>                                                                                                       |                                 |                                   |                                 |                                   |
| 1 DR. ASPI F. GOLWALLA, MR. PHIROZE D. LAM AND MR. BEHRAM MINOO WADIA (TRUSTEES OF GODREJ FOUNDATION)               | -                               | 0.00%                             | 45,014,972                      | 13.38%                            |
| 2 SURVEYORS & CO. PVT. LTD.                                                                                         | -                               | 0.00%                             | 2,909                           | 0.00%                             |
| <b>b. Seller(s)/ Transferor(s):</b>                                                                                 |                                 |                                   |                                 |                                   |
| VORA SOAPS LIMITED                                                                                                  | 193,904,681                     | 57.64%                            | Refer Note 2                    |                                   |

## Note 1:

Pursuant to the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective Shareholders, as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 14th December, 2018 (which became effective on 24th December, 2018), 19,39,04,681 Equity Shares of Re. 1/- each fully paid up were issued by Godrej Industries Limited to the shareholders of Vora Soaps Limited on 14th January, 2019

## Note 2:

Pursuant to the Scheme of Amalgamation of Vora Soaps Limited with Godrej Industries Limited and their respective Shareholders, as approved by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order delivered on 14th December, 2018 (which became effective on 24th December, 2018), 19,39,04,681 Equity Shares of Re. 1/- each fully paid up held by Vora Soaps Limited in Godrej Industries Limited representing 57.64% of the share capital of Godrej Industries Limited were cancelled

Date: 0 January, 2019

Place: Mumbai

Nadir Godrej  
as a trustee of HNG Family Trust