

Godrej Industries Limited
Regd. Office: Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400079. India.
Tel.: 91-22-2518 8010/8020/8030
Fax: 91-22-2518 8068/8063/8074
Website: www.godrejindustries.com

CIN: L24241MH1988PLC097781

Dated: March 26, 2020

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001
Ref.: BSE Scrip Code No. “500164”

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051
Ref.: “GODREJIND”

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that a Shareholders’ Agreement has been executed today, i.e. on March 26, 2020 between Mr. Burjis Godrej, Mr. Sohrab Godrej, Mr. Hormazd Godrej and Mr. Nadir B. Godrej (immediate relatives), Members of the Promoter and Promoter Group of the Company. Please find enclosed herewith disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Schedule III to the Listing Regulations.

The details as required under Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as **Annexure A**.

We request you to take the above on your record.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Tejal Jariwala
Company Secretary & Compliance Officer
(FCS 9817)

Encl.: A/a



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Annexure A
Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Read with Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

| Sr. No. | Particulars | Information |
|---------|---|---|
| a) | Name(s) of parties with whom the agreement is entered | Mr. Nadir Godrej, Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej have entered into the agreement. The Company is not a party to the agreement. |
| b) | Purpose of entering into the agreement | Acquisition of 3.78% voting rights in Godrej Industries Limited by Mr. Nadir Godrej in respect of the equity shares held by Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej |
| c) | Shareholding, if any, in the entity with whom the agreement is executed | Not Applicable as all parties to the agreement are individuals |
| d) | Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc. | The significant terms of the agreement include (i) authorizing Mr. Nadir Godrej to vote on behalf of Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej; (ii) right of first refusal and tag-along right in favour of Mr. Nadir Godrej in the event of proposed transfer of shares by Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej subject to the terms of the agreement. |
| e) | Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship | The parties to the agreement are a part of the promoter and promoter group of the Company. The said parties are immediate relatives. Mr. Nadir Godrej is the father of Mr. Burjis Godrej, Mr. Sohrab Godrej and Mr. Hormazd Godrej. |



| Sr. No. | Particulars | Information |
|---------|---|--|
| f) | Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length” | Not Applicable as the Company is not a party to the agreement |
| g) | In case of issuance of shares to the parties, details of issue price, class of shares issued | Not Applicable as there is no issuance of shares pursuant to the agreement |
| h) | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc; | The agreement does not envisage any nomination on the board of directors of the listed entity. There is no potential conflict of interest arising out of the agreement. Further, the required disclosures under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Companies Act, 2013 shall be made by the parties to the agreement. |
| i) | In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i. Name of parties to the agreement ii. Nature of the agreement; iii. Date of execution of the agreement; iv. Details of amendment and impact thereof or reasons of termination and impact thereof. | Not Applicable |