

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

Date: August 13, 2025

To,
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai-400 051

Ref.: BSE Scrip Code No. “500164”

Ref.: “GODREJIND”
Debt Segment NSE

Subject: Outcome of the Board Meeting held on August 13, 2025

Pursuant to Regulations 30 and 51 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, as amended from time to time, this is to inform you that the Board of Directors of Godrej Industries Limited (“GIL / the Company”), at its Meeting held today, i.e., on Wednesday, August 13, 2025, has approved the following:

- 1. GRANTED APPROVAL FOR DIVESTMENT / SALE / TRANSFER OF ENTIRE STAKE HELD BY THE COMPANY IN GODREJ CAPITAL LIMITED (“GCL”), SUBSIDIARY COMPANY TO GODREJ FS LIMITED, TO BE INCORPORATED AS A WHOLLY OWNED SUBSIDIARY AND FURTHER INVESTMENT IN GODREJ FS LIMITED, SUBJECT TO APPROVAL OF SHAREHOLDERS**

The Company is looking at expanding and diversifying its business activities. To pursue the same, the Board has approved the divestment of its entire stake held in Godrej Capital Limited, Subsidiary Company, to Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs (“**GFSL**”), a wholly owned subsidiary of the Company to be incorporated.

Further, the Board has also approved the incorporation and further investment in GFSL, as a wholly owned subsidiary of the Company. The aforesaid transaction is subject to approval of the Shareholders of the Company. Post incorporation, GFSL will acquire stake held by the Company in Godrej Capital Limited.

In terms of the provisions of Section 186 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder and the applicable provisions of the Act and Listing Regulations and upon recommendation and approval of the Audit Committee of the Board of Directors, the Board of Directors have approved initial investment by way of subscription / purchase or otherwise in Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary to be incorporated, notwithstanding that the aggregate of the investments to be made, in terms of the sanctioned limits, exceeds the limits laid down by the Act, subject to approval of the Shareholders of the Company.

Subsequent to the completion of the aforesaid transactions, Godrej Capital Limited shall cease to be a Material Unlisted Subsidiary of the Company.

Disclosures required pursuant to Regulation 30 of Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations and the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are enclosed herewith as “**Annexure A1**” and “**Annexure A2**”.



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2. **PROPOSAL TO SEEK APPROVAL OF THE SHAREHOLDERS FOR RELATED PARTY TRANSACTIONS TO BE ENTERED INTO WITH GODREJ FS LIMITED (SUBSIDIARY COMPANY), BEYOND THE MATERIALITY THRESHOLD AS PROVIDED IN REGULATION 23(4) OF THE LISTING REGULATIONS**

We would like to inform that the Board of Directors, at its Meeting held today, has approved the proposal to seek the consent of the Shareholders in respect of Material Related Party Transactions to be entered into with Godrej FS Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the Listing Regulations.

3. **APPROVED THE ISSUE OF POSTAL BALLOT NOTICE DATED AUGUST 13, 2025 AND RELATED MATTERS**

Pursuant to provisions of Section 110 of the Companies Act, 2013, the Board considered and approved the Notice to be sent to Shareholders for obtaining approval for agenda matter mentioned hereinabove in point nos. 1 and 2 through the means of Postal Ballot. Further, the Board of Directors have fixed the cut-off date for the purpose of determining the eligibility of Shareholders for voting on the proposed resolution to be passed through Postal Ballot as **Friday, August 22, 2025.**

We request you to take the above on your record.

Thanking you,

Yours sincerely,

For Godrej Industries Limited

Anupama Kamble
Company Secretary & Compliance Officer
(FCS 12730)

Encl.: As Above



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ANNEXURE A1

Details of Acquisition - Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Details
a.	Name of the target entity, details in brief such as size, turnover etc.	Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs ("GFSL"), a wholly owned subsidiary of the Company to be incorporated. Since GFSL is to be incorporated, details of size and turnover are not applicable.
b.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	The Proposed Transaction is a Material Related Party Transaction in accordance with Regulation 23 of Listing Regulations. The same is done on the arm's length basis. Mr. Pirojsha Godrej, Director, Mr. Mathew Eipe, Independent Director and Mr. Clement Pinto, Chief Financial Officer of the Company, are deemed to be interested in this transaction by virtue of their directorship. None of the other Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the said transaction except to the extent of their respective shareholding, if any.
c.	Industry to which the entity being acquired belongs	Financial Services Business
d.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Company is looking at expanding and diversifying its business activities. It believes that there is strong potential for financial services business in our country with a decent return on investments.
e.	Brief details of any governmental or regulatory approvals required for the acquisition	The acquisition is within the overall limit approved by the Shareholders of the Company for making investment in GFSL under Section 186 of the Companies Act, 2013.
f.	Indicative time period for completion of the acquisition	1 (One) year from the date of approval by the Shareholders of the Company.



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g.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
h.	Cost of acquisition and/or the price at which the shares are acquired	Up to ₹5,000 Crore (Rupees Five Thousand Crore).
i.	Percentage of shareholding / control acquired and / or number of shares acquired	100% of Shareholding is proposed to be acquired.
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary to be incorporated. Since GFSL is yet to be incorporated, other information is not applicable to be disclosed.



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ANNEXURE A2

Details of Divestment- Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Sr. No.	Particulars	Details									
a.	Name of Company which shall cease to be subsidiary	Godrej Capital Limited, Subsidiary Company ("GCL") CIN: U67100MH2019PLC330262									
b.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	<p>Godrej Capital Limited was incorporated on September 6, 2019.</p> <p>The details of the turnover and net worth contributed by GCL on consolidated level during the Financial Year ended March 31, 2025, are as follows:</p> <table border="1"> <thead> <tr> <th>Particulars</th><th>Amount (in Crore)</th><th>% Contribution</th></tr> </thead> <tbody> <tr> <td>Turnover/ Revenue/ Income</td><td>1,553.80</td><td>7.90%</td></tr> <tr> <td>Net Worth</td><td>3,321.07</td><td>32.71%</td></tr> </tbody> </table>	Particulars	Amount (in Crore)	% Contribution	Turnover/ Revenue/ Income	1,553.80	7.90%	Net Worth	3,321.07	32.71%
Particulars	Amount (in Crore)	% Contribution									
Turnover/ Revenue/ Income	1,553.80	7.90%									
Net Worth	3,321.07	32.71%									
c.	Date on which the agreement for sale has been entered into	<p>Not applicable as the said transaction is subject to the approval of shareholders through Postal Ballot.</p> <p>The Company shall intimate in the regard to the stock exchanges as and when the divestment is completed.</p>									
d.	The expected date of completion of sale/disposal	The proposed transaction is subject to the receipt of requisite approvals from shareholders and regulatory authorities, if any, and the expected timeline of completion is 1(one) year from the date of shareholders' approval.									
e.	consideration received from such sale/disposal	The proposed transaction is valued up to ₹4,000 Crore (Rupees Four Thousand Crore) for sale of Equity Shares held in GCL.									



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f.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	Godrej FS Limited or such other name as may be approved by Ministry of Corporate Affairs, a wholly owned subsidiary to be incorporated under the provisions of the Companies Act, 2013. Upon its incorporation, Acquirer shall belong to the Promoter Group of the Company as a part of Godrej Industries Group.
g.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	The Proposed transaction would fall within the definition of Material Related Party Transactions in accordance with Regulation 23 of the Listing Regulations. However, the same is done at arm’s length.
h.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	The Proposed transaction is not accordance with any Scheme of Arrangement. Thus, compliance with Regulation 37A is not applicable.
i.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable.

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