

**Disclosure 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)	<b>Godrej Industries Limited</b>
2	Name of the acquirer(s)	<b>Godrej &amp; Boyce Mfg. Co. Ltd.</b>
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	<b>Yes</b>
4	Details of the proposed acquisition	
	a) Name of the person(s) from whom shares are to be acquired	<b>Freyan Vijay Crishna Nyrika Vijay Crishna</b>
	b) Proposed date of acquisition	<b>In tranches or otherwise between the period September 25 to September 29, 2014</b>
	c) Number of shares to be acquired from each person mentioned in 4(a) above	<b>Freyan Vijay Crishna - upto 30,00,000 equity shares Nyrika Vijay Crishna - upto 30,00,000 equity shares</b>
	d) Total shares to be acquired as % of share capital of TC	<b>Upto 1.78% of the share capital of Godrej Industries Limited, the target company</b>
	e) Price at which shares are proposed to be acquired	<b>Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs. 429.22 per share on any of the stock exchanges where the shares of the target company are traded</b>
	f) Rationale, if any, for the proposed transfer	<b>Inter-se transfer of shares amongst qualifying persons</b>
5	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	<b>(iii)</b>
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.	<b>Rs. 343.37 on the National Stock Exchange of India Ltd. (WORKINGS ENCLOSED)</b>
7	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	<b>Not Applicable</b>
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.	<b>We, Godrej &amp; Boyce Mfg. Co. Ltd, the acquirer, hereby declare that the acquisition price of equity shares of Godrej Industries Limited, the target company, would not be higher by more than 25% of the price computed in point 6 hereinabove.</b>
9	Declaration by the acquirer, that the transferor and transferee have complied	<b>We, Godrej &amp; Boyce Mfg. Co. Ltd., the acquirer, hereby declare that Freyan Vijay Crishna and Nyrika Vijay</b>



	/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	<b>Crishna, the transferors and we, the transferee, have complied with applicable disclosure requirements of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</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.	<b>We, Godrej &amp; Boyce Mfg. Co. Ltd., the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have been duly complied with.</b>			
11	Shareholding details	Before the proposed transaction <b>as on 16.9.2014</b>	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(s) and PACs (other than sellers)(*)				
	GODREJ & BOYCE MFG CO LTD	18,82,02,388	56.10	19,42,02,388	57.89
	<b>TOTAL (a)</b>	<b>18,82,02,388</b>	<b>56.10</b>	<b>19,42,02,388</b>	<b>57.89</b>
	B) Seller (s)				
	<b><u>GODREJ FAMILY MEMBERS:</u></b>				
	FREYAN VIJAY CRISHNA	59,03,175	1.76	29,03,175	0.87
	NYRIKA VIJAY CRISHNA	59,03,175	1.76	29,03,175	0.87
	OTHER GODREJ FAMILY MEMBERS #	5,12,25,436	15.27	5,12,25,436	15.27
	<b>TOTAL (b)</b>	<b>6,30,31,786</b>	<b>18.79</b>	<b>5,80,31,786</b>	<b>17.01</b>

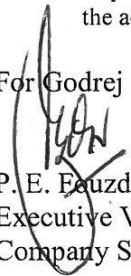
# Godrej Family Members include Mr. A.B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Ms. S. V. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R. K. Naoroji.

**Paid up capital of Godrej Industries Ltd. as at 15.9.2014- 33,54,55,260 equity shares of Re. 1 each**

**Note:** (\*) Shareholding of each entity may 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.

For Godrej & Boyce Mfg. Co. Ltd.

  
P. E. Feuzdar  
Executive Vice President (Corporate Affairs) &  
Company Secretary



Encl : A/a

Date : 16<sup>th</sup> September, 2014

Place : Mumbai

**Calculation of Volume-Weighted Average market Price**

Name of the company	Weighted Average Share Price On		Closing market price as of 15.09.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Industries Ltd.	343.37	346.14	349.85	429.22

*\* since volume of shares traded on NSE are higher than BSE, the weighted average rate on NSE is considered.*





