

Summarized synopsis of Scheme of Amalgamation of Wadala Commodities Limited ('WCL' or 'the Transferor Company') with Godrej Industries Limited ('GIL' or 'the Transferee Company') and their respective shareholders.

The Scheme inter-alia envisages the following:

- 1 Amalgamation of Wadala Commodities Limited with Godrej Industries Limited and their respective Shareholders.
- 2 The Appointed Date for Scheme of Amalgamation is April 1, 2014.
- 3 On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up.
- 4 Upon the Scheme being effective and upon vesting of the undertaking of the Transferor Company into Transferee Company, Transferee Company shall, without any further application or deed, issue and allot, to the shareholders of the Transferor Company, fully paid up Equity Shares in the following ratio:
 - i) 1 (One) fully paid up equity share of Re.1/- (Rupee One only) each of GIL to the equity shareholders of WCL whose name is registered in the Register of Members of WCL on the Record Date for every 108 (One hundred and eight) fully paid-up equity shares of Re. 1/- (Rupee One Only) each of WCL held by the equity shareholders of WCL; and
 - ii) 10 (Ten) fully paid up equity share of Re.1/- (Rupee One only) each of GIL to the preference shareholder(s) of WCL whose name is registered in the Register of Members of WCL on the Record Date against 50,00,000, 0.01% Redeemable Non-Cumulative Preference Shares of Rs. 10/- each (Rs. 9/- called and paid up) of WCL held by the preference shareholder(s) of WCL.

Also, fully paid up bonus shares will be issued to the Existing Shareholders of the Transferee Company in the following ratio:

GIL to issue bonus equity shares of Re.1/- (Rupee One) each of GIL, credited as fully paid-up Equity Shares to its shareholders (except to the Promoters and Promoters group entities of GIL) whose name is registered in the Register of Members of GIL on the Record Date in the proportion of 1 (One) new fully paid up equity share of Re. 1/- each in GIL for every 1,250 (One thousand two hundred and fifty only) equity shares of Re. 1/- each held by them in GIL.



- 5 GIL shall not issue any fractional certificates in respect of the fractional entitlements, if any arising out of the Scheme to which the shareholders of WCL and the eligible public shareholders of GIL may be entitled on issue and allotment of the equity shares of GIL. The Board of Directors shall instead consolidate all such fractional entitlement(s), if any, arising and thereupon issue and allot equity shares in lieu thereof to a Director or an Officer of GIL or Registrar & Share Transfer Agent of GIL or such other person, as the Board of Directors or Committee of the Board of Directors shall appoint in this behalf who shall hold the equity shares in trust on behalf of the eligible shareholders of WCL and the public shareholders of GIL entitled to fractional entitlements with the express understanding that such Director(s) or Officer(s) or Registrar & Share Transfer Agent of GIL or such other Person(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons as he / they may deem fit, and pay to GIL, the net sale proceeds thereof, whereupon GIL shall distribute such net sale proceeds, subject to taxes, if any, to the eligible shareholders of WCL & the public shareholders of GIL in proportion to their respective fractional entitlements. In case the aggregate of such shares to be allotted to the Director/Officer/Registrar & Share Transfer Agent of GIL/or such other Person by virtue of consolidation of fractional entitlements is a fraction, one additional equity share will be issued in GIL to such Director/Officer/Registrar & Share Transfer Agent of the Company/or such other Person in lieu of such fraction amount.

Further any money which remains unpaid or unclaimed for a period of 3 years from the date of receipt of net proceeds on sale of fractional entitlements by the Director/Officer/Registrar & Share Transfer Agent of GIL/or such other Person shall be to be transferred to the 'Investor Education and Protection Fund' set up by the Central Government or Prime Minister's National Relief Fund. Once the amount is so transferred, no claim shall lie against GIL in respect of such amount against fractional entitlements.

For Godrej Industries Limited


K. R. Rajput
Company Secretary

