

Godrej Industries Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8068/8063/8074
Website : www.godrejInds.com
CIN : L24241MH1988PLC097781

August 28, 2015

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Dear Sirs,

Ref.: Godrej Industries Limited
BSE - Script Code: 500164, Scrip ID - GODREJIND
NSE - GODREJIND

Please find attached herewith an intimation received from Godrej Agrovet Limited, a subsidiary of the Company, which is self-explanatory.

Thank you.

Yours faithfully,
for Godrej Industries Limited



P. Ganesh
Chief Financial Officer
& Company Secretary

Godrej Agrovet Ltd.
Registered Office : Godrej One,
3rd Floor, Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079, India.
Tel. : +91-22-2518 8010/8020/8030
Fax : +91-22-2518 8485
Email : gavlho@godrejagrovvet.com
Website : www.godrejagrovvet.com
CIN : U15410MH1991PLC135359

Date : 28th August, 2015

To
Chief Financial Officer & Company Secretary
Godrej Industries Limited,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079

Dear Sir,

The Board of Directors of Godrej Agrovet Limited ("**GAVL**") has approved execution of a Share Purchase Agreement ("**SPA**") with the Promoters of Astec LifeSciences Limited ("**Company**"), whereby the Promoters of the Company have agreed to sell 45.29% of the current paid-up equity share capital of the Company at Rs 190/- per equity share ("**Transaction**"). Further, such SPA sets out certain shareholders' rights and obligations between **GAVL** and the remaining Promoters of the Company.

Pursuant to the **Transaction**, **GAVL** will make an Open Offer to the shareholders of the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for which a public announcement under the said regulations will be made by **GAVL** separately.

Depending on the response to the Open Offer, **GAVL** may acquire additional shares from the Promoters such that **GAVL**'s total holding reaches 50% plus 1 share of the fully diluted equity share capital of the Company after completion of the Open Offer.

The Board of Directors of **GAVL** believes that **GAVL** will benefit from the Company's expertise and strong market position in agri-business. **GAVL**'s induction as a majority shareholder is expected to significantly enhance the Company's growth prospects and competitive position.

The **Transaction** is subject to various conditions, which includes the sale of the equity shares held by the Company of Astec Crop Care Private Limited ("**ACCPL**"), a wholly owned subsidiary of the Company.

Kotak Mahindra Capital Company Limited acted as exclusive financial advisor to **GAVL** for this Transaction.

Kindly acknowledge receipt and take the same on your record.

Thanking you,

Yours faithfully,
For Godrej Agrovet Limited



Vivek Raizada
Associate Vice President - Legal & Company Secretary

