

Godrej Industries Ltd.
Regd. Office : Godrej One,
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

March 29, 2016

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	Listing Department The National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra Kurla Complex (Bandra East) Mumbai – 400051
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Dear Sir(s) / Madam,

**Sub: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulation, 2011**

We are attaching herewith disclosure required under Regulation 10(6) for the acquisition of shares in Godrej Properties Limited. This acquisition has been made pursuant to a Scheme of Amalgamation between GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders as approved by the Hon'ble Bombay High Court.

Such acquisition is exempt under Regulation 10(1)(d)(ii) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to kindly take the same on record and oblige.

Thank you,

Yours faithfully

For Godrej Industries Limited



N. S. Nabar
Executive Director & President (Chemicals)
March 29, 2016



Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Godrej Properties Limited	
2.	Name of the acquirer(s)	Godrej Industries Limited	
3.	Name of the stock exchange	BSE – BSE Limited NSE – National Stock Exchange of India Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquisition pursuant to Scheme of Amalgamation of GIL Vikhroli Real Estate Limited with Godrej Properties Limited and their respective shareholders as approved by the Hon'ble High Court of Judicature at Bombay by order dated February 26, 2016, filed with Registrar of Companies, Mumbai, on 15 March, 2016, being effective date of Amalgamation.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(ii) of SEBI (SAST) Regulations, 2011	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosure under regulation 10(5) are actually made
	A Name of the transferor / seller	N.A.	N.A.
	B Date of acquisition	N.A.	N.A.
	C Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.	N.A.
	D Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.	N.A.
	E Price at which shares are proposed to be acquired / actually acquired	N.A.	N.A.



8	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a) Each Acquirer/Transferee (*) Godrej Industries Limited	10,59,35,304	53.10%	12,26,81,066	56.73%
	b) Each Seller/Transferor	N.A.	N.A.	N.A.	N.A.

Note:

(*) Shareholding of each entity shall 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.

Yours faithfully

For Godrej Industries Limited



N. S. Nabar
Executive Director & President (Chemicals)

March 29, 2016

Place: Mumbai

