

By Fax / Email

To,

BSE Limited

Corporate Relations Department

1st Floor, Rotunda Bldg.,

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai 400 001.

National Stock Exchange of India Ltd

Exchange Plaza, Plot No. C/1, G Block,

Bandra-Kurla Complex,

Bandra (East),

Mumbai 400 051.

Dear Sir,

Ref. : Godrej Industries Ltd.
BSE – Scrip Code : 500164, ID – GODREJIND
NSE – GODREJIND

Sub: 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

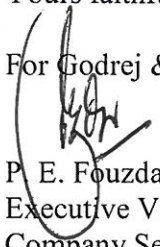
Please find enclosed herewith the Disclosure under Regulation 10(5) with respect to the proposed acquisition of equity shares of Godrej Industries Limited under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record and acknowledge.

Thank You.

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.


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



Date : 16th September, 2014

Place : Mumbai

Encl : A/a



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



	/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	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.			
10	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We, Godrej & 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.			
11	Shareholding details	Before the proposed transaction as on 16.9.2014	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
	TOTAL (a)	18,82,02,388	56.10	19,42,02,388	57.89
	B) Seller (s)				
	<u>GODREJ FAMILY MEMBERS:</u>				
	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
	TOTAL (b)	6,30,31,786	18.79	5,80,31,786	17.01

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. Fauzdar
Executive Vice President (Corporate Affairs) &
Company Secretary



Encl : A/a

Date : 16th 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.



Historical Security-wise Price Volume Data on National Stock Exchange Limited
Company: Godrej Industries Ltd.

Data for GODREJIND - ALL from 19-June-2014 to 15-September-2014

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average	Total Traded	Turnover	
										Price	Quantity	in	Product
										(a)	(b)	₹ Lacs	(a x b)
1	GODREJIND	EQ	19-Jun-14	338.15	340.10	343.75	334.55	340.05	339.80	339.83	292,854	995.22	99,520,575
2	GODREJIND	EQ	20-Jun-14	339.80	341.10	345.50	336.05	338.40	337.20	340.39	356,712	1,214.20	121,421,198
3	GODREJIND	EQ	23-Jun-14	337.20	338.00	340.70	330.80	336.20	336.50	336.91	200,072	674.06	67,406,258
4	GODREJIND	EQ	24-Jun-14	336.50	333.70	349.90	333.70	346.05	347.15	344.67	530,273	1,827.67	182,769,195
5	GODREJIND	EQ	25-Jun-14	347.15	349.70	354.55	346.60	347.95	348.40	351.12	749,414	2,631.31	263,134,244
6	GODREJIND	EQ	26-Jun-14	348.40	350.00	351.45	343.05	345.25	345.90	346.08	387,696	1,341.75	134,173,832
7	GODREJIND	EQ	27-Jun-14	345.90	345.10	358.50	342.30	357.50	355.15	351.27	657,684	2,310.23	231,024,659
8	GODREJIND	EQ	30-Jun-14	355.15	360.10	368.00	356.40	364.50	365.65	362.50	1,054,238	3,821.64	382,161,275
9	GODREJIND	EQ	01-Jul-14	365.65	367.40	368.55	359.80	361.10	362.55	363.52	366,087	1,330.82	133,079,946
10	GODREJIND	EQ	02-Jul-14	362.55	365.70	367.80	361.60	362.65	362.90	364.21	482,363	1,756.84	175,681,428
11	GODREJIND	EQ	03-Jul-14	362.90	364.00	367.00	354.10	367.00	364.45	361.67	294,016	1,063.36	106,336,767
12	GODREJIND	EQ	04-Jul-14	364.45	366.00	371.70	361.50	364.35	366.20	367.55	591,629	2,174.56	217,453,239
13	GODREJIND	EQ	07-Jul-14	366.20	366.70	372.80	360.60	366.80	368.00	368.56	558,452	2,058.21	205,823,069
14	GODREJIND	EQ	08-Jul-14	368.00	367.95	369.05	340.05	340.55	343.00	356.81	369,979	1,320.11	132,012,207
15	GODREJIND	EQ	09-Jul-14	343.00	344.05	357.95	336.95	347.00	346.40	348.44	660,676	2,302.06	230,205,945
16	GODREJIND	EQ	10-Jul-14	346.40	343.35	355.80	327.50	339.80	342.40	343.32	438,539	1,505.61	150,559,209
17	GODREJIND	EQ	11-Jul-14	342.40	339.00	347.30	325.60	328.65	330.20	335.46	277,024	929.30	92,930,471
18	GODREJIND	EQ	14-Jul-14	330.20	328.65	334.50	324.40	327.25	326.35	329.22	513,196	1,689.56	168,954,387
19	GODREJIND	EQ	15-Jul-14	326.35	327.15	335.40	323.80	331.00	330.10	330.14	436,050	1,439.59	143,957,547
20	GODREJIND	EQ	16-Jul-14	330.10	332.00	338.70	329.50	337.00	336.45	335.00	334,610	1,120.95	112,094,350
21	GODREJIND	EQ	17-Jul-14	336.45	336.00	339.85	335.50	336.80	337.15	337.70	203,894	688.54	68,855,004
22	GODREJIND	EQ	18-Jul-14	337.15	336.25	336.40	331.50	334.95	333.20	334.30	247,702	828.08	82,806,779
23	GODREJIND	EQ	21-Jul-14	333.20	333.00	344.70	333.00	343.00	342.85	341.09	489,833	1,670.79	167,077,138
24	GODREJIND	EQ	22-Jul-14	342.85	346.45	348.70	342.25	344.70	345.20	345.65	425,473	1,470.64	147,064,742
25	GODREJIND	EQ	23-Jul-14	345.20	348.75	348.75	338.00	343.75	342.75	344.36	265,298	913.57	91,358,019
26	GODREJIND	EQ	24-Jul-14	342.75	343.00	347.85	339.00	345.50	346.60	343.29	250,646	860.44	86,044,265
27	GODREJIND	EQ	25-Jul-14	346.60	348.60	352.00	335.00	340.00	340.45	343.26	481,411	1,652.50	165,249,140
28	GODREJIND	EQ	28-Jul-14	340.45	337.55	340.90	331.10	331.60	334.20	336.35	261,010	877.90	87,790,714
29	GODREJIND	EQ	30-Jul-14	334.20	333.00	341.50	328.45	340.45	339.85	336.68	254,881	858.13	85,813,335
30	GODREJIND	EQ	31-Jul-14	339.85	336.55	342.30	333.10	334.25	335.50	337.01	466,932	1,573.59	157,360,753
31	GODREJIND	EQ	01-Aug-14	335.50	336.25	337.95	327.05	329.10	328.45	333.65	331,257	1,105.24	110,523,898
32	GODREJIND	EQ	04-Aug-14	328.45	333.00	340.20	325.10	339.10	339.05	331.78	636,552	2,111.95	211,195,223
33	GODREJIND	EQ	05-Aug-14	339.05	340.00	344.85	336.65	343.25	343.35	342.23	582,249	1,992.65	199,263,075
34	GODREJIND	EQ	06-Aug-14	343.35	341.00	345.60	336.20	338.05	337.95	341.56	291,100	994.28	99,428,116
35	GODREJIND	EQ	07-Aug-14	337.95	337.00	341.80	336.00	340.00	339.55	339.20	280,175	950.34	95,035,360
36	GODREJIND	EQ	08-Aug-14	339.55	337.95	337.95	325.20	325.30	327.00	330.40	214,504	708.72	70,872,122
37	GODREJIND	EQ	11-Aug-14	327.00	335.00	338.50	332.10	334.00	334.10	335.46	298,575	1,001.59	100,159,970
38	GODREJIND	EQ	12-Aug-14	334.10	335.05	338.70	332.00	333.85	333.80	335.27	458,925	1,538.64	153,863,785
39	GODREJIND	EQ	13-Aug-14	333.80	334.85	339.60	328.70	330.10	330.90	335.22	430,881	1,444.39	144,439,929
40	GODREJIND	EQ	14-Aug-14	330.90	330.10	334.95	329.50	334.95	333.00	332.43	235,532	782.99	78,297,903
41	GODREJIND	EQ	18-Aug-14	333.00	332.60	337.00	332.50	336.10	335.50	334.78	236,612	792.12	79,212,965
42	GODREJIND	EQ	19-Aug-14	335.50	336.50	345.45	334.70	344.70	344.05	341.54	464,357	1,585.97	158,596,490
43	GODREJIND	EQ	20-Aug-14	344.05	346.90	348.45	341.10	343.00	342.60	344.78	335,823	1,157.86	115,785,054
44	GODREJIND	EQ	21-Aug-14	342.60	349.00	349.00	337.00	346.00	345.10	343.51	231,257	794.38	79,439,092
45	GODREJIND	EQ	22-Aug-14	345.10	346.55	348.00	336.10	337.20	338.45	341.79	356,727	1,219.26	121,925,721
46	GODREJIND	EQ	25-Aug-14	338.45	338.45	338.70	327.00	327.70	329.25	333.83	242,335	808.99	80,898,693
47	GODREJIND	EQ	26-Aug-14	329.25	326.30	335.65	325.20	331.95	332.15	331.28	637,090	2,110.53	211,055,175
48	GODREJIND	EQ	27-Aug-14	332.15	333.00	334.00	325.40	327.20	326.90	328.16	330,946	1,086.02	108,603,239
49	GODREJIND	EQ	28-Aug-14	326.90	327.00	330.55	321.10	324.00	322.60	323.76	767,463	2,484.73	248,473,821
50	GODREJIND	EQ	01-Sep-14	322.60	323.30	330.80	323.00	327.95	328.75	327.32	634,618	2,077.25	207,723,164
51	GODREJIND	EQ	02-Sep-14	328.75	329.10	336.15	328.55	331.50	332.10	333.78	782,009	2,610.15	261,018,964
52	GODREJIND	EQ	03-Sep-14	332.10	331.00	346.10	331.00	345.70	344.60	339.70	938,220	3,187.09	318,713,334
53	GODREJIND	EQ	04-Sep-14	344.60	346.20	346.20	335.60	340.40	341.00	340.05	282,690	961.29	96,128,735
54	GODREJIND	EQ	05-Sep-14	341.00	340.10	344.00	335.05	336.60	337.60	338.94	261,479	886.26	88,625,692
55	GODREJIND	EQ	08-Sep-14	337.60	339.50	359.00	338.10	354.50	354.85	351.09	1,163,067	4,083.42	408,341,193
56	GODREJIND	EQ	09-Sep-14	354.85	359.65	359.65	347.60	352.10	352.10	352.04	525,718	1,850.75	185,073,765
57	GODREJIND	EQ	10-Sep-14	352.10	351.80	357.50	344.30	346.50	346.80	352.02	414,201	1,458.05	145,807,036
58	GODREJIND	EQ	11-Sep-14	346.80	347.95	351.60	342.10	345.75	345.25	346.53	340,631	1,180.39	118,038,860
59	GODREJIND	EQ	12-Sep-14	345.25	345.25	352.80	342.75	350.15	349.85	348.79	404,757	1,411.75	141,175,194
60	GODREJIND	EQ	15-Sep-14	349.85	347.00	354.50	342.85	347.85	349.85	350.43	390,886	1,369.77	136,978,181
										Total	26,399,280		9,064,813,438
		</											

Archives - Stock Prices									
Company : GODREJ INDUSTRIES LIMITED (500164) ON BSE LIMITED									
Period (19-June-2014 to 15-September-2014)									
Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)
						(a)	(b)		(a x b)
1	19-Jun-14	338.10	343.50	335.05	339.75	339.86	54,693	2,948	18,587,893
2	20-Jun-14	340.75	345.35	335.40	336.25	339.76	82,496	3,386	28,029,117
3	23-Jun-14	337.80	340.45	331.65	336.20	336.83	39,291	1,983	13,234,282
4	24-Jun-14	336.00	349.90	336.00	347.25	344.28	76,252	3,282	26,251,935
5	25-Jun-14	348.00	354.45	346.55	348.75	351.18	106,281	4,655	37,323,444
6	26-Jun-14	350.00	351.50	343.10	345.50	345.92	67,195	2,820	23,244,018
7	27-Jun-14	346.00	357.85	341.95	354.95	350.31	131,950	4,266	46,222,966
8	30-Jun-14	358.10	367.00	355.00	364.75	356.77	1,147,827	6,373	409,510,324
9	01-Jul-14	365.70	367.75	360.05	362.45	363.55	68,884	2,798	25,042,470
10	02-Jul-14	366.00	367.40	361.05	362.80	364.44	88,977	3,095	32,426,543
11	03-Jul-14	356.00	368.00	356.00	364.40	362.89	16,391	775	5,948,106
12	04-Jul-14	368.00	371.70	362.00	365.85	367.81	76,200	3,432	28,027,091
13	07-Jul-14	366.20	372.45	362.70	367.35	368.70	82,670	3,045	30,480,320
14	08-Jul-14	369.00	369.00	340.00	343.55	354.91	79,431	3,241	28,191,191
15	09-Jul-14	344.00	357.00	338.00	345.90	348.54	92,616	4,075	32,280,091
16	10-Jul-14	346.75	356.65	329.10	341.40	345.51	141,893	6,613	49,025,979
17	11-Jul-14	340.00	347.00	326.65	332.50	333.45	181,517	3,662	60,527,237
18	14-Jul-14	330.10	334.05	325.10	327.20	329.46	44,824	2,292	14,767,588
19	15-Jul-14	329.00	335.00	324.05	330.10	329.68	83,160	3,448	27,416,195
20	16-Jul-14	335.00	338.35	329.60	336.05	334.69	82,650	2,878	27,661,973
21	17-Jul-14	337.00	339.75	335.50	337.00	337.71	42,968	1,595	14,510,907
22	18-Jul-14	337.00	337.00	331.80	332.85	333.63	35,824	1,188	11,951,946
23	21-Jul-14	336.90	344.90	334.80	342.75	341.11	81,118	6,877	27,669,979
24	22-Jul-14	345.00	347.75	342.00	344.25	345.21	65,241	3,505	22,521,656
25	23-Jul-14	347.00	348.50	338.15	342.65	344.00	41,321	2,108	14,214,292
26	24-Jul-14	342.00	347.70	339.00	346.45	342.52	47,729	1,823	16,348,057
27	25-Jul-14	348.00	351.85	335.00	340.00	343.03	80,999	3,687	27,785,316
28	28-Jul-14	339.10	340.50	332.00	335.05	336.74	30,550	1,288	10,287,414
29	30-Jul-14	334.00	340.60	328.50	338.85	335.59	52,270	2,346	17,541,515
30	31-Jul-14	337.45	342.45	333.35	336.95	338.41	37,502	1,573	12,691,095
31	01-Aug-14	336.00	338.00	327.55	328.65	333.42	50,287	2,139	16,766,924
32	04-Aug-14	332.10	338.70	325.65	337.90	332.05	51,554	2,637	17,118,628
33	05-Aug-14	340.00	344.30	336.50	342.45	341.24	73,783	2,648	25,177,603
34	06-Aug-14	344.00	345.00	336.05	337.35	341.07	39,966	1,630	13,631,375
35	07-Aug-14	339.00	341.45	335.35	338.80	338.49	35,487	1,548	12,011,946
36	08-Aug-14	339.00	339.00	326.00	327.90	330.32	24,982	1,728	8,252,108
37	11-Aug-14	335.05	338.25	332.25	334.45	335.22	47,095	2,232	15,787,404
38	12-Aug-14	335.80	338.00	332.25	333.65	335.26	32,029	1,608	10,738,085
39	13-Aug-14	334.75	339.30	328.50	329.70	333.66	55,883	2,586	18,645,940
40	14-Aug-14	331.10	334.00	330.00	332.50	331.88	37,414	1,681	12,417,011
41	18-Aug-14	332.00	336.85	332.00	335.25	334.71	23,948	1,361	8,015,744
42	19-Aug-14	335.90	345.50	335.00	343.25	340.49	76,826	3,578	26,158,524
43	20-Aug-14	347.60	348.55	341.20	341.80	344.66	56,444	2,537	19,454,020
44	21-Aug-14	341.05	347.50	339.00	344.95	343.51	38,621	1,968	13,266,614
45	22-Aug-14	346.00	347.95	336.30	338.75	342.26	74,771	3,357	25,590,778
46	25-Aug-14	338.75	339.00	327.10	329.25	334.01	48,661	2,141	16,253,115
47	26-Aug-14	331.00	335.40	325.85	331.95	331.53	80,525	3,868	26,696,525
48	27-Aug-14	333.00	333.25	325.40	326.70	328.55	40,990	1,906	13,467,310
49	28-Aug-14	328.90	329.50	321.25	322.70	324.46	60,807	2,492	19,729,437
50	01-Sep-14	322.10	331.00	322.10	328.60	327.55	60,081	2,716	19,679,613
51	02-Sep-14	329.50	335.80	329.05	332.00	332.98	89,123	3,079	29,675,910
52	03-Sep-14	332.50	346.00	332.50	344.00	339.65	118,473	4,756	40,239,700
53	04-Sep-14	346.00	346.00	335.80	341.30	340.55	51,463	2,310	17,525,863
54	05-Sep-14	342.00	343.80	335.30	337.70	338.63	40,449	1,738	13,697,389
55	08-Sep-14	338.00	359.00	338.00	354.75	351.03	188,839	6,894	66,287,256
56	09-Sep-14	358.20	358.20	348.00	352.15	352.08	94,847	4,302	33,393,970
57	10-Sep-14	353.10	357.25	343.55	346.25	350.83	87,086	3,010	30,552,550
58	11-Sep-14	348.00	351.25	342.05	345.35	346.29	28,740	1,435	9,952,433
59	12-Sep-14	346.00	352.20	343.00	349.15	348.97	55,879	2,334	19,500,363
60	15-Sep-14	348.80	354.50	342.90	350.20	350.15	50,452	2,221	17,665,659
						Total	5,076,225		1,757,070,737
						Weighted Average Price	346.14		

