**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

**Hand Delivery**

September 24, 2013

To,

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 Sir,

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

**Sub.: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

We attach herewith a report under Regulation 10(6) with respect to acquisition of a total of 1,61,45,540 equity shares of Godrej Properties Limited (GPL) made by the Company, one of the promoters of GPL, other promoter and promoter group in the Rights Issues of GPL.

You are requested to kindly take the same on record and acknowledge.

Thank you.

Yours faithfully
for Godrej Industries Ltd.

K. R. Rajput
Company Secretary

Godrej Industries Limited Mumbai 400 079

encl.: as above

**Disclosure 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) | As per Annexure I | |
| 3. | Name of the stock exchange where shares of the TC are listed | - BSE Limited; and<br>- The National Stock Exchange of India Limited | |
| 4. | Details of the transaction including rationale, if any, for the ~~transfer/~~ acquisition of shares | Date of Acquisition/Allotment: September 19, 2013<br>Total no. of shares : 1,61,45,540<br>Rationale: Acquisition of equity shares (under Rights Issue made by Godrej Properties Limited) made by Promoters and Promoter Group. Details as per Annexure I. | |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer. | 10(4)(a) and (b) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>- date of filing with the stock exchange. | No, not applicable | |
| 7. | **Details of acquisition** | **Disclosures required to be made under regulation 10(5)** | **Whether the disclosures under regulation 10(5) are actually made** |
| | a. Name of the transferor/seller | Not Applicable | |
| | b. Date of acquisition | | |
| | c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above. | | |
| | d. Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC. | | |
| | e. Price at which shares are proposed to be acquired/actually acquired. | | |

Godrej Industries Limited Mumbai 400 079

| 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~~(*) | As per Annexure I | | As per Annexure I | |
| | b. Each Seller / Transferor | Not applicable, as the acquisition was by way of rights issue made by the target company. | | | |

**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.

for Godrej Industries Limited

K. R. Rajput
Company Secretary

Godrej Industries Limited Mumbai 400 079

Place: Mumbai
Date: September 24, 2013

Annexure I

This document forms a part of disclosure made under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, made by Godrej Industries Limited

**Shareholding of Promoters and Promoter Group, individually and collectively in a group in the Target Company (Godrej Properties Limited) pre and post rights issue**

| | | Pre Rights Issue | | Acquired | Post Rights Issue | |
|---|---|---|---|---|---|---|
| Sr. No. | Name of Acquirers / Promoters and Promoter Group | No. of Equity Shares held | Percentage holding (%)* | No. of Equity Shares | No. of Equity Shares held | Percentage holding (%)** |
| 1 | Godrej Industries Limited | 47,965,209 | 61.43 | 13,422,443 | 61,387,652 | 61.62 |
| 2 | Nadir Barjorji Godrej | 1,562,250 | 2.00 | 430,965 | 1,993,215 | 2.00 |
| 3 | Rishad Kaikhushru Naoroji | 1,562,250 | 2.00 | 430,965 | 1,993,215 | 2.00 |
| 4 | Freyan Vijay Crishna | 815,730 | 1.04 | 225,028 | 1,040,758 | 1.04 |
| 5 | Navroze Jamshyd Godrej | 815,730 | 1.04 | 225,028 | 1,040,758 | 1.04 |
| 6 | Godrej Investments Private Limited | 790,000 | 1.01 | 217,931 | 1,007,931 | 1.01 |
| 7 | Nyrika Vijay Crishna | 746,520 | 0.96 | 205,936 | 952,456 | 0.96 |
| 8 | Raika Jamshyd Godrej | 746,520 | 0.96 | 205,936 | 952,456 | 0.96 |
| 9 | Ensemble Holdings & Finance Limited | 691,155 | 0.88 | 0 | 691,155 | 0.69 |
| 10 | Godrej & Boyce Manufacturing Co. Limited | 1,270,000 | 1.63 | 350,344 | 1,620,344 | 1.63 |
| 11 | Tanya Arvind Dubash | 520,756 | 0.67 | 143,656 | 664,412 | 0.67 |
| 12 | Nisaba Adi Godrej | 520,747 | 0.67 | 143,654 | 664,401 | 0.67 |
| 13 | Pirojsha Adi Godrej | 520,747 | 0.67 | 143,654 | 664,401 | 0.67 |
| | **Total** | **58,527,614** | **74.96** | **16,145,540** | **74,673,154** | **74.96** |
| | * of the pre Rights share capital of 7,80,77,766 shares | | | | | |
| | ** of the post Rights share capital of 9,96,16,154 shares | | | | | |

**For Godrej Industries Limited**

Godrej Industries Limited Mumbai 400 079

**K.R. Rajput**
Company Secretary

Date : September 24, 2013
Place : Mumbai