

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 : 23rd June, 2014

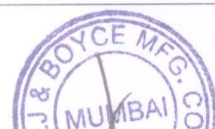
Place : Mumbai

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 on 30th June 2014
	c) Number of shares to be acquired from each person mentioned in 4(a) above	Freyan Vijay Crishna - upto 50,00,000 equity shares Nyrika Vijay Crishna - upto 50,00,000 equity shares
	d) Total shares to be acquired as % of share capital of TC	Upto 2.97% 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. 397.81 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. 318.25 on the National Stock Exchange (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



	/ will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Nyrika Vijay 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 20th June, 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	18,72,02,388	55.81	19,72,02,388	58.78
	TOTAL (a)	18,72,02,388	55.81	19,72,02,388	58.78
	B) Seller (s)				
	<u>GODREJ FAMILY MEMBERS:</u>				
	FREYAN VIJAY CRISHNA	64,03,175	1.91	14,03,175	0.42
	NYRIKA VIJAY CRISHNA	64,03,175	1.91	14,03,175	0.42
	OTHER GODREJ FAMILY MEMBERS #	5,12,25,436	15.26	5,12,25,436	15.27
	TOTAL (b)	6,40,31,786	19.08	5,40,31,786	16.11

Godrej Family Members include Mr. A.B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Mr. V. M. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R. K. Naoroji.

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



Encl : A/a

Date : 23rd June, 2014

Place : Mumbai

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 20.06.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Industries Limited	318.25	320.73	337.20	397.81

* 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 Limited

Data for GODREJIND - ALL from 24-Mar-2014 to 20-Jun-2014

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price (a)	Total Traded Quantity (b)	Turnover in ₹ Lacs	Product (a x b)
1	GODREJIND	EQ	24-Mar-14	292.35	292.35	303.30	291.75	302.15	302.00	299.66	446,749	1,338.72	133,872,805
2	GODREJIND	EQ	25-Mar-14	302.00	304.10	308.40	299.00	305.95	306.55	304.84	467,933	1,426.44	142,644,696
3	GODREJIND	EQ	26-Mar-14	306.55	308.00	312.50	308.00	309.20	310.15	310.07	376,226	1,166.57	116,656,396
4	GODREJIND	EQ	27-Mar-14	310.15	309.95	316.00	302.55	308.50	309.60	311.37	424,609	1,322.13	132,210,504
5	GODREJIND	EQ	28-Mar-14	309.60	309.50	313.80	306.30	310.55	312.10	309.51	261,317	808.79	80,880,225
6	GODREJIND	EQ	31-Mar-14	312.10	313.00	317.60	310.95	315.70	315.60	314.64	177,805	559.45	55,944,565
7	GODREJIND	EQ	01-Apr-14	315.60	316.00	317.00	309.05	314.30	314.70	313.68	108,488	340.31	34,030,516
8	GODREJIND	EQ	02-Apr-14	314.70	315.00	325.10	313.25	324.25	323.90	319.70	316,596	1,012.16	101,215,741
9	GODREJIND	EQ	03-Apr-14	323.90	325.95	328.90	317.95	323.25	324.65	322.92	718,199	2,319.20	231,920,821
10	GODREJIND	EQ	04-Apr-14	324.65	324.00	324.65	316.10	318.55	318.10	319.26	167,455	534.62	53,461,683
11	GODREJIND	EQ	07-Apr-14	318.10	318.10	319.95	312.70	316.15	316.05	315.61	123,638	390.21	39,021,389
12	GODREJIND	EQ	09-Apr-14	316.05	315.10	322.00	313.30	319.00	319.20	319.19	189,742	605.64	60,563,749
13	GODREJIND	EQ	10-Apr-14	319.20	320.00	321.90	313.00	315.00	314.50	316.27	213,318	674.67	67,466,084
14	GODREJIND	EQ	11-Apr-14	314.50	314.00	320.00	311.20	315.00	314.50	315.52	166,544	525.49	52,547,963
15	GODREJIND	EQ	15-Apr-14	314.50	319.00	319.00	305.65	305.80	307.45	309.56	180,355	558.31	55,830,694
16	GODREJIND	EQ	16-Apr-14	307.45	307.45	316.40	304.60	314.20	313.80	312.87	185,723	581.07	58,107,155
17	GODREJIND	EQ	17-Apr-14	313.80	315.40	321.00	310.45	315.45	315.25	316.48	341,200	1,079.83	107,982,976
18	GODREJIND	EQ	21-Apr-14	315.25	316.00	331.00	313.15	329.45	328.65	324.52	485,038	1,574.07	157,404,532
19	GODREJIND	EQ	22-Apr-14	328.65	330.00	334.80	322.20	323.15	323.10	329.67	411,232	1,355.70	135,570,853
20	GODREJIND	EQ	23-Apr-14	323.10	324.00	326.40	316.40	317.70	317.80	320.62	221,832	711.24	71,123,776
21	GODREJIND	EQ	25-Apr-14	317.80	316.00	321.50	310.10	310.30	311.15	316.61	260,165	823.70	82,370,841
22	GODREJIND	EQ	28-Apr-14	311.15	312.00	317.85	309.45	312.75	313.70	313.47	134,081	420.31	42,030,371
23	GODREJIND	EQ	29-Apr-14	313.70	313.70	316.60	305.50	306.10	307.05	310.04	134,477	416.93	41,693,249
24	GODREJIND	EQ	30-Apr-14	307.05	306.80	313.85	297.60	300.75	302.15	306.96	276,067	847.41	84,741,526
25	GODREJIND	EQ	02-May-14	302.15	302.80	305.40	295.25	299.80	299.80	299.73	231,053	692.55	69,253,516
26	GODREJIND	EQ	05-May-14	299.80	296.25	301.20	290.40	292.00	291.70	294.10	149,239	438.91	43,891,190
27	GODREJIND	EQ	06-May-14	291.70	291.80	298.90	291.15	291.55	291.90	293.97	132,844	390.52	39,052,151
28	GODREJIND	EQ	07-May-14	291.90	292.00	297.55	289.55	290.35	290.75	292.50	93,449	273.34	27,333,833
29	GODREJIND	EQ	08-May-14	290.75	290.50	293.40	283.00	283.10	284.00	287.56	156,561	450.21	45,020,681
30	GODREJIND	EQ	09-May-14	284.00	282.70	292.40	282.00	289.35	289.85	288.57	168,361	485.84	48,583,934
31	GODREJIND	EQ	12-May-14	289.85	290.10	297.00	289.35	292.55	294.65	294.47	264,995	780.34	78,033,078
32	GODREJIND	EQ	13-May-14	294.65	295.20	304.50	290.70	293.00	293.25	298.84	481,504	1,438.94	143,892,655
33	GODREJIND	EQ	14-May-14	293.25	293.25	297.85	291.50	293.50	293.40	293.98	221,342	650.69	65,070,121
34	GODREJIND	EQ	15-May-14	293.40	293.40	299.45	287.15	288.05	288.40	293.93	317,158	932.24	93,222,251
35	GODREJIND	EQ	16-May-14	288.40	290.05	296.65	288.15	291.10	290.45	292.50	256,598	750.56	75,054,915
36	GODREJIND	EQ	19-May-14	290.45	290.75	307.90	284.35	305.75	304.45	293.40	1,126,993	3,306.65	330,659,746
37	GODREJIND	EQ	20-May-14	304.45	311.00	313.15	304.55	308.70	308.60	309.24	505,354	1,562.76	156,275,671
38	GODREJIND	EQ	21-May-14	308.60	312.70	319.40	310.85	313.50	313.65	315.23	675,615	2,129.72	212,974,116
39	GODREJIND	EQ	22-May-14	313.65	316.80	317.70	310.00	311.20	311.40	314.19	296,294	930.92	93,092,612
40	GODREJIND	EQ	23-May-14	311.40	312.00	316.50	311.00	313.35	313.70	313.77	230,556	723.41	72,341,556
41	GODREJIND	EQ	26-May-14	313.70	317.35	322.45	289.60	299.70	300.00	313.00	699,612	2,189.80	218,978,556
42	GODREJIND	EQ	27-May-14	300.00	300.00	304.00	290.85	301.05	301.45	298.61	338,286	1,010.16	101,015,582
43	GODREJIND	EQ	28-May-14	301.45	301.45	302.20	290.70	292.20	292.95	296.01	206,635	611.66	61,166,026
44	GODREJIND	EQ	29-May-14	292.95	297.00	303.60	293.90	295.95	295.35	298.57	515,385	1,538.80	153,878,499
45	GODREJIND	EQ	30-May-14	295.35	292.40	299.35	291.65	297.50	295.10	295.33	241,946	714.54	71,453,912
46	GODREJIND	EQ	02-Jun-14	295.10	298.00	306.40	297.90	304.50	304.15	302.36	466,783	1,411.37	141,136,508
47	GODREJIND	EQ	03-Jun-14	304.15	307.70	307.70	297.55	301.05	301.50	301.82	729,637	2,202.20	220,219,039
48	GODREJIND	EQ	04-Jun-14	301.50	303.50	307.00	298.00	299.30	299.60	301.43	614,457	1,852.13	185,215,774
49	GODREJIND	EQ	05-Jun-14	299.60	298.80	314.70	298.30	312.20	309.85	304.88	974,112	2,969.84	296,987,267
50	GODREJIND	EQ	06-Jun-14	309.85	314.00	323.00	314.00	322.50	321.85	319.32	1,858,821	5,935.53	593,558,722
51	GODREJIND	EQ	09-Jun-14	321.85	326.75	339.50	325.25	331.50	333.00	332.75	1,364,441	4,540.19	454,017,743
52	GODREJIND	EQ	10-Jun-14	333.00	335.55	335.60	320.10	329.50	331.20	328.42	626,762	2,058.38	205,841,176
53	GODREJIND	EQ	11-Jun-14	331.20	333.00	333.90	320.70	322.55	324.55	329.02	1,118,332	3,679.55	367,953,595
54	GODREJIND	EQ	12-Jun-14	324.55	324.55	346.40	321.00	345.30	343.50	338.12	2,537,845	8,581.04	858,096,151
55	GODREJIND	EQ	13-Jun-14	343.50	346.80	350.65	327.75	336.50	338.20	343.33	1,724,000	5,919.09	591,900,920
56	GODREJIND	EQ	16-Jun-14	338.20	339.00	346.00	327.00	342.65	343.20	340.68	650,390	2,215.73	221,574,865
57	GODREJIND	EQ	17-Jun-14	343.20	346.00	346.90	336.90	344.35	343.95	342.89	409,818	1,405.22	140,522,494
58	GODREJIND	EQ	18-Jun-14	343.95	346.00	352.85	334.00	337.05	338.15	344.94	650,336	2,243.28	224,326,900
59	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
60	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
										Total	28,473,869		9,061,830,638
										Weighted Average Price	318.25		



Archives - Stock Prices									
Company : GODREJ INDUSTRIES LIMITED (532424) ON BSE LIMITED									
Period (24-Mar-2014 to 20-Jun-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	24-Mar-14	293.00	302.70	292.30	301.60	300.11	74,566	2,691	22,377,893
2	25-Mar-14	303.00	308.35	299.50	306.55	304.37	86,896	3,649	26,448,121
3	26-Mar-14	308.00	312.50	308.00	309.75	310.23	47,270	1,347	14,664,807
4	27-Mar-14	309.55	315.00	304.00	309.20	310.89	38,431	1,386	11,947,851
5	28-Mar-14	313.00	313.60	306.30	312.55	309.83	16,786	740	5,200,736
6	31-Mar-14	314.00	316.80	311.50	315.15	314.54	22,244	832	6,996,581
7	01-Apr-14	316.00	316.75	309.70	314.90	313.71	8,557	518	2,684,417
8	02-Apr-14	314.00	325.45	313.40	323.55	319.99	39,906	1,556	12,769,629
9	03-Apr-14	324.00	328.15	318.40	323.90	323.99	29,745	1,298	9,637,106
10	04-Apr-14	324.00	324.00	316.30	319.15	319.33	21,861	808	6,980,952
11	07-Apr-14	319.15	319.15	313.00	315.60	314.98	13,689	1,218	4,311,717
12	09-Apr-14	315.50	322.00	315.00	319.35	319.46	12,936	1,011	4,132,588
13	10-Apr-14	316.15	320.15	312.55	315.35	317.02	15,292	1,354	4,847,798
14	11-Apr-14	311.50	319.45	311.00	315.20	315.72	11,990	1,097	3,785,511
15	15-Apr-14	317.00	318.00	306.20	307.65	309.97	27,969	1,706	8,669,476
16	16-Apr-14	307.00	316.15	305.00	313.40	312.94	19,887	1,580	6,223,348
17	17-Apr-14	315.40	321.10	311.00	315.35	316.23	48,807	2,868	15,434,464
18	21-Apr-14	316.15	330.80	313.90	329.30	325.56	73,205	3,248	23,832,432
19	22-Apr-14	329.50	334.80	322.10	323.00	329.85	61,148	3,591	20,169,832
20	23-Apr-14	328.00	328.00	317.25	317.95	321.49	34,311	2,356	11,030,770
21	25-Apr-14	317.95	321.90	310.50	311.70	315.53	26,379	1,448	8,323,395
22	28-Apr-14	311.70	317.25	310.00	313.40	313.26	21,314	1,154	6,676,835
23	29-Apr-14	313.40	313.40	305.30	306.95	309.45	15,494	982	4,794,595
24	30-Apr-14	306.10	313.60	297.80	302.10	306.63	26,246	1,492	8,047,729
25	02-May-14	304.40	305.20	295.30	299.15	299.36	14,377	981	4,303,887
26	05-May-14	296.10	301.00	289.55	292.20	294.25	21,810	1,400	6,417,486
27	06-May-14	293.50	298.40	290.30	292.00	292.86	20,451	1,230	5,989,351
28	07-May-14	294.45	296.00	289.75	290.85	292.00	7,826	664	2,285,177
29	08-May-14	293.00	293.55	283.00	284.15	287.20	25,972	1,276	7,459,131
30	09-May-14	283.00	292.15	282.90	289.55	288.15	23,984	1,550	6,911,085
31	12-May-14	291.00	297.00	289.50	294.85	294.08	36,167	1,664	10,636,001
32	13-May-14	296.00	304.50	291.20	292.90	299.10	43,817	2,668	13,105,515
33	14-May-14	293.25	297.15	292.00	293.35	294.32	19,708	1,112	5,800,441
34	15-May-14	295.00	299.45	287.55	289.20	293.74	43,145	2,332	12,673,571
35	16-May-14	295.00	297.00	288.35	290.60	292.48	54,683	3,147	15,993,434
36	19-May-14	291.00	307.50	284.50	304.15	297.38	112,118	4,597	33,341,269
37	20-May-14	309.90	313.40	304.60	308.15	309.43	93,747	3,877	29,008,142
38	21-May-14	310.00	318.75	310.00	312.55	314.40	98,286	4,835	30,901,062
39	22-May-14	314.00	317.40	310.05	311.45	314.30	37,376	2,224	11,747,224
40	23-May-14	312.00	316.35	310.00	313.05	313.61	25,375	1,581	7,957,937
41	26-May-14	315.00	322.50	290.00	300.10	313.55	80,586	4,709	25,267,897
42	27-May-14	301.00	304.45	291.05	302.05	298.93	34,523	2,438	10,320,118
43	28-May-14	303.00	305.00	290.65	293.50	296.49	35,056	1,995	10,393,925
44	29-May-14	299.00	304.00	293.05	295.45	298.83	60,242	3,246	18,002,216
45	30-May-14	297.00	299.40	291.55	295.40	295.59	35,400	1,902	10,463,951
46	02-Jun-14	300.00	306.00	298.00	303.95	302.14	50,408	2,206	15,230,057
47	03-Jun-14	305.00	307.50	298.95	302.00	302.71	40,448	2,166	12,243,976
48	04-Jun-14	301.95	307.00	298.50	299.80	301.47	70,402	3,423	21,224,147
49	05-Jun-14	301.90	314.35	298.55	310.10	305.15	103,183	4,172	31,486,245
50	06-Jun-14	315.00	322.55	314.75	321.75	319.31	173,571	5,929	55,423,340
51	09-Jun-14	325.60	339.35	325.50	333.10	332.42	208,191	6,819	69,207,787
52	10-Jun-14	333.10	335.00	320.45	331.15	330.22	454,155	4,134	149,969,252
53	11-Jun-14	334.20	334.20	321.50	324.35	326.98	80,929	3,256	26,462,533
54	12-Jun-14	322.00	345.45	320.95	342.75	337.63	347,839	12,920	117,440,148
55	13-Jun-14	344.10	350.70	327.05	337.00	342.59	254,018	9,053	87,025,096
56	16-Jun-14	339.80	346.00	327.60	343.55	340.65	109,562	4,172	37,321,814
57	17-Jun-14	344.60	347.10	337.35	343.80	342.91	61,214	2,839	20,990,983
58	18-Jun-14	346.40	352.80	334.20	337.70	344.76	108,578	4,357	37,433,291
59	19-Jun-14	338.10	343.50	335.05	339.75	339.86	54,693	2,948	18,587,893
60	20-Jun-14	340.75	345.35	335.40	336.25	339.76	82,496	3,386	28,029,117
						Total	3,919,265		1,257,043,082
						Weighted Average Price	320.73		