

**BSE Limited**

Corporate Relations Department  
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,  
Mumbai 400 023.

**The National Stock Exchange of India Ltd**

Exchange Plaza, 4<sup>th</sup> Floor,  
Bandra-Kurla Complex, Mumbai 400 050

Dear Sir,

**BSE Scrip Code – 500164**

**NSE Scrip ID – GODREJIND**

**Sub: 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**

Please find enclosed herewith the Disclosure under Regulation 10(6) with respect to the allotment of 1,02,293 equity shares of Godrej Industries Limited to the Company on 9<sup>th</sup> January, 2015, consequent to the amalgamation of Wadala Commodities Ltd. into Godrej Industries Limited.

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

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.



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

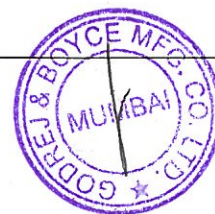
Date : 14<sup>th</sup> January, 2015

Place : Mumbai



**Format for 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                                                                                                                                                                                                                                       | Godrej Industries Limited                                                                                                                                                                                                                     |                                                                  |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                          | Godrej & Boyce Mfg. Co. Ltd.                                                                                                                                                                                                                  |                                                                  |
| 3 | Name of the stock exchange where shares of the Target Company are listed                                                                                                                                                                                         | BSE Ltd.<br>National Stock Exchange of India Ltd.                                                                                                                                                                                             |                                                                  |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                 | Allotment of 1,02,293 swap shares to the Company on 9 <sup>th</sup> January, 2015, consequent to the amalgamation of Wadala Commodities Ltd. into Godrej Industries Ltd., constituting 0.03% of the paid up capital of Godrej Industries Ltd. |                                                                  |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | 10(1)(d)(ii)                                                                                                                                                                                                                                  |                                                                  |
| 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. | 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                                                                                                                                                                                                                                | Not Applicable                                                   |
|   | b) Date of acquisition                                                                                                                                                                                                                                           | Not Applicable                                                                                                                                                                                                                                | Not Applicable                                                   |
|   | c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                       | Not Applicable                                                                                                                                                                                                                                | Not Applicable                                                   |
|   | d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                | Not Applicable                                                   |
|   | e) Price at which shares are proposed to be acquired / actually acquired                                                                                                                                                                                         | Not Applicable                                                                                                                                                                                                                                | Not Applicable                                                   |



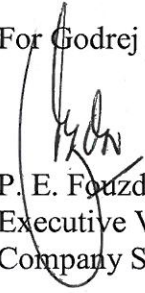
| 8 | Shareholding details                                                | Pre-Transaction    |                                   | Post-Transaction   |                                   |
|---|---------------------------------------------------------------------|--------------------|-----------------------------------|--------------------|-----------------------------------|
|   |                                                                     | 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(*)<br><br>GODREJ & BOYCE MFG. CO. LTD | 19,38,02,388       | 57.73%                            | 19,39,04,681       | 57.76%                            |
|   | b) Each Seller / Transferor                                         | Not Applicable     | Not Applicable                    | Not Applicable     | Not Applicable                    |

**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.

**Paid up capital of Godrej Industries Ltd. as on 14.01.2015 – 33,57,22,890 equity shares of Re. 1 each**

For Godrej & Boyce Mfg. Co. Ltd.

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



Date : 14<sup>th</sup> January, 2015  
Place : Mumbai