

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

February 07, 2014

To
General Manager, Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 500164

To
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE Scrip Code: GODREJIND

Dear Sir,

Re.: Scheme of Amalgamation of Wadala Commodities Limited with Godrej Industries Limited

We would like to inform that the Board of Directors of Godrej Industries Limited, have on February 07, 2014, considered and approved the Scheme of Amalgamation of Wadala Commodities Limited with Godrej Industries Limited ('the Scheme') and their respective shareholders under sections 391 to 394 of the Companies Act, 1956.

In consideration for the amalgamation of Wadala Commodities Limited with Godrej Industries Limited in terms of the Scheme and based on the share swap ratio recommended by the Independent Chartered Accountant and fairness opinion provided by the Merchant Banker, Godrej Industries Limited will issue 1 (One) fully paid up equity share of Re.1/- (Rupee One only) each of Godrej Industries Limited to the equity shareholders of Wadala Commodities Limited whose name is registered in the Register of Members of Wadala Commodities Limited on the Record Date (as may be determined in terms of the Scheme) for every 108 (One hundred and eight) fully paid-up equity shares of Re. 1/- (Rupee One Only) each of Wadala Commodities Limited held by the equity shareholders of Wadala Commodities Limited and 10 (Ten) fully paid up equity share of Re.1/- (Rupee One only) each of Godrej Industries Limited, to the preference shareholder(s) whose name is registered in the Register of Members of Wadala Commodities Limited on the Record Date (as may be determined in terms of the Scheme) against 50,00,000, 0.01% Redeemable Cumulative Preference Shares of Rs. 10/- each (Rs. 9/- called and paid up) held by the preference shareholder(s) of Wadala Commodities Limited;

Further, in order to ensure that the interest of the public shareholders of Godrej Industries Limited is not prejudiced and to ensure that there is no dilution of shareholding of the public shareholders of Godrej Industries Limited pursuant to the amalgamation of Wadala Commodities Limited with Godrej Industries Limited, Godrej Industries Limited would issue bonus equity shares of Re.1/- (Rupee One Only) each of Godrej Industries Limited, credited as fully paid-up Equity Shares to its shareholders (except to the Promoters and Promoters group entities of Godrej Industries Limited) whose name is registered in the Register of Members of the Company on the Record Date in the proportion of 1 (One) new fully paid up equity shares of Re. 1/- (Rupee One only) each in Godrej Industries Limited for every 1,250 ((One thousand two hundred and fifty only) fully paid-up equity shares of Re. 1/- (Rupee One only) held by them in Godrej Industries Limited by way of capitalization of sum to the



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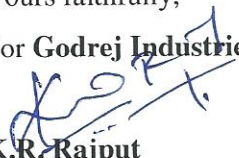
extent of Rs. 67,680/- (Sixty seven thousand six hundred and eighty only) standing to the credit of the General Reserve Account of Godrej Industries Limited; The aforementioned issue of bonus shares shall also include issue of bonus shares upon exercise of outstanding Stock Options (whether vested or unvested) in accordance with the Employee Stock Grant Scheme of Godrej Industries Limited in the aforesaid bonus proportion

The Scheme is subject to approval of the Hon'ble High Court of Judicature at Bombay and High Court of Judicature at Madhya Pradesh, Indore Bench and the shareholders and creditors, if any, of Wadala Commodities Limited with Godrej Industries Limited, as may be directed by the Hon'ble High Court of Judicature at Bombay and High Court of Judicature at Madhya Pradesh, Indore Bench.

Thanking you.

Yours faithfully,

For **Godrej Industries Limited**


K.R. Rajput
Company Secretary

