

A. B. Godrej

Aashraye Godrej House, 67H Walkeshwar Road, Mumbai 400 006

Date: 6th December, 2017

To,
The Manager,

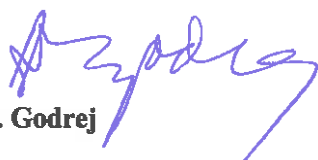
BSE Limited Corporate Relationship Department Phiroze Jeejeebhoy Towers Dalai Street Mumbai- 400001 Scrip Code: 500164	National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block Bandra-Kurla Complex, Bandra(E), Mumbai- 400051 Symbol: GODREJIND
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Sub: Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/ Madam,

I, the undersigned, am submitting the requisite intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by me of 9.30% of the paid-up equity shares of Vora Soaps Limited, which holds 57.66% of the equity share capital of Godrej Industries Limited.

This is for your information and records.


A. B. Godrej

CC: Godrej Industries Limited
Godrej One,
2nd Floor, Pirojshanagar,
Eastern Express Highway,
Vikroli E, Mumbai - 400079

Format for Disclosures 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)	Mr. Adi Godrej
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	Ms. Tanya Dubash, Ms. Nisaba Godrej and Mr. Pirojsha Godrej
	b. Proposed date of acquisition	On or after 13 th December, 2017
	c. Number of shares to be acquired from each person mentioned in 4(a) above	1. 6,199 equity shares (3.10%) of Vora Soaps Limited (VSL) from Ms. Tanya Dubash, 2. 6,199 equity shares (3.10%) of VSL from Ms. Nisaba Godrej 3. 6,199 equity shares (3.10%) of VSL from Mr. Pirojsha Godrej VSL holds 57.66% of the share capital of TC
	d. Total shares to be acquired as % of share capital of TC	9.30% of VSL, which holds 57.66% of the share capital of TC
	e. Price at which shares are proposed to be acquired	Not applicable as the transfer is by way of gift
	f. Rationale, if any, for the proposed transfer	Inter-se transfer amongst 'Qualifying Persons' for re-organization/ realignment of shareholding within the promoters and promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i)
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.	INR 589.29 (BSE Limited)
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.	Not applicable as the transfer of shares is by way of gift and as such no price or consideration is involved
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We confirm that the Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)
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 confirm that all the conditions specified under regulation 10(1)(a) with respect to exemption have been duly complied with.

11.	Shareholding details		Before the proposed transaction		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)(*):	As per Annexure A			
	B	Seller (s):				

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.

Date: 6th December, 2017

Place: Mumbai


A. B. Godrej

Note:

As a part of re-organization/ realignment of shareholding within the promoters and promoter group, on account of inter-se transfer amongst immediate relatives by way of gift, there will be a change in the shareholding of Vora Soaps Limited (VSL), which holds 57.66% of the equity share capital of Godrej Industries Limited, the Target Company. There is no change in the shareholding pattern of the Target Company. Since the transfer of shares of VSL is inter-se amongst immediate relatives, there is no change in the voting rights or control over the Target Company. The above disclosures are filed only out of abundant caution.

Annexure A

Shareholding Details		Before the proposed transaction		After the proposed transaction	
		Number of shares/ voting rights	% w.r.t total share capital of TC	Number of shares/ voting rights	% w.r.t total share capital of TC
a. Acquirer(s) and PACs (other than sellers)(*):					
Acquirer(s)/ Transferee(s):					
1 ADI B. GODREJ		-	0.00%	-	0.00%
PACs (other than sellers/ transferors)					
1 NADIR BARJORJI GODREJ		5,28,232	0.16%	5,28,232	0.16%
2 BURJIS NADIR GODREJ		61,39,080	1.83%	61,39,080	1.83%
3 SOHRAB NADIR GODREJ		61,39,074	1.83%	61,39,074	1.83%
4 NAVROZE JAMSHYD GODREJ		64,03,181	1.90%	64,03,181	1.90%
5 JAMSHYD GODREJ, PHEROZA GODREJ AND NAVROZE GODREJ [(TRUSTEES OF RAIKA GODREJ FAMILY TRUST) (BENEFICIAL INTEREST IS OF RAIKA GODREJ)]		64,03,169	1.90%	64,03,169	1.90%
6 FREYAN CRISHNA BIERI		31,03,175	0.92%	31,03,175	0.92%
7 NYRIKA HOLKAR		31,03,175	0.92%	31,03,175	0.92%
8 RISHAD KAIKHUSHRU NAOROJI		50	0.00%	50	0.00%
9 RISHAD KAIKHUSHRU NAOROJI (As a Partner of RKN Enter		128,06,300	3.81%	128,06,300	3.81%
10 VORA SOAPS LIMITED		1939,04,681	57.66%	1939,04,681	57.66%
b. Seller(s)/ Transferor(s):					
1 TANYA ARVIND DUBASH		42,68,783	1.27%	42,68,783	1.27%
2 NISABA ADI GODREJ		42,68,781	1.27%	42,68,781	1.27%
3 PIROJSHA ADI GODREJ		42,68,786	1.27%	42,68,786	1.27%

Date: 6th December, 2017

Place: Mumbai



Mr. A. B. Godrej