

**The Bombay Stock Exchange of India 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,

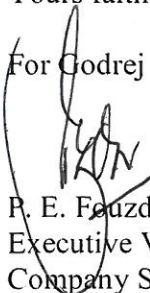
**Sub: Disclosure under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Please find enclosed herewith the Disclosure under Regulation 10(6) with respect to the acquisition of 56,00,000 equity shares of Godrej Industries Limited made by the Company from Freyan Vijay Crishna (28,00,000 equity shares) and Nyrika Vijay Crishna (28,00,000 equity shares) by way of inter-se transfer of shares amongst qualifying persons.

You are requested to kindly take the same on record.

Yours faithfully,

For Godrej & Boyce Mfg. Co. Ltd.

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



Date : 29th September, 2014  
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 (TC)                                                                                                                                                                                                                                          | <b>Godrej Industries Limited</b>                                                                                                                                                                                                                                                                                                                                 |                                                                                                |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                                  | <b>Godrej &amp; Boyce Mfg. Co. Ltd.</b>                                                                                                                                                                                                                                                                                                                          |                                                                                                |
| 3 | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                             | <b>BSE Ltd.<br/>National Stock Exchange of India Ltd.</b>                                                                                                                                                                                                                                                                                                        |                                                                                                |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                         | Transferor-<br><b>Freyan Vijay Crishna (28,00,000 eq shares)</b><br><b>Nyrika Vijay Crishna (28,00,000 eq shares)</b><br><br>Date of Acquisition- <b>26th September, 2014</b><br><br>No. of Shares- <b>56,00,000 equity shares</b><br><br>% of share capital of TC- <b>1.67%</b><br><br>Rationale- <b>Inter-se transfer of shares amongst qualifying persons</b> |                                                                                                |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                         | <b>10(1)(a)(iii)</b>                                                                                                                                                                                                                                                                                                                                             |                                                                                                |
| 6 | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br><br>- whether disclosure was made and whether it was made within the timeline specified under the regulations.<br><br>- date of filing with the stock exchange. | <b>Yes. Disclosure was made under Regulation 10(5) by the acquirer to BSE Ltd. &amp; National Stock Exchange of India Ltd. within the timeline specified under the Regulations i.e. four days prior to the proposed acquisition</b><br><br><b>16th September, 2014</b>                                                                                           |                                                                                                |
| 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                                                                                                                                                                                                                                       | <b>Freyan Vijay Crishna<br/>Nyrika Vijay Crishna</b>                                                                                                                                                                                                                                                                                                             | <b>Yes</b>                                                                                     |
|   | b) Date of acquisition                                                                                                                                                                                                                                                   | <b>26th September, 2014</b>                                                                                                                                                                                                                                                                                                                                      | <b>Yes. On 16th September, 2014</b>                                                            |
|   | c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                               | <b>56,00,000 equity shares of the face value of Re. 1 each</b>                                                                                                                                                                                                                                                                                                   | <b>Yes</b>                                                                                     |
|   | d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                        | <b>Upto 60,00,000 equity shares proposed to be acquired constituting 1.78% of the share</b>                                                                                                                                                                                                                                                                      | <b>56,00,000 equity shares actually acquired, constituting 1.67% of the paid up capital of</b> |



|   |                                                                                 | capital of Godrej Industries Limited, the target company                                                                                                                                                 |                                   | Godrej Industries Ltd., the target company                                                                                                                                   |                                   |
|---|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
|   | e) Price at which shares are proposed to be acquired / actually acquired        | Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs. 429.22 per share on any of the stock exchanges where the shares of the target company are traded |                                   | 28,00,000 equity shares acquired from Freyan Vijay Crishna at Rs. 304.35 per share<br><br>28,00,000 equity shares acquired from Nyrika Vijay Crishna at Rs. 304.35 per share |                                   |
| 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             | 18,82,02,388                                                                                                                                                                                             | 56.10                             | 19,38,02,388                                                                                                                                                                 | 57.77                             |
|   | b) Each Seller / Transferor<br><br>FREYAN VIJAY CRISHNA<br>NYRIKA VIJAY CRISHNA | 59,03,175<br>59,03,175                                                                                                                                                                                   | 1.76<br>1.76                      | 31,03,175<br>31,03,175                                                                                                                                                       | 0.93<br>0.93                      |

**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.

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For Godrej & Boyce Mfg. Co. Ltd.



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



Date : 29th September, 2014

Place : Mumbai