RISHAD K NAOROJI
BEHLA COURT, 24, RAMCHANDANI MARG, APOLLO BUNDER, MUMBAI, 400039.

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, 4th 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 6,00,000 equity shares of Godrej Consumer Products Limited made by Mr. R.K.Naoroji from Ms. F.V.Crishna (3,00,000 equity shares) and Ms. N.V.Crishna (3,00,000 equity shares) each by way of inter-se transfer of shares amongst qualifying persons.

You are requested to kindly take the same on record.

Thank You.

Yours faithfully

J. N. Godrej
Constituted Attorney for R.K.Naoroji

Date : 26th September, 2015
Place : Mumbai

Encl : A/a

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)	**Godrej Consumer Products Limited**	
2	Name of the acquirer(s)	**Mr. R.K.Naoroji**	
3	Name of the stock exchange where shares of the TC are listed	**Bombay Stock Exchange** **National Stock Exchange**	
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Transferor- **Ms. F.V.Crishna (3,00,000 equity shares)** **Ms. N.V.Crishna (3,00,000 equity shares)** Date of Acquisition- **24TH September, 2015** No. of Shares- **6,00,000 equity shares** % of share capital of TC- **0.18%** Rationale- **Inter-se transfer of shares amongst qualifying persons**	
5	Relevant regulation under which the acquirer is exempted from making open offer.	**10(1)(a)(ii)**	
6	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	**Yes. Disclosure was made under Regulation 10(5) by the acquirer to the Bombay Stock Exchange & National Stock Exchange within the timeline specified under the Regulations i.e. four days prior to the proposed acquisition** **16th September, 2015**	
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	**Ms. F.V.Crishna** **Ms. N.V.Crishna**	**Yes** **Yes**
	b) Date of acquisition	**24th September, 2015**	**Yes, On 16th September, 2015**
	c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	**3,00,000 equity shares of the face value of Re. 1 each from each person mentioned in 7(a).**	**Yes.**

	d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	**Upto 6,00,000 Equity Shares proposed to be acquired constituting 0.18% of the share capital of Godrej Consumer Products Limited, the target company**		**6,00,000 equity shares of the face value of Re. 1 each actually acquired constituting 0.18% of the paid up share capital of the 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. 1273.39 per share on any of the stock exchanges where the shares of the target company are traded**		**3,00,000 equity shares acquired from Ms. F.V.Crishna at Rs. 1177.00 per share** **3,00,000 equity shares acquired from Ms. N.V.Crishna at Rs. 1177.00 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(*)				
	Mr. R.K.Naoroji	35,69,524	1.04%	41,69,524	1.22%
b)	Each Seller / Transferor				
	Ms. F.V.Crishna	14,22,090	0.41%	11,22,090	0.32%
	Ms. N.V.Crishna	14,22,088	0.41%	11,22,088	0.32%

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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The paid up capital of Godrej Consumer Products Limited on 24th September, 2015 is 34,05,32,966 equity shares of Re. 1 each.

Yours Faithfully,

J.N.Godrej
Constituted Attorney for R.K.Naoroji

Date : 26th September, 2015
Place : Mumbai