

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

By Email / Hand Delivery

February 11, 2014

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Dear Sir,

Ref.: Godrej Industries Limited
BSE - Script Code: 500164, Scrip ID - GODREJIND
NSE - GODREJIND

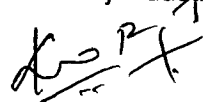
Sub.: Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We attach herewith disclosure under Regulation 10(5) with respect to the proposed acquisition of equity shares of Godrej Consumer Products Limited under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record and acknowledge.

Thank you.

Yours faithfully
for Godrej Industries Ltd.


K. R. Rajput
Company Secretary

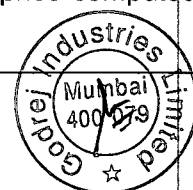


encl.: as above

Godrej

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 Consumer Products Ltd.
2	Name of the acquirer(s)	Godrej Industries Ltd.
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	Godrej & Boyce Mfg. Co. Ltd.
	b. Proposed date of acquisition	In tranches or otherwise, between the period February 18, 2014 to March 14, 2014.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 12,50,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.367 %
	e. Price at which shares are proposed to be acquired	Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs.988.13 per equity share. The proposed transactions would be done on any of the Stock Exchanges where the shares of the TC are traded.
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares amongst qualifying persons.
5	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	(iii)
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.	Rs.790.50 on the National Stock Exchange (working enclosed)
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.	We, Godrej Industries Ltd., the acquirer, hereby declare that the acquisition price of equity shares of Godrej Consumer Products Ltd., the TC, would not be higher by more than 25% of the price computed in point 6 hereinabove.



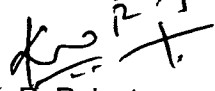
9	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We, Godrej Industries Ltd., the acquirer, hereby declare that Godrej & Boyce Mfg. Co. Ltd., the transferor and we, Godrej Industries Ltd., the transferee, have complied with applicable disclosure requirements of Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.			
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, Godrej Industries Ltd., the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11	Shareholding details	Before the proposed transaction(s) (as on 10-Feb-2014)		After the proposed transaction(s)	
		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(*))				
	Godrej Industries Ltd.	7,58,79,620	22.293%	7,71,29,620	22.660%
	Godrej Family Members ^{\$}	1,60,54,647	4.717%	1,60,54,647	4.717%
	Total (a)	9,19,34,267	27.010%	9,31,84,267	27.377%
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,35,61,815	36.301%	12,23,11,815	35.934%
	Total (b)	12,35,61,815	36.301%	12,23,11,815	35.934%

^{\$} Godrej Family Members include Mr. A.B. Godrej, Mr. J.N. Godrej, Mr. N.B. Godrej, Ms. S. V. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R.K. Naoraji.

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.

For Godrej Industries Limited


K. R. Rajput
Company Secretary



encl.: As above

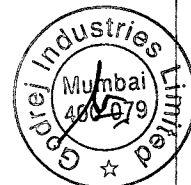
Place: Mumbai

Date: February 11, 2014

Calculation of Volume-Weighted Average market Price

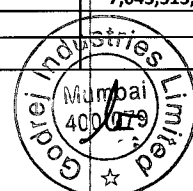
Name of the company	Weighted Average Share Price On		Closing market price as of 10.02.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Consumer Products Ltd.	790.50	811.72	719.10	988.13

* since volume of shares traded on NSE are higher than BSE, the weighted average rate on NSE is considered.



Historical Security-wise Price Volume Data on National Stock Exchange Limited
Company: Godrej Consumer Products Ltd.

Data for GODREJCP - ALL from 18-Nov-2013 to 10-Feb-2014													
Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price (a)	Total Traded Quantity (b)	Turnover in ₹ Lacs	Product (a x b)
1	GODREJCP	EQ	18-Nov-13	858.10	855.30	888.85	855.30	865.25	876.95	865.71	218,599	1,892	189,243,340
2	GODREJCP	EQ	19-Nov-13	876.95	872.20	873.95	857.00	862.70	865.60	861.97	66,320	572	57,165,850
3	GODREJCP	EQ	20-Nov-13	865.60	860.00	874.95	850.40	851.15	859.70	862.95	51,132	441	44,124,359
4	GODREJCP	EQ	21-Nov-13	859.70	859.00	875.00	846.40	861.15	860.65	861.29	128,285	1,105	110,490,588
5	GODREJCP	EQ	22-Nov-13	860.65	861.10	870.00	855.65	859.55	863.40	864.30	118,045	1,020	102,026,294
6	GODREJCP	EQ	25-Nov-13	863.40	859.55	869.25	856.05	867.95	866.30	862.26	54,823	473	47,271,680
7	GODREJCP	EQ	26-Nov-13	866.30	859.25	879.95	842.35	849.00	860.50	861.97	140,327	1,210	120,957,664
8	GODREJCP	EQ	27-Nov-13	860.50	851.05	867.90	851.05	856.10	860.65	859.66	45,178	388	38,837,719
9	GODREJCP	EQ	28-Nov-13	860.65	857.00	909.75	857.00	898.50	904.20	893.01	180,258	1,610	160,972,197
10	GODREJCP	EQ	29-Nov-13	904.20	905.25	907.10	872.35	889.85	885.25	890.40	240,727	2,143	214,343,321
11	GODREJCP	EQ	02-Dec-13	885.25	886.25	900.00	878.55	895.00	887.25	886.51	125,646	1,114	111,386,435
12	GODREJCP	EQ	03-Dec-13	887.25	885.00	895.50	870.55	874.70	877.25	882.43	32,765	289	28,912,819
13	GODREJCP	EQ	04-Dec-13	877.25	877.30	877.60	855.00	856.30	857.35	859.96	100,813	867	86,695,147
14	GODREJCP	EQ	05-Dec-13	857.35	860.00	864.90	840.10	845.00	843.85	851.40	100,841	859	85,856,027
15	GODREJCP	EQ	06-Dec-13	843.85	843.85	855.00	820.10	828.00	827.15	831.51	113,599	945	94,458,704
16	GODREJCP	EQ	09-Dec-13	827.15	849.80	851.40	825.10	827.95	827.70	830.33	190,703	1,583	158,346,422
17	GODREJCP	EQ	10-Dec-13	827.70	820.25	841.95	820.25	838.10	837.00	837.77	194,225	1,627	162,715,878
18	GODREJCP	EQ	11-Dec-13	837.00	846.40	846.40	819.00	821.50	821.65	821.93	113,930	936	93,642,485
19	GODREJCP	EQ	12-Dec-13	821.65	819.00	839.20	816.95	832.00	833.60	833.72	190,275	1,586	158,636,073
20	GODREJCP	EQ	13-Dec-13	833.60	830.00	831.95	814.40	819.50	819.05	818.86	178,244	1,460	145,956,882
21	GODREJCP	EQ	16-Dec-13	819.05	812.00	827.00	800.00	804.70	804.25	804.33	219,634	1,767	176,658,215
22	GODREJCP	EQ	17-Dec-13	804.25	804.95	818.65	804.30	814.00	809.95	810.18	153,752	1,246	124,566,795
23	GODREJCP	EQ	18-Dec-13	809.95	810.90	845.00	810.00	844.90	844.75	836.57	198,230	1,658	165,833,271
24	GODREJCP	EQ	19-Dec-13	844.75	845.00	851.00	821.00	828.50	826.50	827.66	167,450	1,386	138,591,667
25	GODREJCP	EQ	20-Dec-13	826.50	831.50	839.00	811.10	820.00	818.95	817.93	438,090	3,583	358,326,954
26	GODREJCP	EQ	23-Dec-13	818.95	826.00	836.95	819.95	829.00	829.55	829.43	121,327	1,006	100,632,254
27	GODREJCP	EQ	24-Dec-13	829.55	836.00	836.00	822.05	830.00	830.25	828.31	33,481	277	27,732,647
28	GODREJCP	EQ	26-Dec-13	830.25	824.00	844.40	824.00	831.00	831.30	832.17	36,841	307	30,657,975
29	GODREJCP	EQ	27-Dec-13	831.30	836.00	858.80	835.95	846.70	847.35	851.67	151,699	1,292	129,197,487
30	GODREJCP	EQ	30-Dec-13	847.35	842.10	860.00	842.10	851.30	857.65	855.08	115,462	987	98,729,247
31	GODREJCP	EQ	31-Dec-13	857.65	851.35	865.00	838.10	858.10	857.80	853.59	81,191	693	69,303,826
32	GODREJCP	EQ	01-Jan-14	857.80	864.00	864.00	843.40	848.25	850.70	853.57	17,466	149	14,908,454
33	GODREJCP	EQ	02-Jan-14	850.70	849.00	856.95	835.00	838.05	838.30	844.05	29,885	252	25,224,434
34	GODREJCP	EQ	03-Jan-14	838.30	838.60	838.60	818.00	827.50	823.80	821.65	213,582	1,755	175,489,650
35	GODREJCP	EQ	06-Jan-14	823.80	830.90	836.00	823.80	830.00	830.95	831.42	280,664	2,334	233,349,663
36	GODREJCP	EQ	07-Jan-14	830.95	830.90	830.90	808.00	814.00	813.65	817.24	68,483	560	55,967,047
37	GODREJCP	EQ	08-Jan-14	813.65	815.25	837.45	815.25	835.00	830.30	832.12	194,653	1,620	161,974,654
38	GODREJCP	EQ	09-Jan-14	830.30	825.05	834.40	812.15	817.00	816.25	820.96	53,802	442	44,169,290
39	GODREJCP	EQ	10-Jan-14	816.25	818.00	828.00	807.25	810.50	811.65	815.79	156,882	1,280	127,982,767
40	GODREJCP	EQ	13-Jan-14	811.65	810.00	817.10	801.50	804.00	803.05	808.69	40,562	328	32,802,084
41	GODREJCP	EQ	14-Jan-14	803.05	800.00	812.95	791.00	794.00	795.05	798.84	101,956	814	81,446,531
42	GODREJCP	EQ	15-Jan-14	795.05	794.00	800.00	771.00	785.30	789.35	787.97	133,440	1,051	105,146,717
43	GODREJCP	EQ	16-Jan-14	789.35	782.20	795.05	752.00	754.00	758.50	766.01	185,017	1,417	141,724,872
44	GODREJCP	EQ	17-Jan-14	758.50	754.00	781.40	750.00	770.00	770.55	769.73	274,775	2,115	211,502,561
45	GODREJCP	EQ	20-Jan-14	770.55	777.45	781.80	765.10	777.15	778.70	776.05	48,899	379	37,948,069
46	GODREJCP	EQ	21-Jan-14	778.70	775.00	782.40	762.50	763.10	764.60	768.54	159,891	1,229	122,882,629
47	GODREJCP	EQ	22-Jan-14	764.60	758.10	774.70	752.00	767.00	767.50	765.14	127,877	978	97,843,808
48	GODREJCP	EQ	23-Jan-14	767.50	767.00	767.00	731.00	733.00	734.70	739.88	295,168	2,184	218,388,900
49	GODREJCP	EQ	24-Jan-14	734.70	735.00	735.00	702.10	704.00	705.05	715.69	229,700	1,644	164,393,993
50	GODREJCP	EQ	27-Jan-14	705.05	706.00	706.00	667.00	697.00	685.75	684.40	685,972	4,695	469,479,237
51	GODREJCP	EQ	28-Jan-14	685.75	688.00	719.00	686.10	719.00	712.00	706.93	579,219	4,095	409,467,288
52	GODREJCP	EQ	29-Jan-14	712.00	719.50	747.25	719.50	739.00	739.25	739.39	234,265	1,732	173,213,198
53	GODREJCP	EQ	30-Jan-14	739.25	730.00	730.00	712.00	714.15	714.45	714.43	209,629	1,498	149,765,246
54	GODREJCP	EQ	31-Jan-14	714.45	715.10	758.85	712.95	753.70	753.70	745.38	149,374	1,113	111,340,392
55	GODREJCP	EQ	03-Feb-14	753.70	746.10	746.10	716.30	723.50	723.05	722.16	181,767	1,313	131,264,857
56	GODREJCP	EQ	04-Feb-14	723.05	716.00	728.80	701.10	718.00	716.65	710.80	385,463	2,740	273,987,100
57	GODREJCP	EQ	05-Feb-14	716.65	712.20	735.00	712.20	726.00	722.65	722.84	120,297	870	86,955,483
58	GODREJCP	EQ	06-Feb-14	722.65	726.00	747.85	715.20	737.00	738.85	733.72	89,820	659	65,902,730
59	GODREJCP	EQ	07-Feb-14	738.85	738.00	738.05	727.05	732.70	729.80	730.81	88,680	648	64,808,231
60	GODREJCP	EQ	10-Feb-14	729.80	736.00	737.45	715.00	720.00	719.10	727.06	29,864	217	21,712,920
										Total	9,668,944		7,643,313,029
Weighted Average Price										790.50			



Archives - Stock Prices									
Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BSE LIMITED									
Period (18-Nov-2013 to 10-Feb-2014)									
Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)
						(a)	(b)		(a x b)
1	18-Nov-13	870.00	887.00	855.20	875.55	870.52	9,383	1,132	8,168,101
2	19-Nov-13	868.55	873.00	856.05	863.70	862.26	4,503	761	3,882,767
3	20-Nov-13	860.65	872.85	853.00	858.60	863.17	2,644	344	2,282,222
4	21-Nov-13	851.30	872.80	850.00	861.65	861.31	9,843	1,135	8,477,880
5	22-Nov-13	863.00	868.95	854.00	860.35	862.55	3,671	489	3,166,438
6	25-Nov-13	864.85	870.00	858.70	865.30	863.18	2,439	176	2,105,294
7	26-Nov-13	870.00	877.50	844.00	855.85	865.50	9,835	1,251	8,512,238
8	27-Nov-13	855.85	867.00	853.15	858.90	857.69	4,729	445	4,056,023
9	28-Nov-13	865.60	905.00	862.00	899.95	881.87	274,001	2,156	241,633,527
10	29-Nov-13	900.00	903.50	873.00	883.95	891.47	7,941	1,089	7,079,175
11	02-Dec-13	880.05	899.55	878.50	886.45	886.14	7,796	762	6,908,322
12	03-Dec-13	889.00	895.15	872.15	877.65	884.41	4,326	436	3,825,964
13	04-Dec-13	870.00	877.50	855.30	858.35	864.08	8,925	1,011	7,711,891
14	05-Dec-13	860.00	864.00	840.10	845.60	853.08	4,570	496	3,898,594
15	06-Dec-13	845.45	850.00	822.10	829.75	836.53	8,671	600	7,253,575
16	09-Dec-13	846.50	849.50	824.85	829.15	832.27	3,799	466	3,161,790
17	10-Dec-13	829.00	841.00	827.35	838.30	836.94	11,117	2,283	9,304,257
18	11-Dec-13	840.00	840.00	819.10	822.60	823.57	6,047	1,119	4,980,148
19	12-Dec-13	820.00	840.50	818.85	834.90	833.39	8,178	1,820	6,815,482
20	13-Dec-13	830.00	830.00	815.35	819.90	819.52	4,522	575	3,705,870
21	16-Dec-13	823.00	830.00	802.00	804.25	807.73	8,955	1,418	7,233,252
22	17-Dec-13	813.00	815.00	805.55	811.35	810.23	5,040	393	4,083,553
23	18-Dec-13	817.00	843.60	817.00	841.90	835.39	8,259	765	6,899,449
24	19-Dec-13	848.00	850.00	822.55	830.30	836.82	6,846	483	5,728,902
25	20-Dec-13	835.00	840.90	811.80	823.45	820.15	5,786	505	4,745,379
26	23-Dec-13	828.80	836.50	820.00	829.35	827.45	4,930	465	4,079,333
27	24-Dec-13	815.00	834.05	815.00	830.15	827.56	4,863	464	4,024,427
28	26-Dec-13	835.00	845.00	827.00	831.50	832.38	4,476	336	3,725,743
29	27-Dec-13	836.00	858.90	835.00	847.05	852.29	13,716	1,084	11,689,986
30	30-Dec-13	850.00	857.90	845.00	854.20	853.42	6,178	645	5,272,432
31	31-Dec-13	855.00	862.80	839.15	856.90	850.49	4,075	557	3,465,741
32	01-Jan-14	863.10	863.10	840.85	847.70	850.62	3,077	403	2,617,365
33	02-Jan-14	850.00	855.15	835.00	837.65	843.76	5,190	432	4,379,126
34	03-Jan-14	831.00	834.00	820.00	826.40	824.19	5,395	530	4,446,506
35	06-Jan-14	830.00	835.00	823.90	830.90	831.10	2,510	331	2,086,057
36	07-Jan-14	828.35	828.35	809.90	815.85	818.78	3,998	540	3,273,495
37	08-Jan-14	824.00	834.95	814.10	829.55	830.35	3,715	485	3,084,738
38	09-Jan-14	830.20	832.40	811.05	815.30	822.60	5,153	577	4,238,874
39	10-Jan-14	820.00	824.95	809.10	812.10	816.43	3,865	554	3,155,501
40	13-Jan-14	815.00	817.00	802.00	804.75	808.84	3,978	388	3,217,579
41	14-Jan-14	810.00	819.45	792.50	796.70	801.12	5,555	553	4,450,212
42	15-Jan-14	796.70	798.10	772.10	789.00	786.82	11,213	911	8,822,659
43	16-Jan-14	785.00	790.50	754.25	758.85	765.94	13,768	1,245	10,545,424
44	17-Jan-14	755.60	780.90	751.15	771.45	768.23	8,711	881	6,692,033
45	20-Jan-14	777.95	782.00	766.00	777.95	775.01	4,916	455	3,809,970
46	21-Jan-14	780.00	780.75	763.00	765.15	769.41	3,279	385	2,522,891
47	22-Jan-14	762.00	775.00	754.00	768.05	764.96	9,878	877	7,556,304
48	23-Jan-14	763.00	763.00	731.20	733.50	739.85	18,856	1,605	13,950,665
49	24-Jan-14	732.95	737.40	704.00	706.65	716.39	10,829	1,106	7,757,836
50	27-Jan-14	707.00	707.00	672.00	692.50	686.35	19,220	2,012	13,191,554
51	28-Jan-14	710.00	718.90	686.00	713.85	707.04	7,206	654	5,094,943
52	29-Jan-14	719.00	745.80	719.00	739.30	738.27	12,254	1,093	9,046,719
53	30-Jan-14	730.00	730.00	710.00	714.65	714.07	132,191	849	94,393,851
54	31-Jan-14	716.60	756.50	714.15	751.10	731.95	14,556	822	10,654,299
55	03-Feb-14	740.10	740.10	716.40	721.95	721.20	11,775	765	8,492,163
56	04-Feb-14	717.00	721.00	701.45	715.50	710.55	5,583	500	3,967,013
57	05-Feb-14	716.00	735.00	714.95	721.50	723.98	6,144	661	4,448,155
58	06-Feb-14	730.15	746.25	716.00	735.80	727.99	16,768	1,041	12,206,934
59	07-Feb-14	738.00	738.00	725.70	727.65	729.97	4,744	351	3,462,971
60	10-Feb-14	733.00	734.00	716.85	722.05	729.13	3,247	419	2,367,478
						Total	827,638		671,811,070
				Weighted Average Price			811.72		

