

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
CIN : L24241MH1988PLC097781

June 13, 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

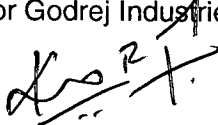
Sub.: Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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.

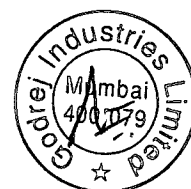

K. R. Rajput
Company Secretary



encl.: as above

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 June 20, 2014 to June 30, 2014.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 500,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.147 %
	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. 1,010.66 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.808.52 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 12-June-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.	7,70,29,620	22.631%	7,75,29,620	22.777%
	Godrej Family Members \$	1,60,54,647	4.717%	1,60,54,647	4.717%
	Total (a)	9,30,84,267	27.348%	9,35,84,267	27.494%
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,24,11,815	35.963%	12,19,11,815	35.817%
	Total (b)	12,24,11,815	35.963%	12,19,11,815	35.817%

\$ 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. Naorji.

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

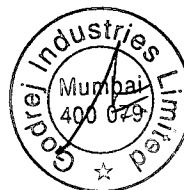
Place: Mumbai

Date: June 13, 2014

Calculation of Volume-Weighted Average market Price

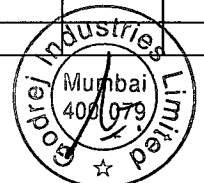
Name of the company	Weighted Average Share Price On		Closing market price as of 12.06.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Consumer Products Ltd.	808.52	810.36	891.15	1010.66

* 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 14-Mar-2014 to 12-Jun-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	14-Mar-14	708.15	704.00	719.45	701.00	715.00	710.50	711.65	1,70,489	1,213.29	12,13,28,497
2	GODREJCP	EQ	18-Mar-14	710.50	714.10	742.90	705.60	739.00	738.05	727.36	2,88,120	2,095.67	20,95,66,963
3	GODREJCP	EQ	19-Mar-14	738.05	743.00	769.00	739.05	760.25	763.80	756.86	1,72,682	1,306.96	13,06,96,099
4	GODREJCP	EQ	20-Mar-14	763.80	765.15	767.00	734.10	748.50	741.50	749.87	72,059	540.35	5,40,34,882
5	GODREJCP	EQ	21-Mar-14	741.50	746.00	780.00	746.00	772.30	772.50	762.31	2,69,893	2,057.42	20,57,42,133
6	GODREJCP	EQ	22-Mar-14	772.50	765.20	773.00	755.05	763.00	763.80	762.80	4,921	37.54	37,53,739
7	GODREJCP	EQ	24-Mar-14	763.80	774.80	777.70	742.50	747.00	752.90	750.28	1,22,876	921.92	9,21,91,405
8	GODREJCP	EQ	25-Mar-14	752.90	750.00	757.95	744.00	753.20	753.50	748.87	94,335	706.45	7,06,44,651
9	GODREJCP	EQ	26-Mar-14	753.50	747.75	768.60	745.10	768.60	761.65	756.20	69,354	524.45	5,24,45,495
10	GODREJCP	EQ	27-Mar-14	761.65	763.00	789.00	761.85	780.55	784.55	779.80	1,99,466	1,555.44	15,55,43,587
11	GODREJCP	EQ	28-Mar-14	784.55	785.00	828.00	781.60	822.50	821.80	802.71	2,70,137	2,168.41	21,68,41,671
12	GODREJCP	EQ	31-Mar-14	821.80	822.50	986.15	822.00	875.00	859.35	855.10	3,00,701	2,571.30	25,71,29,425
13	GODREJCP	EQ	01-Apr-14	859.35	867.45	915.00	867.45	907.00	899.15	884.57	4,65,506	4,117.72	41,17,72,642
14	GODREJCP	EQ	02-Apr-14	899.15	910.00	914.80	886.05	886.50	889.40	891.22	3,48,657	3,107.30	31,07,30,092
15	GODREJCP	EQ	03-Apr-14	889.40	890.00	890.40	819.00	833.00	836.80	834.60	3,30,004	2,754.21	27,54,21,338
16	GODREJCP	EQ	04-Apr-14	836.80	836.00	850.00	827.10	832.95	838.65	843.69	1,12,631	950.25	9,50,25,648
17	GODREJCP	EQ	07-Apr-14	838.65	838.60	843.75	820.10	837.00	835.15	830.26	3,19,147	2,649.74	26,49,74,988
18	GODREJCP	EQ	09-Apr-14	835.15	842.90	860.00	835.10	855.00	856.95	843.11	3,94,879	3,329.27	33,29,26,434
19	GODREJCP	EQ	10-Apr-14	856.95	862.60	870.95	846.90	862.20	863.75	856.96	2,74,039	2,348.39	23,48,40,461
20	GODREJCP	EQ	11-Apr-14	863.75	860.00	874.95	842.15	866.70	866.90	854.13	2,61,312	2,231.95	22,31,94,419
21	GODREJCP	EQ	15-Apr-14	866.90	855.00	870.00	837.00	843.50	841.90	844.31	47,663	402.42	4,02,42,348
22	GODREJCP	EQ	16-Apr-14	841.90	842.00	856.00	834.00	845.00	841.30	847.76	72,141	611.58	6,11,58,254
23	GODREJCP	EQ	17-Apr-14	841.30	840.00	846.95	831.60	835.00	838.75	839.03	85,882	720.58	7,20,57,574
24	GODREJCP	EQ	21-Apr-14	838.75	838.00	839.05	824.00	828.00	827.30	828.11	40,503	335.41	3,35,40,939
25	GODREJCP	EQ	22-Apr-14	827.30	838.50	838.50	813.00	813.10	814.20	817.58	81,267	664.42	6,64,42,274
26	GODREJCP	EQ	23-Apr-14	814.20	813.30	821.00	813.00	814.00	814.10	815.15	65,635	535.03	5,35,02,370
27	GODREJCP	EQ	25-Apr-14	814.10	814.10	815.05	801.10	801.20	803.80	807.14	41,058	331.40	3,31,39,554
28	GODREJCP	EQ	28-Apr-14	803.80	809.90	813.00	775.55	782.00	780.75	789.73	2,34,081	1,848.60	18,48,60,788
29	GODREJCP	EQ	29-Apr-14	780.75	775.20	800.00	775.20	786.00	785.05	794.06	5,61,888	4,461.71	44,61,72,785
30	GODREJCP	EQ	30-Apr-14	785.05	796.70	800.00	785.00	799.00	798.50	793.05	99,177	786.52	7,86,52,320
31	GODREJCP	EQ	02-May-14	798.50	808.80	808.80	795.00	799.35	799.35	799.92	1,14,758	917.98	9,17,97,219
32	GODREJCP	EQ	05-May-14	799.35	792.10	801.00	783.00	800.00	796.45	793.63	32,017	254.10	2,54,09,652
33	GODREJCP	EQ	06-May-14	796.45	790.10	801.00	784.00	784.00	787.00	795.68	1,00,032	795.94	7,95,93,462
34	GODREJCP	EQ	07-May-14	787.00	780.00	784.80	760.00	763.00	764.70	771.82	87,455	675.00	6,74,99,518
35	GODREJCP	EQ	08-May-14	764.70	757.25	771.90	740.00	745.55	745.90	759.12	1,31,993	1,001.99	10,01,98,526
36	GODREJCP	EQ	09-May-14	745.90	750.00	754.00	740.10	749.00	748.15	749.01	92,346	691.68	6,91,68,077
37	GODREJCP	EQ	12-May-14	748.15	748.00	772.00	747.95	768.25	763.65	760.86	5,38,020	4,093.60	40,93,57,897
38	GODREJCP	EQ	13-May-14	763.65	766.10	799.90	766.10	791.00	793.60	780.81	5,99,149	4,678.21	46,78,21,531
39	GODREJCP	EQ	14-May-14	793.60	781.25	805.00	768.10	803.00	798.95	789.31	94,423	745.29	7,45,29,018
40	GODREJCP	EQ	15-May-14	798.95	804.90	820.00	786.10	814.00	811.05	802.76	96,768	776.82	7,76,81,480
41	GODREJCP	EQ	16-May-14	811.05	811.05	844.00	811.00	830.00	833.55	827.14	1,70,705	1,411.97	14,11,96,934
42	GODREJCP	EQ	19-May-14	833.55	828.05	848.95	821.00	834.00	837.20	834.25	1,25,987	1,051.05	10,51,04,655
43	GODREJCP	EQ	20-May-14	837.20	843.40	845.00	790.20	807.00	805.95	808.99	1,00,581	813.69	8,13,69,023
44	GODREJCP	EQ	21-May-14	805.95	815.00	815.00	786.00	790.55	801.20	798.91	88,764	709.15	7,09,14,447
45	GODREJCP	EQ	22-May-14	801.20	806.00	820.00	791.90	800.10	804.30	808.81	71,736	580.20	5,80,20,794
46	GODREJCP	EQ	23-May-14	804.30	805.00	812.25	788.00	793.50	796.45	798.22	2,27,179	1,813.39	18,13,38,821
47	GODREJCP	EQ	26-May-14	796.45	796.50	809.80	773.05	776.00	780.15	789.49	60,020	473.85	4,73,85,190
48	GODREJCP	EQ	27-May-14	780.15	781.00	794.45	781.00	787.00	788.05	787.12	2,05,699	1,619.10	16,19,09,797
49	GODREJCP	EQ	28-May-14	788.05	790.00	792.55	755.00	756.20	757.35	762.72	2,16,621	1,652.22	16,52,21,169
50	GODREJCP	EQ	29-May-14	757.35	758.00	795.00	751.20	759.00	763.75	758.88	3,58,359	2,719.51	27,19,51,478
51	GODREJCP	EQ	30-May-14	763.75	764.80	790.00	755.00	787.00	779.40	771.02	1,80,316	1,390.27	13,90,27,242
52	GODREJCP	EQ	02-Jun-14	779.40	781.05	794.95	781.05	789.00	788.75	788.65	52,089	410.80	4,10,79,990
53	GODREJCP	EQ	03-Jun-14	788.75	784.20	804.00	784.20	798.00	801.65	801.77	2,60,482	2,088.46	20,88,46,653
54	GODREJCP	EQ	04-Jun-14	801.65	797.60	806.80	782.20	785.00	784.25	794.84	2,28,927	1,819.60	18,19,60,337
55	GODREJCP	EQ	05-Jun-14	784.25	786.00	852.95	786.00	849.00	845.25	830.23	2,52,982	2,100.34	21,00,33,246
56	GODREJCP	EQ	06-Jun-14	845.25	855.00	897.75	825.00	896.55	890.95	873.20	3,62,472	3,165.10	31,65,10,550
57	GODREJCP	EQ	09-Jun-14	890.95	889.75	897.20	835.00	842.50	845.70	853.14	1,76,605	1,506.69	15,06,68,790
58	GODREJCP	EQ	10-Jun-14	845.70	847.00	864.90	840.00	860.00	859.40	852.65	1,85,177	1,578.91	15,78,91,169
59	GODREJCP	EQ	11-Jun-14	859.40	862.00	897.50	859.80	884.00	885.20	879.36	1,36,223	1,197.89	11,97,89,057
60	GODREJCP	EQ	12-Jun-14	885.20	890.10	903.70	882.00	888.00	891.15	892.25	1,01,426	904.98	9,04,97,349
										Total	1,13,19,814		9,15,23,46,848
Weighted Average Price									808.52				



Archives - Stock Prices									
Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BSE LIMITED									
Period (14-Mar-2014 to 12-Jun-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	14-Mar-14	709.50	725.00	701.00	710.80	712.35	8,975	839	63,93,323
2	18-Mar-14	715.00	739.00	709.00	735.70	727.05	14,067	1,185	1,02,27,417
3	19-Mar-14	739.00	765.00	739.00	760.80	754.81	16,341	1,344	1,23,34,380
4	20-Mar-14	769.00	769.00	735.00	741.10	750.10	3,222	355	24,16,816
5	21-Mar-14	750.00	775.00	744.05	770.20	759.37	6,708	605	50,93,852
6	22-Mar-14	768.00	768.00	758.05	761.20	762.49	674	93	5,13,917
7	24-Mar-14	765.00	776.00	742.70	750.80	751.54	10,687	1,198	80,31,745
8	25-Mar-14	747.10	758.00	745.00	751.95	750.46	3,980	341	29,86,829
9	26-Mar-14	755.00	768.50	745.00	759.80	752.92	8,760	677	65,95,586
10	27-Mar-14	763.00	787.35	757.00	781.80	776.43	11,748	864	91,21,484
11	28-Mar-14	784.55	824.00	784.55	815.25	800.93	15,014	1,258	1,20,25,148
12	31-Mar-14	820.50	891.50	820.15	851.70	841.15	31,579	2,109	2,65,62,715
13	01-Apr-14	873.65	907.10	870.00	897.45	884.04	45,250	1,639	4,00,02,808
14	02-Apr-14	897.55	912.70	890.00	893.95	895.82	21,789	988	1,95,18,968
15	03-Apr-14	888.00	888.00	821.30	836.80	840.80	21,261	1,798	1,78,76,153
16	04-Apr-14	833.00	848.00	828.00	834.60	841.94	8,440	779	71,05,969
17	07-Apr-14	958.45	958.45	820.50	833.40	830.08	6,771	895	56,20,478
18	09-Apr-14	858.75	858.75	837.70	853.35	847.84	6,673	857	56,57,618
19	10-Apr-14	860.00	870.90	848.70	864.05	857.82	5,401	1,119	46,33,093
20	11-Apr-14	853.50	874.00	835.50	865.25	852.42	6,980	1,158	59,49,898
21	15-Apr-14	865.00	865.00	836.05	839.95	842.72	2,981	777	25,12,152
22	16-Apr-14	841.90	855.65	836.00	842.10	848.69	1,924	556	16,32,874
23	17-Apr-14	845.00	847.40	834.00	839.00	840.63	2,932	1,042	24,64,738
24	21-Apr-14	839.00	839.00	822.15	825.50	827.32	6,019	982	49,79,643
25	22-Apr-14	830.00	834.00	815.00	816.55	819.87	3,913	876	32,08,135
26	23-Apr-14	814.90	821.40	813.00	815.10	817.24	2,192	658	17,91,393
27	25-Apr-14	815.20	816.00	801.15	805.45	809.67	2,682	581	21,71,538
28	28-Apr-14	800.20	810.00	777.95	783.25	790.54	17,937	2,766	1,41,79,921
29	29-Apr-14	786.00	798.00	770.50	783.40	788.89	5,966	1,448	47,06,501
30	30-Apr-14	790.00	800.00	780.00	797.80	790.86	7,182	1,277	56,79,944
31	02-May-14	805.00	805.00	792.00	799.95	799.88	12,035	1,274	96,26,549
32	05-May-14	799.90	799.90	782.35	794.55	792.08	3,182	617	25,20,389
33	06-May-14	796.00	804.00	780.00	785.05	795.81	2,824	704	22,47,380
34	07-May-14	785.00	785.00	763.25	766.65	771.89	4,244	888	32,75,911
35	08-May-14	767.00	773.00	746.00	748.60	757.87	7,408	1,247	56,14,282
36	09-May-14	745.00	755.10	742.05	749.20	749.46	5,078	1,126	38,05,776
37	12-May-14	749.20	770.00	749.00	763.20	761.12	6,595	1,124	50,19,579
38	13-May-14	772.00	796.70	751.40	786.70	782.13	11,860	2,047	92,76,045
39	14-May-14	783.00	803.00	766.25	797.55	784.46	7,479	1,425	58,66,978
40	15-May-14	797.00	817.00	785.00	807.10	799.15	7,126	1,034	56,94,716
41	16-May-14	807.10	835.00	800.00	827.30	821.57	24,755	2,652	2,03,37,984
42	19-May-14	835.00	848.00	822.00	834.80	832.24	8,895	1,506	74,02,753
43	20-May-14	848.90	848.90	790.25	804.15	808.74	7,717	1,125	62,41,053
44	21-May-14	808.00	813.30	789.00	803.90	800.95	5,547	1,052	44,42,878
45	22-May-14	795.00	818.00	793.60	801.55	806.69	3,751	793	30,25,878
46	23-May-14	809.00	809.00	788.00	794.65	795.37	5,524	1,016	43,93,619
47	26-May-14	808.00	808.00	772.00	778.95	788.58	8,930	1,156	70,42,046
48	27-May-14	789.95	793.00	782.15	788.20	786.86	2,466	448	19,40,405
49	28-May-14	790.00	790.00	760.00	761.30	764.62	9,452	1,508	72,27,234
50	29-May-14	760.00	772.00	752.00	761.75	753.79	34,120	1,031	2,57,19,403
51	30-May-14	778.80	785.95	757.50	777.85	768.04	70,302	1,200	5,39,94,833
52	02-Jun-14	782.50	794.00	782.25	786.15	787.89	9,133	740	71,95,839
53	03-Jun-14	793.00	805.00	790.00	801.80	798.83	5,704	901	45,56,515
54	04-Jun-14	802.30	808.45	784.00	786.00	796.83	3,574	598	28,47,880
55	05-Jun-14	789.00	842.90	789.00	838.80	825.44	18,834	2,395	1,55,46,430
56	06-Jun-14	850.30	889.30	827.00	875.00	861.71	42,994	4,010	3,70,48,347
57	09-Jun-14	880.00	895.00	836.90	844.80	856.00	16,287	2,099	1,39,41,670
58	10-Jun-14	851.45	860.00	840.15	857.10	849.21	12,226	1,670	1,03,82,455
59	11-Jun-14	850.10	890.00	850.10	883.10	874.78	14,012	1,435	1,22,57,457
60	12-Jun-14	890.00	903.30	880.35	887.00	890.20	8,011	1,299	71,31,430
						Total	6,88,113		55,76,18,750
						Weighted Average Price	810.36		

