

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

September 15, 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.: BSE Scrip Code - 532424 and NSE Scrip ID (Symbol) - GODREJCP

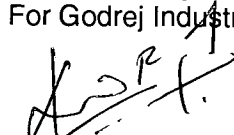
Sub.: Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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 September 22, 2014 to September 30, 2014.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 5,50,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.162%
	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. 1,104.97 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. 1,027.90 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 15-Sept-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.	7,75,29,620	22.773%	7,80,79,620	22.935%
	Godrej Family Members §	1,60,54,647	4.716%	1,60,54,647	4.716%
	Total (a)	9,35,84,267	27.489%	9,41,34,267	27.651%
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,19,11,815	35.810%	12,13,61,815	35.648%
	Total (b)	12,19,11,815	35.810%	12,13,61,815	35.648%

§ 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

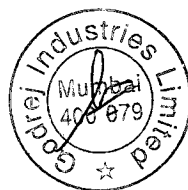
Place: Mumbai

Date: September 15, 2014

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 12.09.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Consumer Products Ltd.	883.98	864.37	1027.90	1104.97

* 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-June-2014 to 12-September-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-Jun-14	810.35	813.00	820.00	801.00	801.20	805.55	812.22	98,418	799.37	79,937,068
2	GODREJCP	EQ	19-Jun-14	805.55	807.35	817.60	805.10	810.00	810.05	810.12	73,548	595.82	59,582,706
3	GODREJCP	EQ	20-Jun-14	810.05	810.65	819.80	790.05	801.15	803.40	807.17	144,479	1,166.19	116,619,114
4	GODREJCP	EQ	23-Jun-14	803.40	809.70	817.00	803.50	804.05	809.95	809.58	66,787	540.70	54,069,419
5	GODREJCP	EQ	24-Jun-14	809.95	805.10	813.00	799.10	800.50	801.00	805.88	78,525	632.82	63,281,727
6	GODREJCP	EQ	25-Jun-14	801.00	799.10	813.85	797.00	807.55	809.50	808.46	117,862	952.86	95,286,713
7	GODREJCP	EQ	26-Jun-14	809.50	809.50	812.00	795.30	795.30	799.95	802.20	49,159	394.36	39,435,350
8	GODREJCP	EQ	27-Jun-14	799.95	796.50	828.00	796.10	822.50	813.85	810.84	996,757	8,082.15	808,210,446
9	GODREJCP	EQ	30-Jun-14	813.85	822.50	842.00	816.30	820.00	824.40	827.16	135,750	1,122.87	112,286,970
10	GODREJCP	EQ	1-Jul-14	824.40	805.20	824.65	805.20	810.00	809.60	813.34	80,336	653.41	65,340,482
11	GODREJCP	EQ	2-Jul-14	809.60	816.75	819.00	808.00	810.00	809.60	811.16	89,425	725.38	72,537,983
12	GODREJCP	EQ	3-Jul-14	809.60	816.00	818.00	805.10	810.00	807.05	810.67	60,448	490.03	49,003,380
13	GODREJCP	EQ	4-Jul-14	807.05	815.00	815.00	806.00	808.80	808.90	810.01	65,306	528.99	52,898,513
14	GODREJCP	EQ	7-Jul-14	808.90	808.90	822.00	808.00	812.00	815.55	813.60	213,611	1,737.93	173,793,910
15	GODREJCP	EQ	8-Jul-14	815.55	819.95	828.00	796.10	801.00	808.55	817.93	283,939	2,322.42	232,242,226
16	GODREJCP	EQ	9-Jul-14	808.55	800.05	812.00	800.05	803.15	804.05	805.33	31,749	255.68	25,568,422
17	GODREJCP	EQ	10-Jul-14	804.05	801.60	820.00	791.55	803.10	804.45	804.57	50,803	408.75	40,874,570
18	GODREJCP	EQ	11-Jul-14	804.45	819.00	819.00	795.20	799.80	803.00	808.57	91,104	736.64	73,663,961
19	GODREJCP	EQ	14-Jul-14	803.00	800.00	813.15	795.20	808.00	809.80	807.12	39,045	315.14	31,514,000
20	GODREJCP	EQ	15-Jul-14	809.80	812.70	819.00	808.80	810.00	810.60	814.06	111,336	906.34	90,634,184
21	GODREJCP	EQ	16-Jul-14	810.60	810.00	818.00	800.00	801.00	803.90	808.70	73,531	594.64	59,464,520
22	GODREJCP	EQ	17-Jul-14	803.90	803.00	810.00	803.00	805.05	805.85	807.64	48,432	391.16	39,115,620
23	GODREJCP	EQ	18-Jul-14	805.85	807.15	808.95	799.00	800.00	801.00	804.27	32,673	262.78	26,277,914
24	GODREJCP	EQ	21-Jul-14	801.00	802.00	815.90	799.95	800.50	803.90	805.76	97,589	786.33	78,633,313
25	GODREJCP	EQ	22-Jul-14	803.90	805.55	837.90	805.05	833.00	835.05	827.77	165,739	1,371.94	137,193,772
26	GODREJCP	EQ	23-Jul-14	835.05	839.05	843.85	823.85	830.00	829.70	834.17	86,772	723.82	72,382,599
27	GODREJCP	EQ	24-Jul-14	829.70	834.00	854.50	830.00	835.70	840.55	842.30	101,909	858.38	85,837,951
28	GODREJCP	EQ	25-Jul-14	840.55	839.00	863.00	835.05	860.00	858.65	851.83	94,568	805.56	80,555,859
29	GODREJCP	EQ	28-Jul-14	858.65	858.00	880.00	796.25	867.00	868.80	841.07	416,716	3,504.86	350,487,326
30	GODREJCP	EQ	30-Jul-14	868.80	856.00	864.05	821.20	854.00	843.45	834.68	173,050	1,444.42	144,441,374
31	GODREJCP	EQ	31-Jul-14	843.45	835.00	855.00	831.10	839.80	840.70	839.80	129,491	1,087.46	108,746,542
32	GODREJCP	EQ	1-Aug-14	840.70	840.70	857.00	833.90	835.00	842.70	845.27	131,869	1,114.65	111,464,910
33	GODREJCP	EQ	4-Aug-14	842.70	842.55	854.90	830.05	845.00	849.25	848.04	64,792	549.46	54,946,208
34	GODREJCP	EQ	5-Aug-14	849.25	840.05	848.60	833.10	835.80	839.35	839.83	40,266	338.17	33,816,595
35	GODREJCP	EQ	6-Aug-14	839.35	835.00	893.10	834.10	868.00	873.65	874.27	443,237	3,875.10	387,508,812
36	GODREJCP	EQ	7-Aug-14	873.65	877.85	893.90	870.50	874.15	874.80	879.61	95,137	836.84	83,683,457
37	GODREJCP	EQ	8-Aug-14	874.80	874.00	874.00	850.00	860.05	863.65	860.15	27,263	234.50	23,450,269
38	GODREJCP	EQ	11-Aug-14	863.65	865.00	878.95	862.50	872.00	870.85	871.67	35,121	306.14	30,613,922
39	GODREJCP	EQ	12-Aug-14	870.85	870.45	877.00	864.50	874.95	872.60	871.97	50,205	437.77	43,777,254
40	GODREJCP	EQ	13-Aug-14	872.60	872.00	889.95	872.00	875.00	881.20	881.09	169,465	1,493.14	149,313,917
41	GODREJCP	EQ	14-Aug-14	881.20	888.90	894.95	855.10	888.05	890.75	886.24	63,779	565.23	56,523,501
42	GODREJCP	EQ	18-Aug-14	890.75	894.00	894.95	880.00	883.65	885.30	889.70	31,577	280.94	28,094,057
43	GODREJCP	EQ	19-Aug-14	885.30	890.00	920.00	890.00	920.00	917.95	914.14	227,338	2,078.18	207,818,759
44	GODREJCP	EQ	20-Aug-14	917.95	920.00	940.00	916.00	936.00	936.50	935.26	113,026	1,057.08	105,708,697
45	GODREJCP	EQ	21-Aug-14	936.50	939.00	967.80	935.00	966.90	959.00	954.29	173,978	1,660.25	166,025,466
46	GODREJCP	EQ	22-Aug-14	959.00	960.35	978.85	924.00	926.10	929.15	953.66	64,594	616.01	61,600,714
47	GODREJCP	EQ	25-Aug-14	929.15	930.00	934.70	897.00	903.50	903.50	909.48	82,099	746.67	74,667,399
48	GODREJCP	EQ	26-Aug-14	903.50	910.00	964.40	903.50	946.00	938.45	940.18	115,783	1,088.57	108,856,861
49	GODREJCP	EQ	27-Aug-14	938.45	940.15	977.80	940.15	969.90	966.30	956.98	96,097	919.63	91,962,907
50	GODREJCP	EQ	28-Aug-14	966.30	970.00	1,003.00	940.00	985.25	985.95	977.47	186,243	1,820.47	182,046,945
51	GODREJCP	EQ	1-Sep-14	985.95	982.00	1,009.70	975.30	1,006.00	1,002.40	997.81	50,696	505.85	50,584,976
52	GODREJCP	EQ	2-Sep-14	1,002.40	1,002.60	1,010.00	990.55	1,007.55	1,006.55	1,002.14	57,597	577.20	57,720,258
53	GODREJCP	EQ	3-Sep-14	1,006.55	1,002.00	1,097.85	1,002.00	1,080.95	1,078.40	1,071.35	354,345	3,796.29	379,627,516
54	GODREJCP	EQ	4-Sep-14	1,078.40	1,066.05	1,079.00	1,028.25	1,042.00	1,040.45	1,049.78	171,374	1,799.04	179,904,998
55	GODREJCP	EQ	5-Sep-14	1,040.45	1,040.50	1,048.05	993.00	1,023.90	1,014.70	1,009.21	136,082	1,373.36	137,335,315
56	GODREJCP	EQ	8-Sep-14	1,014.70	1,010.00	1,090.00	1,010.00	1,085.00	1,079.25	1,072.49	175,618	1,883.49	188,348,549
57	GODREJCP	EQ	9-Sep-14	1,079.25	1,068.50	1,119.00	1,025.50	1,106.45	1,101.95	1,092.83	108,162	1,182.03	118,202,678
58	GODREJCP	EQ	10-Sep-14	1,101.95	1,096.45	1,096.45	1,049.10	1,050.00	1,053.45	1,062.32	94,404	1,002.87	100,287,257
59	GODREJCP	EQ	11-Sep-14	1,053.45	1,056.00	1,082.00	1,052.10	1,060.00	1,059.70	1,067.30	130,165	1,389.25	138,925,105
60	GODREJCP	EQ	12-Sep-14	1,059.70	1,047.85	1,078.00	1,020.10	1,034.95	1,027.90	1,038.73	82,145	853.27	85,326,476
										Total	7,871,314		6,958,061,710
Weighted Average Price									883.98				



Archives - Stock Prices									
Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BSE LIMITED									
Period (18-June-2014 to 12-September-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-Jun-14	815.00	821.80	802.00	806.90	814.22	7,107	1,094	5,786,648
2	19-Jun-14	819.15	819.15	800.00	810.40	809.24	4,824	718	3,903,769
3	20-Jun-14	815.00	819.00	791.00	805.05	809.95	509,954	1,178	413,038,263
4	23-Jun-14	808.00	815.00	802.60	809.55	808.41	4,423	510	3,575,588
5	24-Jun-14	811.90	813.75	802.35	803.80	808.38	3,703	491	2,993,423
6	25-Jun-14	801.00	813.00	799.00	809.65	808.59	5,098	639	4,122,213
7	26-Jun-14	808.00	812.50	795.00	798.90	801.46	3,525	628	2,825,137
8	27-Jun-14	799.00	827.00	799.00	820.25	810.01	5,627	1,203	4,557,927
9	30-Jun-14	830.00	969.70	817.15	824.30	832.67	14,675	1,736	12,219,382
10	1-Jul-14	824.00	824.00	810.00	811.80	814.17	3,126	504	2,545,100
11	2-Jul-14	808.45	820.00	807.15	810.05	812.47	6,103	865	4,958,505
12	3-Jul-14	810.00	813.00	804.00	807.20	809.43	1,671	253	1,352,554
13	4-Jul-14	815.00	815.00	804.00	808.60	810.07	4,155	583	3,365,845
14	7-Jul-14	809.90	819.00	805.00	815.25	813.01	7,583	969	6,165,090
15	8-Jul-14	816.30	825.90	790.00	803.15	815.65	9,576	1,308	7,810,617
16	9-Jul-14	802.00	811.00	800.00	802.55	804.23	5,067	739	4,075,017
17	10-Jul-14	806.00	827.00	790.00	806.00	803.42	8,971	1,213	7,207,446
18	11-Jul-14	810.00	813.55	800.00	801.80	807.64	3,624	490	2,926,891
19	14-Jul-14	807.00	811.15	795.00	807.65	802.67	6,846	894	5,495,057
20	15-Jul-14	810.00	819.00	806.00	809.10	815.36	5,756	980	4,693,188
21	16-Jul-14	813.00	813.85	801.10	806.85	808.75	2,224	395	1,798,659
22	17-Jul-14	807.05	810.35	800.00	804.60	806.64	2,165	328	1,746,368
23	18-Jul-14	807.45	808.50	799.30	801.65	803.91	3,477	542	2,795,203
24	21-Jul-14	797.50	812.00	797.50	802.15	805.75	6,895	529	5,555,648
25	22-Jul-14	803.30	834.90	802.15	831.85	826.10	12,782	1,389	10,559,238
26	23-Jul-14	840.00	844.00	821.00	826.95	832.22	9,068	1,256	7,546,573
27	24-Jul-14	830.00	852.80	828.70	837.70	840.74	6,630	1,207	5,574,139
28	25-Jul-14	840.00	859.00	837.55	855.05	848.21	11,910	1,406	10,102,219
29	28-Jul-14	860.00	872.65	800.25	861.90	837.30	49,850	5,713	41,739,490
30	30-Jul-14	859.90	861.45	821.00	846.70	838.34	9,864	1,437	8,269,401
31	31-Jul-14	830.00	857.00	830.00	841.55	836.31	11,335	1,284	9,479,619
32	1-Aug-14	835.00	857.25	830.00	839.15	845.29	6,281	1,303	5,309,287
33	4-Aug-14	840.45	851.45	833.00	845.55	844.83	6,640	926	5,609,651
34	5-Aug-14	840.25	849.00	833.00	837.35	838.09	6,192	742	5,189,442
35	6-Aug-14	840.00	891.65	840.00	874.65	874.71	52,015	4,100	45,498,030
36	7-Aug-14	874.70	895.00	871.00	873.95	879.65	15,238	1,768	13,404,065
37	8-Aug-14	870.00	871.70	849.00	866.05	860.80	6,098	925	5,249,137
38	11-Aug-14	867.10	877.00	858.60	867.90	869.14	4,299	694	3,736,412
39	12-Aug-14	873.70	876.10	865.35	874.10	872.23	3,447	484	3,006,588
40	13-Aug-14	875.00	892.00	870.15	878.65	878.61	7,791	1,422	6,845,214
41	14-Aug-14	887.00	893.00	862.00	888.10	879.86	7,278	1,356	6,403,616
42	18-Aug-14	893.05	893.45	880.10	883.35	888.04	7,555	1,170	6,709,162
43	19-Aug-14	889.00	919.00	889.00	914.85	911.22	17,230	2,110	15,700,344
44	20-Aug-14	919.00	936.00	916.00	931.55	931.66	10,991	1,430	10,239,857
45	21-Aug-14	936.00	960.00	935.00	954.70	950.22	13,992	1,957	13,295,422
46	22-Aug-14	956.75	976.80	923.80	928.45	953.99	5,910	1,311	5,638,092
47	25-Aug-14	932.00	935.00	900.00	903.10	910.37	4,646	796	4,229,596
48	26-Aug-14	924.70	960.15	897.45	937.75	936.07	7,799	1,358	7,300,424
49	27-Aug-14	945.00	974.35	940.00	962.45	954.50	12,298	1,512	11,738,394
50	28-Aug-14	973.85	1,000.00	942.15	985.95	976.95	8,514	1,600	8,317,758
51	1-Sep-14	983.00	1,005.50	983.00	999.35	997.33	6,850	1,254	6,831,719
52	2-Sep-14	1,005.00	1,007.65	987.90	1,003.65	998.79	5,321	894	5,314,573
53	3-Sep-14	1,010.00	1,095.05	1,010.00	1,077.25	1,069.28	37,697	5,253	40,308,621
54	4-Sep-14	1,074.00	1,077.45	1,028.65	1,037.75	1,058.59	14,825	1,419	15,693,658
55	5-Sep-14	1,045.00	1,045.00	995.55	1,015.50	1,010.20	6,023	1,183	6,084,421
56	8-Sep-14	1,015.00	1,082.00	1,014.00	1,074.30	1,064.96	12,286	2,281	13,084,076
57	9-Sep-14	1,055.15	1,117.60	1,052.80	1,105.65	1,093.46	12,135	1,954	13,269,117
58	10-Sep-14	1,112.50	1,112.50	1,044.50	1,049.65	1,059.72	54,278	1,908	57,519,466
59	11-Sep-14	1,060.00	1,082.25	1,053.00	1,057.20	1,065.78	4,078	852	4,346,237
60	12-Sep-14	1,060.45	1,073.25	1,022.05	1,026.75	1,035.98	4,389	958	4,546,910
						Total	1,109,710		959,203,506
				Weighted Average Price		864.37			

