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

Email / Hand Delivery

November 13, 2013

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.: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We attach herewith a report under Regulation 10(6) in respect to the acquisition of 10,20,000 equity shares of Godrej Consumer Products Limited made by the Company by way of inter-se transfer of shares.

You are requested to kindly take the same on record and acknowledge.

Thank you.

Yours faithfully,
for Godrej Industries Ltd.

K. R. Rajput
Company Secretary

Godrej Industries Limited Mumbai 400 079

encl.: as above

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 Ltd.
2	Name of the acquirer(s)	Godrej Industries Ltd.
3	Name of the stock exchange where shares of the TC are listed	BSE Limited The National Stock Exchange of India Limited
4	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Transferors: i. Ms. T. A .Dubash 68,000 equity shares; ii. Ms. N. A. Godrej 68,000 equity shares; iii. Mr. P. A. Godrej 68,000 equity shares; iv. Mr. N. B. Godrej 2,04,000 equity shares; v. Mr. N. J. Godrej 1,02,000 equity shares; vi. Ms. R. J. Godrej 1,02,000 equity shares; vii. Ms. F. V. Crishna 1,02,000 equity shares; viii. Ms. N. V. Crishna 1,02,000 equity shares; and ix. Mr. R. K. Naoroji 2,04,000 equity shares. Date of Acquisition: November 13, 2013 No. of shares: Total 10,20,000 equity shares % of share capital: 0.300% 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)(iii)
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. The disclosure under Regulation 10(5) was made by the acquirer to BSE Limited and The National Stock Exchange of India Limited within the timeline specified under the Regulations, i.e. at least four working days prior to the proposed acquisition. November 6, 2013



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	i. Ms. T. A .Dubash ii. Ms. N. A. Godrej iii. Mr. P. A. Godrej iv. Mr. N. B. Godrej v. Mr. N. J. Godrej vi. Ms. R. J. Godrej vii. Ms. F. V. Crishna viii. Ms. N. V. Crishna and ix. Mr. R. K. Naoroji	Yes
	b. Date of acquisition	November 13, 2013	Yes. On November 6, 2013
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above.	Upto 12,00,000 equity shares, face value of Re.1/- each Actual: 10,20,000 equity shares, face value of Re.1/- each	Yes
	d. Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC.	Upto 0.353% of the share capital of TC. Actual: 0.300% of the share capital of TC.	Yes
	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. 1040.29 per equity share on any of the Stock Exchanges where the shares of the TC are traded. Actual: @ Rs.852/- per equity share.	Yes

Godrej Industries Limited Mumbai 400 079

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(*)				
	Godrej Industries Ltd.	7,48,59,620	21.993%	7,58,79,620	22.293%
	b. Each Seller/Transferor				
	Ms. T. A .Dubash	11,39,054	0.335%	1,071,054	0.315%
	Ms. N. A. Godrej	11,39,061	0.335%	1,071,061	0.315%
	Mr. P. A. Godrej	11,39,075	0.335%	1,071,075	0.315%
	Mr. N. B. Godrej	17,55,178	0.516%	1,551,178	0.456%
	Mr. N. J. Godrej	17,08,809	0.502%	1,606,809	0.472%
	Ms. R. J. Godrej	17,08,808	0.502%	1,606,808	0.472%
	Ms. F. V. Crishna	17,14,090	0.504%	1,612,090	0.474%
	Ms. N. V. Crishna	17,14,088	0.504%	1,612,088	0.474%
	Mr. R. K. Naoroji	33,93,524	0.997%	3,189,524	0.937%

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

Place: Mumbai
Date: November 13, 2013