

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

December 23, 2011

The Bombay Stock Exchange Ltd.
Corporate Relations Department,
1st Floor, Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 023.

National Stock Exchange of India Ltd.
Exchange Plaza, 4th Floor,
Bandra-Kurla Complex,
Mumbai 400 050.

Dear Sirs,

**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 9,70,000 equity shares of Godrej Consumer Products Limited made by the Company from Godrej & Boyce Mfg. Co. Ltd. by way of inter-se transfer of shares amongst qualifying persons.

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

Thank you.

Yours faithfully
for Godrej Industries Ltd.



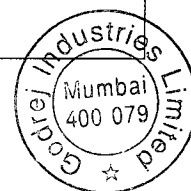
 V. Srinivasan
Executive Vice-President (Finance & Estate)
& Company Secretary



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	The Bombay Stock Exchange Ltd. National Stock Exchange of India Ltd.	
4	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Transferor: Godrej & Boyce Mfg. Co. Ltd. Date of Acquisition: December 21, 2011 No. of shares: 9,70,000 equity shares % of share capital: 0.30% 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 the The Bombay Stock Exchange Ltd. and National Stock Exchange Ltd. within the timeline specified under the Regulations, i.e. four days prior to the proposed acquisition. December 14, 2011	
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	Godrej & Boyce Mfg. Co. Ltd.	Yes
	b. Date of acquisition	December 21, 2011	Yes. On December 14, 2011
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above.	9,70,000 equity shares of the face value of Re.1/- each	Yes
	d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of TC.	0.30% of the share capital of TC.	Yes



Contd. on page no.2

	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.505.10 per share on any of the Stock Exchanges where the shares of the TC are traded. Shares were acquired @ Rs.392/- per share.		Yes	
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.	7,10,19,620	21.95%	7,19,89,620	22.25%
	b. Each Seller/Transferor				
	Godrej & Boyce Mfg. Co. Ltd.	12,62,01,815	39.00%	12,52,31,815	38.70%

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 Ltd.



 V. Srinivasan
Executive Vice-President (Finance & Estate)
& Company Secretary



Place: Mumbai

Date: December 23, 2011