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 National Stock Exchange of India Limited	
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 23, 2014 (2nd and Final tranche) No. of shares: Total 6,26,000 equity shares % of share capital: 0.184% 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 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. December 9, 2014	
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 16, 2014 (1st tranche) and December 23, 2014 (2nd and Final tranche)	Yes. On December 9, 2014
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above.	Upto 17,00,000 equity shares, face value of Re.1/- each Actual: 1st tranche: 8,35,000 equity shares, face value of Re.1/- each (Reporting u/reg.10(6) done on Dec 16, 2014 2nd and Final tranche: 6,26,000 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 0.499% of the share capital of TC. Actual: 1st tranche: 0.245% of the share capital of TC. 2nd and Final tranche: 0.184% of the share capital of TC.		Yes	
7	**Details of acquisition**	**Disclosures required to be made under regulation 10(5)**		**Whether the disclosures under regulation 10(5) are actually made**	
	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.1,226.69 per equity share on any of the Stock Exchanges where the shares of the TC are traded. Actual: @ 960.50 per equity share for 2nd and Final tranche		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.	7,88,54,620	23.162%	7,94,80,620	23.346%
	b. Each Seller/Transferor				
	Godrej & Boyce Mfg. Co. Ltd.	12,05,86,815	35.421%	11,99,60,815	35.237%

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. P. Rajput,
Company Secretary
Place: Mumbai
Date: December 23, 2014

Godrej Industries Limited Mumbai 400 079