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

Hand Delivery

November 6, 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.: 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.

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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	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
	b. Proposed date of acquisition	In tranches or otherwise, between the period November 13, 2013 to November 29, 2013.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	i. Ms. T. A .Dubash upto 80,000 equity shares ii. Ms. N. A. Godrej upto 80,000 equity shares iii. Mr. P. A. Godrej upto 80,000 equity shares iv. Mr. N. B. Godrej upto 2,40,000 equity shares v. Mr. N. J. Godrej upto 1,20,000 equity shares vi. Ms. R. J. Godrej upto 1,20,000 equity shares vii. Ms. F. V. Crishna upto 1,20,000 equity shares viii. Ms. N. V. Crishna upto 1,20,000 equity shares and ix. Mr. R. K. Naoroji upto 2,40,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	Upto 0.353%
	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.1040.29 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.832.23 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 Ms. T. A .Dubash, Ms. N. A. Godrej, Mr. P. A. Godrej, Mr. N. B. Godrej, Mr. N. J. Godrej, Ms. R. J. Godrej, Ms. F. V. Crishna, Ms. N. V. Crishna and Mr. R. K. Naoroji, the transferors 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.

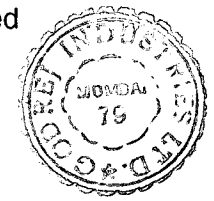
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11	Shareholding details	Before the proposed transactions (as on 05-Nov-2013)		After the proposed transactions	
		No. of shares/ voting rights	% w.r.t. total share capital of TC	No. of shares/ voting rights	% w.r.t. total share capital of TC
	a. Acquirer(s) and PACs (other than sellers(*)				
	Godrej Industries Ltd.	7,48,59,620	21.993%	7,60,59,620	22.346%
	Godrej & Boyce Mfg. Co. Ltd.	12,35,61,815	36.301%	12,35,61,815	36.301%
	Mr. A. B. Godrej	500	0.00%	500	0.00%
	Ms. P. A. Godrej	4	0.00%	4	0.00%
	Ms. R. N. Godrej	6,33,728	0.186%	6,33,728	0.186%
	Mr. H. N. Godrej	10,28,728	0.302%	10,28,728	0.302%
	Total (a)	**20,00,84,395**	**58.782%**	**20,12,84,395**	**59.135%**
	b. Seller(s)				
	Ms. T. A .Dubash	11,39,054	0.335%	10,59,054	0.311%
	Ms. N. A. Godrej	11,39,061	0.335%	10,59,061	0.311%
	Mr. P. A. Godrej	11,39,075	0.335%	10,59,075	0.311%
	Mr. N. B. Godrej	17,55,178	0.515%	15,15,178	0.445%
	Mr. N. J. Godrej	17,08,809	0.502%	15,88,809	0.467%
	Mr. R. J. Godrej	17,08,808	0.502%	15,88,808	0.467%
	Ms. F. V. Crishna	17,14,090	0.503%	15,94,090	0.468%
	Ms. N. V. Crishna	17,14,088	0.503%	15,94,088	0.468%
	Mr. R. K. Naoroji	33,93,524	0.997%	31,53,524	0.926%
	Total (b)	**1,54,11,687**	**4.527%**	**1,42,11,687**	**4.174%**

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



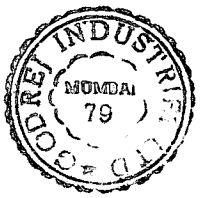
K. R. Rajput
Company Secretary

Place: Mumbai
Date: November 6, 2013

Calculation of Volume-Weighted Average market Price

	Weighted Average Share Price On			
Name of the company	**NSE ***	**BSE**	**Closing market price as of 05.11.2013 (NSE)**	**25% above the weighted avg. on NSE ***
Godrej Consumer Products Ltd.	832.23	855.36	829.65	1040.29

* since volume of shares traded on NSE are higher than BSE, the weighted average rate on NSE is considered.



Archives - Stock Prices

Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BSE LIMITED

Period (07-Aug-2013 to 05-Nov-2013)

Count	Date	Open Price	High Price	Low Price	Close Price	WAP (a)	No. of Shares (b)	No. of Trades	Total Turnover (Rs.) (a x b)
1	7-Aug-13	845.00	869.00	835.05	849.05	853.57	23937	2109	20,431,873
2	8-Aug-13	849.85	874.00	847.00	868.30	861.47	7833	695	6,747,884
3	12-Aug-13	861.60	868.00	849.70	861.10	858.55	3930	375	3,374,088
4	13-Aug-13	861.10	897.40	861.10	894.85	862.25	1215706	1675	1,048,239,116
5	14-Aug-13	890.00	918.65	879.00	891.85	905.97	122017	1453	110,543,343
6	16-Aug-13	885.00	888.15	867.15	872.20	879.01	9641	908	8,474,539
7	19-Aug-13	885.00	885.00	801.90	824.65	830.75	24479	3113	20,335,992
8	20-Aug-13	815.00	835.00	806.10	823.60	823.87	9522	842	7,844,878
9	21-Aug-13	824.00	833.00	815.00	822.70	823.23	17270	1097	14,217,156
10	22-Aug-13	820.00	822.00	797.80	817.85	816.46	2796	287	2,282,825
11	23-Aug-13	814.00	816.40	808.00	811.05	812.51	104186	779	84,652,063
12	26-Aug-13	813.00	826.35	812.60	821.70	818.85	3493	330	2,860,259
13	27-Aug-13	819.45	845.95	802.00	817.65	817.53	20385	1412	16,665,415
14	28-Aug-13	810.00	812.00	792.00	802.10	800.83	5962	551	4,774,544
15	29-Aug-13	805.00	825.00	794.45	819.20	809.71	4907	634	3,973,239
16	30-Aug-13	827.10	832.00	796.65	808.05	814.12	4553	702	3,706,704
17	2-Sep-13	810.00	824.00	805.10	813.85	813.97	6623	674	5,390,927
18	3-Sep-13	814.50	825.00	797.00	810.05	812.33	15144	1881	12,301,896
19	4-Sep-13	810.05	810.05	789.00	802.55	800.38	6407	716	5,128,040
20	5-Sep-13	812.45	823.85	800.55	816.85	811.54	4960	421	4,025,247
21	6-Sep-13	815.00	822.00	812.00	816.30	816.50	4415	573	3,604,827
22	10-Sep-13	823.70	847.90	818.00	843.45	835.72	6674	1528	5,577,566
23	11-Sep-13	845.60	853.80	821.00	835.40	832.23	5980	881	4,976,716
24	12-Sep-13	835.40	850.00	830.00	845.80	843.82	4181	471	3,528,014
25	13-Sep-13	844.20	853.00	825.00	828.65	836.68	6878	828	5,754,667
26	16-Sep-13	839.45	853.00	832.15	839.30	842.85	6451	661	5,437,197
27	17-Sep-13	839.95	844.20	828.00	837.75	835.55	2971	381	2,482,426
28	18-Sep-13	835.00	847.00	833.00	836.55	837.80	1321	171	1,106,735
29	19-Sep-13	845.00	848.95	822.00	830.05	836.32	4479	828	3,745,869
30	20-Sep-13	828.85	841.55	791.15	801.75	814.74	6855	715	5,585,041
31	23-Sep-13	809.45	822.00	806.00	817.10	813.27	3105	443	2,525,213
32	24-Sep-13	815.10	833.90	815.10	828.00	824.60	3405	434	2,807,773
33	25-Sep-13	833.80	834.55	822.10	828.30	827.71	2430	322	2,011,339
34	26-Sep-13	832.00	848.00	820.80	839.95	839.92	310301	691	260,629,410
35	27-Sep-13	837.50	845.00	825.00	831.80	838.08	19877	575	16,658,479
36	30-Sep-13	834.40	841.95	818.25	837.60	831.48	3190	313	2,652,419
37	1-Oct-13	830.00	840.00	811.05	830.35	828.88	2796	396	2,317,536
38	3-Oct-13	835.00	867.00	835.00	844.80	854.68	10307	1546	8,809,180
39	4-Oct-13	850.00	888.00	849.45	878.20	870.29	11809	1743	10,277,282
40	7-Oct-13	889.70	896.90	868.50	872.85	893.56	59125	998	52,831,721
41	8-Oct-13	878.00	880.75	831.20	835.75	855.01	13694	1096	11,708,473
42	9-Oct-13	836.00	846.35	835.00	837.15	840.68	4563	954	3,836,011
43	10-Oct-13	840.00	846.50	836.55	839.15	840.52	2635	267	2,214,764
44	11-Oct-13	845.40	845.80	827.85	831.00	835.69	3334	366	2,786,189
45	14-Oct-13	826.00	839.00	824.00	826.50	830.08	8585	581	7,126,263
46	15-Oct-13	835.00	835.00	809.00	826.20	820.46	9064	1268	7,436,630
47	17-Oct-13	825.00	833.00	812.00	821.10	822.66	2498	255	2,054,997
48	18-Oct-13	825.00	843.90	823.50	836.30	830.84	4666	458	3,876,712
49	21-Oct-13	828.00	848.00	825.00	843.80	842.01	8802	737	7,411,337
50	22-Oct-13	847.00	853.00	837.00	848.65	847.29	3543	446	3,001,953
51	23-Oct-13	848.00	868.65	843.00	862.65	856.41	5098	535	4,365,999
52	24-Oct-13	858.10	863.90	840.00	844.30	849.76	3204	363	2,722,641
53	25-Oct-13	840.00	843.80	824.00	830.75	829.83	9161	1226	7,602,053
54	28-Oct-13	830.00	850.00	830.00	834.90	837.16	3225	337	2,699,852
55	29-Oct-13	835.05	852.90	831.00	850.95	844.75	4919	734	4,155,332
56	30-Oct-13	854.20	865.00	852.25	857.45	859.12	7401	637	6,358,311
57	31-Oct-13	850.40	873.00	850.40	868.90	867.29	6239	660	5,411,048
58	1-Nov-13	873.00	878.60	843.20	848.45	864.35	5366	1372	4,638,096
59	3-Nov-13	854.00	856.00	849.00	853.20	853.40	1600	167	1,365,435
60	5-Nov-13	844.10	849.85	827.25	832.55	838.92	3755	421	3,150,129
						Total	**2,201,653**		**1,883,211,663**
				Weighted Average Price			**855.36**		

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