

Hand Delivery

September 6, 2012

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.



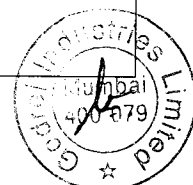
K. R. Rajput
Company Secretary



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	September 14, 2012
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Upto 17,50,000 equity shares of the face value of Re.1/- each.
	d. Total shares to be acquired as % of share capital of TC	0.51%
	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.770.85 per equity share. The proposed transaction 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.616.68 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.



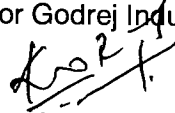
9	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We, Godrej Industries Ltd., the acquirer, hereby declare 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 (as on 05-Sept-2012)		After the proposed transaction	
		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.	7,19,89,620	21.15%	7,37,39,620	21.67%
	Godrej Family Members \$	2,01,66,143	5.92%	2,01,66,143	5.92%
	Total (a)	9,21,55,763	27.07%	9,39,05,763	27.59%
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,52,31,815	36.80%	12,34,81,815	36.28%
	Total (b)	12,52,31,815	36.80%	12,34,81,815	36.28%

\$ Godrej Family Members include Mr. A.B. Godrej, Mr. J.N. Godrej, Mr. N.B. Godrej, Mr. V.M. Crishna and Mr. R.K. Naoroji and their respective spouse, parents, brothers, sisters and children.

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

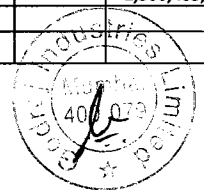

K. R. Rajput
Company Secretary



Place: Mumbai

Date: September 6, 2012

Archives - Stock Prices												
Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BOMBAY STOCK EXCHANGE LIMITED												
Period (12-Jun-2012 to 05-Sep-2012)												
Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)	* Spread (Rs.)		₹ Product
						(a)	(b)			H-L	C-O	(a x b)
1	12-Jun-12	465	568	465	564.2	562.69	8767	627	4933125	103	99.2	4,933,103
2	13-Jun-12	562	564.75	546.5	549.3	551.96	13437	522	7416707	18.25	-12.7	7,416,687
3	14-Jun-12	520.95	556.9	520.95	546.9	548.64	2963	219	1625635	35.95	25.95	1,625,620
4	15-Jun-12	549.8	556.45	549	554.9	551.68	9878	447	5449506	7.45	5.1	5,449,495
5	18-Jun-12	553.15	557.75	550	550.7	552.75	1988	140	1098869	7.75	-2.45	1,098,867
6	19-Jun-12	545.05	565	545.05	558.65	560	13526	1032	7574615	19.95	13.6	7,574,560
7	20-Jun-12	557	563.55	551.1	556.1	555.99	7547	303	4196091	12.45	-0.9	4,196,057
8	21-Jun-12	550	558.65	550	556.8	556.04	701396	93	390001809	8.65	6.8	390,004,232
9	22-Jun-12	558	565.9	555	560.65	561.56	7456	462	4186975	10.9	2.65	4,186,991
10	25-Jun-12	561.15	566	555	560.05	561.94	546726	355	307226195	11	-1.1	307,227,208
11	26-Jun-12	560.15	564.95	557	561.95	559.52	390415	153	218446845	7.95	1.8	218,445,001
12	27-Jun-12	562.15	567.95	556.5	564.45	562.27	168946	693	94993590	11.45	2.3	94,993,267
13	28-Jun-12	558.15	571.45	558.15	567.75	565.7	3346	134	1892838	13.3	9.6	1,892,832
14	29-Jun-12	567.25	575	567.25	572.6	571.97	8495	706	4858843	7.75	5.35	4,858,885
15	2-Jul-12	574.9	575.4	565.3	573.9	572.11	5042	440	2884595	10.1	-1	2,884,579
16	3-Jul-12	571.55	581	571.55	580.05	579.42	15102	363	8750430	9.45	8.5	8,750,401
17	4-Jul-12	579.95	580	575.05	578.2	577.08	2296	94	1324982	4.95	-1.75	1,324,976
18	5-Jul-12	576.1	588.7	568.5	580.15	578.36	8777	433	5076239	20.2	4.05	5,076,266
19	6-Jul-12	581	582.45	567	571	574.52	4286	251	2462389	15.45	-10	2,462,393
20	9-Jul-12	570	579.7	568	568.45	571.07	3963	209	2263155	11.7	-1.55	2,263,150
21	10-Jul-12	568.45	577	568.45	572.6	573.02	3398	131	1947117	8.55	4.15	1,947,122
22	11-Jul-12	573.25	576.45	565.75	571.15	570.57	6764	344	3859331	10.7	-2.1	3,859,335
23	12-Jul-12	567.05	582.95	567.05	579.2	578.49	7472	328	4322460	15.9	12.15	4,322,477
24	13-Jul-12	580.6	583	567.5	571.7	573.39	6434	333	3689212	15.5	-8.9	3,689,191
25	16-Jul-12	573.4	581	573.1	576.5	577.68	3270	182	1889025	7.9	3.1	1,889,014
26	17-Jul-12	577.1	577.95	563.7	568.9	568.13	4304	235	2445221	14.25	-8.2	2,445,232
27	18-Jul-12	572.5	579.8	568.25	575.45	572.6	1275	124	730060	11.55	2.95	730,065
28	19-Jul-12	580	586	572	575.1	575.89	2492	149	1435107	14	-4.9	1,435,118
29	20-Jul-12	575	597	570	590.9	583.48	12218	517	7128899	27	15.9	7,128,959
30	23-Jul-12	590.5	604	576.3	584.25	589.99	14266	687	8416726	27.7	-6.25	8,416,797
31	24-Jul-12	585.05	627.1	578	610.5	604.26	17418	1221	10524986	49.1	25.45	10,525,001
32	25-Jul-12	608	616	602.1	612.75	610.27	16558	843	10104876	13.9	4.75	10,104,851
33	26-Jul-12	611	626.7	604	607.05	614.15	18708	872	11489434	22.7	-3.95	11,489,518
34	27-Jul-12	613.5	658	613.5	636.35	640.34	69761	3430	44670994	44.5	22.85	44,670,759
35	30-Jul-12	641.4	647.9	625.2	629	631.51	9732	586	6145867	22.7	-12.4	6,145,855
36	31-Jul-12	629	634.95	624.05	627.6	629.26	11589	497	7292483	10.9	-1.4	7,292,494
37	1-Aug-12	628.1	647	623	629	632.49	11993	618	7585459	24	0.9	7,585,453
38	2-Aug-12	632	640	630	632.65	633.68	7754	309	4913580	10	0.65	4,913,555
39	3-Aug-12	630	638.3	625.05	636.1	631.08	6695	266	4225093	13.25	6.1	4,225,081
40	6-Aug-12	638	656.7	610.3	618.4	628.41	12298	606	7728182	46.4	-19.6	7,728,186
41	7-Aug-12	620	620	600.3	604.7	610.73	7061	426	4312330	19.7	-15.3	4,312,365
42	8-Aug-12	611	622.2	605	617.05	612.8	14523	548	8899686	17.2	6.05	8,899,694
43	9-Aug-12	619	625.75	610.3	622.55	620.81	6915	348	4292908	15.45	3.55	4,292,901
44	10-Aug-12	621	645	612.8	619.85	626.96	10534	512	6604348	32.2	-1.15	6,604,397
45	13-Aug-12	619.85	637	619.85	631.45	629.19	4470	302	2812457	17.15	11.6	2,812,479
46	14-Aug-12	631.05	642	627.75	630.4	633.88	8887	359	5633270	14.25	-0.65	5,633,292
47	16-Aug-12	633.8	637	625.75	633.35	632.96	2371	155	1500753	11.25	-0.45	1,500,748
48	17-Aug-12	639.7	644.95	634	638.95	638.96	8359	348	5341094	10.95	-0.75	5,341,067
49	21-Aug-12	638	668.95	638	664.6	658.72	30169	1329	19872942	30.95	26.6	19,872,924
50	22-Aug-12	666.6	676	660.3	666.4	669.98	9226	578	6181211	15.7	-0.2	6,181,235
51	23-Aug-12	672.2	672.2	650	654.6	658	9623	415	6331933	22.2	-17.6	6,331,934
52	24-Aug-12	653.05	666.7	648	652.75	654.05	8713	518	5698697	18.7	-0.3	5,698,738
53	27-Aug-12	655.5	666	655.5	662.2	661.22	7648	380	5056977	10.5	6.7	5,057,011
54	28-Aug-12	668.6	671.95	661	665.45	664.75	2148	134	1427879	10.95	-3.15	1,427,883
55	29-Aug-12	669.9	696	663	679.9	679.5	24944	1198	16949517	33	10	16,949,448
56	30-Aug-12	675.8	701.9	675.05	697.75	695.34	27955	1281	19438108	26.85	21.95	19,438,230
57	31-Aug-12	695	697.2	685	690.6	690.62	7201	387	4973165	12.2	-4.4	4,973,155
58	3-Sep-12	695	695	673	679.2	685.96	4290	331	2942779	22	-15.8	2,942,768
59	4-Sep-12	681	694	673	680.3	685.63	6029	401	4133693	21	-0.7	4,133,663
60	5-Sep-12	681	691	675.25	677.85	684.97	10002	422	6851116	15.75	-3.15	6,851,070
						Total	2,379,819					1,366,463,632
						Weighted Average Price		574.19				



Historical Security-wise Price Volume Data on National Stock Exchange Limited
Company: Godrej Consumer Products Ltd.

Data for GODREJCP - ALL from 12-Jun-2012 to 05-Sep-2012													
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	12-Jun-12	555.6	556.15	569	556.05	560.3	565.6	564.33	84133	474.79	47,478,776
2	GODREJCP	EQ	13-Jun-12	565.6	569.95	569.95	546.1	548	549.7	552.32	220222	1216.32	121,633,015
3	GODREJCP	EQ	14-Jun-12	549.7	549.9	557	543.05	544.05	546.45	549.52	162712	894.14	89,413,498
4	GODREJCP	EQ	15-Jun-12	546.45	547.6	557	545	552.1	555.05	552.71	81606	451.05	45,104,452
5	GODREJCP	EQ	18-Jun-12	555.05	557.55	557.55	550.25	552	552.1	552.99	37062	204.95	73,255,915
6	GODREJCP	EQ	19-Jun-12	552.1	546.75	564.95	546.75	553.4	557.05	559.01	254369	1421.95	142,194,815
7	GODREJCP	EQ	20-Jun-12	557.05	559.95	564.8	552	555	556.4	556.08	152554	848.32	84,832,228
8	GODREJCP	EQ	21-Jun-12	556.4	565	565	550	555.1	556.45	555.71	139191	773.5	77,349,831
9	GODREJCP	EQ	22-Jun-12	556.45	560.95	566	551.3	557.05	559.75	561.47	121529	682.34	68,234,888
10	GODREJCP	EQ	25-Jun-12	559.75	562.95	566.9	555.55	563.5	562.05	561.42	147153	826.14	82,614,637
11	GODREJCP	EQ	26-Jun-12	562.05	561.55	565	557	565	564	559.24	130992	732.55	73,255,966
12	GODREJCP	EQ	27-Jun-12	564	572	572	555	558.05	563.9	563.99	163604	922.7	92,271,020
13	GODREJCP	EQ	28-Jun-12	563.9	555	570	552.4	568	568.15	565.39	56870	321.54	32,153,729
14	GODREJCP	EQ	29-Jun-12	568.15	571	577	568.3	570.5	574.35	573.88	176666	1013.86	101,385,084
15	GODREJCP	EQ	2-Jul-12	574.35	574.1	577	567.1	576.75	575.6	571.46	586460	3351.4	335,138,432
16	GODREJCP	EQ	3-Jul-12	575.6	579.35	582	574	580	579.95	579.67	234494	1359.28	135,929,137
17	GODREJCP	EQ	4-Jul-12	579.95	581.85	581.85	575.6	580	579.9	578.76	39997	231.48	23,148,664
18	GODREJCP	EQ	5-Jul-12	579.9	576.1	588.45	570	582.75	580.2	579.81	145478	843.49	84,349,599
19	GODREJCP	EQ	6-Jul-12	580.2	580.05	583.95	565.55	569.8	569.95	574.13	237748	1364.99	136,498,259
20	GODREJCP	EQ	9-Jul-12	569.95	570	577.9	568.05	570.25	570.15	570.45	40926	233.46	23,346,237
21	GODREJCP	EQ	10-Jul-12	570.15	572	578.95	570.05	570.05	573.25	574.21	51130	293.59	29,359,357
22	GODREJCP	EQ	11-Jul-12	573.25	579.95	579.95	564.15	566.4	568.9	569.85	93956	535.41	53,540,827
23	GODREJCP	EQ	12-Jul-12	568.9	570	583.2	565.55	578.6	579.35	579.53	145057	840.65	84,064,883
24	GODREJCP	EQ	13-Jul-12	579.35	582	584.05	566.05	569.95	570.95	575.45	373986	2152.12	215,210,244
25	GODREJCP	EQ	16-Jul-12	570.95	569	582.5	569	576.4	577.95	578.29	69011	399.08	39,908,371
26	GODREJCP	EQ	17-Jul-12	577.95	577.95	579	565	570	570	569.99	123071	701.49	70,149,239
27	GODREJCP	EQ	18-Jul-12	570	572.65	580	567	580	579.25	571.72	75261	430.28	43,028,219
28	GODREJCP	EQ	19-Jul-12	579.25	589.9	592	570	576.9	576.7	577.47	97955	565.66	56,566,074
29	GODREJCP	EQ	20-Jul-12	576.7	578.65	597.15	570.1	590	591.6	583.83	73129	426.95	42,694,904
30	GODREJCP	EQ	23-Jul-12	591.6	594	604.85	575.05	583.25	584.95	589.66	93300	550.15	55,015,278
31	GODREJCP	EQ	24-Jul-12	584.95	586.2	628	578.45	604.9	608.7	599.54	203236	1218.49	121,848,111
32	GODREJCP	EQ	25-Jul-12	608.7	610	616	602.25	613.8	611.75	610.12	194007	1183.67	118,367,551
33	GODREJCP	EQ	26-Jul-12	611.75	611.7	627.85	605	610	608.7	613.81	229214	1406.93	140,693,845
34	GODREJCP	EQ	27-Jul-12	608.7	617	658.6	615	637	638.8	639.61	584106	3735.97	373,600,039
35	GODREJCP	EQ	30-Jul-12	638.8	644.4	647.6	625.3	634.15	630.6	631.34	138075	871.72	87,172,271
36	GODREJCP	EQ	31-Jul-12	630.6	627.1	635	624.1	626.5	628.05	628.94	198728	1249.88	124,987,988
37	GODREJCP	EQ	1-Aug-12	628.05	622.9	646.5	621.25	627.65	629.65	629.18	1036684	6522.57	652,260,839
38	GODREJCP	EQ	2-Aug-12	629.65	634.8	640	629.75	632	632.25	632.5	124879	789.86	78,985,968
39	GODREJCP	EQ	3-Aug-12	632.25	631.6	637	625	637	636.25	631.29	106254	670.77	67,077,088
40	GODREJCP	EQ	6-Aug-12	636.25	640	643.95	609.2	612	617.3	628.92	229788	1445.18	144,518,269
41	GODREJCP	EQ	7-Aug-12	617.3	617.3	624.9	600.55	608	606.1	612.88	137696	843.92	84,391,124
42	GODREJCP	EQ	8-Aug-12	606.1	621	621.95	607.45	618	617.85	614.58	72262	444.1	44,410,780
43	GODREJCP	EQ	9-Aug-12	617.85	619.45	627.95	612.25	621.15	623.7	621	137466	853.67	85,366,386
44	GODREJCP	EQ	10-Aug-12	623.7	640.8	646.1	613	617.8	619.95	622.03	328493	2043.33	204,332,501
45	GODREJCP	EQ	13-Aug-12	619.95	619	637.9	617.9	633	633.05	628.17	366762	2303.89	230,388,886
46	GODREJCP	EQ	14-Aug-12	633.05	631.05	644.2	627	627.25	631.15	632.33	1335858	8447.08	844,703,089
47	GODREJCP	EQ	16-Aug-12	631.15	635	639	627.8	634.75	632.8	632.66	669871	4238.02	423,800,587
48	GODREJCP	EQ	17-Aug-12	632.8	636	644	633.25	638.9	638.05	638.82	75058	479.48	47,948,552
49	GODREJCP	EQ	21-Aug-12	638.05	641.95	670	641.95	669.5	666.4	655.92	250843	1645.32	164,532,941
50	GODREJCP	EQ	22-Aug-12	666.4	665.95	677	660.05	669.9	668.7	670.83	74496	499.74	49,974,152
51	GODREJCP	EQ	23-Aug-12	668.7	669	670.5	650	654	654.85	658	113497	746.81	74,681,026
52	GODREJCP	EQ	24-Aug-12	654.85	653.05	669	649.5	655.05	654.5	655.3	52207	342.11	34,211,247
53	GODREJCP	EQ	27-Aug-12	654.5	652	667.35	652	665.9	663.9	660.53	184947	1221.63	122,163,042
54	GODREJCP	EQ	28-Aug-12	663.9	669.95	669.95	661	668.1	667.6	664.98	36560	243.12	24,311,669
55	GODREJCP	EQ	29-Aug-12	667.6	667.6	697.95	662.25	678.95	679.3	677.13	348400	2359.11	235,912,092
56	GODREJCP	EQ	30-Aug-12	679.3	674.95	702	674.9	694.5	694.5	693.71	390710	2710.38	271,039,434
57	GODREJCP	EQ	31-Aug-12	694.5	695	697.2	682.3	695	692.3	689.86	148674	1025.64	102,564,246
58	GODREJCP	EQ	3-Sep-12	692.3	694	698	674.45	679.4	681.75	689.17	228812	1576.91	157,690,366
59	GODREJCP	EQ	4-Sep-12	681.75	681.35	694.9	672.05	679	679.4	686.41	445341	3056.86	305,686,516
60	GODREJCP	EQ	5-Sep-12	679.4	679.65	689.9	675.1	675.15	677.05	682.41	30037	204.98	20,497,549
Total											12,882,583		7,944,482,730
Weighted Average Price									616.68				



Calculation of Volume-Weighted Average market Price

Name of the Company	Weighted Average Share Price On			
	NSE *	BSE	Closing market price as of 05.09.2012 (NSE)	25% above the weighted avg. on NSE *
Godrej Consumer Products Ltd.	616.68	574.19	677.05	770.85

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

