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 14, 2011

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

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

Dear Sirs,

Disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We enclose disclosure under Regulation 10(5) in respect of 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.

Limited ☆ Godrej Industries Mumbai 400 079

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

encl.: as above

Godrej

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 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	December 21, 2011
	c. Number of shares to be acquired from each person mentioned in 4(a) above	9,70,000 equity shares of the face value of ₹ 1/- each.
	d. Total shares to be acquired as % of share capital of TC	0.30%
	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.505.10 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.404.08 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.	N.A.
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.

Godrej Industries Ltd. Mumbai 400 079

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 in Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)			
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		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.	71019620	21.95%	71989620	22.25%
	Godrej Family Members $	20479739	6.33%	20479739	6.33%
	Total (a)	**91499359**	**28.28%**	**92469359**	**28.58%**
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	126201815	39.00%	125231815	38.70%
	Total (b)	**126201815**	**39.00%**	**125231815**	**38.70%**

$ Godrej Family Members i.e. Mr. A.B. Godrej, Mr. J.N. Godrej, Mr. N.B. Godrej, Mr. V.M. Crishna and Mr. R.K. Naoroji and their spouse,parents,brothers, sisters and children are also Promoters of the Company.

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 14, 2011

Historical Security-wise Price Volume Data on National Stock Exchange Limited

Company: Godrej Consumer Products Ltd.

	Data for GODREJCP - ALL from 13-09-2011 to 12-12-2011												
Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded Quantity	Turnover in ₹ Lacs	Weighted product
										(A)	(B)		(A) X (B)
1	GODREJCP	EQ	14-Sep-11	427.2	428.05	432.9	419	423	425.5	425.13	126554	538.02	53,801,902.02
2	GODREJCP	EQ	15-Sep-11	425.5	428	432.6	423	424	423.7	425.57	61961	263.69	26,368,742.77
3	GODREJCP	EQ	16-Sep-11	423.7	430	435	418	423.4	426.35	425.38	385310	1639.02	163,903,167.80
4	GODREJCP	EQ	19-Sep-11	426.35	432	434.6	422	428.25	426.2	425.88	342202	1457.37	145,736,987.76
5	GODREJCP	EQ	20-Sep-11	426.2	424.35	429.5	423.8	424.85	424.2	425.15	66738	283.74	28,373,660.70
6	GODREJCP	EQ	21-Sep-11	424.2	438	438	420	424.5	423.75	423.24	120466	509.86	50,986,029.84
7	GODREJCP	EQ	22-Sep-11	423.75	420	426	419.15	420	420.9	423.8	122286	518.24	51,824,806.80
8	GODREJCP	EQ	23-Sep-11	420.9	419	421.75	411.2	414	414.55	418.52	144299	603.91	60,392,017.48
9	GODREJCP	EQ	26-Sep-11	414.55	417	420	399	402	401.8	400.56	959232	3842.34	384,229,969.92
10	GODREJCP	EQ	27-Sep-11	401.8	402.9	409	400	402	400.1	400.9	492027	1972.54	197,253,624.30
11	GODREJCP	EQ	28-Sep-11	400.1	401.05	413.3	399.1	399.2	402.4	406.71	139679	568.08	56,808,846.09
12	GODREJCP	EQ	29-Sep-11	402.4	402.4	404	398	400.9	400.1	400.46	664714	2661.92	266,191,368.44
13	GODREJCP	EQ	30-Sep-11	400.1	400	411.25	399	400	400.5	402.68	218812	881.11	88,111,216.16
14	GODREJCP	EQ	3-Oct-11	400.5	401	401.85	395	398.5	397.4	398.67	147518	588.11	58,811,001.06
15	GODREJCP	EQ	4-Oct-11	397.4	393.05	404.65	393	399.5	398.95	399.78	223342	892.89	89,287,664.76
16	GODREJCP	EQ	5-Oct-11	398.95	401	404	399.1	401.7	402	402.51	261479	1052.47	105,247,912.29
17	GODREJCP	EQ	7-Oct-11	402	404	406	393	395	394.6	397.2	521581	2071.71	207,171,973.20
18	GODREJCP	EQ	10-Oct-11	394.6	398.95	399	388	390	389.65	389.27	260510	1014.08	101,408,727.70
19	GODREJCP	EQ	11-Oct-11	389.65	394.7	404	393.05	399.1	399.2	399.22	162721	649.61	64,961,477.62
20	GODREJCP	EQ	12-Oct-11	399.2	355	401.8	355	400	400.3	400.1	271527	1086.39	108,637,952.70
21	GODREJCP	EQ	13-Oct-11	400.3	400.35	402.1	390	400	399.9	399.17	332432	1326.99	132,696,881.44
22	GODREJCP	EQ	14-Oct-11	399.9	399.9	400.25	393.35	398.9	399.7	398.24	66001	262.84	26,284,238.24
23	GODREJCP	EQ	17-Oct-11	399.7	401	401	390	390	391.4	393.59	130577	513.94	51,393,801.43
24	GODREJCP	EQ	18-Oct-11	391.4	386.1	399.85	386.1	397.95	396.5	395.47	44668	176.65	17,664,853.96
25	GODREJCP	EQ	19-Oct-11	396.5	400	413.9	400	413.65	412.05	408.97	117442	480.3	48,030,254.74
26	GODREJCP	EQ	20-Oct-11	412.05	409	416.9	408	408.95	409.9	410.24	82119	336.88	33,688,498.56
27	GODREJCP	EQ	21-Oct-11	409.9	410	410	393.8	402	405.25	403.12	154467	622.68	62,268,737.04
28	GODREJCP	EQ	24-Oct-11	405.25	405	415	404.25	415	413.4	411.85	377120	1553.16	155,316,872.00
29	GODREJCP	EQ	25-Oct-11	413.4	415	423	411.65	423	422.1	419.91	74104	311.17	31,117,010.64
30	GODREJCP	EQ	26-Oct-11	422.1	423	438.5	414.1	423.5	424.95	431.4	64492	278.22	27,821,848.80
31	GODREJCP	EQ	28-Oct-11	424.95	430	438	418	428.95	432.3	425.8	176699	752.38	75,238,434.20
32	GODREJCP	EQ	31-Oct-11	432.3	430	441.8	424	436.95	437.35	435	229625	998.87	99,886,875.00
33	GODREJCP	EQ	1-Nov-11	437.35	436.8	437.5	420.6	420.6	422.1	424.41	216974	920.86	92,085,935.34
34	GODREJCP	EQ	2-Nov-11	422.1	420.6	425	412.25	415.9	414.9	418.91	75019	314.27	31,426,209.29
35	GODREJCP	EQ	3-Nov-11	414.9	416	424.75	413.05	424	423.45	422.36	37274	157.43	15,743,046.64
36	GODREJCP	EQ	4-Nov-11	423.45	429.1	429.1	421.15	424	423.9	424.13	148703	630.7	63,069,403.39
37	GODREJCP	EQ	8-Nov-11	423.9	425	426	412.1	415.5	415.65	415.28	126556	525.56	52,556,175.68
38	GODREJCP	EQ	9-Nov-11	415.65	423.85	423.85	414.05	417.15	419.6	419.78	69056	289.88	28,988,327.68
39	GODREJCP	EQ	11-Nov-11	419.6	417	418.95	403.55	408	409.15	409.6	219677	899.79	89,979,699.20
40	GODREJCP	EQ	14-Nov-11	409.15	406.15	418.9	401.1	406.5	408.55	406.69	115192	468.48	46,847,434.48
41	GODREJCP	EQ	15-Nov-11	408.55	406.45	414	402.25	413	410.2	406.39	116809	474.7	47,470,009.51
42	GODREJCP	EQ	16-Nov-11	410.2	412.2	416	393	399.5	398.25	397.12	396677	1575.29	157,528,370.24
43	GODREJCP	EQ	17-Nov-11	398.25	391.2	401.55	382.1	390	389.65	392.14	201007	788.24	78,822,884.98
44	GODREJCP	EQ	18-Nov-11	389.65	389.65	395	375	391	393.4	384.87	106155	408.56	40,855,874.85
45	GODREJCP	EQ	21-Nov-11	393.4	390	396	385.25	393.25	392.9	392.9	35729	140.38	14,037,924.10
46	GODREJCP	EQ	22-Nov-11	392.9	392.9	393.8	387.1	393.7	390.6	392.21	113247	444.17	44,416,605.87
47	GODREJCP	EQ	23-Nov-11	390.6	390.6	394.85	380.1	384.65	386.8	386.41	80331	310.41	31,040,701.71
48	GODREJCP	EQ	24-Nov-11	386.8	384.05	386.9	376.9	385	383	377.5	112563	424.92	42,492,532.50
49	GODREJCP	EQ	25-Nov-11	383	380.05	389.65	379	389.65	388.85	385.22	124210	478.48	47,848,176.20
50	GODREJCP	EQ	28-Nov-11	388.85	388	394.35	388	393.55	393.4	390.98	116211	454.36	45,436,176.78
51	GODREJCP	EQ	29-Nov-11	393.4	396	404.4	392.05	398.5	400.25	395.01	297443	1174.94	117,492,959.43
52	GODREJCP	EQ	30-Nov-11	400.25	393	405.95	393	399	401.55	396.78	113411	449.99	44,999,216.58
53	GODREJCP	EQ	1-Dec-11	401.55	422.25	422.25	391.6	396.7	395.75	404.3	40971	165.64	16,564,575.30
54	GODREJCP	EQ	2-Dec-11	395.75	397	400.5	391.6	400	396.5	394.22	477257	1881.45	188,144,254.54
55	GODREJCP	EQ	5-Dec-11	396.5	397.55	397.55	388	389.85	391.35	390.62	136414	532.87	53,286,036.68
56	GODREJCP	EQ	7-Dec-11	391.35	393.7	400	390	395.25	395.1	395.13	342195	1352.1	135,211,510.35
57	GODREJCP	EQ	8-Dec-11	395.1	395	399.4	376.55	385	384.1	392.55	284407	1116.43	111,643,967.85
58	GODREJCP	EQ	9-Dec-11	384.1	384	389.8	381	388	387.75	387.09	27687	107.17	10,717,360.83
59	GODREJCP	EQ	12-Dec-11	387.75	389	396	389	391.1	391.05	390.93	75884	296.65	29,665,332.12
60	GODREJCP	EQ	13-Dec-11	391.05	378.6	392.8	378.6	390.8	390.7	389.94	101113	394.28	39,428,003.22
								Total			11,850,876		4,788,716,060.80
							weighted avg price		404.08				

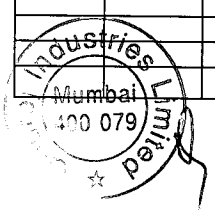
Godrej Industries Limited Mumbai 400 079

Archives - Stock Prices

Company : GODREJ CONSUMER PRODUCTS LTD. (532424) ON BOMBAY STOCK EXCHANGE LIMITED

Period (14-Sep-2011 to 13-Dec-2011)

count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)	* Spread (Rs.)		weighted product
										H-L	C-O	
							(A)	(B)				(A) X (B)
1	14-Sep-11	430	431.5	418	423.3	426.9	12498	431	5335381	13.5	-6.7	5,335,396.20
2	15-Sep-11	428	430.9	421.2	423.9	425.62	22602	230	9619899	9.7	-4.1	9,619,863.24
3	16-Sep-11	428.75	433	418.25	425.85	424.88	60423	1609	25672428	14.75	-2.9	25,672,524.24
4	19-Sep-11	430	432.55	420.3	425.5	425.61	11064	488	4708963	12.25	-4.5	4,708,949.04
5	20-Sep-11	426	428	423	424	424.77	2642	108	1122244	5	-2	1,122,242.34
6	21-Sep-11	424.5	426	420.05	422.7	423.63	4360	217	1847022	5.95	-1.8	1,847,026.80
7	22-Sep-11	425	426.9	417	419.65	422.16	4430	217	1870185	9.9	-5.35	1,870,168.80
8	23-Sep-11	416.1	422	410.55	415.5	415.84	5776	314	2401880	11.45	-0.6	2,401,891.84
9	26-Sep-11	420	420	399.5	402.65	403.68	27811	656	11226705	20.5	-17.35	11,226,744.48
10	27-Sep-11	405	408.4	400	400.65	401.85	14578	660	5858222	8.4	-4.35	5,858,169.30
11	28-Sep-11	404	412.05	400	402	404.66	21331	752	8631737	12.05	-2	8,631,802.46
12	29-Sep-11	403.85	404	399	400.7	402.51	6696	199	2695188	5	-3.15	2,695,206.96
13	30-Sep-11	402	411.55	399	400.7	404	1256399	1125	507584269	12.55	-1.3	507,585,196.00
14	3-Oct-11	400	400.9	395	397.4	398.16	3371	189	1342183	5.9	-2.6	1,342,197.36
15	4-Oct-11	400	402	395	397.8	399.4	4925	216	1967057	7	-2.2	1,967,045.00
16	5-Oct-11	401.5	403.5	399.2	401.25	402.08	7790	315	3132200	4.3	-0.25	3,132,203.20
17	7-Oct-11	408	408	393.15	396.1	396.73	7994	402	3171496	14.85	-11.9	3,171,459.62
18	10-Oct-11	396.25	397	387.6	389.5	389.5	5939	326	2313245	9.4	-6.75	2,313,240.50
19	11-Oct-11	396	403	394.75	398.7	398.6	10377	406	4136313	8.25	2.7	4,136,272.20
20	12-Oct-11	399.95	402.85	398	400.05	400.11	41917	299	16771414	4.85	0.1	16,771,410.87
21	13-Oct-11	401	401	389.5	399.7	396.29	8223	477	3258687	11.5	-1.3	3,258,692.67
22	14-Oct-11	398	400	395	399.45	398.34	2109	122	840091	5	1.45	840,099.06
23	17-Oct-11	400	400.05	390	390.85	394.66	11177	493	4411111	10.05	-9.15	4,411,114.82
24	18-Oct-11	387	399.1	387	395.9	394.93	6100	338	2409082	12.1	8.9	2,409,073.00
25	19-Oct-11	402	414	400.1	411.25	407.47	23872	895	9727006	13.9	9.25	9,727,123.84
26	20-Oct-11	405	414.9	405	409.95	410.34	18589	458	7627819	9.9	4.95	7,627,810.26
27	21-Oct-11	410	410	395	403.85	402.6	41970	1666	16897272	15	-6.15	16,897,122.00
28	24-Oct-11	405	415	405	412.95	411.09	8815	452	3623723	10	7.95	3,623,758.35
29	25-Oct-11	414	422	410.05	420.55	419	8196	431	3434111	11.95	6.55	3,434,124.00
30	26-Oct-11	422	455.55	420	426.35	432.92	18477	501	7998996	35.55	4.35	7,999,062.84
31	28-Oct-11	427.7	439.7	418.4	432.4	424.81	32108	888	13639859	21.3	4.7	13,639,799.48
32	31-Oct-11	431.8	441	424	438.4	435.3	19838	678	8635502	17	6.6	8,635,481.40
33	1-Nov-11	435	437.9	421.4	423.5	426.38	10933	503	4661663	16.5	-11.5	4,661,612.54
34	2-Nov-11	420.25	425	414	416.35	418.71	9026	440	3779313	11	-3.9	3,779,276.46
35	3-Nov-11	417.95	424	417.25	422.5	421.44	3994	245	1683223	6.75	4.55	1,683,231.36
36	4-Nov-11	428	428	421.1	423.95	424.28	10854	662	4605132	6.9	-4.05	4,605,135.12
37	8-Nov-11	420	423.95	413.2	414.75	415.73	5518	373	2293996	10.75	-5.25	2,293,998.14
38	9-Nov-11	414	421.85	414	419.45	419.77	5038	390	2114811	7.85	5.45	2,114,801.26
39	11-Nov-11	410.1	418	402	410.1	410.06	6539	366	2681381	16	0	2,681,382.34
40	14-Nov-11	405.1	410.1	403.5	409.05	407.23	3612	240	1470926	6.6	3.95	1,470,914.76
41	15-Nov-11	402.6	413.95	402.6	409.25	407.61	4831	306	1969172	11.35	6.65	1,969,163.91
42	16-Nov-11	414.95	414.95	393.25	399.55	398.76	15511	692	6185130	21.7	-15.4	6,185,166.36
43	17-Nov-11	400	400	384	391.6	391.17	11006	594	4305207	16	-8.4	4,305,217.02
44	18-Nov-11	384	394.95	374.15	392.75	384.08	14968	685	5748946	20.8	8.75	5,748,909.44
45	21-Nov-11	387	394.95	386	393.8	393.25	4355	149	1712604	8.95	6.8	1,712,603.75
46	22-Nov-11	390.05	398.7	388.15	393.1	391.6	4746	166	1858553	10.55	3.05	1,858,533.60
47	23-Nov-11	390	394	379	385.45	384.76	9124	399	3510589	15	-4.55	3,510,550.24
48	24-Nov-11	384	386.95	377.05	383.85	380.55	5198	212	1978080	9.9	-0.15	1,978,098.90
49	25-Nov-11	381.5	390	381.5	388.15	387.19	1692	115	655119	8.5	6.65	655,125.48
50	28-Nov-11	390	394.95	389	392.95	391.5	4985	235	1951647	5.95	2.95	1,951,627.50
51	29-Nov-11	392.2	404.5	392.1	399.25	398.01	2445	211	973130	12.4	7.05	973,134.45
52	30-Nov-11	398	405	394.05	400.75	398.42	3254	250	1296449	10.95	2.75	1,296,458.68
53	1-Dec-11	405	408.7	393	394.35	401.53	5773	354	2318026	15.7	-10.65	2,318,032.69
54	2-Dec-11	395.1	400.9	392.05	397.85	395.57	2234	220	883712	8.85	2.75	883,703.38
55	5-Dec-11	402	402	388.15	391.1	390.87	4792	304	1873067	13.85	-10.9	1,873,049.04
56	7-Dec-11	390	399.3	390	396.1	394.18	10979	325	4327725	9.3	6.1	4,327,702.22
57	8-Dec-11	397	399.4	377	385.85	388.19	12238	697	4750612	22.4	-11.15	4,750,669.22
58	9-Dec-11	385	390.85	381.05	388.2	387.66	5889	275	2282915	9.8	3.2	2,282,929.74
59	12-Dec-11	390.1	395.6	388.2	389.9	390.26	4280	211	1670315	7.4	-0.2	1,670,312.80
60	13-Dec-11	380.1	391.5	380	390.1	388.09	9003	438	3493939	11.5	10	3,493,974.27
					Total		1,925,214					780,947,586.84
					weighted avg price		405.64					



Calculation of Volume-Weighted Average market Price

	weighted Average Share Price On			
	NSE *	BSE	Closing market price as of 13.12.2011 (NSE)	25% above the weighted avg. on NSE*
GCPL	404.08	405.64	390.7	505.10

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