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
CIN : L24241MH1988PLC097781

December 9, 2014

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.: BSE Scrip Code - 532424 and NSE Scrip ID (Symbol) - GODREJCP

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.

Clement Pinto

Godrej Industries Limited Mumbai 400 079

Clement Pinto,
Chief Financial Officer

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 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	In tranches or otherwise, between the period December 16, 2014 to December 31, 2014.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 17,00,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.499%
	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. 1,226.69 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. 981.35 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.

Godrej Industries Limited 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 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(s) (as on 08-Dec-2014)		After the proposed transaction(s)	
		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.	7,80,19,620	22.917%	7,97,19,620	23.416%
	Godrej Family Members $	1,60,54,647	4.716%	1,60,54,647	4.716%
	Total (a)	9,40,74,267	27.633%	9,57,74,267	28.132%
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,14,21,815	35.666%	11,97,21,815	35.167%
	Total (b)	12,14,21,815	35.666%	11,97,21,815	35.167%

$ *Godrej Family Members include Mr. A. B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Ms. S. G. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R. K. Naoroji.*

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

Clement Pinto

Clement Pinto,
Chief Financial Officer

Godrej Industries Limited Mumbai 400 079

encl.: as above

Place: Mumbai
Date: December 9, 2014

Calculation of Volume-Weighted Average market Price

	Weighted Average Share Price On			
Name of the company	NSE *	BSE	Closing market price as of 08.12.2014 (NSE)	25% above the weighted avg. on NSE *
Godrej Consumer Products Ltd.	981.35	997.03	1015.45	1226.69

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

Godrej Industries Limited
Mumbai
400 079

Archives - Stock Prices

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

Period (05-September-2014 to 08-December-2014)

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	5-Sep-14	1,045.00	1,045.00	995.55	1,015.50	1,010.20	6,023	1,183	6,084,421
2	8-Sep-14	1,015.00	1,082.00	1,014.00	1,074.30	1,064.96	12,286	2,281	13,084,076
3	9-Sep-14	1,055.15	1,117.60	1,052.80	1,105.65	1,093.46	12,135	1,954	13,269,117
4	10-Sep-14	1,112.50	1,112.50	1,044.50	1,049.65	1,059.72	54,278	1,908	57,519,466
5	11-Sep-14	1,060.00	1,082.25	1,053.00	1,057.20	1,065.78	4,078	852	4,346,237
6	12-Sep-14	1,060.45	1,073.25	1,022.05	1,026.75	1,035.98	4,389	958	4,546,910
7	15-Sep-14	1,026.75	1,030.00	1,009.00	1,012.05	1,016.35	5,906	1,085	6,002,588
8	16-Sep-14	1,015.00	1,037.50	1,002.20	1,007.00	1,021.22	3,062	761	3,126,974
9	17-Sep-14	1,026.75	1,035.80	1,013.25	1,027.65	1,024.88	7,043	974	7,218,250
10	18-Sep-14	1,030.00	1,031.05	1,005.10	1,023.70	1,021.84	3,964	689	4,050,571
11	19-Sep-14	1,049.95	1,049.95	1,013.70	1,025.10	1,025.31	10,423	1,796	10,686,821
12	22-Sep-14	1,015.00	1,027.10	1,007.35	1,021.15	1,014.39	3,087	512	3,131,418
13	23-Sep-14	1,025.00	1,040.00	997.00	1,004.50	1,021.12	494,383	794	504,822,325
14	24-Sep-14	1,005.75	1,022.00	1,000.80	1,020.75	1,016.00	5,099	893	5,180,570
15	25-Sep-14	1,024.90	1,025.70	969.00	988.50	996.91	3,973	1,030	3,960,719
16	26-Sep-14	996.65	1,030.00	982.00	1,015.85	1,015.42	7,380	1,107	7,493,817
17	29-Sep-14	1,016.90	1,020.55	1,001.05	1,007.95	1,010.40	1,680	297	1,697,480
18	30-Sep-14	1,006.75	1,017.00	975.55	985.15	1,007.33	67,684	408	68,180,309
19	1-Oct-14	1,000.00	1,035.00	978.00	993.25	998.39	11,757	1,952	11,738,105
20	7-Oct-14	1,000.00	1,043.80	983.00	996.80	1,008.37	8,832	1,725	8,905,964
21	8-Oct-14	1,009.50	1,010.00	947.10	972.30	995.19	75,572	891	75,208,620
22	9-Oct-14	972.90	998.00	960.60	991.70	978.87	10,876	1,149	10,646,218
23	10-Oct-14	990.45	991.40	955.00	978.05	971.94	9,082	1,410	8,827,183
24	13-Oct-14	967.00	978.00	941.00	947.45	955.56	5,321	1,102	5,084,516
25	14-Oct-14	957.95	975.00	946.55	955.55	962.19	5,066	631	4,874,435
26	16-Oct-14	952.00	952.00	870.00	886.65	913.05	7,927	1,565	7,237,742
27	17-Oct-14	887.00	914.00	887.00	906.15	907.94	11,053	2,519	10,035,463
28	20-Oct-14	911.90	932.00	910.00	926.90	922.77	3,543	769	3,269,378
29	21-Oct-14	930.00	942.00	925.70	935.95	937.67	3,768	851	3,533,124
30	22-Oct-14	943.00	948.05	932.00	939.95	939.96	1,904	465	1,789,677
31	23-Oct-14	949.65	954.00	941.00	945.65	948.53	1,002	170	950,431
32	27-Oct-14	947.00	947.00	908.35	917.70	920.09	3,542	839	3,258,957
33	28-Oct-14	920.00	927.00	913.00	923.70	921.03	2,969	564	2,734,544
34	29-Oct-14	930.00	956.05	930.00	938.55	939.83	2,560	528	2,405,971
35	30-Oct-14	938.50	975.00	938.50	969.05	965.56	9,741	1,812	9,405,511
36	31-Oct-14	969.00	972.90	948.00	967.75	964.21	3,667	879	3,535,752
37	3-Nov-14	975.00	995.00	942.70	954.05	971.89	11,478	1,828	11,155,337
38	5-Nov-14	947.00	952.00	929.00	936.05	939.57	10,715	1,387	10,067,453
39	7-Nov-14	931.25	935.00	923.00	926.00	925.58	82,445	624	76,309,103
40	10-Nov-14	932.00	944.00	930.00	935.85	939.01	9,842	1,067	9,241,715
41	11-Nov-14	942.10	963.75	942.10	961.45	957.35	4,808	819	4,602,962
42	12-Nov-14	965.00	975.40	963.05	965.15	969.63	3,073	558	2,979,675
43	13-Nov-14	970.00	978.00	954.00	970.85	968.39	5,827	1,049	5,642,809
44	14-Nov-14	964.00	980.00	964.00	975.55	974.80	2,706	628	2,637,809
45	17-Nov-14	980.00	990.00	973.35	983.80	979.10	2,881	698	2,820,782
46	18-Nov-14	991.00	991.00	972.30	979.30	979.92	3,122	660	3,059,308
47	19-Nov-14	980.60	983.00	959.00	962.80	973.35	2,811	697	2,736,084
48	20-Nov-14	974.85	975.00	962.65	966.80	966.00	958	366	925,432
49	21-Nov-14	966.00	967.95	953.00	962.60	958.24	2,660	435	2,548,906
50	24-Nov-14	963.00	978.00	963.00	975.30	969.66	1,972	480	1,912,169
51	25-Nov-14	980.00	991.95	963.05	984.15	975.00	36,819	915	35,898,667
52	26-Nov-14	977.85	981.85	949.20	958.95	972.55	2,955	838	2,873,883
53	27-Nov-14	952.00	980.00	952.00	970.10	974.68	2,673	622	2,605,309
54	28-Nov-14	973.05	982.00	945.50	952.30	962.72	9,452	1,409	9,099,662
55	1-Dec-14	872.00	979.80	872.00	973.20	970.69	4,288	903	4,162,307
56	2-Dec-14	973.85	976.00	950.00	971.00	969.17	8,176	1,778	7,923,971
57	3-Dec-14	971.95	975.00	960.00	965.25	968.23	4,323	911	4,185,667
58	4-Dec-14	973.85	976.50	958.00	964.85	970.98	240,473	397	233,495,077
59	5-Dec-14	973.75	1,019.00	973.00	1,002.35	999.07	284,422	4,212	284,157,670
60	8-Dec-14	1,018.50	1,025.00	1,000.50	1,020.55	1,013.95	13,197	2,110	13,381,043
						Total	**1,637,131**		**1,632,266,460**
				Volume Weighted Average Price			**997.03**		

Limited ☆ Gocrej 400 079

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

Company: Godrej Consumer Products Ltd.

Data for GODREJCP - ALL from 05-September-2014 to 08-December-2014

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	5-Sep-14	1,040.45	1,040.50	1,048.05	993.00	1,023.90	1,014.70	1,009.21	136,082	1,373.36	137,335,315
2	GODREJCP	EQ	8-Sep-14	1,014.70	1,010.00	1,090.00	1,010.00	1,085.00	1,079.25	1,072.49	175,618	1,883.49	188,348,549
3	GODREJCP	EQ	9-Sep-14	1,079.25	1,068.50	1,119.00	1,025.50	1,106.45	1,101.95	1,092.83	108,162	1,182.03	118,202,678
4	GODREJCP	EQ	10-Sep-14	1,101.95	1,096.45	1,096.45	1,049.10	1,050.00	1,053.45	1,062.32	94,404	1,002.87	100,287,257
5	GODREJCP	EQ	11-Sep-14	1,053.45	1,056.00	1,082.00	1,052.10	1,060.00	1,059.70	1,067.30	130,165	1,389.25	138,925,105
6	GODREJCP	EQ	12-Sep-14	1,059.70	1,047.85	1,078.00	1,020.10	1,034.95	1,027.90	1,038.73	82,145	853.27	85,326,476
7	GODREJCP	EQ	15-Sep-14	1,027.90	1,030.00	1,038.00	1,005.20	1,008.00	1,008.75	1,013.47	101,333	1,026.98	102,697,956
8	GODREJCP	EQ	16-Sep-14	1,008.75	1,010.10	1,038.00	1,000.00	1,000.00	1,009.25	1,020.04	93,787	956.66	95,666,491
9	GODREJCP	EQ	17-Sep-14	1,009.25	1,011.00	1,036.65	1,011.00	1,026.00	1,027.35	1,026.77	112,052	1,150.52	115,051,632
10	GODREJCP	EQ	18-Sep-14	1,027.35	1,023.00	1,034.00	1,003.60	1,022.65	1,025.95	1,023.68	115,997	1,187.44	118,743,809
11	GODREJCP	EQ	19-Sep-14	1,025.95	1,016.00	1,035.00	1,010.35	1,025.00	1,024.85	1,025.59	171,317	1,757.00	175,701,002
12	GODREJCP	EQ	22-Sep-14	1,024.85	1,015.00	1,027.90	1,006.55	1,023.00	1,024.85	1,013.31	108,236	1,096.77	109,676,621
13	GODREJCP	EQ	23-Sep-14	1,024.85	1,037.90	1,045.00	992.70	1,001.00	1,001.20	1,009.76	96,501	974.43	97,442,850
14	GODREJCP	EQ	24-Sep-14	1,001.20	1,001.00	1,026.95	1,001.00	1,024.00	1,024.15	1,019.52	101,459	1,034.39	103,439,480
15	GODREJCP	EQ	25-Sep-14	1,024.15	1,021.00	1,026.00	967.40	991.00	988.65	1,000.34	165,619	1,656.76	165,675,310
16	GODREJCP	EQ	26-Sep-14	988.65	988.65	1,037.60	973.80	1,010.00	1,017.45	1,014.18	118,827	1,205.12	120,511,967
17	GODREJCP	EQ	29-Sep-14	1,017.45	1,018.20	1,024.95	1,004.00	1,004.00	1,010.30	1,010.58	86,594	875.10	87,510,165
18	GODREJCP	EQ	30-Sep-14	1,010.30	1,007.00	1,019.45	972.05	977.80	988.60	999.86	140,922	1,409.03	140,902,271
19	GODREJCP	EQ	1-Oct-14	988.60	990.00	1,033.80	975.00	993.50	990.55	993.92	129,573	1,287.85	128,785,196
20	GODREJCP	EQ	7-Oct-14	990.55	1,009.70	1,044.80	980.00	990.50	997.80	1,006.09	231,709	2,331.20	233,120,108
21	GODREJCP	EQ	8-Oct-14	997.80	994.00	1,015.00	946.05	956.00	980.50	989.26	195,497	1,933.97	193,397,362
22	GODREJCP	EQ	9-Oct-14	980.50	970.00	999.90	960.75	994.00	994.15	991.09	129,684	1,285.28	128,528,516
23	GODREJCP	EQ	10-Oct-14	994.15	995.00	1,000.90	950.00	980.50	980.10	970.80	78,622	763.27	76,326,238
24	GODREJCP	EQ	13-Oct-14	980.10	976.00	976.00	938.20	943.65	943.00	950.32	91,073	865.49	86,548,493
25	GODREJCP	EQ	14-Oct-14	943.00	945.00	974.00	943.00	956.00	954.10	961.04	66,343	637.58	63,758,277
26	GODREJCP	EQ	16-Oct-14	954.10	947.55	951.40	862.05	887.85	888.10	912.00	162,468	1,481.70	148,170,816
27	GODREJCP	EQ	17-Oct-14	888.10	891.00	914.80	890.00	905.00	906.10	907.59	136,084	1,235.08	123,508,478
28	GODREJCP	EQ	20-Oct-14	906.10	909.00	934.20	903.00	926.00	928.15	927.45	199,600	1,851.19	185,119,020
29	GODREJCP	EQ	21-Oct-14	928.15	925.00	943.00	925.00	939.00	937.45	937.89	40,619	380.96	38,096,154
30	GODREJCP	EQ	22-Oct-14	937.45	941.00	947.05	930.75	938.00	938.95	938.23	50,386	472.74	47,273,657
31	GODREJCP	EQ	23-Oct-14	938.95	944.00	950.00	942.05	948.30	947.95	946.80	8,787	83.20	8,319,532
32	GODREJCP	EQ	27-Oct-14	947.95	943.30	946.60	907.00	912.00	914.25	918.89	86,619	795.93	79,593,333
33	GODREJCP	EQ	28-Oct-14	914.25	911.00	926.00	910.50	924.70	922.40	921.26	34,315	316.13	31,613,037
34	GODREJCP	EQ	29-Oct-14	922.40	925.00	956.40	925.00	940.00	940.10	940.19	311,117	2,925.09	292,509,092
35	GODREJCP	EQ	30-Oct-14	940.10	937.00	975.00	937.00	959.00	969.30	963.27	198,378	1,910.92	191,091,576
36	GODREJCP	EQ	31-Oct-14	969.30	966.00	975.00	945.45	962.00	969.85	966.67	196,281	1,897.39	189,738,954
37	GODREJCP	EQ	3-Nov-14	969.85	978.90	995.00	940.00	950.45	953.00	966.82	181,080	1,750.71	175,071,766
38	GODREJCP	EQ	5-Nov-14	953.00	955.00	955.00	931.15	935.20	941.75	943.09	224,071	2,113.20	211,319,119
39	GODREJCP	EQ	7-Nov-14	941.75	935.10	935.10	921.15	925.00	925.90	925.89	131,826	1,220.57	122,056,375
40	GODREJCP	EQ	10-Nov-14	925.90	925.00	945.00	925.00	945.00	937.95	938.35	197,995	1,857.88	185,788,608
41	GODREJCP	EQ	11-Nov-14	937.95	941.50	965.00	935.15	960.05	960.35	958.11	88,751	850.33	85,033,221
42	GODREJCP	EQ	12-Nov-14	960.35	963.35	977.55	963.30	965.50	969.70	971.36	70,289	682.76	68,275,923
43	GODREJCP	EQ	13-Nov-14	969.70	972.05	980.00	952.60	969.00	973.35	970.82	246,113	2,389.31	238,931,423
44	GODREJCP	EQ	14-Nov-14	973.35	973.00	981.95	969.95	980.00	978.70	978.31	140,360	1,373.16	137,315,592
45	GODREJCP	EQ	17-Nov-14	978.70	982.00	990.00	973.95	980.10	982.60	980.51	128,903	1,263.91	126,390,681
46	GODREJCP	EQ	18-Nov-14	982.60	980.25	993.95	978.00	980.60	980.55	982.79	183,055	1,799.05	179,904,623
47	GODREJCP	EQ	19-Nov-14	980.55	977.00	984.10	960.55	963.00	963.20	975.50	83,165	811.27	81,127,458
48	GODREJCP	EQ	20-Nov-14	963.20	964.40	976.70	960.00	966.35	965.90	965.44	257,997	2,490.82	249,080,624
49	GODREJCP	EQ	21-Nov-14	965.90	961.00	965.90	950.20	965.00	959.25	958.55	93,177	893.15	89,314,813
50	GODREJCP	EQ	24-Nov-14	959.25	954.05	979.00	954.05	977.00	977.00	970.01	171,662	1,665.15	166,513,857
51	GODREJCP	EQ	25-Nov-14	977.00	975.00	997.00	966.05	985.00	984.10	981.05	231,792	2,274.00	227,399,542
52	GODREJCP	EQ	26-Nov-14	984.10	984.10	984.10	952.40	955.85	961.00	964.34	56,622	546.03	54,602,859
53	GODREJCP	EQ	27-Nov-14	961.00	960.95	980.00	956.45	976.50	972.50	974.20	71,848	699.94	69,994,322
54	GODREJCP	EQ	28-Nov-14	972.50	969.50	984.10	946.85	953.00	954.40	961.94	160,521	1,544.11	154,411,571
55	GODREJCP	EQ	1-Dec-14	954.40	951.50	979.00	946.85	969.00	972.70	970.78	125,230	1,215.71	121,570,779
56	GODREJCP	EQ	2-Dec-14	972.70	972.70	979.00	948.95	969.00	969.95	967.27	54,802	530.08	53,008,331
57	GODREJCP	EQ	3-Dec-14	969.95	969.95	979.00	960.00	967.50	967.05	967.00	429,449	4,152.79	415,277,183
58	GODREJCP	EQ	4-Dec-14	967.05	970.00	977.70	961.00	961.50	969.25	969.89	35,407	343.41	34,340,895
59	GODREJCP	EQ	5-Dec-14	969.25	971.95	1,018.00	971.80	1,004.00	1,001.65	999.69	206,948	2,068.83	206,883,846
60	GODREJCP	EQ	8-Dec-14	1,001.65	1,010.00	1,024.00	997.10	1,014.00	1,015.45	1,010.46	227,500	2,298.79	229,879,650
										Total	8,284,938		8,130,435,830
						Volume Weighted Average Price			981.35				

