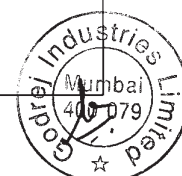


Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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	<ul style="list-style-type: none"> 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, between the period August 13, 2013 to August 30, 2013
	c. Number of shares to be acquired from each person mentioned in 4(a) above	<ul style="list-style-type: none"> i. Ms. T. A .Dubash upto 86,666 equity shares ii. Ms. N. A. Godrej upto 86,667 equity shares iii. Mr. P. A. Godrej upto 86,667 equity shares iv. Mr. N. B. Godrej upto 2,60,000 equity shares v. Mr. N. J. Godrej upto 1,30,000 equity shares vi. Ms. R. J. Godrej upto 1,30,000 equity shares vii. Ms. F. V. Crishna upto 1,30,000 equity shares viii. Ms. N. V. Crishna upto 1,30,000 equity shares and ix. Mr. R. K. Naoroji upto 2,60,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	Upto 0.38%
	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. 1,052.62 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. 842.10 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.

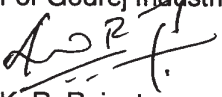


11	Shareholding details	Before the proposed transactions (as on 02-Aug-2013)		After the proposed transactions	
		No. of shares/ voting rights	% w.r.t. total share capital of TC	No. of shares/ voting rights	% w.r.t. total share capital of TC
	a. Acquirer(s) and PACs (other than sellers(*))				
	Godrej Industries Ltd.	7,36,59,620	21.64%	7,49,59,620	22.02%
	Godrej & Boyce Mfg. Co. Ltd.	12,35,61,815	36.30%	12,35,61,815	36.30%
	Mr. A. B. Godrej	500	0.00%	500	0.00%
	Ms. P. A. Godrej	4	0.00%	4	0.00%
	Ms. R. N. Godrej	10,28,728	0.30%	10,28,728	0.30%
	Mr. H. N. Godrej	10,28,728	0.30%	10,28,728	0.30%
	Total (a)	19,92,79,395	58.55%	20,05,79,395	58.93%
	b. Seller(s)				
	Ms. T. A. Dubash	12,19,054	0.36%	11,32,388	0.33%
	Ms. N. A. Godrej	12,19,061	0.36%	11,32,394	0.33%
	Mr. P. A. Godrej	12,19,075	0.36%	11,32,408	0.33%
	Mr. N. B. Godrej	16,00,178	0.47%	13,40,178	0.39%
	Mr. N. J. Godrej	18,28,809	0.54%	16,98,809	0.50%
	Mr. R. J. Godrej	18,28,808	0.54%	16,98,808	0.50%
	Ms. F. V. Crishna	18,34,090	0.54%	17,04,090	0.50%
	Ms. N. V. Crishna	18,34,088	0.54%	17,04,088	0.50%
	Mr. R. K. Naoroji	36,33,524	1.07%	33,73,524	0.99%
	Total (b)	1,62,16,687	4.76%	1,49,16,687	4.38%

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

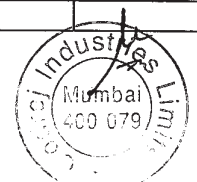


Place: Mumbai

Date: August 5, 2013

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

Data for GODREJCP - ALL from 13-May-2013 to 02-Aug-2013													
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	13-May-13	846.95	847.00	861.00	842.10	847.50	847.50	851.73	57,794	492.25	49,224,884
2	GODREJCP	EQ	14-May-13	847.50	842.25	856.75	841.05	850.45	851.85	848.81	60,123	510.33	51,033,004
3	GODREJCP	EQ	15-May-13	851.85	844.00	874.45	844.00	867.00	868.30	854.19	203,231	1,735.98	173,597,888
4	GODREJCP	EQ	16-May-13	868.30	869.00	888.00	869.00	879.00	883.80	880.08	115,105	1,013.02	101,301,608
5	GODREJCP	EQ	17-May-13	883.80	880.00	886.25	868.05	872.80	872.75	873.86	63,394	553.97	55,397,481
6	GODREJCP	EQ	20-May-13	872.75	875.00	875.00	843.00	849.65	847.10	854.32	45,991	392.91	39,291,031
7	GODREJCP	EQ	21-May-13	847.10	848.00	865.60	838.20	845.00	850.45	851.87	125,479	1,068.91	106,891,796
8	GODREJCP	EQ	22-May-13	850.45	856.00	856.00	833.00	836.00	837.70	838.10	85,008	712.45	71,245,205
9	GODREJCP	EQ	23-May-13	837.70	837.00	837.00	821.65	826.00	825.25	827.63	88,215	730.09	73,009,380
10	GODREJCP	EQ	24-May-13	825.25	835.00	835.00	819.00	824.50	824.20	824.11	88,685	730.86	73,086,195
11	GODREJCP	EQ	27-May-13	824.20	825.00	842.70	822.50	833.45	836.15	833.26	117,569	979.65	97,965,545
12	GODREJCP	EQ	28-May-13	836.15	829.05	840.00	822.05	833.20	825.65	829.32	341,720	2,833.94	283,395,230
13	GODREJCP	EQ	29-May-13	825.65	830.00	840.00	822.15	828.00	830.20	835.54	214,294	2,142.96	214,294,286
14	GODREJCP	EQ	30-May-13	830.20	822.00	860.00	821.00	831.70	833.20	848.04	298,809	2,534.02	253,401,984
15	GODREJCP	EQ	31-May-13	833.20	831.00	880.00	831.00	865.00	865.15	854.32	578,861	4,945.33	494,532,530
16	GODREJCP	EQ	03-Jun-13	865.15	862.00	902.80	855.00	866.00	873.80	885.36	258,639	2,289.88	228,988,625
17	GODREJCP	EQ	04-Jun-13	873.80	871.75	896.90	871.75	891.00	887.15	886.72	79,042	700.88	70,088,122
18	GODREJCP	EQ	05-Jun-13	887.15	896.70	896.70	870.15	886.50	885.10	882.17	82,396	726.88	72,687,279
19	GODREJCP	EQ	06-Jun-13	885.10	876.00	885.00	850.10	851.70	854.25	865.19	91,318	790.08	79,007,420
20	GODREJCP	EQ	07-Jun-13	854.25	857.90	874.90	844.65	862.60	864.85	858.60	135,538	1,163.73	116,372,927
21	GODREJCP	EQ	10-Jun-13	864.85	869.95	872.00	841.10	866.90	855.40	853.56	129,498	1,105.34	110,534,313
22	GODREJCP	EQ	11-Jun-13	855.40	852.05	860.00	826.00	833.00	833.60	841.66	98,208	826.58	82,657,745
23	GODREJCP	EQ	12-Jun-13	833.60	832.90	835.50	788.10	802.00	800.55	810.63	151,988	1,232.06	123,206,032
24	GODREJCP	EQ	13-Jun-13	800.55	800.00	800.05	760.60	768.10	777.70	776.86	295,085	2,292.38	229,239,733
25	GODREJCP	EQ	14-Jun-13	777.70	774.05	789.70	774.05	782.00	782.75	781.88	294,576	2,303.23	230,323,083
26	GODREJCP	EQ	17-Jun-13	782.75	777.00	827.80	777.00	817.00	819.45	814.95	175,331	1,428.87	142,885,998
27	GODREJCP	EQ	18-Jun-13	819.45	822.00	828.95	799.00	804.85	800.25	801.50	640,998	5,137.62	513,759,897
28	GODREJCP	EQ	19-Jun-13	800.25	798.00	807.00	785.15	792.25	793.00	794.02	99,456	789.70	78,970,053
29	GODREJCP	EQ	20-Jun-13	793.00	781.00	794.00	750.15	777.00	759.75	770.36	538,725	4,150.12	415,012,191
30	GODREJCP	EQ	21-Jun-13	759.75	763.85	804.80	763.85	796.60	798.35	793.67	148,360	1,177.48	117,748,881
31	GODREJCP	EQ	24-Jun-13	798.35	799.55	801.00	768.40	776.00	776.80	777.80	66,358	516.13	51,613,252
32	GODREJCP	EQ	25-Jun-13	776.80	776.80	789.45	762.35	768.00	771.40	780.01	214,917	1,676.37	167,637,409
33	GODREJCP	EQ	26-Jun-13	771.40	767.40	782.75	764.00	775.00	774.95	776.90	147,842	1,148.59	114,858,450
34	GODREJCP	EQ	27-Jun-13	774.95	777.65	798.00	777.65	785.20	788.90	790.07	293,483	2,318.71	231,872,114
35	GODREJCP	EQ	28-Jun-13	788.90	790.00	823.85	790.00	812.50	818.90	810.16	276,597	2,240.89	224,087,826
36	GODREJCP	EQ	01-Jul-13	818.90	824.00	840.00	815.00	839.00	839.85	835.02	162,395	1,356.03	135,603,073
37	GODREJCP	EQ	02-Jul-13	839.85	848.00	848.00	822.10	824.70	826.15	833.09	138,209	1,151.40	115,140,536
38	GODREJCP	EQ	03-Jul-13	826.15	825.95	825.95	796.20	811.95	809.35	811.98	83,975	681.86	68,186,021
39	GODREJCP	EQ	04-Jul-13	809.35	812.00	820.00	803.00	805.05	807.90	810.16	122,074	988.99	98,899,472
40	GODREJCP	EQ	05-Jul-13	807.90	810.40	827.35	807.20	810.00	811.75	813.98	57,932	471.56	47,155,489
41	GODREJCP	EQ	08-Jul-13	811.75	804.00	829.45	785.15	790.00	790.35	813.81	236,030	1,920.83	192,083,574
42	GODREJCP	EQ	09-Jul-13	790.35	786.00	800.50	780.55	794.00	794.80	793.12	277,623	2,201.88	220,188,354
43	GODREJCP	EQ	10-Jul-13	794.80	793.00	815.90	792.05	810.00	811.15	807.87	122,213	987.32	98,732,216
44	GODREJCP	EQ	11-Jul-13	811.15	810.00	850.00	807.00	841.90	844.20	828.64	195,869	1,623.05	162,304,888
45	GODREJCP	EQ	12-Jul-13	844.20	846.00	852.90	830.55	850.00	849.85	847.20	172,466	1,461.13	146,113,195
46	GODREJCP	EQ	15-Jul-13	849.85	854.90	874.25	840.00	871.05	869.90	841.90	1,895,607	15,959.04	1,595,911,533
47	GODREJCP	EQ	16-Jul-13	869.90	865.00	896.00	850.00	892.60	891.45	880.66	299,947	2,641.51	264,151,325
48	GODREJCP	EQ	17-Jul-13	891.45	891.00	931.40	871.95	909.00	898.95	898.81	387,422	3,482.19	348,218,768
49	GODREJCP	EQ	18-Jul-13	898.95	895.00	978.00	895.00	937.95	936.45	948.24	846,858	8,030.22	803,024,630
50	GODREJCP	EQ	19-Jul-13	936.45	937.50	965.00	912.30	954.00	950.80	941.57	282,540	2,660.31	266,031,188
51	GODREJCP	EQ	22-Jul-13	950.80	950.80	972.00	906.20	915.00	914.20	940.69	168,528	1,585.32	158,532,604
52	GODREJCP	EQ	23-Jul-13	914.20	915.00	923.00	888.40	912.00	909.60	908.70	254,315	2,310.97	231,096,041
53	GODREJCP	EQ	24-Jul-13	909.60	910.00	910.00	886.00	889.95	892.00	892.65	178,228	1,590.95	159,095,224
54	GODREJCP	EQ	25-Jul-13	892.00	895.00	895.00	876.30	886.75	886.85	886.35	59,346	526.01	52,601,327
55	GODREJCP	EQ	26-Jul-13	886.85	889.65	898.90	851.10	861.00	861.90	873.57	65,330	570.70	57,070,328
56	GODREJCP	EQ	29-Jul-13	861.90	853.50	889.00	826.00	845.20	847.95	844.63	168,858	1,426.22	142,622,533
57	GODREJCP	EQ	30-Jul-13	847.95	845.00	874.00	811.70	824.00	820.45	837.48	219,902	1,841.63	184,163,527
58	GODREJCP	EQ	31-Jul-13	820.45	814.50	838.05	787.55	800.00	797.60	815.21	553,844	4,515.00	451,499,167
59	GODREJCP	EQ	01-Aug-13	797.60	795.20	829.40	795.20	815.00	816.85	816.03	227,776	1,858.71	185,872,049
60	GODREJCP	EQ	02-Aug-13	816.85	819.00	874.95	819.00	870.50	861.90	843.86	126,592	1,068.26	106,825,925
										Total	14,048,692		11,830,342,386
Weighted Average Price										842.10			



Calculation of Volume-Weighted Average market Price

Weighted Average Share Price On				
Name of the company	NSE *	BSE	Closing market price as of 02.08.2013 (NSE)	25% above the weighted avg. on NSE *
Godrej Consumer Products Ltd.	842.10	846.28	861.90	1052.62

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

