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

E-Filing / Hand Delivery

September 21, 2015

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

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 Consumer Products Limited, BSE Scrip Code - 532424 and NSE Scrip ID (Symbol) - GODREJCP

Sub.: Report under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We attach herewith a report under Regulation 10(6) in respect to the acquisition of 6,60,000 equity shares of Godrej Consumer Products Limited made by the Company by way of *inter-se* transfer of shares.

You are requested to kindly take the same on record and acknowledge.

Thank you.

Yours faithfully
for Godrej Industries Ltd.

Godrej Industries Limited Mumbai 400 079

P. Ganesh
Chief Financial Officer &
Company Secretary

encl.: as above

Godrej

Disclosure under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited	
4	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Transferor: Godrej & Boyce Mfg. Co. Ltd. Date of Acquisition: September 21, 2015 No. of shares: Total 6,60,000 equity shares % of share capital: 0.194% Rationale: *Inter-se* transfer of shares amongst qualifying persons.	
5	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(iii)	
6	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes. The disclosure under Regulation 10(5) was made by the acquirer to BSE Limited and National Stock Exchange of India Limited within the timeline specified under the Regulations, i.e. at least four working days prior to the proposed acquisition. September 11, 2015	
7	**Details of acquisition**	**Disclosures required to be made under regulation 10(5)**	**Whether the disclosures under regulation 10(5) are actually made**
	a. Name of the transferor/seller	Godrej & Boyce Mfg. Co. Ltd.	Yes
	b. Date of acquisition	September 21, 2015	Yes. On September 11, 2015
	c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above.	Upto 8,00,000 equity shares, face value of Re.1/- each Actual: 6,60,000 equity shares, face value of Re.1/- each	Yes
	d. Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC.	Upto 0.235% of the share capital of TC. Actual: 0.194% of the share capital of TC.	Yes

Godrej Industries Limited Mumbai 400 079

7	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	e. Price at which shares are proposed to be acquired/actually acquired.	Market price prevailing on the proposed date of the acquisition, subject to the price not exceeding Rs.1,586.76 per equity share on any of the Stock Exchanges where the shares of the TC are traded. Actual: @ Rs.1,200.00 per equity share		Yes	
8	**Shareholding details**	**Pre-Transaction**		**Post-Transaction**	
		No. of shares held	% w.r.t. total share capital of TC	No. of shares held	% w.r.t. total share capital of TC
	a. Each Acquirer/ Transferee(*)				
	Godrej Industries Ltd.	8,02,77,620	23.574	8,09,37,620	23.768
	b. Each Seller/Transferor				
	Godrej & Boyce Mfg. Co. Ltd.	11,91,63,815	34.993	11,85,03,815	34.799

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,

P. Ganesh
Chief Financial Officer &
Company Secretary

Godrej Industries Limited Mumbai 400 079

Place: Mumbai
Date: September 21, 2015