

**Disclosure 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 Limited
2	Name of the acquirer(s)	Mr. R.K.Naoroji
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	Ms. F.V.Crishna Ms. N.V. Crishna
	b) Proposed date of acquisition	In tranches or otherwise, between the period 24 <sup>th</sup> September 2015 to 30 <sup>th</sup> September 2015
	c) Number of shares to be acquired from each person mentioned in 4(a) above	F.V.Crishna - upto 3,00,000 equity shares N.V. Crishna - upto 3,00,000 equity shares
	d) Total shares to be acquired as % of share capital of TC	Upto 0.18 % of the share capital of Godrej Consumer Products Limited, the target company
	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 1273.39 per share on any of the stock exchanges where the shares of the target company 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	(ii)
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.	1591.73 on the National Stock Exchange (WORKINGS 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.	I, R.K.Naoroji, the acquirer, hereby declare that the acquisition price of equity shares of Godrej Consumer Products Limited, the target company, 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)	I, R.K.Naoroji, the acquirer, hereby declare that F.V.Crishna and N.V. Crishna, the transferors and I, 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.	I, R.K.Naoroji, the acquirer, hereby declare that all the conditions specified under Regulation 10(1)(a) with respect to exemptions have been duly complied with.

*R.K.N.*

11	Shareholding details	Before the proposed transaction (as on 16.09.2015)		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)(*)				
	Mr. R.K.Naoroji	35,69,524	1.04%	41,69,524	1.22%
	Godrej and Boyce Mfg Co Ltd	11,91,63,815	34.99%	11,91,63,815	34.99%
	Godrej Industries Ltd	802,77,620	23.57%	802,77,620	23.57%
	# Other Godrej Family Members	96,40,945	2.83%	96,40,945	2.83%
	<b>TOTAL (a)</b>	<b>21,26,51,904</b>	<b>62.43%</b>	<b>21,32,51,904</b>	<b>62.61%</b>
	B) Seller (s)				
	Ms. F.V.Crishna	14,22,090	0.41%	11,22,090	0.32%
	Ms. N.V.Crishna	14,22,088	0.41%	11,22,088	0.32%
	<b>TOTAL (b)</b>	<b>28,44,178</b>	<b>0.82%</b>	<b>22,44,178</b>	<b>0.64%</b>

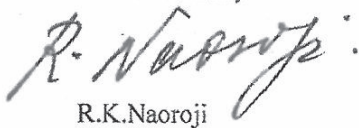
# Godrej Family Members include Mr. A.B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Mr. V. M. Crishna and their respective spouse, brothers, sisters and children.

**Paid up capital of Godrej Consumer Products Limited as on 16.09.2015 – 34,05,32,966 equity shares of Re. 1 each**

Note:

- (\*) Shareholding of each entity may 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.

Yours faithfully



R.K.Naoroji

Encl : A/a

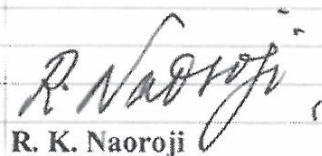
Date : 16<sup>th</sup> September, 2015

Place : Mumbai

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On			25% above the weighted avg. on NSE *
	NSE *	BSE	Closing market price as of 15.09.2015 (NSE)	
Godrej Consumer Products Ltd.	1273.39	1263.50	1258.35	1591.73

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

  
R. K. Naoroji



