

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.
	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 March 19, 2015 to March 31, 2015.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 10,50,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.308%
	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. 1,329.80 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. 1,063.84 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with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We Godrej Industries Ltd., the acquirer, hereby declare that Godrej & Boyce Mfg.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 05-Mar-2015)		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 <sup>(*)</sup> )				
	Godrej Industries Ltd.	7,94,80,620	23.346	8,03,50,620	23.602
	Godrej Family Members <sup>§</sup>	1,60,54,647	4.716	1,60,54,647	4.716
	<b>Total (a)</b>	9,55,35,267	28.062	9,64,05,267	28.318
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	11,99,60,815	35.237	11,90,90,815	34.981
	<b>Total (b)</b>	11,99,60,815	35.237	11,90,90,815	34.981

<sup>§</sup> Godrej Family Members include Mr. A. B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Ms. S. V. Crishna and their respective spouse, parents, brothers, sisters and children and Mr. R. K. Naorji.

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



encl.: as above

Place: Mumbai

Date: March 9, 2015

Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 05.03.2015 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Consumer Products Ltd.	1063.84	976.83	1204.95	1329.80

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

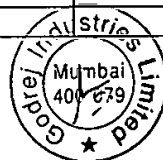


## Archives - Stock Prices

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

Period ( 10-December-2014 to 05-March-2015 )

Count	Date	Open Price	High Price	Low Price	Close Price	WAP	No. of Shares	No. of Trades	Total Turnover (Rs.)
						(a)	(b)		(a x b)
1	10-Dec-14	1,011.00	1,011.00	970.00	980.70	999.88	150,474	511	150,456,435
2	11-Dec-14	983.95	1,002.50	941.10	955.80	975.54	23,488	1,802	22,913,562
3	12-Dec-14	950.90	958.95	910.30	917.80	940.84	6,783	1,162	6,381,750
4	15-Dec-14	920.00	920.00	895.15	902.25	906.10	6,901	1,221	6,253,029
5	16-Dec-14	900.00	910.50	830.00	844.90	901.80	846,620	2,123	763,482,969
6	17-Dec-14	851.80	899.30	850.60	875.75	880.25	19,975	2,539	17,582,901
7	18-Dec-14	889.90	914.90	886.45	905.55	896.63	6,864	1,103	6,154,437
8	19-Dec-14	915.00	939.95	913.70	922.45	926.00	5,873	1,230	5,438,374
9	22-Dec-14	925.00	968.90	924.95	960.50	953.81	8,066	1,608	7,693,402
10	23-Dec-14	962.00	986.90	960.50	976.70	960.73	635,793	1,923	610,827,085
11	24-Dec-14	982.80	985.00	940.05	953.20	963.30	4,997	1,033	4,813,622
12	26-Dec-14	955.00	972.10	947.00	950.25	953.38	2,364	506	2,253,795
13	29-Dec-14	959.90	968.70	951.10	954.50	956.96	1,834	536	1,755,065
14	30-Dec-14	959.90	960.00	948.00	954.65	952.92	1,304	315	1,242,614
15	31-Dec-14	960.00	981.00	955.00	970.10	965.25	2,898	658	2,797,289
16	1-Jan-15	970.55	990.35	962.15	965.05	978.63	5,745	1,022	5,622,215
17	2-Jan-15	970.00	983.90	962.15	969.65	968.59	1,634	473	1,582,671
18	5-Jan-15	975.00	979.90	963.80	969.80	972.13	4,895	1,155	4,758,559
19	6-Jan-15	968.00	971.60	950.00	953.60	955.16	5,767	1,025	5,508,436
20	7-Jan-15	944.10	965.00	944.10	960.65	958.32	2,301	424	2,205,105
21	8-Jan-15	965.00	1,005.00	965.00	990.15	990.97	10,762	2,570	10,664,866
22	9-Jan-15	995.00	1,044.80	995.00	1,020.95	1,010.28	12,025	2,379	12,148,600
23	12-Jan-15	1,035.95	1,066.75	1,025.15	1,054.45	1,050.28	9,713	1,856	10,201,328
24	13-Jan-15	1,063.00	1,085.85	1,051.55	1,076.00	1,074.30	7,066	1,693	7,590,986
25	14-Jan-15	1,085.05	1,095.00	1,078.00	1,086.80	1,086.97	4,485	939	4,875,077
26	15-Jan-15	1,088.50	1,092.35	1,060.00	1,070.10	1,072.64	80,329	1,317	86,164,141
27	16-Jan-15	1,080.00	1,129.95	1,080.00	1,117.50	1,108.19	16,509	2,970	18,295,096
28	19-Jan-15	1,130.10	1,134.40	1,065.00	1,092.80	1,109.08	8,957	2,111	9,904,026
29	20-Jan-15	1,095.00	1,095.00	1,055.70	1,078.50	1,069.15	45,837	1,453	49,006,730
30	21-Jan-15	1,075.00	1,100.00	1,072.95	1,094.60	1,089.07	4,120	864	4,486,967
31	22-Jan-15	1,093.95	1,094.30	1,069.30	1,089.40	1,082.64	2,606	550	2,821,363
32	23-Jan-15	1,092.00	1,109.10	1,077.25	1,099.50	1,093.29	5,479	979	5,990,158
33	27-Jan-15	1,099.00	1,099.50	1,068.00	1,073.70	1,076.17	1,857	433	1,998,444
34	28-Jan-15	1,090.00	1,121.00	1,088.00	1,110.15	1,109.85	6,976	1,390	7,742,345
35	29-Jan-15	1,103.45	1,103.45	1,079.40	1,087.95	1,087.38	2,510	618	2,729,314
36	30-Jan-15	1,087.00	1,087.00	1,052.00	1,061.60	1,061.48	5,437	1,182	5,771,263
37	2-Feb-15	1,062.00	1,082.10	1,047.20	1,073.65	1,058.99	3,929	948	4,160,791
38	3-Feb-15	1,074.50	1,092.00	1,074.50	1,085.10	1,081.95	86,651	782	93,751,712
39	4-Feb-15	1,085.10	1,085.10	1,022.50	1,026.00	1,053.29	15,703	2,087	16,539,871
40	5-Feb-15	1,026.00	1,087.00	1,026.00	1,077.70	1,062.73	46,570	6,388	49,491,272
41	6-Feb-15	1,084.50	1,135.00	1,084.50	1,121.75	1,121.84	31,051	5,051	34,834,338
42	9-Feb-15	1,119.85	1,119.85	1,077.25	1,095.50	1,103.01	73,709	1,001	81,301,936
43	10-Feb-15	1,102.00	1,139.95	1,042.70	1,064.05	1,107.89	25,061	4,465	27,764,932
44	11-Feb-15	1,073.50	1,125.00	1,072.00	1,116.25	1,099.22	12,735	1,968	13,998,523
45	12-Feb-15	1,125.05	1,152.00	1,115.35	1,147.45	1,142.60	20,387	3,295	23,294,232
46	13-Feb-15	1,147.00	1,192.00	1,122.00	1,169.55	1,154.33	14,947	2,215	17,253,836
47	16-Feb-15	1,195.00	1,195.00	1,160.05	1,168.05	1,173.22	5,917	1,185	6,941,920
48	18-Feb-15	1,175.50	1,190.00	1,163.55	1,173.00	1,179.23	3,917	805	4,619,033
49	19-Feb-15	1,179.15	1,180.00	1,135.00	1,146.75	1,162.79	2,891	688	3,361,628
50	20-Feb-15	1,137.75	1,140.50	1,100.00	1,104.00	1,115.70	6,963	1,055	7,768,603
51	23-Feb-15	1,117.10	1,125.00	1,085.00	1,092.15	1,104.16	2,694	635	2,974,619
52	24-Feb-15	1,092.00	1,123.90	1,092.00	1,118.90	1,109.80	4,840	1,228	5,371,410
53	25-Feb-15	1,137.45	1,145.40	1,105.00	1,125.60	1,130.62	4,938	1,726	5,583,007
54	26-Feb-15	1,091.50	1,137.00	1,091.50	1,126.20	1,120.75	8,318	1,678	9,322,376
55	27-Feb-15	1,125.00	1,153.75	1,122.30	1,145.60	1,139.38	4,232	1,119	4,821,836
56	28-Feb-15	1,142.00	1,149.95	1,117.65	1,131.00	1,134.49	6,336	1,174	7,188,098
57	2-Mar-15	1,139.15	1,141.60	1,105.05	1,125.10	1,120.40	5,203	876	5,829,447
58	3-Mar-15	1,135.00	1,169.80	1,121.00	1,152.95	1,137.64	3,871	802	4,403,793
59	4-Mar-15	1,156.10	1,210.05	1,156.10	1,202.65	1,190.09	12,051	2,380	14,341,781
60	5-Mar-15	1,201.45	1,225.00	1,176.70	1,203.75	1,201.99	9,443	2,225	11,350,411
						Total	2,381,601		2,326,413,424
						Volume Weighted Average Price	976.83		



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

Data for GODREJCP - ALL from 10-December-2014 to 05-March-2015

Count	Symbol	Series	Date	Prev Close	Open Price	High Price	Low Price	Last Price	Close Price	Average Price	Total Traded	Turnover	Product	
										(a)	(b)	₹ Lacs		
										(a)	(b)	(a x b)		
1	GODREJCP	EQ	10-Dec-14	1,011.60	1,010.00	1,014.55	971.00	974.90	980.30	997.20	226,263.00	2,256.29	225,629,464	
2	GODREJCP	EQ	11-Dec-14	980.30	980.30	1,001.95	932.00	939.40	945.80	969.70	137,347.00	1,331.85	133,185,386	
3	GODREJCP	EQ	12-Dec-14	945.80	951.00	959.50	910.80	920.00	917.10	934.04	103,383.00	965.63	96,563,857	
4	GODREJCP	EQ	15-Dec-14	917.10	917.20	917.20	894.00	908.20	902.15	905.86	97,722.00	885.22	88,522,451	
5	GODREJCP	EQ	16-Dec-14	902.15	894.00	911.00	835.15	850.00	848.60	858.74	230,831.00	1,982.24	198,223,813	
6	GODREJCP	EQ	17-Dec-14	848.60	850.00	899.50	850.00	881.10	876.45	878.86	233,559.00	2,052.66	205,265,663	
7	GODREJCP	EQ	18-Dec-14	876.45	885.00	918.75	885.00	911.00	906.80	899.76	78,424.00	705.63	70,562,778	
8	GODREJCP	EQ	19-Dec-14	906.80	911.35	942.00	911.35	916.00	922.80	924.57	117,385.00	1,085.31	108,530,649	
9	GODREJCP	EQ	22-Dec-14	922.80	920.25	972.90	920.25	960.70	962.05	956.26	97,961.00	936.76	93,676,186	
10	GODREJCP	EQ	23-Dec-14	962.05	964.00	989.50	960.00	976.00	979.80	978.42	107,182.00	1,048.69	104,869,012	
11	GODREJCP	EQ	24-Dec-14	979.80	983.95	987.00	941.00	957.50	955.15	961.05	63,239.00	607.76	60,775,841	
12	GODREJCP	EQ	26-Dec-14	955.15	955.00	971.00	949.95	950.00	952.65	955.19	15,822.00	151.13	15,113,016	
13	GODREJCP	EQ	29-Dec-14	952.65	955.00	969.00	949.95	955.00	952.35	956.14	26,650.00	254.81	25,481,131	
14	GODREJCP	EQ	30-Dec-14	952.35	950.00	964.00	945.65	960.00	955.15	953.40	23,711.00	226.06	22,606,667	
15	GODREJCP	EQ	31-Dec-14	955.15	960.00	983.85	950.00	975.00	972.80	972.43	51,009.00	496.03	49,602,682	
16	GODREJCP	EQ	1-Jan-15	972.80	970.00	994.90	964.00	967.95	965.90	979.39	33,779.00	330.83	33,082,815	
17	GODREJCP	EQ	2-Jan-15	965.90	965.90	990.00	965.00	967.05	970.10	969.89	26,874.00	260.65	26,064,824	
18	GODREJCP	EQ	5-Jan-15	970.10	975.00	981.00	961.90	972.00	970.45	973.23	41,312.00	402.06	40,206,078	
19	GODREJCP	EQ	6-Jan-15	970.45	975.00	975.00	949.25	952.90	952.00	954.27	82,360.00	785.94	78,593,677	
20	GODREJCP	EQ	7-Jan-15	952.00	952.10	965.00	950.10	960.00	960.15	958.32	65,173.00	624.57	62,456,589	
21	GODREJCP	EQ	8-Jan-15	960.15	965.00	1,006.70	962.35	990.00	990.15	991.61	226,711.00	2,248.10	224,808,895	
22	GODREJCP	EQ	9-Jan-15	990.15	998.00	1,049.00	992.50	1,040.00	1,023.55	1,007.92	269,046.00	2,711.77	271,176,844	
23	GODREJCP	EQ	12-Jan-15	1,023.55	1,029.00	1,067.70	1,025.00	1,060.00	1,058.85	1,053.61	150,304.00	1,583.62	158,361,797	
24	GODREJCP	EQ	13-Jan-15	1,058.85	1,058.00	1,086.45	1,053.60	1,085.00	1,081.15	1,075.36	94,216.00	1,013.17	101,316,118	
25	GODREJCP	EQ	14-Jan-15	1,081.15	1,094.00	1,094.00	1,076.10	1,085.00	1,085.45	1,086.96	141,229.00	1,535.10	153,510,274	
26	GODREJCP	EQ	15-Jan-15	1,085.45	1,092.05	1,095.55	1,062.00	1,075.10	1,069.30	1,069.21	220,895.00	2,361.82	236,183,143	
27	GODREJCP	EQ	16-Jan-15	1,069.30	1,073.00	1,141.20	1,073.00	1,135.00	1,125.40	1,109.83	250,655.00	2,781.83	278,184,439	
28	GODREJCP	EQ	19-Jan-15	1,125.40	1,134.65	1,135.00	1,066.40	1,099.00	1,094.05	1,107.72	51,241.00	567.60	56,760,681	
29	GODREJCP	EQ	20-Jan-15	1,094.05	1,109.00	1,109.00	1,055.10	1,072.00	1,081.95	1,074.73	138,563.00	1,489.18	148,917,813	
30	GODREJCP	EQ	21-Jan-15	1,081.95	1,080.00	1,103.00	1,070.00	1,092.15	1,095.35	1,090.40	135,648.00	1,479.11	147,910,579	
31	GODREJCP	EQ	22-Jan-15	1,095.35	1,092.00	1,096.00	1,061.10	1,091.95	1,090.35	1,087.44	79,157.00	860.78	86,078,488	
32	GODREJCP	EQ	23-Jan-15	1,090.35	1,087.00	1,110.00	1,075.15	1,100.00	1,100.20	1,096.83	149,437.00	1,639.07	163,906,985	
33	GODREJCP	EQ	27-Jan-15	1,100.20	1,104.00	1,105.00	1,067.00	1,080.00	1,078.30	1,074.61	153,574.00	1,650.33	165,032,156	
34	GODREJCP	EQ	28-Jan-15	1,078.30	1,082.00	1,124.95	1,081.95	1,108.95	1,113.00	1,110.84	163,060.00	1,811.34	181,133,570	
35	GODREJCP	EQ	29-Jan-15	1,113.00	1,110.00	1,110.00	1,080.10	1,089.00	1,090.05	1,088.44	117,831.00	1,282.52	128,251,974	
36	GODREJCP	EQ	30-Jan-15	1,090.05	1,094.00	1,094.00	1,050.10	1,058.00	1,061.20	1,061.63	147,383.00	1,564.67	156,466,214	
37	GODREJCP	EQ	2-Feb-15	1,061.20	1,060.50	1,078.75	1,045.75	1,070.00	1,071.40	1,060.13	132,274.00	1,402.28	140,227,636	
38	GODREJCP	EQ	3-Feb-15	1,071.40	1,074.25	1,093.60	1,071.55	1,085.50	1,083.70	1,083.00	67,701.00	733.20	73,320,183	
39	GODREJCP	EQ	4-Feb-15	1,083.70	1,083.70	1,086.50	1,022.25	1,025.25	1,025.55	1,037.50	143,258.00	1,486.31	148,630,175	
40	GODREJCP	EQ	5-Feb-15	1,025.55	1,025.00	1,088.45	1,024.95	1,075.15	1,078.45	1,064.36	620,635.00	6,605.78	660,579,069	
41	GODREJCP	EQ	6-Feb-15	1,078.45	1,083.80	1,136.60	1,075.00	1,117.10	1,122.55	1,121.41	238,351.00	2,672.89	267,289,195	
42	GODREJCP	EQ	9-Feb-15	1,122.55	1,115.00	1,115.00	1,076.60	1,095.50	1,095.15	1,093.14	106,814.00	1,167.62	116,762,656	
43	GODREJCP	EQ	10-Feb-15	1,095.15	1,099.00	1,141.70	1,042.00	1,062.15	1,062.40	1,100.67	264,923.00	2,915.92	291,592,798	
44	GODREJCP	EQ	11-Feb-15	1,062.40	1,082.50	1,123.95	1,066.30	1,117.00	1,114.65	1,086.54	258,953.00	2,813.62	281,362,793	
45	GODREJCP	EQ	12-Feb-15	1,114.65	1,130.00	1,150.00	1,116.00	1,148.00	1,146.40	1,140.93	121,104.00	1,381.72	138,171,187	
46	GODREJCP	EQ	13-Feb-15	1,146.40	1,146.20	1,203.90	1,120.80	1,190.00	1,177.85	1,161.66	146,017.00	1,696.21	169,622,108	
47	GODREJCP	EQ	16-Feb-15	1,177.85	1,181.00	1,187.55	1,160.00	1,173.50	1,170.75	1,173.49	80,228.00	941.47	94,146,756	
48	GODREJCP	EQ	18-Feb-15	1,170.75	1,175.00	1,190.75	1,165.50	1,177.85	1,176.45	1,179.39	106,594.00	1,257.16	125,715,898	
49	GODREJCP	EQ	19-Feb-15	1,176.45	1,180.00	1,184.00	1,131.50	1,135.10	1,149.65	1,162.80	141,872.00	1,649.68	164,968,762	
50	GODREJCP	EQ	20-Feb-15	1,149.65	1,154.00	1,154.00	1,101.10	1,104.00	1,104.20	1,114.23	96,108.00	1,070.86	107,086,417	
51	GODREJCP	EQ	23-Feb-15	1,104.20	1,131.00	1,131.00	1,092.00	1,095.90	1,094.35	1,098.41	140,863.00	1,547.26	154,725,328	
52	GODREJCP	EQ	24-Feb-15	1,094.35	1,094.00	1,125.00	1,093.20	1,122.95	1,120.55	1,106.96	79,440.00	879.37	87,936,902	
53	GODREJCP	EQ	25-Feb-15	1,120.55	1,136.00	1,142.80	1,105.50	1,112.00	1,126.90	1,131.68	94,253.00	1,066.64	106,664,235	
54	GODREJCP	EQ	26-Feb-15	1,126.90	1,136.80	1,142.45	1,103.60	1,126.00	1,129.00	1,124.85	220,206.00	2,476.98	247,698,719	
55	GODREJCP	EQ	27-Feb-15	1,129.00	1,129.00	1,156.85	1,123.05	1,138.05	1,146.50	1,141.12	297,143.00	3,390.76	339,075,820	
56	GODREJCP	EQ	28-Feb-15	1,146.50	1,149.00	1,152.30	1,121.10	1,136.00	1,135.00	1,136.86	19,700.00	223.96	22,396,142	
57	GODREJCP	EQ	2-Mar-15	1,135.00	1,140.00	1,148.00	1,105.00	1,130.00	1,126.20	1,121.70	321,455.00	3,605.77	360,576,074	
58	GODREJCP	EQ	3-Mar-15	1,126.20	1,130.00	1,171.00	1,120.00	1,165.00	1,144.20	1,132.65	126,926.00	1,437.63	143,762,734	
59	GODREJCP	EQ	4-Mar-15	1,144.20	1,165.00	1,219.00	1,165.00	1,202.10	1,206.00	1,194.29	155,967.00	1,862.70	186,269,828	
60	GODREJCP	EQ	5-Mar-15	1,206.00	1,205.00	1,227.20	1,177.55	1,201.00	1,204.95	1,203.10	257,934.00	3,103.20	310,320,395	
										Total	8,587,655		9,135,913,758	
Volume Weighted Average Price										1063.84				

