

**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 September 22, 2014 to September 30, 2014.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	upto 5,50,000 equity shares
	d. Total shares to be acquired as % of share capital of TC	upto 0.162%
	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. 1,104.97 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. 1,027.90 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with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	We Godrej Industries Ltd., the acquirer, hereby declare that Godrej & Boyce Mfg.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 15-Sept-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.	7,75,29,620	22.773%	7,80,79,620	22.935%
	Godrej Family Members §	1,60,54,647	4.716%	1,60,54,647	4.716%
	<b>Total (a)</b>	<b>9,35,84,267</b>	<b>27.489%</b>	<b>9,41,34,267</b>	<b>27.651%</b>
	b. Seller(s)				
	Godrej & Boyce Mfg. Co. Ltd.	12,19,11,815	35.810%	12,13,61,815	35.648%
	<b>Total (b)</b>	<b>12,19,11,815</b>	<b>35.810%</b>	<b>12,13,61,815</b>	<b>35.648%</b>

§ Godrej Family Members include Mr. A. B. Godrej, Mr. J. N. Godrej, Mr. N. B. Godrej, Ms. S. V. Krishna 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

  
K. R. Rajput  
Company Secretary



encl.: as above

Place: Mumbai

Date: September 15, 2014

### Calculation of Volume-Weighted Average market Price

Name of the company	Weighted Average Share Price On		Closing market price as of 12.09.2014 (NSE)	25% above the weighted avg. on NSE *
	NSE *	BSE		
Godrej Consumer Products Ltd.	883.98	864.37	1027.90	1104.97

\* 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 ( 18-June-2014 to 12-September-2014 )**

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	18-Jun-14	815.00	821.80	802.00	806.90	814.22	7,107	1,094	5,786,648
2	19-Jun-14	819.15	819.15	800.00	810.40	809.24	4,824	718	3,903,769
3	20-Jun-14	815.00	819.00	791.00	805.05	809.95	509,954	1,178	413,038,263
4	23-Jun-14	808.00	815.00	802.60	809.55	808.41	4,423	510	3,575,588
5	24-Jun-14	811.90	813.75	802.35	803.80	808.38	3,703	491	2,993,423
6	25-Jun-14	801.00	813.00	799.00	809.65	808.59	5,098	639	4,122,213
7	26-Jun-14	808.00	812.50	795.00	798.90	801.46	3,525	628	2,825,137
8	27-Jun-14	799.00	827.00	799.00	820.25	810.01	5,627	1,203	4,557,927
9	30-Jun-14	830.00	969.70	817.15	824.30	832.67	14,675	1,736	12,219,382
10	1-Jul-14	824.00	824.00	810.00	811.80	814.17	3,126	504	2,545,100
11	2-Jul-14	808.45	820.00	807.15	810.05	812.47	6,103	865	4,958,505
12	3-Jul-14	810.00	813.00	804.00	807.20	809.43	1,671	253	1,352,554
13	4-Jul-14	815.00	815.00	804.00	808.60	810.07	4,155	583	3,365,845
14	7-Jul-14	809.90	819.00	805.00	815.25	813.01	7,583	969	6,165,090
15	8-Jul-14	816.30	825.90	790.00	803.15	815.65	9,576	1,308	7,810,617
16	9-Jul-14	802.00	811.00	800.00	802.55	804.23	5,067	739	4,075,017
17	10-Jul-14	806.00	827.00	790.00	806.00	803.42	8,971	1,213	7,207,446
18	11-Jul-14	810.00	813.55	800.00	801.80	807.64	3,624	490	2,926,891
19	14-Jul-14	807.00	811.15	795.00	807.65	802.67	6,846	894	5,495,057
20	15-Jul-14	810.00	819.00	806.00	809.10	815.36	5,756	980	4,693,188
21	16-Jul-14	813.00	813.85	801.10	806.85	808.75	2,224	395	1,798,659
22	17-Jul-14	807.05	810.35	800.00	804.60	806.64	2,165	328	1,746,368
23	18-Jul-14	807.45	808.50	799.30	801.65	803.91	3,477	542	2,795,203
24	21-Jul-14	797.50	812.00	797.50	802.15	805.75	6,895	529	5,555,648
25	22-Jul-14	803.30	834.90	802.15	831.85	826.10	12,782	1,389	10,559,238
26	23-Jul-14	840.00	844.00	821.00	826.95	832.22	9,068	1,256	7,546,573
27	24-Jul-14	830.00	852.80	828.70	837.70	840.74	6,630	1,207	5,574,139
28	25-Jul-14	840.00	859.00	837.55	855.05	848.21	11,910	1,406	10,102,219
29	28-Jul-14	860.00	872.65	800.25	861.90	837.30	49,850	5,713	41,739,490
30	30-Jul-14	859.90	861.45	821.00	846.70	838.34	9,864	1,437	8,269,401
31	31-Jul-14	830.00	857.00	830.00	841.55	836.31	11,335	1,284	9,479,619
32	1-Aug-14	835.00	857.25	830.00	839.15	845.29	6,281	1,303	5,309,287
33	4-Aug-14	840.45	851.45	833.00	845.55	844.83	6,640	926	5,609,651
34	5-Aug-14	840.25	849.00	833.00	837.35	838.09	6,192	742	5,189,442
35	6-Aug-14	840.00	891.65	840.00	874.65	874.71	52,015	4,100	45,498,030
36	7-Aug-14	874.70	895.00	871.00	873.95	879.65	15,238	1,768	13,404,065
37	8-Aug-14	870.00	871.70	849.00	866.05	860.80	6,098	925	5,249,137
38	11-Aug-14	867.10	877.00	858.60	867.90	869.14	4,299	694	3,736,412
39	12-Aug-14	873.70	876.10	865.35	874.10	872.23	3,447	484	3,006,588
40	13-Aug-14	875.00	892.00	870.15	878.65	878.61	7,791	1,422	6,845,214
41	14-Aug-14	887.00	893.00	862.00	888.10	879.86	7,278	1,356	6,403,616
42	18-Aug-14	893.05	893.45	880.10	883.35	888.04	7,555	1,170	6,709,162
43	19-Aug-14	889.00	919.00	889.00	914.85	911.22	17,230	2,110	15,700,344
44	20-Aug-14	919.00	936.00	916.00	931.55	931.66	10,991	1,430	10,239,857
45	21-Aug-14	936.00	960.00	935.00	954.70	950.22	13,992	1,957	13,295,422
46	22-Aug-14	956.75	976.80	923.80	928.45	953.99	5,910	1,311	5,638,092
47	25-Aug-14	932.00	935.00	900.00	903.10	910.37	4,646	796	4,229,596
48	26-Aug-14	924.70	960.15	897.45	937.75	936.07	7,799	1,358	7,300,424
49	27-Aug-14	945.00	974.35	940.00	962.45	954.50	12,298	1,512	11,738,394
50	28-Aug-14	973.85	1,000.00	942.15	985.95	976.95	8,514	1,600	8,317,758
51	1-Sep-14	983.00	1,005.50	983.00	999.35	997.33	6,850	1,254	6,831,719
52	2-Sep-14	1,005.00	1,007.65	987.90	1,003.65	998.79	5,321	894	5,314,573
53	3-Sep-14	1,010.00	1,095.05	1,010.00	1,077.25	1,069.28	37,697	5,253	40,308,621
54	4-Sep-14	1,074.00	1,077.45	1,028.65	1,037.75	1,058.59	14,825	1,419	15,693,658
55	5-Sep-14	1,045.00	1,045.00	995.55	1,015.50	1,010.20	6,023	1,183	6,084,421
56	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
57	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
58	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
59	11-Sep-14	1,060.00	1,082.25	1,053.00	1,057.20	1,065.78	4,078	852	4,346,237
60	12-Sep-14	1,060.45	1,073.25	1,022.05	1,026.75	1,035.98	4,389	958	4,546,910
						<b>Total</b>	<b>1,109,710</b>		<b>959,203,506</b>
						<b>Weighted Average Price</b>	<b>864.37</b>		

