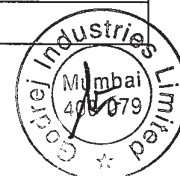


Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Godrej Consumer Products Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Godrej Industries Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and The National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	6,97,94,620	21.569%	21.569%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	<u>6,97,94,620</u>	<u>21.569%</u>	<u>21.569%</u>
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/ sold	72,35,000	2.161% #	2.161% #
b) VRs acquired /sold otherwise than by shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	--	--	--
d) Shares encumbered / invoked/released by the acquirer	--	--	--
e) Total (a+b+c+/-d)	<u>72,35,000</u>	<u>2.161% #</u>	<u>2.161% #</u>
# Adjusted for various corporate actions of Godrej Consumer Products Limited (Target Company)			



After the acquisition/-sale, holding of:			
a) Shares carrying voting rights	7,70,29,620	22.631% #	22.631% #
b) Share encumbered with the acquirer	--	--	--
c) VRs otherwise than by shares	--	--	--
d) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	--	--	--
e) Total (a+b+c+d)	<u>7,70,29,620</u>	<u>22.631% #</u>	<u>22.631% #</u>
# Adjusted for various corporate actions of Godrej Consumer Products Limited (Target Company)			
Mode of acquisition /-sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer		
Date of acquisition /-sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Total 72,35,000 equity shares of Re.1/- each by way of open market purchase on BSE Limited, details attached (Annexure 1).		
Equity share capital / total voting capital of the TC before the said acquisition /-sale	As per Annexure 1, attached		
Equity share capital/ total voting capital of the TC after the said acquisition /-sale	As per Annexure 1, attached		
Total diluted share/voting capital of the TC after the said acquisition	As per Annexure 1, attached		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Godrej Industries Limited


K. R. Rajput
Company Secretary



Encl.: As above

Place: Mumbai

Date: February 19, 2014

Annexure to disclosure under Reg.29(2), dated February 19, 2014

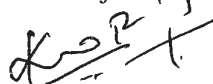
Name of the Company : Godrej Consumer Products Limited

Name of the Promoter Company : Godrej Industries Limited

Statement showing particulars of shares sold by the Promoter

Date	Quantity of equity shares purchased	Transaction price per equity share (₹)	Buy Value (₹ crore)	Paid up equity share capital of TC before & after acquisition and diluted share capital of TC after acquisition	% of paid up equity share capital of TC acquired
	(a)	(b)	(a x b)		
30-Sep-11	12,25,000	404.00	49.49	32,35,90,144	0.379%
21-Dec-11	9,70,000	392.00	38.02	32,35,90,144	0.300%
14-Sep-12	16,70,000	660.00	110.22	34,03,26,031	0.491%
13-Aug-13	12,00,000	862.00	103.44	34,03,74,892	0.353%
13-Nov-13	10,20,000	852.00	86.90	34,03,78,310	0.300%
18-Feb-14	11,50,000	749.80	86.23	34,03,78,310	0.338%
TOTAL	72,35,000		474.30		2.161%

for Godrej Industries Limited



K. R. Rajput
Company Secretary

