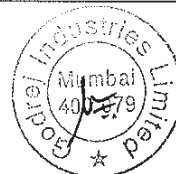


Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 infrequently 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*)				
	Godrej Industries Ltd.	7,94,80,620	23.346	8,03,50,620	23.602
	Godrej Family Members [§]	1,60,54,647	4.716	1,60,54,647	4.716
	Total (a)	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
	Total (b)	11,99,60,815	35.237	11,90,90,815	34.981

[§] 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. Naoraji.

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.*



**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)	₹ Lacs	(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	22,606,067
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		

