

P Ganesh

24 March 2015

BSE Limited

Corporate Relations Department, 1st Floor, P J Towers, Dalal Street, Mumbai 400 001.

The National Stock Exchange of India Ltd


Exchange Plaza, 4th Floor, Bandra-Kurla Complex, Mumbai-400 050.

Godrej Consumer Products Limited, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079.

Dear Sir,

Sub.: Disclosure regarding change in my shareholding

Pursuant to Regulation 13(4) of the SEBI (Prohibition of Insider Trading) Regulations, 1992, I give below the details of change in my shareholding in Godrej Consumer Products Limited (a listed company of which I am the Company Secretary)

| FORM D | | |
|--|---|----------------------|
| Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 | | |
| [Regulations 13(4)] | | |
| Regulation 13(4) – Details of change in shareholding of Director or Officer of Listed Company | | |
| Name, PAN No and address of Director/Officer | P Ganesh K-55, Palm Acres CHS, Mahatma Phule Road, Mulund (E), Mumbai 400 081. PAN: ALFPP9991D | |
| No. & % of shares / voting rights held by the Director/Officer | 7683 equity shares of Godrej Consumer Products Ltd. representing 0.002% of voting rights | |
| Date of receipt of allotment advice / acquisition/ sale of shares/voting rights | 20 March 2015 | |
| Date of intimation to company | 24 March 2015 | |
| Mode of acquisition-(market purchase/ public/ rights/ preferential offer etc.) | Exercise of grants under the Employee Stock Grant Scheme 2011 of Godrej Consumer Products Limited | |
| No. & % of shares post acquisition / voting rights sale | 10,262 0.003% of voting rights | |
| Trading member through whom the trade was executed with SEBI Registration No. of the Trading Member | Not Applicable since the shares were allotted pursuant to the Employee Stock Grant scheme of Godrej Consumer Products Ltd | |
| Exchange on which the trade was executed | Not Applicable since the shares were allotted pursuant to the Employee Stock Grant scheme of Godrej Consumer Products Ltd | |
| | No. of Shares | Amount in Rs. |
| Buy quantity/ Buy Value | 2,579 i.e 0.001% | 2,579.00 |
| Sell Quantity/ Sell Value | Nil i.e Nil % | |
| |  P Ganesh | |
| Note: | | |
| i) Pre Acquisition percentage holdings are calculated with reference to the paid up capital of equity shares of Re. 1 each post the allotment of shares to various employees under GCPL ESGS Scheme 2011 | 34,04,44,322 | |
| ii) Post Acquisition percentage holdings are calculated with reference to the paid up capital of equity shares of Re. 1 each post the allotment of shares to various employees under GCPL ESGS Scheme 2011 | 34,04,46,901 | |