Godrej Consumer Products Ltd.
Regd. Office : Pirojshanagar,
Eastern Express Highway,
Vikhroli (E), Mumbai 400 079. India
Tel. : +91-22-2518 8010/8020/8030
Fax: +91-22-2518 8040/8065/8069
Website : www.godrejcp.com

February 26, 2014

BSE Limited **Scrip Code : 532424**
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

The National Stock Exchange of India Ltd
Exchange Plaza, 4th Floor, Bandra-Kurla Complex,
Mumbai 400 050

Dear Sir,

Sub: **Disclosure under Regulation 13(6) of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

We have received on February 26, 2014, disclosure under Regulation 13(4) of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 dated 24th February, 2014 from Mr. A. Mahendran, Director of the Company, in respect of sale of 9797 shares in the Company on 12th February, 2014.

Pursuant to regulation 13 (6) of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, the said disclosure is enclosed herewith.

Kindly take note of the same.

Thanking you,

For Godrej Consumer Products Limited

R. Shivshankar
Manager (Finance)

Encl: as above

Godrej

A Mahendran

Date: 24 February 2014

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

The Compliance Officer
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 in which I am a Director)

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
Regulations 13(4), 13(4A) and 13(6)]
Details of change in shareholding of Director or Officer of Listed Company

Name, PAN No and address of Director~~/Officer~~	A Mahendran Flat No 5, Godrej Bayview,A G Khan Road Worli Sea Face,Mumbai 400 030 **PAN: AAHPM4357R**	
No. & % of shares / voting rights held by the Director~~/Officer~~	**5,31,141** equity shares of Godrej Consumer Products Limited representing **0.156%** of the voting rights	
Date of Sale	Wednesday, February 12, 2014	
Date of intimation to company	Monday, February 24, 2014	
Mode of Sale	Market Sale	
No. & % of shares post sale	**5,21,344** shares i.e 0.153%	
Trading member through whom the trade was executed with SEBI Registration No. of the Trading Member	Aditya Birla Money Limited SEBI Regn INB011347037	
Exchange on which the trade was executed	National Stock Exchange of India Ltd	
	No. of Shares	**Value**
Buy Quantity/Buy Value	Nil	Nil
Sell Quantity/Sell Value	9,797 i.e 0.003%	₹ 716.58 per share

A Mahendran

Note:
Percentage holdings are calculated with reference to the paid up capital of **34,03,78,310** equity shares of Re.1 each as on date

cc- Compliance Officer-Godrej Consumer Products Ltd- Please treat this as disclosure also under Sec 308 of the Companies Act, 1956.