Godrej Consumer Products Ltd.
Regd. Office : Pirojshanagar,
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Vikhroli (E), Mumbai 400 079. India
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Fax: +91-22-2518 8040/8065/8069
Website : www.godrejcp.com
CIN : L24246MH2000PLC129806

June 1, 2015

BSE Ltd
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: Codes of Fair Disclosure and Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulation")

The stock exchanges are hereby informed that the Board of Directors have formulated and approved the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" and "Code of Conduct" to regulate, monitor and report trading by insider as required under SEBI(Prohibition of Insider trading Regulations), 2015.

A copy of the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" is enclosed. The same has also been placed on the website of the Company.

The above communication is in compliance with the applicable clauses of the Regulations.

Yours faithfully
For Godrej Consumer Products Limited

V Srinivasan
CFO & Company Secretary

GODREJ CONSUMER PRODUCTS LTD. MUMBAI 400 079

Godrej

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

Background

The SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, *Godrej Consumer Products Limited ("**GCPL**") has laid down the following code:*

Chief Investor Relations Officer to oversee and coordinate disclosures:

1. The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI.

2. The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating GCPL's staff on disclosure policies and procedure.

3. All UPSI is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within GCPL who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

Prompt disclosure of unpublished price sensitive information:

4. GCPL will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the listing agreement.

5. To ensure that the information is disseminated in a uniform manner, GCPL will transmit the information to all the stock exchanges at the same time.

Disclosure with reference to Analysts/ Media:

6. All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.

7. Transcript of the meetings/concalls with Analysts shall be furnished to the stock exchanges and then posted on GCPL's website.

Responding to Market Rumors:

8. Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team and any other spokesperson shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.