

**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 or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company.**

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/Officer.	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer.	Date of receipt of allotment/ advice/ acquisition + sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer, etc./sale)	No. & % of shares/voting rights post acquisition/post sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
<b>GODREJ &amp; BOYCE MFG. CO. LTD.</b>  AAACG1395D  Pirojshanagar, Vikhroli, Mumbai 400079	12,05,86,815 equity shares of Re. 1 each  35.42% of the paid up capital of Godrej Consumer Products Limited, the target company	23/12/2014	24/12/2014	Market Sale - Inter se transfer of shares amongst qualifying persons	11,99,60,815 equity shares  35.24% of the Paid up capital of Godrej Consumer Products Limited	<b>B. D. SHROFF SECURITIES PVT. LTD</b>  REG NO: INB010983934	<b>BOMBAY STOCK EXCHANGE</b>	N.A.	N.A.	6,26,000 equity shares of Re. 1 each	Rs. 960.50 per equity share

Note : The paid up capital of Godrej Consumer Products Ltd. as on 23.12.2014 is 34,04,43,706 equity shares of Re. 1 each.



For Godrej & Boyce Mfg. Co. Ltd.

*(Signature)*  
P. E. Fozdar  
Executive Vice President (Corporate Affairs)  
& Company Secretary