

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

September 7, 2012

BSE Limited

Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

Scrip Code : 532424

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

Pursuant to the above regulations, we wish to inform you that the following promoter/directors have made disclosures to the Company on September 5th/6th, 2012 regarding shares sold by them/their relatives in the open market on September 4, 2012

	Name of Director	Number of shares sold
1	Mr. A B Godrej (shares sold by his relative viz Mr. Pirojsha Godrej)	22708
2	Ms Tanya Dubash	22708
3	Ms. Nisaba Godrej	22708
4	Mr Jamshyd Godrej (shares sold by his relative Ms. Pheroza Jamshyd Godrej)	4893
5	Mr Jamshyd Godrej (shares sold by his relative Mr. Navroze Jamshyd Godrej)	31617
6	Mr Jamshyd Godrej (shares sold by his relative Ms. Raika Jamshyd Godrej)	31617
7	Mr Jamshyd Godrej (shares sold by his relative Ms Smita Vijay Crishna)	34063
8	Mr Jamshyd Godrej (shares sold by his relative Mr Vijay Mohan Crishna)	34063
9	Mr Jamshyd Godrej (shares sold as Joint holder where first named holder is Mr Rishad Kaikhushru Naoroji, another promoter)	41093
10	Mr Nadir Godrej	68126

The said disclosures are enclosed herewith.

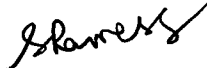
We wish to inform you that before the above sale, the total promoter holding was 217,701,174 equity shares of face value Re. 1 each (which constituted 63.968% of the paid up capital of the Company.

Subsequent to the above sale aggregating 313,596 shares (0.092% of the paid up capital of the company), the total promoter holding stands at 217,387,578 equity shares of face value Re.1 each (which constitutes 63.876% of the paid up capital of the Company)

Kindly take note of the above and acknowledge receipt.

Thanking you,

For Godrej Consumer Products Limited


Ramesh Iyer
Dy. Company Secretary



Encl: as above

•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, Designated Person or Officer of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Adi B.Godrej (Director and relative of Mr Pirojsha Adi Godrej, the seller)	13,71,011 equity shares of Re.1 each constituting 0.40% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	13,48,303 equity shares of Re.1 each constituting 0.40% of the paid up share capital of GCPL
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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	22,708 equity shares	Rs.687.03 per equity share



•FORM D

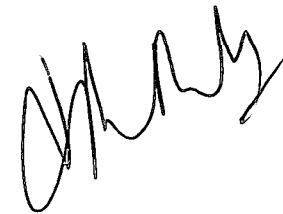
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

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Regulation 13 (4) – Details of change in shareholding of Director, ~~Designated Person or Officer~~ of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Ms. Tanya A. Dubash (Director, the seller)	13,70,990 equity shares of Re.1 each constituting 0.40% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	13,48,282 equity shares of Re.1 each constituting 0.40% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	22,708 equity shares	Rs.687.06 per equity share



•FORM D

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Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Nisaba Godrej (Director, the seller)	13,70,999 equity shares of Re.1 each constituting 0.40% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	13,48,291 equity shares of Re.1 each constituting 0.40% of the paid up share capital of GCPL
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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	22,708 equity shares	Rs.687 per equity share



Signature

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**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, Designated Person or Officer of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Jamshyd N.Godrej (Director and relative of Mrs.Pheroza Jamshyd Godrej, the seller)	15,604 equity shares of Re.1 each constituting 0.00% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	10,711 equity shares of Re.1 each constituting 0.00% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	4,893 equity shares	Rs. 687.10 per equity share

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Godrej

•FORM D

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[Regulations 13(4)]**

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Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr. Jamshyd N. Godrej (Director and relative of Mr. Navroze Jamshyd Godrej, the seller)	20,48,736 equity shares of Re.1 each constituting 0.60% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	20,17,119 equity shares of Re.1 each constituting 0.59% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	31,617 equity shares	Rs.687 per equity share

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Jamshyd

•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, Designated Person or Officer of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr. Jamshyd N. Godrej (Director and relative of Ms. Raika Jamshyd Godrej, the seller)	20,48,736 equity shares of Re.1 each constituting 0.60% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	20,17,119 equity shares of Re.1 each constituting 0.59% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	31,617 equity shares	Rs.687 per equity share

(x)

Jamshyd

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Regulation 13 (4) – Details of change in shareholding of Director, Designated Person or Officer of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Jamshyd N.Godrej (Director and relative of Mr.Vijay Mohan Crishna, the seller)	1,46,800 equity shares of Re.1 each constituting 0.04% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	1,12,737 equity shares of Re.1 each constituting 0.03% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	34,063 equity shares	Rs.687 per equity share

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Godrej

•FORM D

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Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Jamshyd N.Godrej (Director and relative of Mrs.Smita Vijay Crishna, the seller)	1,46,800 equity shares of Re.1 each constituting 0.04% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	1,12,737 equity shares of Re.1 each constituting 0.03% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	34,063 equity shares	Rs.687 per equity share

(x)

Godrej

• 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, Designated Person or Officer of a Listed Company and his dependents

Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer/ Joint Shareholder	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Jamshyd N.Godrej (Director and joint holder with Mr.Rishad Kaikhushru Naoraji, the seller)	40,26,875 equity shares of Re.1 each constituting 1.18% of the paid up share capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	39,85,782 equity shares of Re.1 each constituting 1.17% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange	--	--	41.093 equity shares	Rs. 687 per equity share

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Jamshyd N. Godrej

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Name & Address of Director/ Relative/Officer	No. & % of shares/ voting rights held by the Director/ Relative/Officer	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ post-acquisition/ voting rights sale
Mr.Nadir B.Godrej Director, the seller	20,55,744 equity shares of Re.1 each constituting 0.60% of the paid up capital of GCPL	Sale of equity shares on 4 th September, 2012	5 th September, 2012	Market Sale	19,87,618 equity shares of Re.1 each constituting 0.58% of the paid up share capital of GCPL

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
Kotak Securities Ltd. INB 230808130	The National Stock Exchange			68,126 equity shares	Rs.687.09 per equity share

N. Godrej