

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

December 22, 2011

The Bombay Stock Exchange Limited
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers, Dalal Street,
Mumbai 400 023.

Scrip Code : 532424
Fax Nos: 22723121/ 22722037 /
22722041/ 22722061/22722039 /2272
3719

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

Fax Nos: 26598237/38

Dear Sir,

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

We have received on December 21, 2011, an intimation from one of our Promoter group company viz. Godrej Industries Ltd informing us that, on December 21, 2011, they have acquired 9,70,000 equity shares of the Company (constituting 0.30% of the paid up capital of the Company) by way of inter se transfer of shares amongst qualifying persons.

We have also received on December 22, 2011, an intimation from another of our promoter company viz. Godrej & Boyce Mfg Co Ltd, informing us that, on December 21, 2011, they have sold 9,70,000 equity shares of the Company (constituting 0.30% of the paid up capital of the Company) by way of inter se transfer of shares amongst qualifying persons.

The disclosures so received in Form D are enclosed herewith. This communication is in compliance of Regulation 13(6) of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

We wish to inform you that there is no change in overall promoter shareholding as a result of the above transaction and it continues to stand at 67.28% subsequent to the above transaction.

Yours faithfully

For Godrej Consumer Products Limited

P Ganesh
P Ganesh
Executive Vice President (Finance & Commercial)
& Company Secretary



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 dependants 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/ sale
1	2	3	4	5	6
Name : Godrej Industries Limited, one of the promoter company of Godrej Consumer Products Limited (GCPL) PAN No.: AAACG2953R Address: Pirojshanagar, Eastern Express Highway, Vikhroli – East, Mumbai 400 079.	7,10,19,620 21.947%	On December 21, 2011	On December 21, 2011	Market Purchase (Inter-se transfer of shares amongst qualifying persons)	7,19,89,620 22.247%



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
7	8	9	10	11	12
Trades were executed by trading member B. D. Shroff Securities Private Limited Trading Members SEBI Registration No.INB 010983934	The Bombay Stock Exchange (BSE)	9,70,000	Rs.392/- per share	Not Applicable	Not Applicable

for Godrej Industries Limited

V. Srinivasan
Executive Vice – President (Finance & Estate)
& Company Secretary



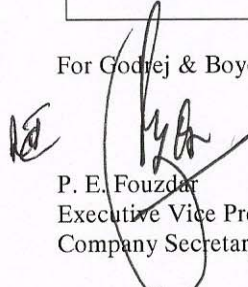
FORM D

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/ 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
GODREJ & BOYCE MFG. CO. LTD AAACG1395 D Pirojshanagar, Vikhroli, Mumbai 400079	12,62,01,815 EQUITY SHARES of Re. 1 each 39.00% of the Paid up capital of Godrej Consumer Products Limited, the target company	21/12/2011	22/12/2011	Market sale -Inter se transfer of shares amongst qualifying persons	12,52,31,815 EQUITY SHARES of Re. 1 each 38.70% of the Paid up capital of Godrej Consumer Products Limited, the target company	B. D. SHROFF SECURITIES PVT. LTD REG NO: INB01098393 4	BOMBAY STOCK EXCHANGE	N.A.	N.A.	9,70,000	Rs. 392 per share

For Godrej & Boyce Mfg. Co. Ltd.


P. E. Fouzdar
Executive Vice President (Corporate Affairs) &
Company Secretary



Date: 22nd December, 2011