

J. N. GODREJ

40 D, B. G. KHER MARG,
MALABAR HILL, MUMBAI – 400 006

5th September, 2012

The Bombay Stock Exchange 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(3) of Securities & Exchange Board of India
(Prohibition of Insider Trading) Regulations, 1992**

Pursuant to the above regulations, I, Jamshyd Naoroji Godrej, Director of Godrej Consumer Products Limited (GCPL), wish to inform you that the following persons, classified as promoters of GCPL, have sold shares of GCPL on 4th September, 2012:

1. Mrs Pheroza Jamshyd Godrej (my relative)
2. Mr. Navroze Jamshyd Godrej (my relative)
3. Ms. Raika Jamshyd Godrej (my relative)
4. Mrs. Smita Vijay Crishna (my relative)
5. Mr. Vijay Mohan Crishna (my relative)
6. Mr. Rishad K Naoroji (joint shareholder)

The said disclosures are enclosed herewith.

Kindly take note of the above and acknowledge receipt.

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J. N. Godrej

Encl: as above

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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 sale of shares/ Shareholder	Date of receipt of allotment advice/ acquisition of shares/ sale of shares/ 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. Janshyd N. Godrej (Director and joint holder with Mr. Rishad Kaikhushru Naoroji, 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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Janshyd N. Godrej

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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-advise/ 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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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. Janshyd 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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[Regulations 13(4)]

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Mr. Janshyd 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

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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. Janshyd N. Godrej (Director and relative of Mr. Navroze Janshyd 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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Mr. Janshyd N. Godrej (Director and relative of Ms. Raika Janshyd 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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