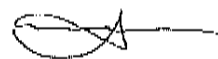


FORM D

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 or Officer of Listed Company

Name, PAN No and address of Director/Officer-	A Mahendran Flat No 5, Godrej Bay View, A G Khan Road, Worli Seaface, Mumbai 400 030 PAN: AAHPM4357R	
No. & % of shares / voting rights held by the Director/Officer	2,50,000 equity shares of Godrej Consumer Products Ltd representing 0.077% of the voting rights	
Date of receipt of allotment advice / acquisition / sale of shares/voting rights	Wednesday, February 01, 2012	
Date of intimation to company	Friday, February 03, 2012	
Mode of acquisition-Sale-(market purchase/ public/ rights/ preferential offer etc.)	Open market sale	
No. & % of shares post acquisition / voting rights sale	2,47,247 shares i.e 0.076%	
Trading member through whom the trade was executed with SEBI Registration No. of the	HSBC Investdirect (India) Ltd SEBI Regn number INB231324238	
Exchange on which the trade was executed	The National Stock Exchange of India Ltd	
	No. of Shares	Amount in Rs.
Buy Quantity/ Buy Value -NSE	Nil i.e Nil %	
Buy Quantity/ Buy Value -BSE	Nil i.e Nil %	
Total Buy quantity/ Buy Value	Nil i.e Nil %	
Sell Quantity/ Sell Value -NSE	2,753 i.e 0.001%	12,19,332.42
Sell Quantity/ Sell Value -BSE		
Total-Sell Quantity/Sell Value	2,753 i.e 0.001%	12,19,332.42



A Mahendran

Note:

- i) Percentage holdings are calculated with reference to the paid up capital of **32,35,90,144** equity shares of Re. 1 each as on date of the transaction.