

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

August 3, 2013

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

Scrip Code : 532424

Fax Nos 22723121/22722041/22722061/
22722037

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

Fax No :26598237/26598238

Dear Sir,

Sub: Board Meeting-August 3, 2013

At the meeting of the Board of Directors of the Company held today, the Board has:

1. Taken on record the unaudited financial results for the quarter ended June 30, 2013. The said results are enclosed herewith. The said results have been subjected to limited review by the statutory auditors. The limited review report which has been taken on record is enclosed herewith.
2. Declared an interim dividend @ Re. 1/- per share (100% on the shares of the face value of Re.1/- each) for the financial year 2013-14

As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is Monday, August 12, 2013.

The dividend will be paid on or before August 28, 2013.

Pursuant to clause 20 of the listing agreement a statement of appropriation is enclosed herewith.

We are also enclosing herewith a copy of the Press Release and Performance Update*.

This is in compliance with the listing agreement and other provisions as applicable.

For Godrej Consumer Products Ltd.

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

* being sent by hard copy/e-mail

- cc : 1) The Vice-President, National Securities Depository Ltd., Trade World, 4th Floor
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
2) The Central Depository Services (India) Ltd. P J Towers, 28th Floor, Dalal Street, Mumbai 400 001

Godrej

GODREJ CONSUMER PRODUCTS LIMITED

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079 www.godrejcp.com

(₹ Crore)

STATEMENT OF UNAUDITED RESULTS FOR THE QUARTER ENDED JUNE 30, 2013

Consolidated					Sr. No.	PARTICULARS	Standalone				
Quarter ended			Year ended	Quarter ended			Year ended				
30-Jun-13 (Unaudited)	31-Mar-13 (Audited)	30-Jun-12 (Unaudited)	31-Mar-13 (Audited)	30-Jun-13 (Unaudited)			31-Mar-13 (Audited)	30-Jun-12 (Unaudited)	31-Mar-13 (Audited)		
					1	Income from Operations					
1720.31	1715.51	1388.64	6390.79	16.65		a) Net Sales (Net of Excise Duty)	923.12	925.41	777.66	3520.93	
4.60	3.88	3.47				b) Other Operating Income	12.20	15.72	11.96	60.09	
1724.91	1719.39	1392.11	6407.44			Total Income from Operations (Net)	935.32	941.13	789.62	3581.02	
					2	Expenses					
710.29	683.56	585.64	2726.46			a) Cost of Raw Materials including Packing Material Consumed	370.66	375.48	356.72	1587.49	
131.40	106.28	100.88	451.03			b) Purchase of Stock in Trade	51.44	73.55	63.78	296.45	
(40.92)	(0.14)	(9.70)	(155.89)			c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	24.52	(8.07)	(10.80)	(116.91)	
179.20	171.25	128.92	590.68			d) Employee Benefits Expenses	42.57	45.72	36.26	165.56	
22.13	16.02	19.89	77.00			e) Depreciation and Amortization Expenses	9.15	7.64	8.31	32.27	
239.06	171.00	155.22	668.48			f) Advertisement and Publicity	138.39	84.21	79.57	352.16	
280.53	308.39	228.85	1111.52			g) Other Expenses	161.32	185.03	136.47	654.19	
1521.69	1456.36	1209.70	5469.28			Total Expenses	798.05	763.56	670.31	2971.21	
					3	Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	137.27	177.57	119.31	609.81	
203.22	263.03	182.41	938.16			Foreign Exchange Gain / (Loss)	(5.37)	0.21	(11.01)	(12.01)	
(15.41)	(4.84)	(17.64)	(32.78)		4	Other Income	9.27	8.59	11.17	50.65	
13.17	24.18	14.66	67.78		5	Profit before Finance Cost and Exceptional Items (3+4+5)	141.17	186.37	119.47	648.45	
200.98	282.37	179.43	973.16		6	Finance Cost	7.57	5.86	2.97	15.49	
24.04	22.18	16.42	77.45		7	Profit after Finance Cost but before Exceptional Items (6-7)	133.60	180.51	116.50	632.96	
176.94	260.19	163.01	895.71		8	Exceptional Items	-	-	-	-	
2.23	128.90	-	128.90		9	Profit Before Tax (8+9)	133.60	180.51	116.50	632.96	
179.17	389.09	163.01	1024.61		10	Tax Expense	26.52	30.25	24.56	122.02	
33.82	53.05	11.23	179.18		11	Net Profit after Tax but before Minority Interest (10-11)	107.08	150.26	91.94	510.94	
145.35	336.04	151.78	845.43		12	Minority Interest					
(12.64)	(1.90)	(21.32)	(49.33)		13	Net Profit for the period (12-13)	107.08	150.26	91.94	510.94	
132.71	334.14	130.46	796.10		14	Paid-up Equity Share Capital (Face value per share: ₹ 1)	34.03	34.03	34.03	34.03	
34.03	34.03	34.03	3279.01		15	Reserves excluding Revaluation Reserves				2727.07	
					16	Earnings per share (of ₹ 1 each) (Not Annualised)					
3.90	9.82	3.83	23.39		17	a) Basic (₹)	3.15	4.42	2.70	15.01	
3.90	9.82	3.83	23.39			b) Diluted (₹)	3.15	4.41	2.70	15.01	

See accompanying notes to financial results



GODREJ CONSUMER PRODUCTS LIMITED

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SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2013

PART-II

Consolidated					Standalone			
Quarter ended					Quarter ended			Year ended
30-Jun-13 (Unaudited)	31-Mar-13 (Audited)	30-Jun-12 (Unaudited)	31-Mar-13 (Audited)	Year ended 31-Mar-13 (Audited)	30-Jun-13 (Unaudited)	31-Mar-13 (Audited)	30-Jun-12 (Unaudited)	31-Mar-13 (Audited)
PARTICULARS					PARTICULARS			
A					1			
Public Shareholding					Public Shareholding			
124830843	124191843	122621402	124191843	124191843	124830843	124191843	122621402	124191843
36.68%	36.49%	36.03%	36.49%	36.49%	36.68%	36.49%	36.03%	36.49%
2					2			
Promoters and Promoter Group Shareholding					Promoters and Promoter Group Shareholding			
a)					a)			
0	0	0	0	0	0	0	0	0
0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
215496082	216135082	217701174	216135082	216135082	215496082	216135082	217701174	216135082
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
63.32%	63.51%	63.97%	63.51%	63.51%	63.32%	63.51%	63.97%	63.51%

Quarter ended Jun 30, 2013	
B	INVESTOR COMPLAINTS
	Pending at the beginning of the quarter
	Received during the quarter
	Disposed of during the quarter
	Remaining unresolved at the end of the quarter



GODREJ CONSUMER PRODUCTS LIMITED

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UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2013**Notes****1 Summary of Standalone Financial Results:**

				(₹ Crore)
	Quarter ended			Year ended
	30-Jun-13 (Unaudited)	31-Mar-13 (Audited)	30-Jun-12 (Unaudited)	31-Mar-13 (Audited)
a) Turnover (Net Sales)	923.12	925.41	777.66	3520.93
b) Profit Before Tax	133.60	180.51	116.50	632.96
c) Profit After Tax	107.08	150.26	91.94	510.94

The Standalone results are available on the Company's website www.godrejcp.com

- The above results which are published in accordance with Clause 41 of the Listing Agreement have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on August 3, 2013. These results have been subjected to a limited review by the Statutory Auditors of the Company.
- In accordance with the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company which was sanctioned by the High Court of Judicature at Bombay in April 2011, an amount of ₹ 13.15 crore for the quarter ended on June 30, 2013, equivalent to the amortisation of the Goodknight and Hit Brands, is directly debited to the General Reserve instead of being debited to the Statement of Profit and Loss.
- The Company has exercised the option to accumulate the exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and an amount of ₹ 4.17 crore remains to be amortized as at June 30, 2013.
- During the quarter, the Company has granted 53,669 new stock grants to eligible employees under the Employee Stock Grant Scheme (ESGS).
- The Board has declared a first interim dividend for the year 2013-14 at the rate of ₹ 1 per share (100% on the face value of ₹ 1 each). The record date for the same has been fixed as August 12, 2013 and the dividend shall be paid on August 28, 2013.
- The figures of the quarter ended March 31, 2013, were the balancing figures between audited figures in respect of the full financial year 2012-13 and the published year to date figures upto the third quarter of the financial year 2012-13.
- The Company has only one business segment in which it operates viz. Household & Personal Care.
- Previous period's figures have been regrouped and reclassified wherever necessary.

Place: Mumbai
Date: August 3, 2013

By Order of the Board
For Godrej Consumer Products Limited

Adi B. Godrej
Chairman



STATEMENT OF APPROPRIATIONS (As per Clause 20 of the listing agreement)

Name of the Company : Godrej Consumer Products Limited
 For the period ended : June 30, 2013 (Unaudited)
 Meeting of the Board of Directors of the Company held on August 3, 2013

Sr No	Particulars	Standalone Figures (Amts in ` crore)		
		Quarter ended 30-06-2013	Quarter ended 30-06-2012	Year ended 31-03-2013
		(Unaudited)	(Unaudited)	(Audited)
1	Total Turnover (net of excise duty)	923.12	777.66	3520.93
2	Other Operational Income	12.20	11.96	60.09
3	Total Income	935.32	789.62	3581.02
4	Expenditure (Other than Interest, Depreciation, Foreign Exchange Loss and Tax Provisions)	788.90	662.00	2938.94
5	Depreciation	9.15	8.31	32.27
6	Total Expenditure	798.05	670.31	2971.21
7	Profit from operations before other Income and Finance Cost & Exceptional Items	137.27	119.31	609.81
8	Foreign Exchange Gain / (Loss)	-5.37	-11.01	-12.01
9	Other Income (including Interest Income)	9.27	11.17	50.65
10	Profit before Finance Cost and Exceptional Items (7+8+9)	141.17	119.47	648.45
11	Finance Cost	7.57	2.97	15.49
12	Profit After Interest but before exceptional items(10-11)	133.60	116.50	632.96
13	Exceptional Items	0.00	0.00	0.00
14	Profit Before Tax (12+ 13)	133.60	116.50	632.96
15	Tax Expense	26.52	24.56	122.02
16	Profit after Taxation (14-15)	107.08	91.94	510.94
17	Surplus Brought Forward	1010.09	769.82	769.82
18	Net Profit available for appropriation (including surplus brought forward) (16+17)	1117.17	861.76	1280.76
19	Appropriation			
	a) Capital Redemption Reserve	0.00	0.00	0.00
	b) Dividend on Preference Shares	NA	NA	NA
	c) Debenture Redemption Reserve	9.86	6.15	21.25
	d) Interim Dividend on Equity Shares (refer note below for current year)	34.04	34.03	170.16
	e) Final Dividend	0.00	0.00	0.00
	f) Tax on distributed Profits	5.78	5.52	28.13
	g) Transfer to General Reserve	10.71	9.20	51.13
	h) Surplus carried forward	1056.78	806.86	1010.09
20	Particulars of proposed Rights / Bonus Shares /Convertible Debenture	--	--	--

Note: Interim dividend @ Re.1 per share has been declared for the financial year 2013-14, by the Board of Directors at its meeting held on August 3, 2013



For Godrej Consumer Products Ltd

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

Date: August 3, 2013

KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

The Board of Directors,
Godrej Consumer Products Limited,
Pirojshangar, Eastern Express Highway,
Vikhroli (East),
Mumbai – 400 079.

Dear Sirs,

LIMITED REVIEW REPORT

1. We have reviewed the accompanying statement of Unaudited Financial Results of **GODREJ CONSUMER PRODUCTS LIMITED** (the Company) for the quarter ended on June 30, 2013, prepared by the Company pursuant to clause 41 of the Listing Agreement with stock exchanges in India, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on August 3, 2013. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of interim financial consolidated statements is limited primarily to inquiries of persons responsible for financial and accounting matters and analytical procedures applied to financial data. It is substantially less in scope than an audit conducted in accordance with the generally accepted auditing standards, the objective of which is expression of opinion regarding the financial statements taken as a whole. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Without qualifying our opinion, we draw attention to Note 3 to the Unaudited Financial Results for the quarter ended on June 30, 2013, regarding the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company, approved by The Hon'ble High Court of Judicature at Bombay, whereby an amount of Rs. 13.15 crore for the quarter ended on June 30, 2013, equivalent to the amortisation of the Goodknight and Hit Brands is directly debited to the General Reserve Account instead of debiting the same to the Statement of Profit and Loss. Had this amount been debited to the Statement of Profit and Loss, the profit before tax for the quarter would have been lower by Rs. 13.15 crore and the General Reserve would have been higher by Rs. 13.15 crore.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For and on behalf of

KALYANIWALLA & MISTRY
CHARTERED ACCOUNTANTS

Firm Regn. No.: 104607W


Darshan Z. Fraser
PARTNER

M. No.: 42454

Mumbai: August 3, 2013.

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ARMY & NAVY BUILDING, 148 MAHATMA GANDHI ROAD, MUMBAI 400 001
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KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

The Board of Directors,
Godrej Consumer Products Limited,
Pirojshangar, Eastern Express Highway,
Vikhroli (East),
Mumbai – 400 079.

Dear Sirs,

LIMITED REVIEW REPORT

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of **GODREJ CONSUMER PRODUCTS LIMITED** (the Company) and its subsidiaries (collectively referred to as the "Godrej Group") for the quarter ended on June 30, 2013, prepared by the Company pursuant to clause 41 of the Listing Agreement with stock exchanges in India, except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on August 3, 2013. Our responsibility is to issue a report on these financial statements based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of interim financial consolidated statements is limited primarily to inquiries of persons responsible for financial and accounting matters and analytical procedures applied to financial data. It is substantially less in scope than an audit conducted in accordance with the generally accepted auditing standards, the objective of which is expression of opinion regarding the financial statements taken as a whole. We have not performed an audit and accordingly, we do not express an audit opinion.
3. We did not review the financial statements of certain subsidiaries, whose financial statements reflect the Group's share of total assets of Rs. 4,841.02 crore as at June 30, 2013, and the Group's share of total revenue of Rs. 797.73 crore, for the three months ended on that date as considered in consolidated financial statements. These financial statements have been reviewed by other auditors whose reports have been furnished to us and our opinion, in so far as it relates to the amounts included in respect of such subsidiaries is based solely on the report of the other auditors.



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**KALYANIWALLA
& MISTRY**

4. *One subsidiary whose financial statements reflect the Group's share of total assets of Rs. 21.65 crore as at June 30, 2013 and the Group's share of total revenues of Rs. 7.65 crore for the quarter ended on that date has not been reviewed and has been considered in the Consolidated Financial statements based solely on the unaudited separate financial statements certified by the Management*
5. Without qualifying our opinion, we draw attention to Note 3 to the Unaudited Financial Results for the quarter ended on June 30, 2013, regarding the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company, approved by The Hon'ble High Court of Judicature at Bombay, whereby an amount of Rs. 13.15 crore for the quarter ended on June 30, 2013, equivalent to the amortisation of the Goodknight and Hit Brands is directly debited to the General Reserve Account instead of debiting the same to the Statement of Profit and Loss. Had this amount been charged to the Statement of Profit and Loss, the profit before tax for the quarter ended June 30, 2013 would have been lower by Rs. 13.15 crore and the General Reserve would have been higher by Rs. 13.15 crore.
6. *Subject to our comments referred to in paragraph 4 above, and based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited consolidated financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.*

For and on behalf of
KALYANIWALLA & MISTRY
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W


Darain Z. Fraser
PARTNER
M. No.: 42454

Mumbai: August 03, 2013.