

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

November 11, 2013

BSE 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-November 11, 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 and half year ended September 30, 2013. The said results are enclosed herewith. The results have been subjected to limited review by the statutory auditor and the limited review report is also enclosed herewith.
2. Declared a second 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 Tuesday, November 19, 2013.

The dividend will be paid on December 3, 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

- 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

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 and half year ended on September 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 November 11, 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 Accounts 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. 5,141.65 crore as at September 30, 2013, and the Group’s share of total revenue of Rs. 1,002.93 crore and Rs. 1,800.65 crore respectively, for the quarter and half year ended on that date as considered in the 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.

X&H

**KALYANIWALLA
& MISTRY**

4. Without qualifying our opinion, we draw attention to the Unaudited Consolidated Financial Results for the quarter and half year ended on September 30, 2013:

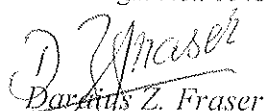
- a) Note 3 regarding the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company approved by The Hon'ble High Court of Judicature at Bombay whereby an amount of Rs. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended on September 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 would have been lower by Rs. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended and the General Reserve would have been higher by Rs. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended.
- b) Note 5 regarding the Amalgamation of Godrej Indonesia Netherlands Holding B.V. (GINBV) with Godrej Consumer Holdings B.V. (GCHNBV) approved by a Dutch Court. In accordance with the Scheme of Amalgamation, for the purposes of preparation of the consolidated financial statements of GCHNBV an amount of Rs. 38.28 crore, being the foreign exchange loss on revaluation of certain identified assets and liabilities of the subsidiaries of GCHNBV as determined by the Board of Directors of GCHNBV and costs and expenses of amalgamation amounting to Rs. 0.19 crore have been adjusted directly in the Reserves in these consolidated financial statements.

Had the Scheme not prescribed the above accounting treatment, the above mentioned exchange loss amounting to Rs. 38.28 crore and costs and expenses of amalgamation amounting to Rs. 0.19 crore would have been charged to the Statement of Profit and Loss, the consolidated profit for the quarter and year to date ended September 30, 2013, would have been lower by Rs. 38.47 crore.

5. 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


Darshita Z. Fraser
PARTNER

M. No.: 42454

Mumbai: November 11, 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 and half year ended on September 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 November 11, 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 Accounts 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 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 and half year ended on September 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. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended on September 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 would have been lower by Rs. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended and the General Reserve would have been higher by Rs. 13.30 crore and Rs. 26.45 crore respectively, for the quarter and half year then ended.

KALPATARU HERITAGE, 127 MAHATMA GANDHI ROAD, MUMBAI 400 001
TEL.: (91) (22) 6158 7200 FAX: (91) (22) 2267 3964

ARMY & NAVY BUILDING, 148 MAHATMA GANDHI ROAD, MUMBAI 400 001
TEL.: (91) (22) 6158 6200 FAX: (91) (22) 6158 6275

**KALYANIWALLA
& MISTRY**

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


Daranis Z. Fraser
PARTNER
M. No.: 42454

Mumbai: November 11, 2013.

GODREJ CONSUMER PRODUCTS LIMITED

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STATEMENT OF UNAUDITED RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2013

PART-I

Sr. No.	PARTICULARS	Consolidated				Standalone			
		Quarter ended		Half Year ended		Quarter ended		Half Year ended	
		30-Sep-13 (Unaudited)	30-Jun-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-12 (Unaudited)	31-Mar-13 (Audited)
1	Income from Operations								
	a) Net Sales (Net of Excise Duty)	1957.38	1722.30	1597.64	3679.68	2988.16	6399.65		3520.93
	b) Other Operating Income	4.34	4.60	4.99	8.94	8.46	16.65		60.09
	Total Income from Operations (Net)	1961.72	1726.90	1602.63	3688.62	2996.62	6416.30	1700.79	3581.02
2	Expenses								
	a) Cost of Raw Materials including Packing Material Consumed	760.07	710.29	686.33	1470.36	1284.61	2726.46	783.13	1587.49
	b) Purchase of Stock in Trade	168.80	131.40	116.72	300.20	217.60	451.03	133.48	296.45
	c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(23.19)	(40.92)	(15.46)	(64.11)	(37.80)	(155.89)	18.78	(116.91)
	d) Employee Benefits Expenses	202.19	179.20	133.31	381.39	262.23	590.68	97.35	165.56
	e) Depreciation and Amortization Expenses	24.41	22.13	20.64	46.54	40.53	77.00	18.84	32.27
	f) Advertisement and Publicity	220.60	239.06	158.67	459.66	313.89	668.48	247.58	352.16
	g) Other Expenses	333.47	282.52	274.11	615.99	504.84	1120.38	352.98	654.19
	Total Expenses	1686.35	1523.68	1374.32	3210.03	2585.90	5478.14	1652.14	2971.21
3	Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	275.37	203.22	228.31	478.59	410.72	938.16	321.30	609.81
4	Foreign Exchange Gain / (Loss)	(6.34)	(15.41)	(7.59)	(21.75)	(25.23)	(32.78)	(9.36)	(12.01)
5	Other Income	12.82	13.17	14.41	25.99	29.07	67.78	17.90	50.65
6	Profit before Finance Cost and Exceptional Items (3+4+5)	281.85	200.98	235.13	482.83	414.56	973.16	329.84	648.45
7	Finance Cost	25.70	24.04	20.00	49.74	36.42	77.45	15.75	15.49
8	Profit after Finance Cost but before Exceptional Items (6-7)	256.15	176.94	215.13	433.09	378.14	895.71	314.09	632.96
9	Exceptional Items	-	2.23	-	2.23	-	128.90	-	-
10	Profit Before Tax (8+9)	256.15	179.17	215.13	435.32	378.14	1024.61	314.09	632.96
11	Tax Expense	46.99	33.82	47.55	80.81	58.78	179.18	64.31	122.02
12	Net Profit after Tax but before Minority Interest (10-11)	209.16	145.35	167.58	354.51	319.36	845.43	249.78	510.94
13	Minority Interest	(14.19)	(12.64)	(8.28)	(26.83)	(29.60)	(49.33)	-	-
14	Net Profit for the period (12-13)	194.97	132.71	159.30	327.68	289.76	796.10	218.60	510.94
15	Paid-up Equity Share Capital (Face value per share: ₹ 1)	34.04	34.03	34.03	34.04	34.03	34.03	34.04	34.03
16	Reserves excluding Revaluation Reserves				3485.50	2935.49	3279.01	2841.83	2727.07
17	Debt Redemption Reserves (Included in 16 above)				41.08	20.10	21.25	41.08	21.25
18	Earnings per share (of ₹ 1 each) (Not Annualised)								
	a) Basic (₹)	5.73	3.90	4.68	9.63	8.51	23.39	7.34	15.01
	b) Diluted (₹)	5.73	3.90	4.68	9.63	8.51	23.39	7.34	15.01
19	Debt Equity Ratio				0.42	0.48	0.46	-	-
20	Debt Service Coverage Ratio (DSCR)				2.20	2.39	2.50	21.60	41.45
21	Interest Service Coverage Ratio (ISCR)				10.56	14.99	13.11	21.60	41.45

See accompanying notes to financial results

GODREJ CONSUMER PRODUCTS LIMITED

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SELECT INFORMATION FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2013

Consolidated									
Quarter ended				Half Year ended				Stand alone	
30-Sep-13 (Unaudited)	30-Jun-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-12 (Unaudited)	31-Mar-13 (Audited)
PARTICULARS				PARTICULARS					
Sr. No.				Sr. No.					
A				PARTICULARS OF SHAREHOLDING					
1				Public Shareholding					
				- Number of shares					
124882228	124830843	123190949	124191843	124882228	123190949	124191843	123190949	123190949	124191843
36.69%	36.68%	36.20%	36.49%	36.69%	36.20%	36.49%	36.20%	36.20%	36.49%
2				Promoters and Promoter Group Shareholding					
				a) Pledged/Encumbered					
				- Number of Shares					
			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%	0.00%	0.00%
				b) Non Encumbered					
				- Number of Shares					
215496082	215496082	217135082	216135082	215496082	217135082	216135082	215496082	217135082	216135082
100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
63.31%	63.32%	63.80%	63.51%	63.31%	63.80%	63.51%	63.31%	63.80%	63.51%

Quarter ended Sept 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	
	0
	31
	27
	4



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GODREJ CONSUMER PRODUCTS LIMITED

STATEMENT OF ASSETS AND LIABILITIES

₹ Crore

Consolidated			Standalone	
As at September 30, 2013	As at March 31, 2013		As at September 30, 2013	As at March 31, 2013
(Unaudited)	(Audited)		(Unaudited)	(Audited)
		I. EQUITY AND LIABILITIES		
		1. Shareholder's Funds		
34.04	34.03	(a) Share Capital	34.04	34.03
3485.50	3279.01	(b) Reserves and Surplus	2841.83	2727.07
3519.54	3313.04		2875.87	2761.10
227.78	209.51		-	-
		2. Minority Interest		
		3. Non Current Liabilities		
1610.28	1866.15	(a) Long-term Borrowings	271.99	260.22
4.77	5.96	(b) Deferred Tax Liabilities (Net)	2.73	4.59
6.69	5.14	(c) Other Long-term Liabilities	4.21	4.42
24.20	22.14	(d) Long-term Provisions	5.57	4.90
1645.94	1899.39		284.50	274.13
		4. Current Liabilities		
170.09	82.44	(a) Short-term Borrowings	49.42	0.60
1260.41	1034.81	(b) Trade Payables	739.08	666.53
1329.61	1103.32	(c) Other Current Liabilities	352.35	358.49
34.70	58.52	(d) Short-term Provisions	23.71	27.53
2794.81	2279.09		1164.56	1053.15
8188.07	7701.03	TOTAL	4324.93	4088.38
		II. ASSETS		
		1. Non-Current Assets		
1760.86	1728.46	(a) Fixed Assets	1258.92	1266.93
3219.41	2908.45	(b) Goodwill on Consolidation	-	-
-	-	(c) Non-Current Investments	1680.87	1450.05
25.36	19.98	(d) Deferred Tax Assets (net)	-	-
178.23	194.75	(e) Long-term Loans and Advances	131.81	167.50
-	1.02	(f) Other Non-Current Assets	-	-
5183.86	4852.66		3071.60	2884.48
		2. Current Assets		
211.47	121.18	(a) Current Investments	211.00	120.00
1164.50	1047.09	(b) Inventories	504.28	536.37
741.78	728.76	(c) Trade Receivables	118.87	122.13
626.25	747.60	(d) Cash and Bank Balances	330.58	340.55
254.43	200.83	(e) Short-term Loans and Advances	82.98	82.05
5.78	2.91	(f) Other Current Assets	5.62	2.80
3004.21	2848.37		1253.33	1203.90
8188.07	7701.03	TOTAL	4324.93	4088.38



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GODREJ CONSUMER PRODUCTS LIMITED

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

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2013

Notes

1 Summary of Standalone Financial Results:

	Quarter ended			Half Year ended		Year ended
	30-Sep-13 (Unaudited)	30-Jun-13 (Unaudited)	30-Sep-12 (Unaudited)	30-Sep-13 (Unaudited)	30-Sep-12 (Unaudited)	31-Mar-13 (Audited)
a) Turnover (Net Sales)	1024.25	923.12	896.27	1947.37	1673.93	3520.93
b) Profit Before Tax	180.41	133.68	157.94	314.09	274.44	632.96
c) Profit After Tax	142.62	107.16	126.66	249.78	218.60	510.94

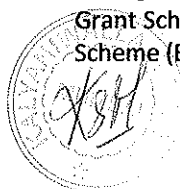
The Standalone results are available on the Company's website www.godrejcp.com

- 2 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 November 11, 2013. These results have been subjected to a limited review by the Statutory Auditors of the Company.
- 3 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 ₹ 13.30 crore for the quarter and ₹ 26.45 crore for the half year ended on September 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.
- 4 Pursuant to a Scheme of Amalgamation ("the Scheme"), sanctioned by the Hon'ble High Court of Judicature at Bombay, vide its Order dated August 12, 2013, Godrej Hygiene Products Limited (GHPL) has been merged with Godrej Consumer Products Limited with effect from September 7, 2013. The appointed date as per the Scheme was April 1, 2013. Accordingly, the standalone results of the Company for the quarter and half year ended September 30, 2013, includes the results of the erstwhile GHPL for the period April 1, 2013 upto September 7, 2013. The assets and liabilities of the erstwhile GHPL have been taken over at their book values which are also their fair values and the difference amounting to ₹ 3.55 crore has been adjusted in General Reserve.
- 5 Pursuant to a Scheme of Amalgamation ("the Scheme"), sanctioned by a Dutch Court, vide its Order dated October 28, 2013, Godrej Indonesia Netherlands Holding B.V. (GINBV) has been merged with Godrej Consumer Holdings (Netherlands) B.V. (GCHNBV) with effect from September 30, 2013.

Since the Scheme has been given effect to subsequent to the close of the quarter ended June 30, 2013, the standalone results for the preceding quarter ended June 30, 2013 have been restated to give effect to the Scheme of Amalgamation. Consequently, the standalone PBT and PAT has increased by ₹ 0.08 crore. There is no impact on Consolidated PBT and PAT.

In accordance with the Scheme, for the purposes of preparation of the consolidated financial statements of GCHNBV, an amount of USD 7.76 million, being the foreign exchange loss on revaluation of certain identified assets and liabilities of the subsidiaries of GCHNBV, as determined by the Board of Directors of GCHNBV and costs and expenses of amalgamation amounting to USD 0.03 million, have been adjusted directly in the Reserves in the consolidated financial statements of GCHNBV. Had the Scheme not prescribed the above accounting treatment, the above mentioned exchange loss amounting to USD 7.76 million (equivalent to ₹ 38.28 crore, net of AS-11 amortisation) and costs and expenses of amalgamation amounting to USD 0.03 million (equivalent to ₹ 0.19 crore), would have been charged to the Statement of Profit and Loss of the Company, the consolidated profit of the Company for the quarter and for the half year ended September 30, 2013, would consequently have been lower by ₹ 38.47 crore.

- 6 The Company has entered into an agreement on October 7, 2013, to acquire a 30% stake in Bhabani Blunt Hair Dressing Private Limited (b:blunt), a premier hair salon company with one of the strongest consumer franchises in this space.
- 7 The Company has exercised the option to accumulate exchange differences in "Foreign Currency Monetary Item Translation Difference Account" and an amount of ₹ 6.11 crore remains to be amortized as at September 30, 2013.
- 8 During the quarter, the Company has granted 29,428 new stock grants to eligible employees under the Employee Stock Grant Scheme (ESGS) and allotted 51,385 equity shares upon exercise of stock grants under the Employee Stock Grant Scheme (ESGS).



9 Formula used for calculation of Debt-Equity Ratio, DSCR and ISCR:

Debt-Equity ratio = (Long Term Borrowings – Cash and Bank Balances excl. Dividend Accounts – Liquid Investments) / Net Worth

DSCR = EBITDA / (Finance Cost + Principal Payment due on Long Term Borrowing during the year)

ISCR = EBITDA / Finance Cost

EBITDA = "Earnings Before Depreciation, Interest and Tax"

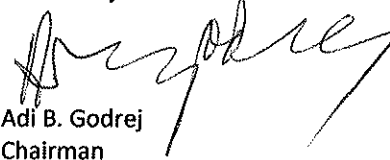
- 10 The Board has declared a second interim dividend for the year 2013-14 at the rate of ₹ 1 per share (100% on the face value of ₹ 1 each). The record date for the same has been fixed as November 19, 2013 and the dividend shall be paid on December 3, 2013.
- 11 The Company has only one business segment in which it operates viz. Household & Personal Care.
- 12 The figures for the current periods are not comparable with those of the corresponding periods of the previous year because of acquisitions / amalgamations made since then. Previous period's figures have been regrouped and reclassified wherever necessary.

Place: Mumbai

Date: November 11, 2013

By Order of the Board

For Godrej Consumer Products Limited


Adi B. Godrej
Chairman

