

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
CIN : L24246MH2000PLC129806

April 28, 2015

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- April 28, 2015

Results and Dividend:

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

1. Taken on record the Audited Financial Results for the year ended March 31, 2015. The said results are enclosed herewith.
2. Declared a Fourth interim dividend @ Rs. 2.50/- per share (250% on the shares of the face value of Re.1/- each) for the financial year 2014-15.

As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is May 6, 2015. The dividend will be paid on May 21, 2015.

3. Recommended that the four interim dividends pertaining to the Financial year 2014-15 declared by the Board of Directors in its meeting held on July 28, 2014, November 1, 2014, February 5, 2015 and April 28, 2015 and aggregating to Rs. 5.50 per share (550 % on the shares of the face value of Re.1 each), be declared as final dividend for the year ended March 31, 2015.

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

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

Convening of AGM:

The Board has convened the Fifteenth Annual General Meeting of the members of the Company. The details of date, time and venue are given below:

Date : Wednesday, July 29, 2015
Time : 3.30 p.m.
Venue : Godrej One
Pirojshanagar, Eastern Express Highway,
Vikhroli (E), Mumbai 400 079



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We shall forward to the exchange the requisite copies of the AGM notice and the Annual Report as soon as they are issued.

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

For Godrej Consumer Products Ltd.



V Srinivasan
CFO & 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



KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

Auditor's Report on Quarterly Financial Result and Year to Date Results of the Company Pursuant to Clause 41 of the listing Agreement.

To The Board of Directors of
Godrej Consumer Products Limited

1. We have audited the quarterly standalone financial results of **GODREJ CONSUMER PRODUCTS LIMITED** ("the Company") for the quarter and year ended March 31, 2015, attached herewith (initialed by us for identification purposes), being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, 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. These quarterly as well as the year to date standalone financial results have been prepared on the basis of financial statements, which are the responsibility of the management. Our responsibility is to express an opinion on these financial results based on our audit of such financial statements, which have been prepared in accordance with the accounting standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India. Attention is drawn to the fact that the figures for the quarters ended March 31, as reported in these results are the balancing figures between audited figures in respect of the financial years ended March 31, and the published year to date figures up to the end of the third quarter of the relevant financial years.
2. We conducted our audit in accordance with the auditing standard generally accepted in India. Those standards require that we plan and perform the review to obtain moderate assurance as to whether the standalone financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. Without qualifying our opinion on the audited standalone financial results for the quarter and year ended on March 31, 2015, we draw our attention to:
 - 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. 13.01 crore and Rs. 52.75 crore, for the quarter and year ended on March 31, 2015, respectively, 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.




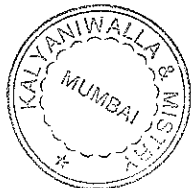
**KALYANIWALLA
& MISTRY**

Had this amount been charged to the Statement of Profit and Loss, the profit before tax would have been lower by Rs. 13.01 crore and Rs. 52.75 crore, for the quarter and year ended March 31, 2015, respectively and the General Reserve would have been higher by Rs. 52.75 crore as at March 31, 2015.

- b) Note 9 on other income for the year ended March 31, 2015, including the recovery of loan amounting Rs. 25.25 crore from the GCPL ESOP Trust which was earlier written off and debited to Reserve under a Court approved Scheme of Amalgamation.
4. Based on our audit and in our opinion and to the best of our information and according to the explanations given to us, these quarterly financial results as well as the year ended results :
- a) are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- b) give a true and fair view of the net profit and other financial information for the quarter as well as the for the year ended March 31, 2015.
5. Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

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


Roshni R. Marfatia
PARTNER
M. No.: 106548



Mumbai: April 28, 2015

KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

Auditor's Report on Quarterly Consolidated Financial Results and Consolidated Year to Date Financial Results of the Company Pursuant to the Clause 41 of the Listing Agreement

TO THE BOARD OF DIRECTORS OF GODREJ CONSUMER PRODUCTS LIMITED

1. We have audited the consolidated financial results of **GODREJ CONSUMER PRODUCTS LIMITED** (the Company) and its subsidiaries (collectively referred to as the "Godrej Group") for the quarter and year ended March 31, 2015, attached herewith (initialed by us for identification purposes), being submitted by the Company pursuant to the requirement of clause 41 of the Listing Agreement, 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. These consolidated financial results have been prepared on the basis of financial statements which are the responsibility of the Company's Management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India. Attention is drawn to the fact that the figures for the quarters ended March 31, as reported in these results are the balancing figures between audited figures in respect of the financial years ended March 31, and the published year to date figures up to the end of the third quarter of the relevant financial years.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of 10 subsidiaries included in these consolidated financial results, whose consolidated financial statements reflect total assets of Rs. 5,900.55 crore as at March 31, 2015, as well as total revenue of Rs. 981.56 crore and Rs. 3,978.26 crore for the quarter and year ended on that date respectively. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us and our opinion on the quarterly financial results and the year to date results to the extent they have been derived from such interim financial statements is based solely on the report of such other auditors.



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**KALYANIWALLA
& MISTRY**

4. Without qualifying our opinion, we draw attention to the following Notes to the Consolidated Financial Results for the quarter and year ended March 31, 2015:

- 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. 13.01 crore and Rs. 52.75 crore, for the quarter and year ended on March 31, 2015, respectively, 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 would have been lower by Rs. 13.01 crore and Rs. 52.75 crore, for the quarter and year ended March 31, 2015, respectively and the General Reserve would have been higher by Rs. 52.75 crore as at March 31, 2015.

- b) Note 4 regarding the Scheme of Amalgamation sanctioned by the Supreme Court of Mauritius, whereby Godrej Kinky Holdings Ltd (GKHL) has been merged with Godrej Consumer Investment Holding Ltd (GCIHL) with effect from April 1, 2014. In accordance with the Scheme, for the purposes of preparation of the consolidated financial statements of GCIHL, the asset and liabilities of the subsidiaries of GKHL, as identified by the Board of Directors of GCIHL have been accounted at their fair values. Since the Board of Directors of GCIHL have decided to restate the value of an asset in accordance with the Scheme, the resultant impact amounting to Rs. 24.91 crore has been written off and debited against Surplus under Reserve instead of debiting the same to the Statement of Profit and Loss in the year ended March 31, 2015.

Had this amount been debited to the Statement of Profit and Loss, the profit before tax for the year ended March 31, 2015, would have been lower by Rs. 24.91 crore.

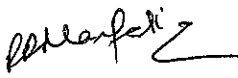
- c) Note 9 on other income for the year ended March 31, 2015, including the recovery of loan amounting Rs. 25.25 crore from the GCPL ESOP Trust which was earlier written off and debited to Reserve under a Court approved Scheme of Amalgamation.



**KALYANIWALLA
& MISTRY**

5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of Godrej Consumer Products Limited and its subsidiaries, in our opinion and to the best of our information and according to the explanations given to us, these consolidated financial results:
- a) include the financial results of the following entities:
 1. Godrej Netherlands BV and its subsidiaries.
 2. Godrej South Africa Limited, South Africa.
 3. Godrej Consumer Products Mauritius Ltd., Mauritius and its subsidiaries.
 4. Godrej Consumer Products Holding (Mauritius) Limited, Mauritius and its subsidiaries.
 5. Godrej Household Products Lanka Pvt. Ltd.
 6. Godrej Household Products (Bangladesh) Pvt. Ltd.
 7. Godrej Consumer Products Bangladesh Limited.
 8. Godrej Mauritius Africa Holdings Limited and its subsidiaries.
 9. Godrej East Africa Holdings Limited and its subsidiaries.
 10. Godrej Tanzania Holdings Limited and its subsidiaries.
 - b) have been presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
 - c) give a true and fair view of the consolidated net profit and other financial information for the quarter as well as for the year ended March 31, 2015.
6. Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the Management, also verified the consolidated number of shares as well as percentage of shareholdings in respect of aggregate amount of consolidated public shareholdings, as furnished by the Company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For KALYANIWALLA & MISTRY
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W


Roshni R. Marfatia
PARTNER
M. No.: 106548



Mumbai: April 28, 2015.

GODREJ CONSUMER PRODUCTS LIMITED

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079 www.godrejcp.com, CIN : L24246MH2000PLC129806

PART-I STATEMENT OF AUDITED RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015 (₹ Crore)

Consolidated					Sr. No.	PARTICULARS	Standalone							
Quarter ended			Year Ended				Quarter ended			Year Ended				
31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)			31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)			
2082.61	2225.82	1924.01	8242.20	7582.57	1	Income from Operations								
9.41	9.89	7.51	34.16	19.84		a) Net Sales (Net of Excise Duty)	1133.51	1167.08	1032.67	4369.25	4024.74			
						b) Other Operating Income	14.85	16.82	15.72	60.55	55.10			
2092.02	2235.71	1931.52	8276.36	7602.41		Total Income from Operations (Net)	1148.36	1183.90	1048.39	4429.80	4079.84			
					2	Expenses								
802.14	878.98	761.33	3370.75	2967.62		a) Cost of Raw Materials including Packing Material Consumed	433.69	471.17	440.01	1814.07	1635.22			
86.09	91.61	112.60	435.73	536.68		b) Purchase of Stock-in-Trade	38.42	44.56	48.60	193.82	242.48			
42.93	61.66	49.32	35.04	50.38		c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22.20	7.80	9.95	5.05	62.09			
189.75	212.44	185.01	776.95	742.43		d) Employee Benefits Expenses	65.92	78.52	57.32	259.30	200.41			
22.93	23.04	12.82	90.78	81.85		e) Depreciation and Amortization Expenses	10.63	10.17	7.84	41.67	35.52			
230.18	217.89	145.78	909.96	832.97		f) Advertisement and Publicity	133.60	122.97	61.07	488.27	425.89			
354.07	374.71	335.76	1379.37	1288.80		g) Other Expenses	206.51	231.18	211.75	829.62	760.78			
1728.09	1860.33	1602.62	6998.58	6500.73		Total Expenses	910.97	966.37	836.54	3631.80	3362.39			
363.93	375.38	328.90	1277.78	1101.68	3	Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	237.39	217.53	211.85	798.00	717.45			
1.95	1.45	(2.03)	(3.25)	(26.78)	4	Foreign Exchange Gain / (Loss)	0.84	0.23	3.77	2.27	(5.94)			
17.46	12.07	19.39	91.51	62.71	5	Other Income	9.59	7.67	11.18	55.24	40.00			
383.34	388.90	346.26	1366.04	1137.61	6	Profit before Finance Cost and Exceptional Items (3+4+5)	247.82	225.43	226.80	855.51	751.51			
24.09	25.26	26.89	100.15	107.37	7	Finance Cost	8.30	9.14	11.92	36.92	38.52			
359.25	363.64	319.37	1265.89	1030.24	8	Profit after Finance Cost but before Exceptional Items (6-7)	239.52	216.29	214.88	818.59	712.99			
0.14	(0.11)	3.18	(17.17)	(0.57)	9	Exceptional Items	-	-	-	8.60	-			
359.39	363.53	322.55	1248.72	1029.67	10	Profit Before Tax (8+9)	239.52	216.29	214.88	827.19	712.99			
82.33	73.83	73.72	272.29	210.37	11	Tax Expense	51.46	44.46	47.85	172.74	148.15			
277.06	289.70	248.83	976.43	819.30	12	Net Profit after Tax but before Minority Interest (10-11)	188.06	171.83	167.03	654.45	564.84			
0.17	(0.02)	(0.22)	0.04	(0.05)	13	Share of Profit in Associate Company								
(11.66)	(26.11)	(12.33)	(69.35)	(59.52)	14	Minority Interest								
265.57	263.57	236.28	907.12	759.73	15	Net Profit for the period (12+13-14)	188.06	171.83	167.03	654.45	564.84			
34.04	34.04	34.04	34.04	34.04	16	Paid-up Equity Share Capital (Face value per share: ₹ 1)	34.04	34.04	34.04	34.04	34.04			
			4276.65	3741.36	17	Reserves excluding Revaluation Reserves				3349.01	2990.32			
			24.39	44.78	18	Debt Redemption Reserves (included in 17 above)				24.39	44.78			
					19	Earnings per share (of ₹ 1 each) (Not Annualised)								
7.80	7.74	6.94	26.65	22.32		a) Basic (₹)	5.52	5.05	4.91	19.22	16.60			
7.80	7.74	6.94	26.64	22.32		b) Diluted (₹)	5.52	5.05	4.91	19.22	16.59			
			0.35	0.39	20	Debt Equity Ratio				-	-			
			2.78	1.98	21	Debt Service Coverage Ratio (DSCR)				22.74	19.55			
			13.67	11.02	22	Interest Service Coverage Ratio (ISCR)				22.74	19.55			

See accompanying notes to financial results



GODREJ CONSUMER PRODUCTS LIMITED

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PART-II

SELECT INFORMATION FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Consolidated					Sr. No.	PARTICULARS	Standalone				
Quarter ended			Year Ended				Quarter ended			Year Ended	
31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)			31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
					A	PARTICULARS OF SHAREHOLDING					
					1	Public Shareholding					
124950819	124947624	124882228	124950819	124882228		- Number of shares	124950819	124947624	124882228	124950819	124882228
36.70%	36.70%	36.69%	36.70%	36.69%		- Percentage of Shareholding	36.70%	36.70%	36.69%	36.70%	36.69%
					2	Promoters and Promoter Group Shareholding					
					a)	Pledged/Encumbered					
0	0	0	0	0		- Number of Shares	0	0	0	0	0
0.00%	0.00%	0.00%	0.00%	0.00%		- Percentage of Shares (as a % of total shareholding of promoter and promoter group)	0.00%	0.00%	0.00%	0.00%	0.00%
0.00%	0.00%	0.00%	0.00%	0.00%		- Percentage of Shares (as a % of the total share capital of the company)	0.00%	0.00%	0.00%	0.00%	0.00%
					b)	Non Encumbered					
215496082	215496082	215496082	215496082	215496082		- Number of Shares	215496082	215496082	215496082	215496082	215496082
100.00%	100.00%	100.00%	100.00%	100.00%		- Percentage of Shares (as a % of total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%
63.30%	63.30%	63.31%	63.30%	63.31%		- Percentage of Shares (as a % of the total share capital of the company)	63.30%	63.30%	63.31%	63.30%	63.31%

B	INVESTOR COMPLAINTS	Quarter ended 31-Mar-15
		Pending at the beginning of the quarter
Received during the quarter	28	
Disposed of during the quarter	28	
Remaining unresolved at the end of the quarter	0	



GODREJ CONSUMER PRODUCTS LIMITED

STATEMENT OF ASSETS AND LIABILITIES

₹ Crore

Consolidated			Standalone	
As at March 31, 2015	As at March 31, 2014		As at March 31, 2015	As at March 31, 2014
(Audited)	(Audited)		(Audited)	(Audited)
		I. EQUITY AND LIABILITIES		
		1. Shareholder's Funds		
34.04	34.04	(a) Share Capital	34.04	34.04
4276.65	3741.36	(b) Reserves and Surplus	3349.01	2990.32
4310.69	3775.40		3383.05	3024.36
162.04	225.10	2. Minority Interest	-	-
		3. Non Current Liabilities		
2023.03	1590.83	(a) Long-term Borrowings	-	-
3.13	4.65	(b) Deferred Tax Liabilities (Net)	1.11	1.64
4.12	5.04	(c) Other Long-term Liabilities	4.02	3.79
26.34	23.78	(d) Long-term Provisions	3.99	4.24
2056.62	1624.30		9.12	9.67
		4. Current Liabilities		
146.66	111.48	(a) Short-term Borrowings	0.34	0.88
1086.94	1234.42	(b) Trade Payables	804.53	797.63
1281.31	1298.15	(c) Other Current Liabilities	683.38	623.27
97.68	55.89	(d) Short-term Provisions	41.66	30.24
2612.59	2699.94		1529.91	1452.02
9141.94	8324.74	TOTAL	4922.08	4486.05
		II. ASSETS		
		1. Non-Current Assets		
1731.51	1735.98	(a) Fixed Assets	1239.02	1253.08
4044.05	3552.45	(b) Goodwill on Consolidation	-	-
34.31	34.27	(c) Non-Current Investments	2148.83	2064.99
34.34	24.97	(d) Deferred Tax Assets (Net)	-	-
208.11	157.37	(e) Long-term Loans and Advances	175.39	117.84
0.06	1.44	(f) Other Non-Current Assets	0.06	1.44
6052.38	5506.48		3563.30	3437.35
		2. Current Assets		
151.38	102.00	(a) Current Investments	151.38	102.00
1071.71	1082.13	(b) Inventories	489.51	493.57
804.58	732.05	(c) Trade Receivables	142.94	139.26
894.22	704.79	(d) Cash and Bank Balances	495.36	205.26
160.09	196.21	(e) Short-term Loans and Advances	72.06	107.63
7.58	1.08	(f) Other Current Assets	7.53	0.98
3089.56	2818.26		1358.78	1048.70
9141.94	8324.74	TOTAL	4922.08	4486.05



[Signature]



GODREJ CONSUMER PRODUCTS LIMITED

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

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Notes

1 Summary of Standalone Financial Results:

(₹ Crore)

	Quarter ended			Year ended	
	31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
a) Turnover (Net Sales)	1133.51	1167.08	1032.67	4369.25	4024.74
b) Profit Before Tax	239.52	216.29	214.88	827.19	712.99
c) Profit After Tax	188.06	171.83	167.03	654.45	564.84

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 April 28, 2015. These results have been subjected to an audit 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 ₹ 13.01 crore for the quarter and ₹ 52.75 crore for the year ended on March 31, 2015, 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 sanctioned by the Supreme Court of Mauritius, Godrej Kinky Holdings Ltd (GKHL) has been merged with Godrej Consumer Investment Holding Ltd (GCIHL) with effect from April 1, 2014. In accordance with the Scheme, for the purposes of preparation of the consolidated financial statements of GCIHL, the assets and liabilities of the subsidiaries of GKHL, as identified by the Board of Directors of GCIHL, have been accounted at their fair values. Accordingly, the resultant impact amounting to ₹ 24.91 crore has been written off and debited against Surplus under Reserves.
- 5 Pursuant to a Scheme of Amalgamation sanctioned by the Supreme Court of Mauritius ("the Scheme"), Godrej Consumer Investment Holding Ltd, Godrej Weave Holdings Ltd, DGH Mauritius Pvt Ltd, Weave Business Holdings Mauritius Pvt Ltd and DGH Phase Three Mauritius (Collectively "Transferor Companies") have been merged with Godrej Africa Holdings Ltd (GAHL), the Transferee Company. The appointed date of merger was March 31, 2015. In accordance with the Scheme, all the tangible assets and liabilities of the transferor companies have been recorded at their fair values in the books of GAHL as determined by the Board of Directors of GAHL. Consequently, GAHL has fair valued the investments in certain subsidiaries. The net impact of fair valuation of these investments in the books of the GAHL is nil. The costs and expenses incurred in carrying out and implementing the Scheme are also to be directly debited to reserves of GAHL in the respective year in which the costs and expenses are incurred.
- 6 During the year, the Company has, through one of its wholly owned subsidiaries, acquired 100% stake in the hair extension business of Darling Group in Ghana.
- 7 During the quarter, the Company has, through one of its wholly owned subsidiaries, acquired 100% stake in Frika Hair (Pty) Limited, a hair extension business in South Africa.
- 8 During the quarter, the Company has increased its shareholding in South Africa and Mozambique businesses of Darling group to 90%.
- 9 Other Income includes an amount of ₹ 25.25 crore for the year ended on March 31, 2015, recovered from the GCPL ESOP Trust towards loan repayment, which was earlier written off against Reserves under a Scheme of Amalgamation approved by the Hon'ble High Court of Bombay.
- 10 Exceptional Items include an amount of ₹ 25.77 crore for the year ended March 31, 2015, on account of restructuring costs incurred by certain subsidiaries of the Company and interest earned from GCPL ESOP Trust for the period from July 1, 2012, to March 31, 2014, amounting to ₹ 8.60 crore, which was earlier waived on account of uncertainty of receipt and accounted for in the quarter ended on June 30, 2014.
- 11 Consequent to Schedule II to the Companies Act, 2013, becoming applicable w.e.f. April 1, 2014, depreciation for the quarter and year ended on March 31, 2015, has been provided on the basis of the useful lives as prescribed in Schedule II and there is no material impact on the depreciation charge on account of this change.
- 12 In accordance with section 52 of the Companies Act, 2013, the Company has applied securities premium amounting to ₹ 5.73 crore for the quarter and ₹ 25.36 crore for the year ended on March 31, 2015, in providing for the premium payable on the redemption of non-convertible debentures and for expenses on issue of these debentures.



[Handwritten signature]



GODREJ CONSUMER PRODUCTS LIMITED

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

AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Notes

- 13 The Company has granted 125,378 and 823 new stock grants to eligible employees under the Employee Stock Grant Scheme (ESGS) for the year and quarter ended March 31, 2015, respectively, of which 10,979 stock grants have lapsed.
- 14 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 period); ISCR = EBITDA / Finance Cost; EBITDA = "Earnings before Depreciation, Interest and Tax"
- 15 The Board has declared a fourth interim dividend for the year 2014-15 at the rate of ₹ 2.50 per share (250% on the face value of ₹ 1 each). The record date for the same has been fixed as May 6, 2015 and the dividend shall be paid on May 21, 2015.
- 16 The Company has only one business segment in which it operates viz. Household & Personal Care.
- 17 The figures of the quarter ended March 31, are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial years.
- 18 Previous period's figures have been regrouped and reclassified wherever necessary.

Place: Mumbai

By Order of the Board

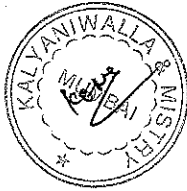
Date: April 28, 2015

For Godrej Consumer Products Limited



Adi B. Godrej
Chairman

A handwritten signature in black ink, appearing to read "Adi B. Godrej".



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

Name of the Company : Godrej Consumer Products Limited

For the period ended : March 31, 2015 (Audited)

Meeting of the Board of Directors of the Company held on April 28, 2015

Sr No	Particulars	Standalone Figures (Amts in ₹ crore)	
		Year	Year
		Ended	Ended
		31-03-2015 (Audited)	31-03-2014 (Audited)
1	Total Turnover (net of excise duty)	4369.25	4024.74
2	Other Operational Income	60.55	55.10
3	Total Income	4429.80	4079.84
4	Expenditure (Other than Interest, Depreciation, Foreign Exchange Loss and Tax Provisions)	3590.13	3326.87
5	Depreciation	41.67	35.52
6	Total Expenditure	3631.80	3362.39
7	Profit from operations before other Income and Finance Cost	798.00	717.45
8	Foreign Exchange Gain / (Loss)	2.27	-5.94
9	Other Income (including Interest Income)	55.24	40.00
10	Profit before Finance Cost	855.51	751.51
11	Finance Cost	36.92	38.52
12	Profit after Finance Cost but before Exceptional Items	818.59	712.99
13	Exceptional Items	8.60	0.00
14	Profit before Tax	827.19	712.99
15	Tax Expense	172.74	148.15
17	Profit after Taxation	654.45	564.84
18	Surplus Brought Forward	1270.33	1010.09
19	Net Profit available for appropriation (including surplus brought forward)	1924.78	1574.93
20	Appropriation		
	a) Capital Redemption Reserve	0.00	0.00
	b) Dividend on Preference Shares	NA	NA
	c) Debenture Redemption Reserve	20.39	(23.53)
	d) Interim Dividend on Equity Shares (refer note below for current year)	(187.24)	(178.70)
	e) Final Dividend	0.00	0.00
	f) Tax on distributed Profits	(36.73)	(30.37)
	g) Adjustment on amalgamation of Godrej Hygiene Products Ltd	--	(15.50)
	h) Transfer to General Reserve	--	(56.50)
	i) Depreciation Adjustment pursuant to implementation of Schedule II of the Companies Act, 2013	(0.83)	
	j) Surplus carried forward	1720.37	1270.33
21	Particulars of proposed Rights / Bonus Shares /Convertible Debenture	--	--

Note:

(1) Interim dividend @ Re.1 per share has been declared for the financial year 2014-15, by the Board of Directors at its meeting held on July 28, 2014

(2) Second Interim Dividend @ Re.1 per share has been declared for the financial year 2014-15, by the Board of Directors at its meeting held on November 1, 2014

(3) Third Interim Dividend @ Re.1 per share has been declared for the financial year 2014-15, by the Board of Directors at its meeting held on February 5, 2015

(4) Fourth Interim Dividend @ Rs.2.50 per share has been declared for the financial year 2014-15, by the Board of Directors at its meeting held on April 28, 2015

for Godrej Consumer Products Ltd



V Srinivasan
CFO & Company Secretary



Date: April 28, 2015