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June 2, 2011

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

Scrip Code : 532424
Fax Nos: 22723121/ 22722037 /
22722041/ 22722061/22722039
/2272 3719

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

Fax Nos: 26598237/38

Dear sirs,

Sub: Presentation

Please find enclosed a presentation on our Africa operations.

Yours faithfully
For Godrej Consumer Products Limited

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

CHANGING THE GAME IN AFRICA

GODREJ CONSUMER PRODUCTS LIMITED

June 3rd 2011



DISCLAIMER

This release/ communication, except for the historical information, may contain statements, including the words or phrases such as ‘expects, anticipates, intends, will, would, undertakes, aims, estimates, contemplates, seeks to, objective, goal, projects, should’ and similar expressions or variations of these expressions or negatives of these terms indicating future performance or results, financial or otherwise, which are forward looking statements. These forward looking statements are based on certain expectations, assumptions, anticipated developments and other factors which are not limited to risk and uncertainties regarding fluctuations in earnings, market growth, intense competition and the pricing environment in the market, consumption level, ability to maintain and manage key customer relationship and supply chain sources and those factors which may affect our ability to implement business strategies successfully, namely changes in regulatory environments in India and overseas, political instability, change in international oil prices and input costs and new or changed priorities of the trade. The Company, therefore, cannot guarantee that the forward looking statements made herein shall be realized. The Company, based on changes as stated above, may alter, amend, modify or make necessary corrective changes in any manner to any such forward looking statement contained herein or make written or oral forward looking statements as may be required from time to time on the basis of subsequent developments and events. The Company does not undertake any obligation to update forward looking statements that may be made from time to time by or on behalf of the Company to reflect the events or circumstances after the date hereof.

PRESENTATION CONTENTS

- GCPL’s 3 x 3 strategy
- Africa as an opportunity
- Hair care in Africa
- Target overview
- Transaction overview

OUR 3 X 3 STRATEGY

6 PILLARS OF OUR STRATEGY

1. Core category leadership
2. International growth
3. Renovation and innovation
4. Future ready sales system
5. Best in class supply chain
6. Agility and professional entrepreneurialism

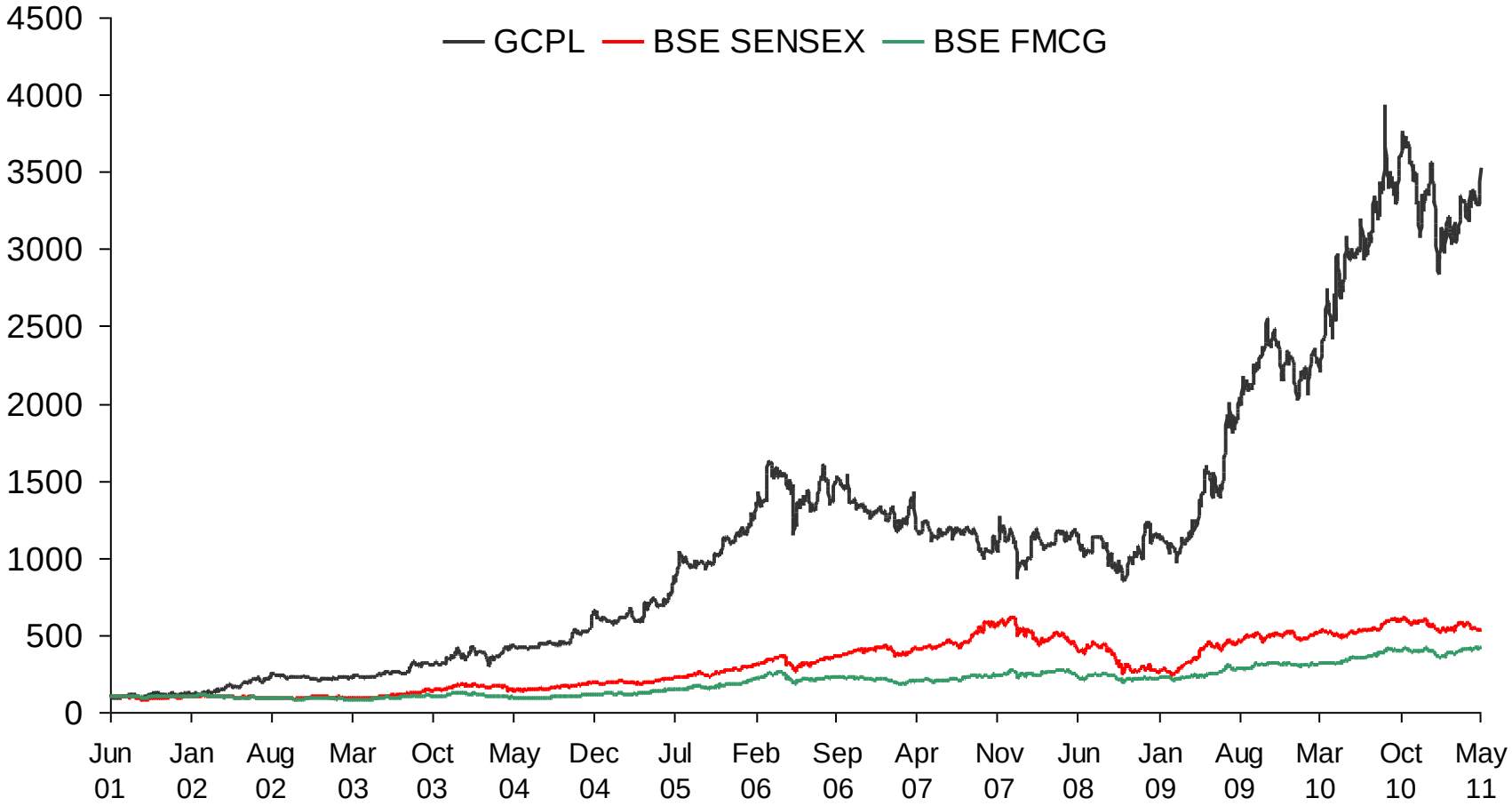
DRIVING INTERNATIONAL GROWTH

- Focus on emerging markets in Asia, Africa and Latin America
- Three core categories - hair care, home care and personal wash
- Disciplined M&A process
- Values based partnering approach

3 X 3

Acquisitions have been the most rewarding route to International Growth

GCPL: STRONG RETURNS TO SHAREHOLDERS



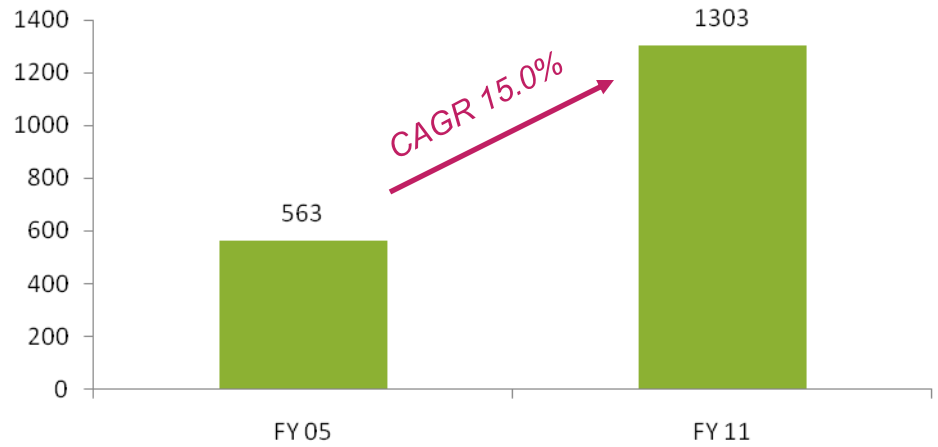
Note: Prices rebased to 100 as of June-2001 (Being the Listing date of GCPL)

Best Performing FMCG company in the last decade

STRATEGIC ACQUISITIONS HAVE STRONGLY AIDED THE GCPL GROWTH STORY

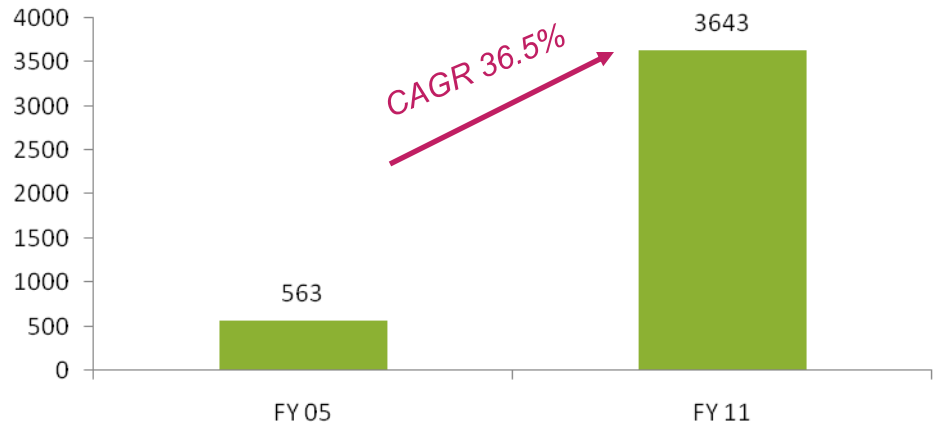
SALES (INR Cr.)

Organic



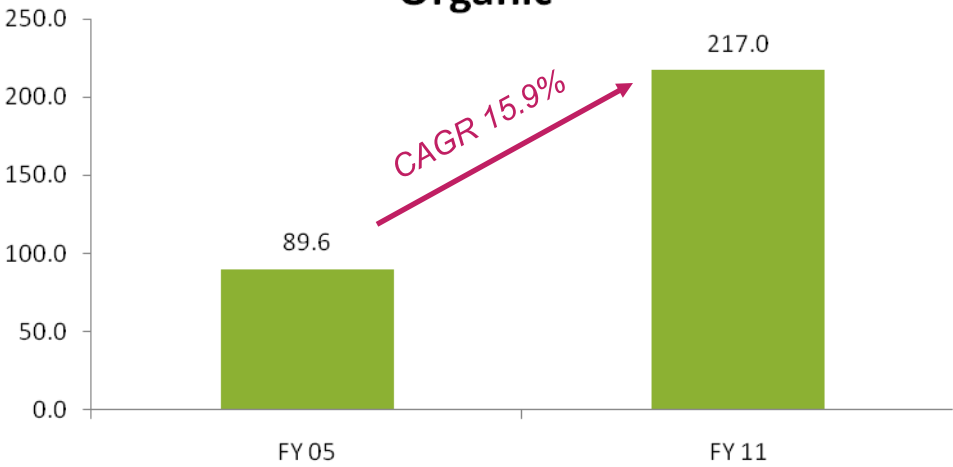
Note: Organic business defined as business existing in FY 05

Consolidated

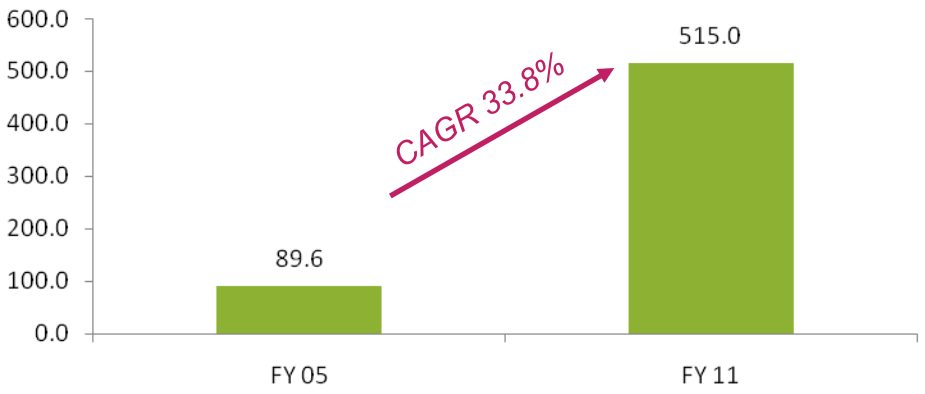


PAT (INR Cr.)

Organic



Consolidated

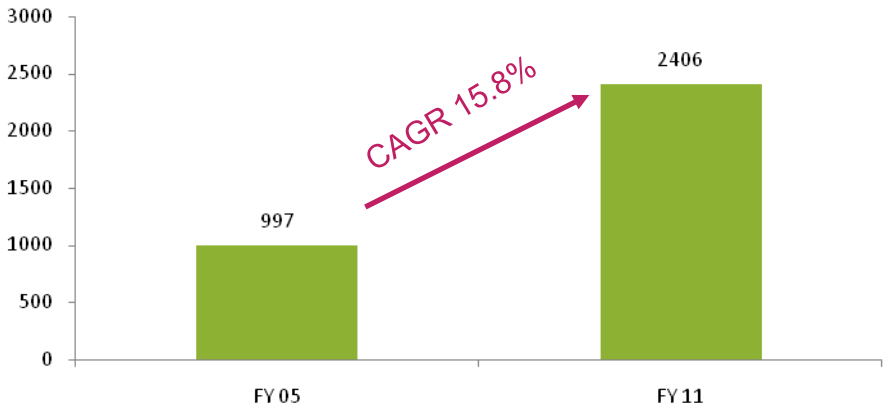


Acquisitions have aided both top line as well as bottom line growth

CONTRIBUTION OF INTERNATIONAL TO BOTH SALES AND PROFIT GROWTH HAS BEEN SIGNIFICANT

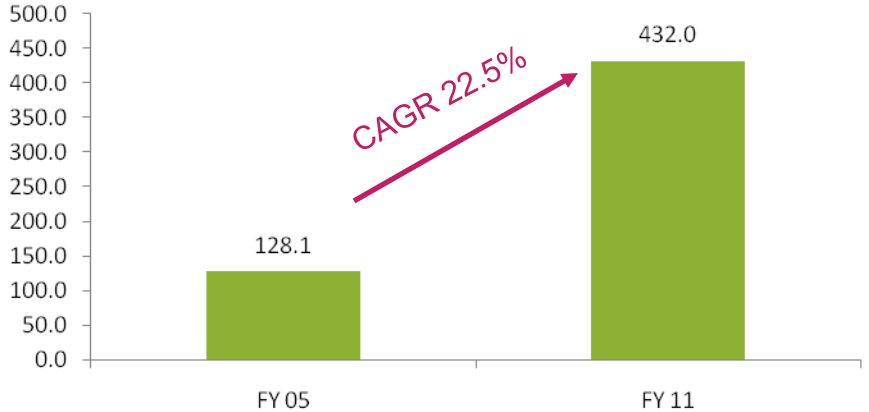
SALES (INR Cr.)

Domestic



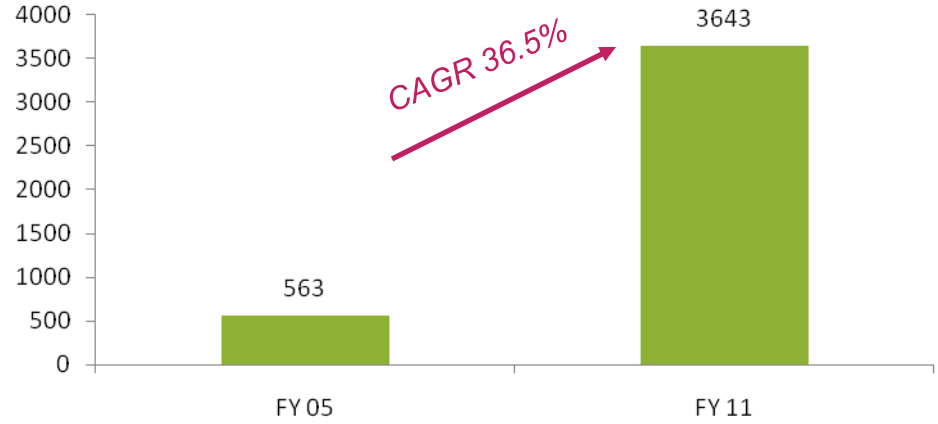
PAT (INR Cr.)

Domestic

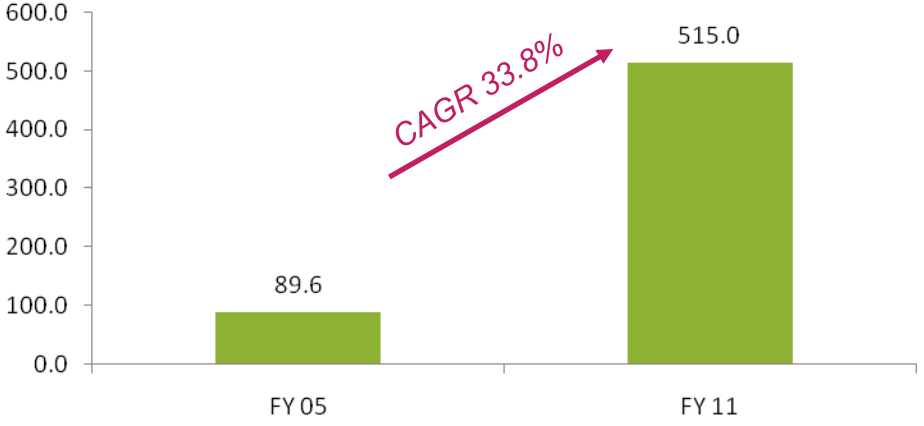


Note: Domestic business defined as GCPL domestic and 100% of erstwhile GSLL business in FY 05

Consolidated



Consolidated



ROBUST POST MERGER INTEGRATION PROCESS IN PLACE

- Seasoned head of international operations on board with deep experience in managing FMCG businesses in Latin America, Africa, Asia-Pacific and Indo-China
- Dedicated international center with value added support provided in HR, Finance, IT and Supply Chain operations
- Defined process for cross-sharing learnings and cross-pollination of categories across geographies
- Systematic controls and processes
- Significant attention devoted to mentoring country CEOs and developing talent in each geography
- Tremendous learning from the Megasari acquisition on win-win partnering with the seller to ensure a smooth transition and ongoing value capture

INTEGRATION OF RECENT INTERNATIONAL ACQUISITIONS IS AHEAD OF PLAN

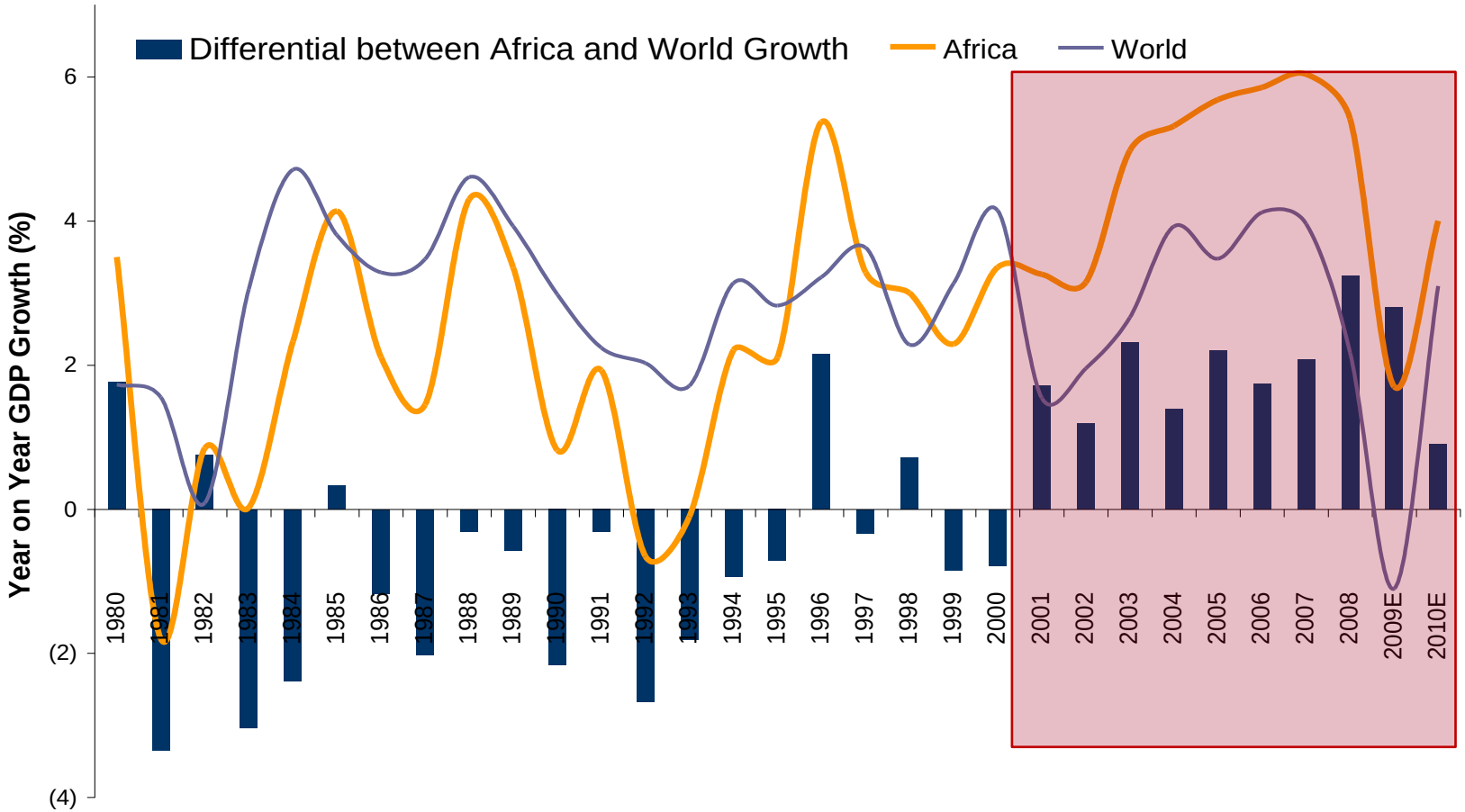
Company	Status on integration
Megasari (Indonesia)	• Executive committee for the business in place • Organic growth in business @ 20%+ • Gross margins improved by ~2% • Projects commissioned to deliver benefits of increased distribution reach, sales processes and launch of hair colour in Indonesia
Godrej Argentina	• Successful integration of the Issue and Argencos businesses • Organic growth in business @ 25% + • Gross margins improved by ~3% • Consolidation of Argentine business, focus on expanding across LatAm
Tura (Nigeria)	• Projects underway to launch other categories through the Tura infrastructure





AFRICA AS AN OPPORTUNITY

AFRICA HAS DEMONSTRATED ROBUST ECONOMIC GROWTH IN THE LAST DECADE

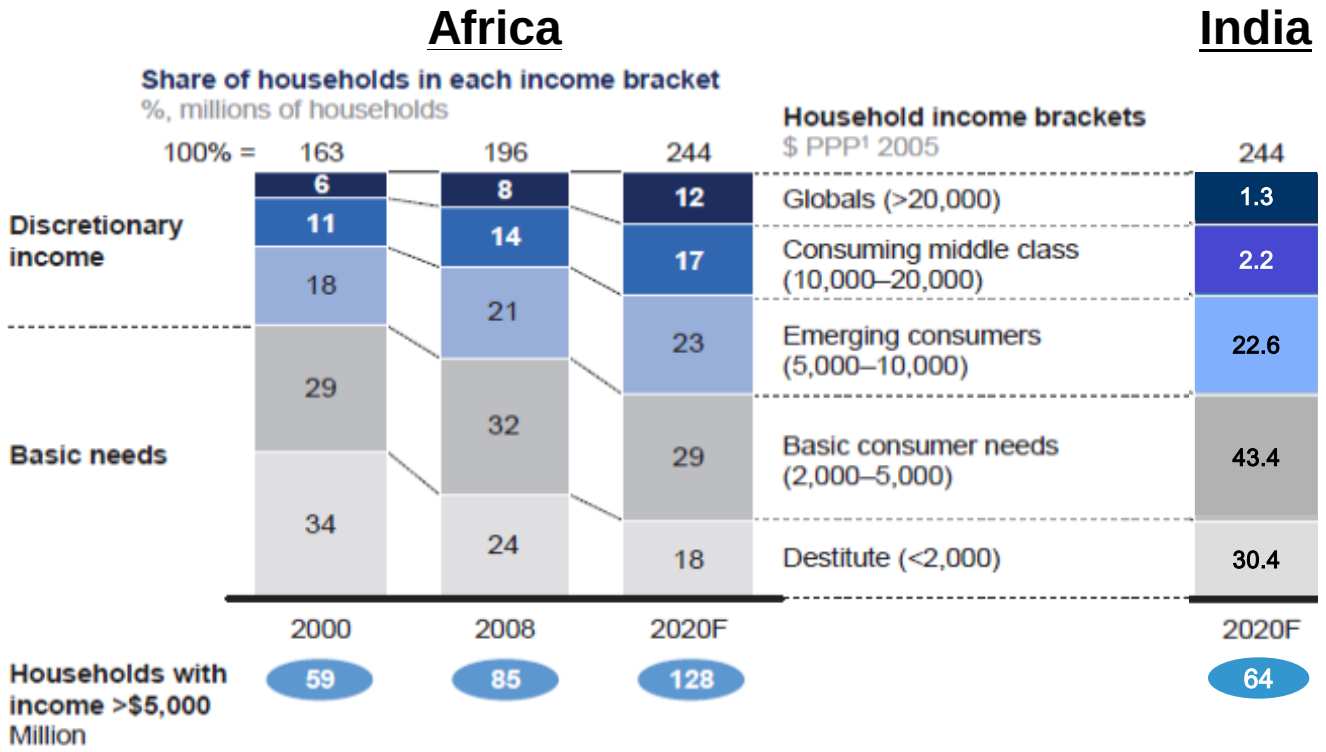


In 2001 African GDP growth overtook the global average

Source: IMF Database, World Bank, UNCTAD, Equity Research

RISING INCOME LEVELS

The number of households with discretionary income (>$5,000p.a.) is expected to rise by 50% in the next 10 years



1 Purchasing power parity adjusts for price differences in identical goods across countries to reflect differences in purchasing power in each country.

SOURCE: Canback Global Income Distribution Database (C-GIDD); McKinsey Global Institute

Africa has burgeoning middle class that would be twice that of India's in 2020

OUTLOOK FOR AFRICA

- Sub-Saharan Africa's recovery from the crisis-induced slowdown is well under way, with growth in most countries now back fairly close to the high levels of the mid-2000s
- Growth this year is expected to average 5.5% and 6% percent in 2012
- African political environment, infrastructure and sovereign governance continues to improve
- Africa will become an integral part of the Chinese and Indian supply chains, which will call for more investments and speedier growth

Real GDP growth rate	2009	2010	2011	2012
World Output	(0.5)	5.0	4.4	4.5
Advanced Economies	(3.4)	3.0	2.4	2.6
Emerging Economies	2.7	7.3	6.5	6.5
Russia	(7.8)	4.0	4.8	4.5
China	9.2	10.3	9.6	9.5
India	6.8	10.4	8.2	7.8
Brazil	(0.6)	7.5	4.5	4.1
Middle East and North Africa	1.8	3.8	4.1	4.2
Sub-Saharan Africa	2.8	5.0	5.5	5.9
Angola	2.4	1.6	7.8	10.5
Congo (DRC)	2.8	7.2	6.5	6.0
Ghana	4.7	5.7	13.7	7.3
Kenya	2.6	5.0	5.7	6.5
Mozambique	6.3	7.0	7.5	7.8
Nigeria	7.0	8.4	6.9	6.6
South Africa	(1.7)	2.8	3.5	3.8
Tanzania	6.7	6.5	6.4	6.6

Future outlook is bullish

Source: IMF, World Economic Forum

INDIA'S ADVANTAGE WITH AFRICA



- ☑ Long standing friendly political relations
- ☑ Geographical proximity puts India on a favorable footing against global competitors
- ☑ Indians have experience with working in unstructured situations
- ☑ Huge and flourishing Indian diaspora
- ☑ Indian products suited to compete in the value for money African market
- ☑ Indo-Africa trade which stood at $3 bn in 2000-01 had gone up to $39 bn in 2009-10; estimated to reach $70 bn by 2015
- ☑ India has offered 33 least developed countries on the continent facilities to avail of benefits under the duty-free tariff preference scheme

The recent India-Africa Summit aids the relationship further especially the $5 bn credit line extended to Africa

SUB-SAHARAN AFRICA – FMCG LANDSCAPE

- Few non-MNC pan Africa businesses
- Most local brands compete on price with limited focus on brand building
- MNCs operate mostly through a hub & spoke model with little local customized innovation
- Their pricing is generally very premium and addresses only the top 10% of the market
- Heritage brands enjoy a significant competitive advantage since building new brands is very difficult
- Lack of media and communication depth / penetration further reinforces this entry barrier





Acquisition of a strong business is hence one of the best entry strategies for Sub-Saharan Africa

AFRICAN HAIR CARE AND GCPL's AFRICA STRATEGY

AFRICAN HAIR MARKET

- African hair is unique in texture with a tendency to break before reaching any considerable length which is further exacerbated from continual chemical treatment
- The 2 ethnic hair care product categories that are most commonly used in sub-Saharan Africa are:
  - Hair relaxers
  - Hair extensions
- Relaxers are a necessary part of the African hair care regime but are perceived as chemical and harsh
- Hair extensions are an evolving part of African beauty and cultural identity; and have developed into sophisticated techniques
- It is amongst the highest non-food discretionary spend categories for the African woman



HAIR EXTENSIONS MARKET

- $1 bn plus market (estimate) in Africa
- Fairly unorganized with no MNC presence
- 15% CAGR growth (estimate) for the last 5 years
- 3 players account for more than 75% of the African market
- Key drivers for the growth are similar to other FMCG products:
  - Increase in discretionary income
  - Higher penetration
  - Rapid urbanization





OUR ONE AFRICA STRATEGY

- GCPL aims to add a 100 million consumers in sub-Saharan Africa by FY13
- We will do this through offering the African consumer a strong portfolio of hair care and home care products
- Inecto is today the market leader in hair colours in 14 African countries
- The addition of the Darling business is a crtical building block in achieving our Africa aspirations









TARGET OVERVIEW

DARLING GROUP – OVERVIEW

- Established in 1982
- Market leader in hair extensions in 14 countries across Africa
- Key brands: Darling and Amigos
- 25-30% estimated market share in hair extensions across Africa
- Management team headed by Mr. Saadallah Khalil who has three decades of experience in leading this business
    - Pioneered category starting with Senegal and Nigeria
    - Supervised build up in other countries and managed the brand across the continent
    - Ably supported by country heads and full functional teams in each country



PRODUCT PORTFOLIO

Braids





Weave-ons

Wigs







Human hair

Curls







After care

STRONG SYNERGIES BETWEEN DARLING AND KINKY

- Focused on retail chains
- Leader in the mass and mass premium segments
- Fully backward integrated with significant cost advantages that can be utilized for sourcing for Kinky

- 70% of revenue through own stores
- Strong focus on experience selling
- More focus on the higher value segments
- Not backward integrated

We will create a optimum brand architecture and channel strategy so as to maximize benefits from both brands

TRANSACTION OVERVIEW

KEY TRANSACTION HIGHLIGHTS

1. On June 1, 2011, GCPL signed a term sheet to acquire rights to 51% stake in Darling Group Holdings (DGH)

2. DGH will include operations of the Darling Group in 14 countries across Africa. The 51% acquisition will happen in stages over the next 24 months. We expect phase 1 to close in 60-90 days

3. GCPL will acquire 100% equity stake in DGH in a 3-5 year period through a combination of put and call options

4. Funding of the transaction will be done through low cost overseas debt

5. DGH's seasoned management team will continue to lead the business. GCPL will put in place financial controls and cross- functional teams to address specific synergies

6. The acquisition is expected to be EPS accretive for GCPL from year 1 itself

KEY RATIONALE

Strategic rationale



- One of the best business platforms for GCPL to take its product portfolio across sub-Saharan Africa
- Opportunity to build a global brand in a high involvement personal care category for ethnic consumers across the world
- Access to consumption growth in the African continent through one of the rare strong local brands and distributions platforms

Economic rationale

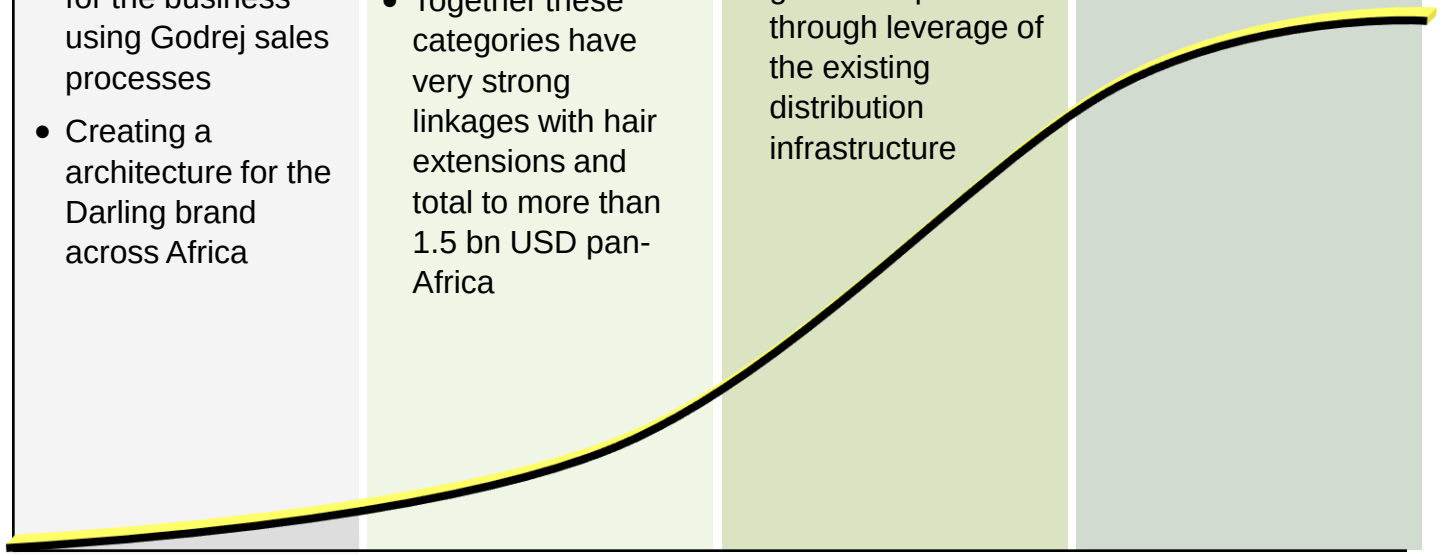


- Strongly EPS accretive transaction on the base business being acquired
- Tremendous platform value through the sale of other GCPL portfolio products
- Operational synergies between the Darling Group and current GCPL Africa businesses

POTENTIAL UPSIDES

Potential upside

Immediate operational synergies	Extending existing brands to adjacencies	Realizing platform value	Building & leveraging the Darling brand
• Operational synergies on finance and mfg cost improvement • Improving the go-to-market strategy for the business using Godrej sales processes • Creating a architecture for the Darling brand across Africa	• Possible entry into relaxers and after care categories of ethnic hair care using existing brands • Together these categories have very strong linkages with hair extensions and total to more than 1.5 bn USD pan-Africa	• Bring alive GCPL's Africa strategy for categories like household insecticides quicker and with much greater depth through leverage of the existing distribution infrastructure	• Work towards the vision of building Darling into one of the strongest and largest personal care brands in Africa





THANK YOU FOR YOUR TIME AND CONSIDERATION