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

January 31, 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-January 31, 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 December 31, 2012. 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 a third interim dividend @ Re. 1/- per share (100% on the shares of the face value of Re.1/- each) for the financial year 2012-13

   As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is February 8, 2013.

   The dividend will be paid on February 22, 2013

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.

For Godrej Consumer Products Ltd.

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 CONSUMER PRODUCTS LIMITED

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

PART-I

STATEMENT OF UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012

(₹ Crore)

Consolidated						Sr. No.	PARTICULARS	Standalone					
Quarter ended			Nine Months ended		Year ended			Quarter ended			Nine Months ended		Year ended
31-Dec-12 (Unaudited)	30-Sep-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Mar-12 (Audited)			31-Dec-12 (Unaudited)	30-Sep-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Mar-12 (Audited)
						1	**Income from Operations**						
1691.31	**1595.33**	**1344.06**	**4675.28**	**3527.89**	**4850.94**		a) Net Sales (Net of Excise Duty)	**921.59**	**896.27**	**765.51**	**2595.52**	**2149.19**	**2933.53**
4.31	4.99	4.59	12.77	13.32	15.22		b) Other Operating Income	17.51	14.90	12.52	44.37	33.84	46.55
1695.62	**1600.32**	**1348.65**	**4688.05**	**3541.21**	**4866.16**		**Total Income from Operations (Net)**	**939.10**	**911.17**	**778.03**	**2639.89**	**2183.03**	**2980.08**
						2	**Expenses**						
742.70	665.17	562.72	1992.47	1537.31	2171.74		a) Cost of Raw Materials including Packing Material Consumed	410.36	408.18	328.20	1161.58	981.09	1327.06
127.15	116.72	100.66	344.75	246.56	356.11		b) Purchase of Stock in Trade	82.26	76.86	70.93	222.90	166.85	235.72
(117.95)	(15.46)	(32.43)	(155.75)	(81.95)	(212.26)		c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(68.74)	(29.30)	(28.13)	(108.84)	(55.65)	(86.74)
157.20	133.31	110.47	419.43	271.79	401.48		d) Employee Benefits Expenses	47.62	35.96	44.39	119.84	105.41	156.74
20.45	20.64	17.05	60.98	48.90	64.44		e) Depreciation and Amortization Expenses	8.00	8.32	6.32	24.63	20.12	25.83
181.07	155.23	112.13	489.35	340.27	449.86		f) Advertisement and Publicity	107.28	75.14	58.84	259.82	180.85	235.59
320.59	296.39	225.84	861.69	599.98	823.33		g) Other Expenses	192.11	183.29	146.24	527.72	400.34	542.27
1431.21	**1372.00**	**1096.44**	**4012.92**	**2962.86**	**4054.70**		**Total Expenses**	**778.89**	**758.45**	**626.79**	**2207.65**	**1799.01**	**2436.47**
264.41	**228.32**	**252.21**	**675.13**	**578.35**	**811.46**	3	**Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)**	**160.21**	**152.72**	**151.24**	**432.24**	**384.02**	**543.61**
(2.71)	(7.59)	(5.88)	(27.94)	(20.75)	(20.50)	4	Foreign Exchange Gain / (Loss)	(1.96)	0.75	(7.50)	(12.22)	(16.81)	(15.16)
14.53	14.41	13.46	43.60	33.94	52.00	5	Other Income	21.70	9.19	11.13	42.06	49.28	63.05
276.23	**235.14**	**259.79**	**690.79**	**591.54**	**842.96**	6	**Profit before Finance Cost and Exceptional Items (3+4+5)**	**179.95**	**162.66**	**154.87**	**462.08**	**416.49**	**591.50**
18.85	20.00	21.03	55.27	47.22	65.84	7	Finance Cost	1.94	4.72	5.37	9.63	8.46	13.39
257.38	**215.14**	**238.76**	**635.52**	**544.32**	**777.12**	8	**Profit after Finance Cost but before Exceptional Items (6-7)**	**178.01**	**157.94**	**149.50**	**452.45**	**408.03**	**578.11**
-	-	-	-	175.22	200.17	9	Exceptional Items	-	-	-	-	156.19	180.95
257.38	**215.14**	**238.76**	**635.52**	**719.54**	**977.29**	10	**Profit Before Tax (8+9)**	**178.01**	**157.94**	**149.50**	**452.45**	**564.22**	**759.06**
67.35	47.55	55.47	126.13	165.96	226.05	11	Tax Expense	35.93	31.28	31.71	91.77	118.29	154.67
190.03	**167.59**	**183.29**	**509.39**	**553.58**	**751.24**	12	**Net Profit after Tax but before Minority Interest (10-11)**	**142.08**	**126.66**	**117.79**	**360.68**	**445.93**	**604.39**
(17.83)	(8.28)	(16.22)	(47.43)	(19.51)	(24.52)	13	Minority Interest						
172.20	**159.31**	**167.07**	**461.96**	**534.07**	**726.72**	14	**Net Profit for the period (12-13)**	**142.08**	**126.66**	**117.79**	**360.68**	**445.93**	**604.39**
34.03	34.03	32.36	34.03	32.36	34.03	15	Paid-up Equity Share Capital *(Face value per share: ₹ 1)*	34.03	34.03	32.36	34.03	32.36	34.03
					2781.15	16	Reserves excluding Revaluation Reserves						2489.89
						17	**Earnings per share (of ₹ 1 each) *(Not Annualised)***						
5.06	4.68	4.16	13.57	16.50	22.34		a) Basic (₹)	4.17	3.72	3.64	10.60	13.78	18.58
5.06	4.68	4.16	13.57	16.50	22.34		b) Diluted (₹)	4.17	3.72	3.64	10.60	13.78	18.58

See accompanying notes to financial results

GODREJ CONSUMER PRODUCTS LIMITED

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PART-II SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012

Consolidated						Sr. No.	PARTICULARS	Standalone					
Quarter ended			Nine Months ended		Year ended			Quarter ended			Nine Months ended		Year ended
31-Dec-12 (Unaudited)	30-Sep-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Mar-12 (Audited)			31-Dec-12 (Unaudited)	30-Sep-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-11 (Unaudited)	31-Mar-12 (Audited)
						A	**PARTICULARS OF SHAREHOLDING**						
						1	**Public Shareholding**						
124190949	123190949	105888970	124190949	105888970	122596287		- Number of shares	124190949	123190949	105888970	124190949	105888970	122596287
36.49%	36.20%	32.72%	36.49%	32.72%	36.03%		- Percentage of Shareholding	36.49%	36.20%	32.72%	36.49%	32.72%	36.03%
						2	**Promoters and Promoter Group Shareholding**						
							a), Pledged/Encumbered						
0	0	0	0	0	0		- Number of Shares	0	0	0	0	0	0
0.00%	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%	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%	0.00%
							b) Non Encumbered						
216135082	217135082	217701174	216135082	217701174	217701174		- Number of Shares	216135082	217135082	217701174	216135082	217701174	217701174
100.00%	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%	100.00%
63.51%	63.80%	67.28%	63.51%	67.28%	63.97%		- Percentage of Shares (as a % of the total share capital of the company)	63.51%	63.80%	67.28%	63.51%	67.28%	63.97%

Sr. No.		Quarter ended Dec 31, 2012
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	0
	Received during the quarter	4
	Disposed of during the quarter	4
	Remaining unresolved at the end of the quarter	0

GODREJ CONSUMER PRODUCTS LIMITED

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UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012

Notes

1 Summary of Standalone Financial Results:

(₹ Crore)

	Quarter ended			Nine Months ended		Year ended
	31-Dec-12	30-Sep-12	31-Dec-11	31-Dec-12	31-Dec-11	31-Mar-12
a) Turnover (Net Sales)	921.59	896.27	765.51	2595.52	2149.19	2933.53
b) Profit Before Tax	178.01	157.94	149.50	452.45	564.22	759.06
c) Profit After Tax	142.08	126.66	117.79	360.68	445.93	604.39

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 January 31, 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, an amount of ₹ 13.29 crore for the quarter ended and ₹ 39.74 crore for the nine months ended on December 31, 2012, 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 The Govt of India, Ministry of Corporate Affairs has issued a Notification dated December 29, 2011, amending the Companies (Accounting Standards) Rules, 2006, in respect of Accounting Standard (AS) 11 relating to "The Effects of Changes in Foreign Exchange Rates", wherein enterprises have been given an option to accumulate exchange differences in a "Foreign Currency Monetary Item Translation Difference Account" subject to the conditions specified in the Notification. Accordingly, the Company has exercised the option to accumulate the foreign currency losses. As at December 31, 2012, an amount of ₹ 14.32 crore is remaining to be amortized.

5 During the quarter, the Company completed the acquisition of 51% stake in Darling group operations in Kenya through its subsidiary Godrej East Africa Holdings Ltd. The Darling Group is a market leader in hair extension products in the African continent.

6 During the quarter, Keyline Brands Limited, a 100% subsidiary of the Company, has acquired "Soft and Gentle" brand from Colgate-Palmolive. "Soft and Gentle" is the United Kingdom's 4th largest female deodorant brand by market share. This acquisition would reflect in the financials from the subsequent quarter.

7 Subsequent to the end of the quarter, certain overseas subsidiaries of the Company have entered into an agreement to divest their non-core foods business together with the associated Brands at a value of about USD 35 million.

8 The Board has declared the third interim dividend for the year 2012-13 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 February 8, 2013 and the dividend shall be paid on February 22, 2013.

9 The Company has only one business segment in which it operates viz. Household & Personal Care.

10 Previous period's figures have been regrouped and reclassified wherever necessary.

Place: Mumbai
Date: January 31, 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 : December 31, 2012 (Unaudited)
Meeting of the Board of Directors of the Company held on January 31, 2013

		Standalone Figures (Amts in ₹ crore)		
Sr No	Particulars	Nine Months ended 31-12-12 (Unaudited)	Nine Months ended 31-12-11 (Unaudited)	Year ended 31-03-12 (Audited)
1	Total Turnover (net of excise duty)	**2595.52**	**2149.19**	**2933.53**
2	Other Operational Income	44.37	**33.84**	**46.55**
3	**Total Income**	**2639.89**	**2183.03**	**2980.08**
4	Expenditure (Other than Interest, Depreciation, Foreign Exchange Loss and Tax Provisions)	2183.02	1778.89	2410.64
5	Depreciation	24.63	20.12	25.83
6	**Total Expenditure**	**2207.65**	**1799.01**	**2436.47**
7	**Profit from operations before other Income and Finance Cost & Exeptional**	**432.24**	**384.02**	**543.61**
8	Foreign Exchange Gain / (Loss)	(12.22)	(16.81)	(15.16)
9	Other Income (including Interest Income)	42.06	49.28	63.05
10	**Profit before Finance Cost and Exceptional Items (7+8+9)**	**462.08**	**416.49**	**591.50**
11	Finance Cost	9.63	8.46	13.39
12	**Profit After Finance Cost but before exceptional items(9-11)**	**452.45**	**408.03**	**578.11**
13	Exceptional Items	0.00	156.19	180.95
14	**Profit Before Tax (12+ 13)**	**452.45**	**564.22**	**759.06**
15	Tax Expense	91.77	118.29	154.67
16	**Profit after Taxation (14-15)**	**360.68**	**445.93**	**604.39**
17	Surplus Brought Forward	769.82	407.91	407.91
18	**Net Profit available for appropriation (including surplus brought forward)**	**1130.50**	**853.84**	**1012.30**
19	**Appropriation**			
	a) Capital Redemption Reserve	0.00		0.00
	b) Dividend on Preference Shares	NA	NA	NA
	c) Debenture Redemption Reserve	11.49		
	d) Interim Dividend on Equity Shares (refer note below for current year)	102.10	97.08	156.63
	e) Final Dividend	0.00	0.00	0.00
	f) Tax on distributed Profits	16.56	15.75	25.41
	g) Transfer to General Reserve	36.07	44.60	60.44
	h) Surplus carried forward	964.28	696.41	769.82
	Total of Appropriation and Surplus carried forward	**1130.50**	**853.84**	**1012.30**
20	Particulars of proposed Rights / Bonus Shares /Convertible Debenture	--		--

Note:

(1) First Interim dividend @ Re.1 per share has been declared for the financial year 2012-13, by the Board of Directors in its meeting held on August 4, 2012

(2) Second Interim dividend @ Re.1 per share has been declared for the financial year 2012-13, by the Board of Directors in its meeting held on November 3, 2012

(3) Third Interim dividend @ Re.1 per share has been declared for the financial year 2012-13, by the Board of Directors in its meeting held on January 31, 2013

for Godrej Consumer Products Ltd

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

Date: January 31, 2013