

February 1, 2014

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

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-February 1, 2014

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, 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 a third interim dividend @ Re. 1/- per share (100% on the shares of the face value of Re.1/- each) for the financial year 2013-14.

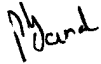
As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is February 10, 2014.

The dividend will be paid on February 24, 2014

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



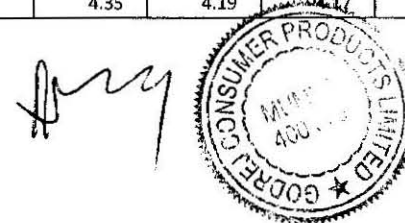
GODREJ CONSUMER PRODUCTS LIMITED

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, 2013 (₹ Crore)

Consolidated						Sr. No.	PARTICULARS	Standalone					
Quarter ended			Nine Months ended		Year ended			Quarter ended			Nine Months ended		Year ended
31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)			31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
1978.88	1957.38	1693.84	5658.56	4682.00	6399.65	1	Income from Operations						
3.39	4.34	4.31	12.33	12.77	16.65		a) Net Sales (Net of Excise Duty)	1044.70	1024.25	921.59	2992.07	2595.52	3520.93
							b) Other Operating Income	13.31	13.87	17.51	39.38	44.37	60.09
1982.27	1961.72	1698.15	5670.89	4694.77	6416.30		Total Income from Operations (Net)	1058.01	1038.12	939.10	3031.45	2639.89	3581.02
						2	Expenses						
768.60	760.07	758.28	2238.96	2042.89	2726.46		a) Cost of Raw Materials including Packing Material Consumed	412.08	412.91	425.94	1195.21	1212.00	1587.49
123.88	168.80	127.15	424.08	344.75	451.03		b) Purchase of Stock in Trade	60.40	81.92	82.26	193.88	222.90	296.45
32.50	(23.19)	(117.95)	(31.61)	(155.75)	(155.89)		c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	33.36	(5.78)	(68.74)	52.14	(108.84)	(116.91)
182.18	202.19	157.20	563.57	419.43	590.68		d) Employee Benefits Expenses	45.74	54.78	47.62	143.09	119.84	165.56
22.49	24.41	20.45	69.03	60.98	77.00		e) Depreciation and Amortization Expenses	8.84	9.68	8.00	27.68	24.63	32.27
227.53	220.60	183.59	687.19	497.48	668.48		f) Advertisement and Publicity	117.24	109.19	109.80	364.82	267.95	352.16
337.05	333.47	305.02	953.04	809.86	1120.38		g) Other Expenses	196.05	191.47	174.01	549.03	469.17	654.19
1694.23	1686.35	1433.74	4904.26	4019.64	5478.14		Total Expenses	873.71	854.17	778.89	2525.85	2207.65	2971.21
288.04	275.37	264.41	766.63	675.13	938.16	3	Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)	184.30	183.95	160.21	505.60	432.24	609.81
(3.00)	(6.34)	(2.71)	(24.75)	(27.94)	(32.78)	4	Foreign Exchange Gain / (Loss)	(0.35)	(4.05)	(1.96)	(9.71)	(12.22)	(12.01)
17.33	12.82	14.53	43.32	43.60	67.78	5	Other Income	10.92	8.63	21.70	28.82	42.06	50.65
302.37	281.85	276.23	785.20	690.79	973.16	6	Profit before Finance Cost and Exceptional Items (3+4+5)	194.87	188.53	179.95	524.71	462.08	648.45
30.74	25.70	18.85	80.48	55.27	77.45	7	Finance Cost	10.85	8.12	1.94	26.60	9.63	15.49
271.63	256.15	257.38	704.72	635.52	895.71	8	Profit after Finance Cost but before Exceptional Items (6-7)	184.02	180.41	178.01	498.11	452.45	632.96
0.17	-	-	2.40	-	128.90	9	Exceptional Items	-	-	-	-	-	-
271.80	256.15	257.38	707.12	635.52	1024.61	10	Profit Before Tax (8+9)	184.02	180.41	178.01	498.11	452.45	632.96
55.84	46.99	67.35	136.65	126.13	179.18	11	Tax Expense	35.99	37.79	35.93	100.30	91.77	122.02
215.96	209.16	190.03	570.47	509.39	845.43	12	Net Profit after Tax but before Minority Interest (10-11)	148.03	142.62	142.08	397.81	360.68	510.94
0.17	-	-	0.17	-	-	13	Share of Profit in Associate Company						
(20.36)	(14.19)	(17.83)	(47.19)	(47.43)	(49.33)	14	Minority Interest						
195.77	194.97	172.20	523.45	461.96	796.10	15	Net Profit for the period (12+13-14)	148.03	142.62	142.08	397.81	360.68	510.94
34.04	34.04	34.03	34.04	34.03	34.03	16	Paid-up Equity Share Capital (Face value per share: ₹ 1)	34.04	34.04	34.03	34.04	34.03	34.03
					3279.01	17	Reserves excluding Revaluation Reserves						2727.07
						18	Earnings per share (of ₹ 1 each) (Not Annualised)						
5.75	5.73	5.06	15.38	13.57	23.39		a) Basic (₹)	4.35	4.19	4.17	11.69	10.60	15.01
5.75	5.73	5.06	15.38	13.57	23.39		b) Diluted (₹)	4.35	4.19	4.17	11.69	10.60	15.01

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, 2013

Consolidated						Sr. No.	PARTICULARS	Standalone					
Quarter ended			Nine Months ended		Year ended			Quarter ended			Nine Months ended		Year ended
31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)			31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
						A	PARTICULARS OF SHAREHOLDING						
						1	Public Shareholding						
124882228	124882228	124190949	124882228	124190949	124191843		- Number of shares	124882228	124882228	124190949	124882228	124190949	124191843
36.69%	36.69%	36.49%	36.69%	36.49%	36.49%		- Percentage of Shareholding	36.69%	36.69%	36.49%	36.69%	36.49%	36.49%
						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						
215496082	215496082	216135082	215496082	216135082	216135082		- Number of Shares	215496082	215496082	216135082	215496082	216135082	216135082
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%
63.31%	63.31%	63.51%	63.31%	63.51%	63.51%		- Percentage of Shares (as a % of the total share capital of the company)	63.31%	63.31%	63.51%	63.31%	63.51%	63.51%

B	INVESTOR COMPLAINTS	Quarter ended Dec 31, 2013
	Pending at the beginning of the quarter	4
	Received during the quarter	15
	Disposed of during the quarter	18
	Remaining unresolved at the end of the quarter	1



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UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013**Notes****1 Summary of Standalone Financial Results:**

(₹ Crore)						
	Quarter ended			Nine Months ended		Year ended
	31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Mar-13 (Audited)
a) Turnover (Net Sales)	1044.70	1024.25	921.59	2992.07	2595.52	3520.93
b) Profit Before Tax	184.02	180.41	178.01	498.11	452.45	632.96
c) Profit After Tax	148.03	142.62	142.08	397.81	360.68	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 February 1, 2014. 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 ₹ 13.29 crore for the quarter and ₹ 39.74 crore for the nine months ended on December 31, 2013, equivalent to the amortisation of the Goodknight and Mit Brands is directly debited to the General Reserve instead of being debited to the Statement of Profit and Loss.
- 4 On October 7, 2013, the Company has acquired 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.
- 5 Pursuant to a Scheme of Amalgamation sanctioned by a Dutch Court, Godrej Indonesia Netherlands Holding B.V. (GINBV) has been merged with Godrej Consumer Holdings (Netherlands) B.V. (GCHNBV) with effect from September 30, 2013. In accordance with the Scheme, for the purposes of preparation of the consolidated financial statements of GCHNBV, certain foreign exchange revaluation losses of the subsidiaries of GCHNBV and costs and expenses of amalgamation amounting to USD 7.79 million (₹ 39.09 crore) were 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 ₹ 39.09 crore during the quarter ended September 30, 2013, would have been charged to the Statement of Profit and Loss, the consolidated profit of the Company for the nine months ended December 31, 2013, would have been lower by ₹ 39.09 crore. There is no impact on the financial results for the current quarter ended December 31, 2013
- 6 During the year to date, the Company has granted 83,097 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).
- 7 The Board has declared a third 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 February 10, 2014 and the dividend shall be paid on February 24, 2014.
- 8 The Company has only one business segment in which it operates viz. Household & Personal Care.
- 9 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: February 1, 2014



By Order of the Board
For Godrej Consumer Products Limited

Adi B. Godrej
Chairman

KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

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

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 nine months ended on December 31, 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 February 1, 2014. 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 nine months ended on December 31, 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. 13.29 crore and Rs. 39.74 crore respectively, for the quarter and nine months ended on December 31, 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. 13.29 crore and Rs. 39.74 crore respectively, for the quarter and nine months ended December 31, 2013 and the General Reserve would have been higher by Rs. 39.74 crore as at December 31, 2013.

Handwritten signature/initials

**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


Darius Z. Fraser
PARTNER
M. No.: 42454

Mumbai: February 01, 2014.

KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

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

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 nine months ended on December 31, 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 February 01, 2014. 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. 5,103.97 crore as at December 31, 2013, and the Group’s share of total revenue of Rs. 952.58 crore and Rs. 2,753.22 crore respectively, for the quarter and nine 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.

**KALYANIWALLA
& MISTRY**

4. Without qualifying our opinion, we draw attention to the Unaudited Consolidated Financial Results for the quarter and nine months ended on December 31, 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. 13.29 crore and Rs. 39.74 crore respectively, for the quarter and nine months ended on December 31, 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. 13.29 crore and Rs. 39.74 crore respectively, for the quarter and nine months ended December 31, 2013 and the General Reserve would have been higher by Rs. 39.74 crore as at December 31, 2013.
 - b) Note 5 regarding the Amalgamation of Godrej Indonesia Netherlands Holding B.V. (GINBV) with Godrej Consumer Holdings B.V. (GCHNBV) approved by The 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. 38.90 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 during the quarter ended September 30, 2013, 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 Rs. 38.90 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 year to date ended December 31, 2013, would have been lower by Rs. 39.09 crore. There is no impact on the financial results for the current quarter ended December 31, 2013.
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


Darshil Z. Fraser
PARTNER
M. No.: 42454

Mumbai: February 01, 2014.

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, 2013 (Unaudited)
 Meeting of the Board of Directors of the Company held on February 1, 2014

Sr No	Particulars	Standalone Figures (Amts in ₹ crore)		
		Nine Month ended 31-12-13 (Unaudited)	Nine Month ended 31-12-12 (Unaudited)	Year ended 31-03-13 (Audited)
1	Total Turnover (net of excise duty)	2992.07	2595.52	3520.93
2	Other Operational Income	39.38	44.37	60.09
3	Total Income	3031.45	2639.89	3581.02
	Expenditure (Other than Interest, Depreciation, Foreign Exchange	2498.17	2183.02	2938.94
4	Loss and Tax Provisions)			
5	Depreciation	27.68	24.63	32.27
6	Total Expenditure	2525.85	2207.65	2971.21
7	Profit from operations before other Income and Finance Cost & Exceptional Items	505.60	432.24	609.81
8	Foreign Exchange Gain / (Loss)	-9.71	-12.22	-12.01
9	Other Income (including Interest Income)	28.82	42.06	50.65
10	Profit before Finance Cost and Exceptional Items (7+8+9)	524.71	462.08	648.45
11	Finance Cost	26.60	9.63	15.49
12	Profit After Interest but before exceptional items(10-11)	498.11	452.45	632.96
13	Exceptional Items	0.00	0.00	0.00
14	Profit Before Tax (12+ 13)	498.11	452.45	632.96
15	Tax Expense	100.30	91.77	122.02
16	Profit after Taxation (14-15)	397.81	360.68	510.94
17	Surplus Brought Forward	1010.09	769.82	769.82
18	Net Profit available for appropriation (including surplus brought forward) (16+17)	1407.90	1130.50	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	15.83	11.49	21.25
	d) Interim Dividend on Equity Shares (refer note below for current year)	102.12	102.10	170.16
	e) Final Dividend	0.00	0.00	0.00
	f) Tax on distributed Profits	17.35	16.56	28.13
	g) Transfer to General Reserve	39.79	36.07	51.13
	h) Surplus carried forward	1232.81	964.28	1010.09
	Sub Total of Appropriation	1407.90	1130.50	1280.76
20	Particulars of proposed Rights / Bonus Shares /Convertible Debenture	--	--	--

- Note: 1 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
 2 Second 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 November 11, 2013
 3 Third Interim Dividend @ Re1. per has been declared for the financial year 2013-14, by the Board of Directors at its meeting held on February 1, 2014



For Godrej Consumer Products Ltd

P Ganesh
 P Ganesh
 Executive Vice-President (Finance & Cr
 & Company Secretary

Date: February 1, 2014