

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

**TO THE BOARD OF DIRECTORS OF
GODREJ INDUSTRIES LIMITED**

1. We have audited the consolidated financial results of **GODREJ INDUSTRIES LIMITED** (the Company) and its Subsidiaries, Joint Ventures, Associates and Limited Liability Partnership (collectively referred to as the "Group") for the quarter and year ended March 31, 2015, attached herewith, 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. We believe that our audit provides a reasonable basis for our opinion.
3. Without qualifying our opinion, we draw attention to the following Notes to the Consolidated Financial Results for the quarter and year ended on March 31, 2015, in respect of various Schemes of Amalgamation approved by The Honourable High Court of Judicature at Bombay:
 - a) Note 5 (b) regarding the Scheme of Arrangement between Godrej Agrovet Ltd., (GAVL) a subsidiary of the Company and Goldmuhor Agrochem and Feeds Limited (GAFL) (a subsidiary of GAVL) whereby the assets and liabilities of GAFL have been taken over by GAVL and recorded at their book values as on October 1, 2013.

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- (i) In accordance with the Scheme of Arrangement an amount of Rs. 0.71 crores on account of Goodwill on Merger has been charged to the General Reserve instead of amortising the same in the Statement of Profit and Loss over a period of ten years. Had the Scheme not prescribed this treatment, the profit for the year would have been lower by Rs. 0.07 crores, the Goodwill would have been higher by Rs. 0.60 crores (net written down value) and the General Reserve would have been higher by Rs. 0.71 crores.
 - (ii) The cost and expenses arising out of or incurred in carrying out and implementing the Scheme amounting to Rs. 0.41 crores have been directly charged against the balance in the General Reserve. Had this amount been charged to the Statement of Profit and Loss, the Surplus would have been lower and the General Reserve Account would have been higher by Rs. 0.41 crores.
 - (iii) An amount of Rs. 20 crores has been transferred from the General Reserve and used to increase the Reserve for Employee Compensation Expenses. Had the Scheme not prescribed this treatment, the balance in the General Reserve Account would have been higher and the balance in the Reserve for Employee Compensation Expenses would have been lower by Rs. 20 crores.
- b) Note 5 (c) regarding the Scheme of Arrangement whereby the assets and liabilities of Golden Feed Products Limited have been taken over by GAVL and recorded at their book values as on March 31, 2014. In accordance with the Scheme of Arrangement an amount of Rs. 0.97 crores on account of Goodwill on Merger has been charged against the balance in the Surplus instead of amortising the same in the Statement of Profit and Loss over a period of ten years. Had the Scheme not prescribed this treatment, the profit for the year would have been lower by Rs. 0.10 crores, the Goodwill would have been higher by Rs. 0.87 crores (net written down value) and the balance in the Surplus would have been higher by Rs. 0.87 crores.
- c) Note 5 (d) regarding the Scheme of Arrangement whereby the assets and liabilities of certain subsidiary companies viz. Godrej Oil Palm Ltd., Godrej Gokarna Oil Palm Ltd. and Cauvery Palm Oil Ltd. have been taken over by GAVL and recorded at their book values as on April 1, 2011.
- i) In accordance with the Scheme of Arrangement, amortisation amounting to Rs. 4.25 crores on Intangible Assets taken over as per the Scheme is charged against the balance in the General Reserve of the Company in the current year and Rs. 12.75 crores in the previous years. Had this amount been charged to the Statement of Profit and Loss, the profit for the year would have been lower by Rs. 4.25 crores, the opening balance in the Surplus would have been lower by Rs. 12.75 crores and the balance in the General Reserve would have been higher by Rs. 17 crores.



- ii) An amount of Rs. 60.55 crores on account of Goodwill on merger has been charged to the Securities Premium Account instead of amortising the same in the Statement of Profit and Loss over a period of ten years. Had the Scheme not prescribed this treatment, the profit for the year would have been lower by Rs. 6.06 crores, the opening balance in the Surplus would have been lower by Rs. 18.17 crores, Goodwill would have been higher by Rs. 36.33 crores (net written down value) and the Securities Premium Account would have been higher by Rs. 60.55 crores.
- d) Note 5 (e) regarding the Scheme of Arrangement whereby the assets and liabilities of Godrej Gold Coin Aquafeed Ltd. a subsidiary of GAVL have been taken over and recorded at their book values as on April 1, 2010. In accordance with the Scheme of Arrangement, an amount of Rs. 16.69 crores on account of book values of Intangible Assets and an amount of Rs. 25.06 crores on account of Goodwill on merger, aggregating to Rs. 41.75 cores has been charged to the Securities Premium Account instead of amortising the same in the Statement of Profit and Loss, in case of Intangibles over a period of balance useful life of seven years and in case of Goodwill over a period of ten years. Had these amounts been charged to the Statement of Profit and Loss, the profit for the year would have been lower by Rs. 5.03 crores, the opening balance in the Surplus would have been lower by Rs. 20.10 crores, Intangibles would have been higher by Rs. 4.09 crores (net written down value), Goodwill would have been higher by Rs. 12.53 crores (net written down value) and the Securities Premium Account would have been higher by Rs. 41.75 crores.
- e) Note 5 (f) regarding a Scheme for the Reduction of Capital (Securities Premium Account), in accordance with which, an amount of Rs. 110.04 crores has been transferred from the Securities Premium Account and used to create the Reserve for Employee Compensation Expenses, of which Rs. 11.35 crores for Employee Compensation Expenses incurred during the current year and Rs. 83.39 crores for previous year has been adjusted. Had the Scheme not prescribed this treatment, the Profit for the year would have been lower by Rs. 11.35 crores, the opening balance in the Surplus would have been lower by Rs. 83.39 crores, the Reserve for Employee Compensation Expenses would have been lower by Rs. 15.30 crores and the Securities Premium Account would have been higher by Rs. 110.04 crores.
- f) Note 5 (g) regarding a Scheme of Amalgamation of two subsidiaries of Godrej Properties Ltd. (GPL) (a subsidiary of the Company), viz. Godrej Buildwell Private Limited with Godrej Projects Development Private Limited ('Scheme III').
 - i) In accordance with which, an amount of Rs. 137.05 crores arising on account of goodwill on amalgamation has been adjusted from the General Reserve and from the Surplus instead of amortising the same in the Statement of Profit and Loss over a period of five years.



- ii) The cost and expenses incurred in carrying out and implementing the Scheme amounting to Rs. 0.38 crores have been directly adjusted from the Surplus of the Transferee Company. Had this amount been charged to the Statement of Profit and Loss, the profit for the year would have been lower by Rs. 27.79 crores, the Goodwill would have been higher by Rs. 109.64 crores (net written down value), the balance in General Reserves would have been higher by Rs. 9.80 crores and Surplus in Statement of Profit and Loss would have been higher by Rs. 127.64 crores.

The above treatment prescribed under the respective Court Schemes differs from the treatment prescribed under the Accounting Standards according to which, the said amounts should have been debited to Goodwill, Intangibles or the Statement of Profit and Loss, as the case may be. Had the Schemes not prescribed this accounting treatment, the Group's share in the profit for the year ended March 31, 2015, would have been lower by Rs. 32.45 crores, the Surplus would have been lower by Rs. 8.33 crores, Employee Compensation Reserve would have been lower by Rs. 21.46 crores, the General Reserve would have been higher by Rs. 17.58 crores, the Securities Premium would have been higher by Rs. 129.10 crores, Goodwill would have been higher by Rs. 93.20 crores and Intangibles would have been higher by Rs. 2.49 crores.

- g) We draw attention to Note 6 where a subsidiary has instituted an Employee Stock Option Plan for the benefit of its eligible employees which is administered by an independent trust. The ESOP Trust has been advanced loans which along with interest thereon and net of provision of Rs. 5.89 crores, amounts to Rs. 38.13 crores. As at March 31, 2015, the market value of the equity shares of the subsidiary Company held by the ESOP Trust is lower than the holding cost of these equity shares by Rs. 13.33 crores, (net of provision of Rs. 5.89 crores). The repayment of the loans granted to the ESOP Trust is dependent on the exercise of options by the employees during the exercise period and / or the market price of the underlying equity shares of the unexercised options at the end of the exercise period. In the opinion of the Management, the fall in the value of the underlying equity shares is on account of current market volatility and the loss, if any, can be determined only at the end of the exercise period. In view of which, provision for diminution is not considered necessary in the financial statements.
- h) During the Current year, The Securities and Exchange Board of India (SEBI) has issued the SEBI (Share Based Employee Benefits) Regulation, 2014, which requires that the accounting treatment for employee share based payments to be based on the Guidance Note on Accounting for Employees Share-Based Payments issued by the Institute of Chartered Accountants of India. Accordingly, various Companies in the Group have not included the Financial Statements of their respective ESOP Trusts in the preparation of their respective Standalone financial statements for the year ended March 31, 2015, as compared to the previous year where the same were consolidated. Consequently, these financial statements do not include the assets, liabilities, income and expenditure of the respective ESOP Trusts and to that extent, the figures for the previous quarters / year are not comparable.

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4. We did not audit the financial statements of two subsidiaries and a joint venture included in these consolidated financial results, whose consolidated financial statements reflect total assets of Rs. 150.08 crores as at March 31, 2015, as well as total revenue of Rs. 517.48 crores and Rs. 2,141.71 crores, 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 other financial results, insofar as the results have been derived from such financial statements, is based solely on the report of such other auditors.
5. We did not audit the financial statements of a subsidiary included in these consolidated financial results, whose consolidated financial statements reflect total assets of Rs. 18.68 crores as at March 31, 2015, as well as total revenue of Rs. 24.31 crores and Rs. 70.41 crores, for the quarter and year ended on that date, respectively. The financial statements and other financial information of this subsidiary are unaudited and have been included in the financial statements on the basis of unaudited Management accounts.
6. The financial statements of three associates, whose financial statements reflect the Group's share of associates' profit for the quarter and year ended March 31, 2015, of Rs. 0.90 crores and Rs. 1.73 crores respectively have been included in the financial statements on the basis of unaudited Management accounts.
7. Based on our audit and on consideration of reports of other Auditors on the separate financial statements and on the other financial information of Godrej Industries Limited, its subsidiaries, joint venture, associates and limited liability partnership, 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:
 - i) Godrej Agrovet Limited and its subsidiaries.
 - ii) Godrej Properties Limited and its subsidiaries.
 - iii) Ensemble Holding and Finance Limited.
 - iv) Godrej International Limited.
 - v) Natures Basket Limited.
 - vi) Godrej International Trading and Investments Pte. Limited.
 - vii) Godrej Vikhroli Properties - LLP.
 - viii) Godrej Consumer Products Limited.
 - 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.



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& MISTRY**

8. 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



Dardius Z. Fraser

PARTNER

M. No.: 42454

Mumbai: May 27, 2015.

GODREJ INDUSTRIES LIMITED

CIN : L24241MH1988PLC097781

Regd. Office: Piroshanagar, Eastern Express Highway, Vikhroli, Mumbai - 400 079

PART I STATEMENT OF CONSOLIDATED AUDITED RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2015

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
1	Income from Operations					
	a) Net Sales (Net of excise duty)	2,275.82	2,236.56	1,941.58	9,076.67	7,762.63
	b) Other Operating Income	32.97	60.83	50.67	153.84	155.30
	Total Income from Operations (net)	2,308.79	2,297.39	1,992.25	9,230.51	7,917.93
2	Expenses					
	a) Cost of Materials Consumed	752.31	852.76	865.43	3,646.61	3,538.62
	b) Cost of Property Development	571.59	422.05	331.45	1,466.94	806.63
	c) Purchase of Stock in Trade	569.04	597.84	430.50	2,393.39	2,057.42
	d) Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	13.81	(1.65)	(5.31)	(17.49)	(83.57)
	e) Employee Benefits Expense	72.27	81.99	64.84	323.18	294.24
	f) Depreciation and Amortisation Expense	24.84	24.88	21.28	93.23	70.44
	g) Other Expenses	212.94	237.92	198.78	936.26	846.89
	Total Expenses	2,216.80	2,215.79	1,906.97	8,842.12	7,530.67
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items	91.99	81.60	85.28	388.39	387.26
4	Other Income	32.31	30.31	13.73	129.28	128.96
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items	124.30	111.91	99.01	517.67	516.22
6	Finance Costs	58.15	47.62	35.55	191.29	118.88
7	Profit from Ordinary Activities after Finance Costs But Before Exceptional Items	66.15	64.29	63.46	326.38	397.34
8	Exceptional Items - (net)	91.53	46.05	69.38	192.41	69.38
9	Profit from Ordinary Activities Before Taxation	157.68	110.34	132.84	518.79	466.72
10	Tax Expense	20.94	40.83	31.35	136.55	171.20
11	Net Profit from Ordinary Activities After Tax	136.74	69.51	101.49	382.24	295.52
12	Extraordinary Items (net of tax expense)	-	-	-	-	-
13	Share of Profit in Associate Companies	60.44	60.82	51.83	206.58	173.85
14	Minority Interest	(58.22)	(39.68)	(39.02)	(186.35)	(143.00)
15	Net Profit for the Period	138.96	90.65	114.30	402.47	326.37
16	Paid-up Equity Share Capital (Face value- Re. 1 per share)	33.59	33.55	33.55	33.59	33.55
17	Reserves Excluding Revaluation Reserves as per Balance Sheet				3,193.66	2,700.95
18 i	Earnings per share (before extraordinary items) (In Rs.) (Not Annualised)					
	(a) Basic	4.1415	2.7020	3.4085	11.9954	9.7326
	(b) Diluted	4.1369	2.6969	3.4037	11.9819	9.7189
18 ii	Earnings per share (after extraordinary items) (In Rs.) (Not Annualised)					
	(a) Basic	4.1415	2.7020	3.4085	11.9954	9.7326
	(b) Diluted	4.1369	2.6969	3.4037	11.9819	9.7189



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

Sr. No.	Particulars	Quarter Ended		Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-14 (Audited)
A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding				
	- Number of Shares	84,545,507	84,221,086	84,221,086	84,221,086
	- Percentage of Shareholding	25.17%	25.11%	25.17%	25.11%
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of Shares	-	-	-	-
	- Percentage of Shares (as a % of Total Shareholding of Promoter and Promoter Group)	-	-	-	-
	- Percentage of Shares (as a % of Total Share Capital of the Company)	-	-	-	-
	b) Non Encumbered				
	- Number of Shares	251,336,467	251,234,174	251,336,467	251,234,174
	- Percentage of Shares (as a % of Total Shareholding of Promoter and Promoter Group)	100%	100%	100%	100%
	- Percentage of Shares (as a % of Total Share Capital of the Company)	74.83%	74.89%	74.83%	74.89%

B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	-
	Received during the quarter	7
	Disposed off during the quarter	7
	Remaining unresolved at the end of the quarter	-



Consolidated Statement of Assets and Liabilities

Sr.No.	Particulars	(Amounts in Rs. Crore)	
		Year Ended	31-Mar-14 (Audited)
A	EQUITIES AND LIABILITIES		
	1. Shareholders' Funds		
	(a) Share Capital	33.59	33.12
	(b) Reserves And Surplus	3,193.66	2,700.95
	(c) Money received against share warrants	-	-
	Shareholders' Fund	3,227.25	2,734.07
	2. Minority Interest	1,148.53	1,051.90
	3. Non Current Liabilities		
	(a) Long Term Borrowings	1,728.16	1,160.44
	(b) Deferred Tax Liabilities (net)	72.96	86.56
	(c) Other Long Term Liabilities	1.42	2.20
	(d) Long Term Provisions	15.11	12.26
	Non Current Liabilities	1,817.65	1,261.46
	4. Current Liabilities		
	(a) Short Term Borrowings	3,723.60	2,781.00
	(b) Trade Payables	1,786.08	1,973.04
	(c) Other Current Liabilities	1,699.21	1,311.04
	(d) Short Term Provisions	100.31	97.88
	Current Liabilities	7,309.20	6,162.96
		13,502.63	11,210.39
B	ASSETS		
	1. Non Current Assets		
	(a) Fixed Assets	2,094.70	1,671.52
	(b) Goodwill on Consolidation	517.09	444.00
	(c) Non Current Investments	2,004.13	1,550.64
	(d) Deferred Tax Assets (Net)	4.48	2.15
	(e) Long Term Loans and Advances	285.33	248.01
	(f) Other Non Current Assets	32.00	5.43
	Non Current Assets	4,937.73	3,921.75
	2. Current Assets		
	(a) Current Investments	686.70	785.41
	(b) Inventories	5,355.05	4,354.39
	(c) Trade Receivables	626.58	543.18
	(d) Cash and Bank Balances	242.13	306.00
	(e) Short Term Loans and Advances	1,081.98	978.43
	(f) Other Current Assets	572.46	321.23
	Current Assets	8,564.90	7,288.64
		13,502.63	11,210.39
	TOTAL ASSETS		



Notes

1 Standalone results of Godrej Industries Limited

Sr. No.	Particulars	(Amounts in Rs. Crore)			
		Quarter Ended		Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-14 (Audited)
1	Turnover	309.22	326.22	1,454.64	1,453.55
2	Profit Before Tax	21.58	11.91	132.17	124.88
3	Profit After Tax	43.90	11.91	148.81	119.69

2 The above results, were reviewed by the Audit Committee and approved by the Board of Directors of the Company at their meetings held on May 27, 2015 and have been prepared in accordance with Clause 41 of the Listing Agreement. These results have been subjected to audit by the Statutory Auditors of the Company.

3 The Board has recommended a final dividend of Rs. 1.75 per share (175% of face value- Re. 1 each), the payment of which shall be made subject to shareholder's approval.

4 Consequent to the enactment of the Companies Act, 2013, (the Act) and its applicability for accounting periods commencing on or after April 1, 2014, the Group has adopted the estimated useful life of fixed assets as stipulated by Schedule II to the Act, except in the case of Plant and Machinery where, based on the condition of the plants, regular maintenance schedule, material of construction and past experience, the Group has considered useful life of 30 years instead of 20 years and one Subsidiary Company has considered useful life of Plant and Machinery as 20 years instead of 15 years and useful life of Computer Hardware as 4 years instead of 3 years.

Accordingly, the Group has re-worked depreciation with reference to the estimated useful lives of fixed assets as prescribed by Schedule II to the Act. In case of assets whose useful life has been completed based on such estimates, the carrying value, net of residual value and taxes, as at April 1, 2014, amounting to Rs. 4.91 crore has been adjusted in the opening balance of retained earnings and in other cases the carrying value is being depreciated over the remaining useful life of the assets and recognised in the Statement of Profit and Loss.

As a result of the above mentioned changes, the charge for depreciation is lower by Rs. 1.93 crore for the current quarter and by Rs. 1.53 crore for the year ended March 31, 2015.

5 Various Schemes of Amalgamation / Arrangement have been approved by The Honourable High Court of Judicature at Bombay as under :

5 (a) During the year, the Honourable Bombay High Court and High Court of Madhya Pradesh, Indore Bench, had approved a Scheme of Amalgamation ("Scheme") of Wadala Commodities Limited (WCL) with the Company effective from April 1, 2014, being the appointed date. The Effective Date is November 21, 2014, being the date of filing the approval of the Respective High Courts with the ROC.

In accordance with the Scheme :

a) All the assets and liabilities of the erstwhile WCL have been transferred to and vest in the Company and have been recorded at their book value which are also their fair value.

b) Income of Rs. 0.09 crore and Expense of Rs. 0.25 crore of WCL from April 2014 to November 2014 have been considered in the Statement of Profit and Loss of the Company.

c) Subsequently, the Company issued 2,00,243 equity shares in the Company in lieu of the equity shares in WCL and 10 equity shares in the Company in lieu of the preference shares in WCL held by the shareholders of the erstwhile WCL and also issued 67,504 bonus equity shares in the Company to the non-promoter shareholders of the Company.

5 (b) The Scheme of Arrangement between Godrej Agrovet Ltd., (GAVL) a subsidiary of the Company and Goldmuhor Agrochem & Feeds Limited (GAVL) (a subsidiary of GAVL) whereby the assets and liabilities of GAVL have been taken over by GAVL and recorded at their book values as on October 1, 2013.

(i) In accordance with the Scheme of Arrangement an amount of Rs. 0.72 crore on account of Goodwill on Merger has been charged to the General Reserve instead of amortising the same in the Statement of Profit and Loss over a period of ten years.

(ii) The cost and expenses arising out of or incurred in carrying out and implementing the scheme amounting to Rs. 0.41 crore have been directly charged against the balance in the General Reserve.

(iii) An amount of Rs. 20.00 crore has been transferred from the General Reserve and used to increase the Reserve for Employee Compensation Expenses.



- 5 (c) The Scheme of Arrangement whereby the assets and liabilities of Golden Feed Products Limited have been taken over by GAVL and recorded at their book values as on March 31, 2014.
(i) In accordance with the Scheme of Arrangement an amount of Rs. 0.97 crore on account of Goodwill on Merger has been charged against the balance in the Surplus instead of amortising the same in the Statement of Profit and Loss over a period of ten years.
- 5 (d) The Scheme of Arrangement whereby the assets and liabilities of certain subsidiary companies viz. Godrej Oil Palm Ltd., Godrej Gokarna Oil Palm Ltd. and Cauvery Palm Oil Ltd. have been taken over by GAVL and recorded at their book values as on April 1, 2011.
(i) Amortisation amounting to Rs. 4.25 crores on Intangible Assets taken over as per the Scheme is charged against the balance in the General Reserve of the Company in the current year and Rs. 12.75 crore in the previous years.
(ii) An amount of Rs. 60.55 crore on account of Goodwill on merger has been charged to the Securities Premium instead of amortising the same in the Statement of Profit and Loss over a period of ten years.
- 5 (e) The Scheme of Arrangement whereby the assets and liabilities of Godrej Gold Coin Aquafeed Ltd. a subsidiary of GAVL have been taken over and recorded at their book values as on April 1, 2010. In accordance with the Scheme of Arrangement, an amount of Rs. 16.69 crore on account of book value of Intangible Assets and an amount of Rs. 25.06 crore on account of Goodwill on merger, aggregating to Rs. 41.75 crore has been charged to the Securities Premium instead of amortising the same in the Statement of Profit and Loss, in case of Intangibles over a period of balance useful life of seven years and in case of Goodwill over a period of ten years.
- 5 (f) A Scheme for the Reduction of Capital (Securities Premium Account), in accordance with which, an amount of Rs. 110.04 crore has been transferred from the Securities Premium and used to create the Reserve for Employee Compensation Expenses of which Rs. 11.35 crore for Employee Compensation Expenses incurred during the year and Rs. 83.39 crore for previous year has been adjusted.
- 5 (g) A Scheme of Amalgamation of two subsidiaries of Godrej Properties Ltd. (GPL) (a subsidiary of the Company), viz. Godrej Buildwell Private Limited with Godrej Projects Development Private Limited ('Scheme III'). The effective date for the amalgamation is April 29, 2015. In accordance with which, an amount of Rs. 137.05 crore arising on account of goodwill on amalgamation has been adjusted from the General Reserve and from the Surplus instead of amortising the same in the Statement of Profit and Loss over a period of five years. The cost and expenses incurred in carrying out and implementing the Scheme amounting to Rs. 0.38 crore have been directly adjusted from the General Reserve and the Surplus of the Transferee Company.
- 6 One of the Subsidiary Companies of the Company has instituted an Employee Stock Option Plan for the benefit of eligible employees. The Scheme is administered by an independent trust created with ILFS Trust Company Ltd. The ESOP Trust has been advanced loans which along with interest thereon and net of provision of Rs. 5.89 crore, amounts to Rs. 38.13 crore. As at March 31, 2015, the market value of the equity shares of the Subsidiary Company held by the ESOP Trust is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 13.33 crore, (net of provision of Rs. 5.89 crore). The repayment of the loans granted to the ESOP Trust and interest payable by the Trust on the said loan is dependent on the exercise of options by the employees during the exercise period and / or the market price of the underlying equity shares of the unexercised options at the end of the exercise period. In the opinion of the Management, the fall in the value of the underlying equity shares is on account of market volatility and the loss, if any, can be determined only at the end of the exercise period.
- 7 During the Current year, The Securities and Exchange Board of India (SEBI) has issued the SEBI (Share Based Employee Benefits) Regulation, 2014, which requires that the accounting treatment for employee share based payments to be based on the Guidance Note on Accounting for Employees Share-Based Payments issued by the Institute of Chartered Accountants of India. Accordingly, various Companies in the Group have not included the Financial Statements of their respective ESOP Trusts in preparation of the Standalone financial statements of the respective Companies for the year ended March 31, 2015, as compared to the previous year where the same were consolidated. Consequently, these financials statements do not include the assets, liabilities, income and expenditure of the respective ESOP Trusts and to that extent, the figures for the previous quarters / year are not comparable.
- 8 During the quarter and year ended March 31, 2015, the Company has issued 158,957 equity shares of Re. 1 each to eligible employees of the Company and its subsidiaries against the exercise of options given under Employees Stock Grant Scheme for an aggregate value of Rs. 3.94 crore.
- 9 During the quarter and year ended March 31, 2015, under the Employee Stock Grant Scheme, the Company has granted 112,747 stock grants to eligible employees of the Company and its subsidiaries. Upon Vesting, as per the Scheme, equivalent number of equity shares of nominal value of Re. 1 each in the Company shall be issued to the eligible employees on exercising their grants.



10 Details of Exceptional Items

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
1	Profit on Sale of Long Term Investments	91.53	46.05	69.38	192.41	64.88
2	Write back for Diminution in Value of Investments / Loans	-	-	-	-	4.50
	Total	91.53	46.05	69.38	192.41	69.38

11 Segmental Information

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
1	Segment Revenue					
	Chemicals	293.84	308.96	364.38	1,311.30	1,294.54
	Animal Feed	630.48	663.47	659.66	2,688.53	2,550.66
	Veg Oils	546.12	614.99	412.50	2,492.60	2,097.83
	Estate and Property Development	727.06	561.81	478.89	1,976.25	1,326.58
	Finance and Investments	92.72	71.20	90.67	337.87	228.25
	Others	181.42	210.03	142.85	976.12	862.04
	Total	2,471.64	2,430.46	2,148.95	9,782.67	8,359.90
	Less : Inter Segment Revenue	39.01	56.71	73.59	230.47	243.63
	Total	2,432.63	2,373.75	2,075.36	9,552.20	8,116.27
2	Segment Results (Profit Before Interest and Tax)					
	Chemicals	13.78	(0.47)	13.64	42.34	36.04
	Animal Feed	50.33	52.58	45.55	181.84	146.86
	Veg Oils	(5.50)	13.82	4.68	69.14	70.92
	Estate and Property Development	107.94	73.21	69.11	311.81	328.67
	Finance and Investments	67.49	48.59	69.22	181.24	102.59
	Others	36.99	10.69	0.81	105.96	70.01
	Profit Before Interest and Tax	271.03	198.42	203.01	892.33	755.09
	Less: Interest (net)	58.15	47.62	35.55	191.29	118.88
	Less: Other Unallocable Expenses (net)	55.20	40.46	34.62	182.25	169.49
	Profit Before Tax	157.68	110.34	132.84	518.79	466.72
3	Segment Capital Employed					
	Chemicals	692.23	570.36	410.66	692.23	410.66
	Animal Feed	195.37	253.45	24.60	195.37	24.60
	Veg Oils	241.37	241.55	241.39	241.37	241.39
	Estate and Property Development	1,281.67	1,292.15	1,066.35	1,281.67	1,066.35
	Finance and Investments	2,799.39	2,743.08	2,367.53	2,799.39	2,367.53
	Others	237.80	277.16	147.34	237.80	147.34
	Unallocated	(2,220.58)	(2,290.79)	(1,523.80)	(2,220.58)	(1,523.80)
	Total	3,227.25	3,086.96	2,734.07	3,227.25	2,734.07



Notes to Segmental Information:

- Unallocable expenditure includes general admin expenses and other expenses incurred on common services at the corporate level and relate to the Company as a whole.
- Others includes Integrated Poultry, Agri Inputs and tissue culture, seeds business, energy generation through windmills and gourmet and fine foods.
- Segment Revenue Reconciliation:

Sr. No.	Particulars	Quarter Ended			Year Ended	
		31-Mar-15 (Audited)	31-Dec-14 (Unaudited)	31-Mar-14 (Audited)	31-Mar-15 (Audited)	31-Mar-14 (Audited)
1	Total Income from Operations (net)	2,308.79	2,297.39	1,992.25	9,230.51	7,917.93
2	Other Income	32.31	30.31	13.73	129.28	128.96
3	Exceptional Items - Income	91.53	46.05	69.38	192.41	69.38
	Total	2,432.63	2,373.75	2,075.36	9,552.20	8,116.27

- The figures of the last quarter of the respective financial years 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 year.
- In view of changes in the Company's shareholdings during the year in some of the subsidiaries, joint ventures and associates, the consolidated results for the year/period are not strictly comparable with those of the previous periods/year.
- Figures for the previous periods/year have been regrouped / restated wherever necessary to facilitate comparison.
- The Standalone results of Godrej Industries Ltd. are available on the Company's website www.godrejinds.com

By Order of the Board
For Godrej Industries Limited



N. B. Godrej
N. B. Godrej
Managing Director

Place: Mumbai
Date : May 27, 2015

X&H