

KALYANIWALLA & MISTRY (Regd.)

CHARTERED ACCOUNTANTS

The Board of Directors
Godrej Industries Limited,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East)
Mumbai - 400 079.

Limited Review Report

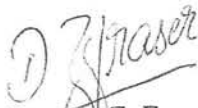
1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of **GODREJ INDUSTRIES LIMITED**, its Subsidiaries, Joint Ventures and Associates (collectively referred to as the "Group") for the quarter ended on June 30, 2012, except for disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us prepared by the Company pursuant to clause 41 of the Listing Agreement with stock exchanges in India. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on August 11, 2012. 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 Engagements (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. Without qualifying our report, we draw your attention to the following:
The Group has instituted an Employee Stock Option Plan for the benefit of eligible employees of participating companies. 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. 37.21 crores, amounts to Rs. 271.19 crores. The loans have been granted for financing the purchase of equity shares of Godrej Group Companies equivalent to the number of options granted. As at June 30, 2012, the market value of the equity shares held by the ESOP Trust is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 29.13 crores, (net of provision of Rs. 37.21 crores). 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.

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**KALYANIWALLA
& MISTRY**

4. *The recoverability of advances given to certain individuals amounting to Rs. 10.33 crores is contingent upon the transfer and / or disposal of the shares pledged against the loan. The said shares were lodged for transfer, which application was rejected and the Company has preferred an appeal to the Company Law Board. The investee company had in the mean while moved the High Court but the matter was referred back to the Company Law Board where the matter is awaiting hearing. The impact thereof on the profit for the quarter ended June 30, 2012 and the reserves as at that date could not be ascertained.*
5. We did not review the financial statements of certain subsidiaries whose financial statements reflect the Group's share of total assets of Rs. 59.18 crores as at June 30, 2012 and the Group's share of total revenue of Rs. 449.50 crores for the three months ended on that date as considered in the 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.
6. The financial statements of certain joint ventures, whose financial statements reflect the Group's share of total assets of Rs. 141.58 crores and the Group's share of total revenue of Rs. 77 crores for the quarter ended June 30, 2012, are not reviewed as of the date of this report and have been included in the consolidated financial statements on the basis of unaudited management accounts.
7. The financial statements of certain associates whose financial statements reflect the Group's share of associates' profit for the quarter ended June 30, 2012, amounting to Rs. 0.69 crores have been included in the financial statements on the basis of unaudited management accounts.
8. *Subject to our comment in paragraph 4 above and based on our review conducted as above, nothing has come to our notice that causes us to believe that the accompanying statement of Unaudited Consolidated Financial Results prepared in accordance with accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of clause 41 of Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatements.*

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


Darius Z. Fraser
PARTNER

M. No.: 42454

Mumbai : August 11, 2012.

GODREJ INDUSTRIES LIMITED

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

(Amounts in ₹ Crores)

Part I STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER ENDED JUNE 30, 2012

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-Jun-12 (Unaudited)	31-Mar-12 (Unaudited)	30-Jun-11 (Unaudited)	
1	Income from Operations a) Net Sales (Net of excise duty) b) Other Operating Income Total Income from Operations (net)	1,788.93 26.30 1,815.23	1,394.00 36.95 1,430.95	1,307.42 2.21 1,309.63	5,547.69 64.40 5,612.09
2	Expenses a) Cost of Material Consumed b) Cost of Property Development c) Purchase of Stock in Trade d) Change in inventories of Finished Goods, Work in Progress and Stock in Trade e) Employee Benefits Expense f) Depreciation and Amortisation Expense g) Other Expenses Total Expenses	873.50 159.75 492.51 (54.43) 59.74 13.46 204.57 1,749.10	824.84 158.69 295.22 (119.34) 83.47 13.23 147.97 1,405.08	649.22 105.87 251.51 22.04 54.09 13.91 156.03 1,252.87	2,835.66 481.67 1,136.03 (36.53) 263.14 56.35 666.55 5,402.87
3	Profit from Operations Before Other Income, Finance costs and Exceptional Items	66.13	25.87	56.96	209.22
4	Other Income	17.82	47.79	11.21	97.94
5	Profit Before Finance Cost and Exceptional Items	83.95	73.66	68.17	307.16
6	Finance Costs	32.59	29.26	29.06	110.83
7	Profit from Ordinary Activities after Finance Cost But Before Exceptional Items	51.36	44.40	39.11	196.33
8	Exceptional Items - Income (net)	1.02	0.46	12.27	93.83
9	Profit from Ordinary Activities Before Taxation	52.38	44.86	51.38	290.16
10	Tax Expense	31.27	29.48	16.63	94.90
11	Net Profit from Ordinary Activities After Tax	21.11	15.38	34.75	195.26
12	Extraordinary Items (net of tax expense)	27.52	40.91	51.40	156.60
13	Share of Profit in Associate Companies	(7.18)	(13.57)	(14.82)	(80.25)
14	Minority Interest	41.45	42.72	71.33	281.61
15	Net Profit for the Year after taxes, minority interest and share of profit of associates	31.76	31.76	31.76	31.76
16	Paid-up Equity Share Capital (Face value- ₹ 1 per share)				2,324.68
17	Reserves Excluding Revaluation Reserves	1,3050	1,3478	2,2457	9,1811
18 i	Earnings per share (before extraordinary items) (of ₹ 1 each) (Not Annualised)	1,3016	1,3453	2,2431	9,1642
18 ii	Earnings per share (after extraordinary items) (of ₹ 1 each) (Not Annualised)	1,3050	1,3478	2,2457	9,1811
	(a) Basic	1,3016	1,3453	2,2431	9,1642
	(b) Diluted				

Part II Select Information for the Quarter Ended June 30, 2012

Sr. No.	Particulars	Quarter Ended			Year Ended
		30-Jun-12 (Unaudited)	31-Mar-12 (Unaudited)	30-Jun-11 (Unaudited)	
A	PARTICULARS OF SHAREHOLDING				
1	Public Shareholding	66,390,718	66,390,718	66,390,718	66,390,718
	- Number of Shares	20.90%	20.90%	20.90%	20.90%
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)	-	-	-	-
b)	Non Encumbered				
	- Percentage of Shares (as a % of Total Share Capital of the Company)	251,234,174	251,234,174	251,234,174	251,234,174
	- Number of Shares	100%	100%	100%	100%
	- Percentage of Shares (as a % of Total Shareholding of Promoter and Promoter Group)	79.10%	79.10%	79.10%	79.10%
	- Number of Shares				
	- Percentage of Shares (as a % of Total Share Capital of the Company)				



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

Notes

(Amounts in ₹ Crores)				
1 Stand alone results of Godrej Industries Limited				
Sr. No.	Particulars	Quarter Ended		
		30-Jun-12 (Unaudited)	31-Mar-12 (Unaudited)	31-Mar-12 (Audited)
1	Turnover	380.75	398.84	1,438.04
2	Profit Before Tax	13.16	65.57	201.05
3	Profit After Tax	13.18	71.42	201.56

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 August 11, 2012 and have been prepared in accordance with Clause 41 of the Listing Agreement. These results have been subjected to limited review by the Statutory Auditors of the Company.

3 The results include consolidated financials of subsidiary companies, Joint Ventures and Associates companies. The financial results of certain Associates & Joint Ventures have been included in the consolidated results on the basis of management accounts not reviewed by the Auditors.

4 In view of change in the company's shareholdings in some of the subsidiaries, joint ventures and associates, as also business restructuring including acquisitions, divestitures/ joint ventures in some of these companies, the consolidated results for the period are not strictly comparable with those of the previous period.

5 The Auditors' Limited Review Report for the quarter ended June 30, 2012, draws reference to recoverability of advances amounting to ₹ 10.33 crores given to certain individuals against the pledge by way of deposit of equity shares of Gharada Chemicals Ltd. The Company has enforced its securities and lodged the shares for transfer in its name. However, the transfer application has been rejected by Gharada Chemicals Ltd. and the Company filed an appeal before the Company Law Board (CLB) against the rejection. The investee company had in the meanwhile, moved the Bombay High Court and the Court remanded the matter back to CLB. The CLB has advised that the parties may approach the Bench after final disposal of the suit filed by the investee company and the application made by minority shareholders under section 397/398 before the Hon'ble High Court. The Company has filed an appeal with the Hon'ble High Court against the order of the Company Law Board under section 10 F of the Companies Act, which is pending for final disposal. In the meanwhile, the minority shareholders have been refrained from transferring their shares to a third party. The impact thereof on the profit for the quarter and the reserves as at June 30, 2012 cannot be ascertained.

6 The Group has instituted an Employee Stock Option Plan for the benefit of eligible employees of participating companies. 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. 37.21 crores, amounts to Rs. 271.19 crores. The loans have been granted for financing the purchase of equity shares of Godrej Group Companies equivalent to the number of options granted. As at June 30, 2012, the market value of the equity shares held by the ESOP Trust is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 29.13 crores, (net of provision of Rs. 37.21 crores). 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. The weighted average balance life of options outstanding as on June 30, 2012, is 4.34 years.

7 During the quarter, under the Employee Stock Grant Scheme, the Group has granted 258,270 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.

8 In July 2012, the Company has issued 17,233,407 equity shares of Re.1 each at a premium of Rs.214 per share under the Institutional Placement Programme (IPP) aggregating to Rs. 370.52 crore.

9 Details of Exceptional Items

(Amounts in ₹ Crores)				
Sr. No.	Particulars	Quarter Ended		
		30-Jun-12 (Unaudited)	31-Mar-12 (Unaudited)	31-Mar-12 (Audited)
1	Profit on Sale of Long Term Investments	1.02	0.46	91.30
	Provision for Diminution in Value of Investments	-	-	2.53
	Total	1.02	0.46	93.83



Sr. No.	Particulars	(Amounts in ₹ Crores)			
		30-Jun-12 (Unaudited)	Quarter Ended 31-Mar-12 (Unaudited)	30-Jun-11 (Unaudited)	Year Ended 31-Mar-12 (Audited)
1	Segment Revenue				
	Chemicals	347.39	333.10	278.27	1,283.60
	Animal Feed	519.29	470.10	419.33	1,747.93
	Veg Oils	522.89	291.71	284.74	1,232.86
	Estate and Property development	250.94	431.72	141.20	900.78
	Beverages and Foods	47.33	46.02	44.96	169.83
	Finance and Investments	19.92	39.80	33.72	215.38
	Others	181.56	115.22	149.13	576.90
	Total	1,889.32	1,727.67	1,351.35	6,127.28
	Less: Inter Segment Revenue	55.25	248.47	18.24	323.42
	Total	1,834.07	1,479.20	1,333.11	5,803.86
2	Segment Results (Profit Before Interest and Tax)				
	Chemicals	24.07	36.54	19.56	119.81
	Animal Feed	24.60	31.39	22.35	95.49
	Veg Oils	18.14	2.31	18.18	53.67
	Estate and Property development	37.32	41.05	26.89	156.73
	Beverages and Foods	(6.80)	(3.94)	(5.01)	(18.89)
	Finance and Investments	6.03	9.66	16.89	114.35
	Others	17.54	0.29	16.32	53.77
	Profit Before Interest and Tax	120.90	117.30	115.18	574.93
	Less: Interest (net)	32.60	29.26	29.06	110.83
	Less: Other Unallocable Expenses (net)	35.92	43.18	34.74	173.94
	Profit Before Tax	52.38	44.86	51.38	290.16
3	Segment Capital Employed				
	Chemicals	82.65	51.21	177.90	51.21
	Animal Feed	85.14	(75.73)	81.37	(75.73)
	Veg Oils	146.52	68.78	141.63	68.78
	Estate and Property development	3,269.43	3,428.23	2,006.98	3,428.23
	Beverages and Foods	64.04	65.36	68.15	65.36
	Finance and Investments	1,746.23	1,707.83	1,530.40	1,707.83
	Others	162.23	114.26	184.42	114.26
	Unallocated	(3,083.35)	(2,992.93)	(2,179.18)	(2,992.93)
	Total	2,472.89	2,367.01	2,011.67	2,367.01

Notes to Segmental Information:

a) Unallocable expenditure includes expenses incurred on common services at the corporate level and relate to the Company as a whole.

b) Others includes Integrated Poultry, Agri Inputs and Tissue Culture, Energy Generation through Windmills and gourmet foods & fine beverages.

c) Segment Revenue Reconciliation:

Sr. No.	Particulars	(Amounts in ₹ Crores)			
		30-Jun-12 (Unaudited)	Quarter Ended 31-Mar-12 (Unaudited)	30-Jun-11 (Unaudited)	Year Ended 31-Mar-12 (Audited)
11	Total Income from Operations (net)	1,815.23	1,430.95	1,309.63	5,612.09
22	Other Income	17.82	47.79	11.21	97.94
33	Exceptional Items - Income	1.02	0.46	12.27	93.83
	Total	1,834.07	1,479.20	1,333.11	5,803.86

111 The figures for the quarter ended March 31, 2012 were the balancing figures between audited figures in respect of the full financial year 2011-12 and the published year to date figures upto the third quarter of the financial year 2011-12.

112 Figures for the previous periods have been regrouped / stated wherever necessary to facilitate comparison.

The standalone results of Godrej Industries Ltd. is available on the Company's website www.godrejindia.comBy Order of the Board
For Godrej Industries Limited

N. B. Godrej
Managing Director
Place: Mumbai
Date: August 11, 2012