

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 and nine months ended on December 31, 2013, 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 February 7, 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 Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants 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 attention to Note 4 to the Unaudited Consolidated Financial Results which states that the Group has instituted Employee Stock Option Plans for the benefit of its eligible employees of participating companies. The Plans are administered by independent trusts created with ILFS Trust Company Ltd. The ESOP Trusts have been advanced loans which, along with interest thereon and net of provision of Rs. 34.41 crores, amount to Rs. 117.49 crores. The loans had been granted for financing the purchase of equity shares of Godrej Group Companies equivalent to the number of options granted. As at December 31, 2013, the market value of the equity shares held by the ESOP Trusts is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 6.51 crores, (net of provision of Rs. 34.41 crores). The repayment of the loans granted to the ESOP Trusts 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. Without qualifying our opinion, we draw attention to Note 3 to the Unaudited Consolidated Financial Results for the quarter and nine months ended on December 31, 2013, regarding the Scheme of Amalgamation ("the Scheme") of Swadeshi Detergents Limited (SDL) (a wholly owned Subsidiary of the Company) with the Company approved by The Honourable High Court of the Judicature at Bombay vide its order dated August 16, 2013. Pursuant to the said Scheme which came into effect from April 1, 2013, the Company has restated / revised the value of certain assets of the Company, to the extent considered appropriate by the Board of Directors, and accordingly reduced the value of certain assets by Rs. 114.82 crores and the same has been debited directly to General Reserve. The costs and expenses incurred on the Scheme amounting to Rs. 0.23 crores have also been debited directly to the General Reserve.

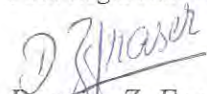
The above treatment prescribed under the Court Scheme differs from the treatment prescribed under the Accounting Standards according to which the said amounts should have been debited to the Statement of Profit and Loss. Had the Scheme not prescribed this accounting treatment, the profit for the nine months ended on December 31, 2013, would have been lower by Rs. 115.05 crores and the General Reserve would have been higher by that amount.

5. We did not review the financial statements of certain subsidiaries whose financial statements reflect the Group's share of total assets of Rs. 73.16 crores as at December 31, 2013, and the Group's share of total revenue of Rs. 513.54 crores and Rs. 1,366.94 crores respectively, for the quarter and nine 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 a joint venture whose financial statements reflect the Group's share of total assets of Rs. 30.98 crores and the Group's share of total revenue of Rs. 29.65 crores and Rs. 110.54 crores respectively, for the quarter and nine months ended December 31, 2013 are not reviewed 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 of Rs. 4.05 crores and Rs. 5.49 crores respectively, for the quarter and nine months ended December 31, 2013, are not reviewed and have been included in the Consolidated Financial Statements on the basis of unaudited management accounts.
8. 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 : February 7, 2014.

PART I STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

(Amounts in ₹ Crores)

Sr. No.	Particulars	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)	
1	Income from Operations a) Net Sales (Net of excise duty) b) Other Operating Income Total Income from Operations (net)	1,960.23 47.17 2,007.40	2,008.42 30.05 2,038.47	1,680.59 32.55 1,713.14	5,821.05 104.63 5,925.68	5,415.64 91.14 5,506.78	6,821.80 142.52 6,964.32
2	Expenses a) Cost of Materials 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	894.07 130.40 593.95 (19.23) 76.22 16.41 206.25 1,900.07	904.28 200.49 519.84 (16.92) 72.95 16.92 211.35 1,908.91	825.02 172.75 365.50 14.35 61.62 14.70 181.90 1,635.74	2,673.19 475.18 1,626.92 (78.26) 229.40 49.16 648.11 5,623.70	2,649.18 458.11 1,400.14 (41.74) 196.40 43.12 572.71 5,277.92	3,342.38 640.76 1,594.40 (8.76) 289.75 59.45 748.41 6,846.39
3	Profit from Operations Before Other Income, Finance Costs and Exceptional Items	107.33	129.56	77.40	301.98	228.86	317.93
4	Other Income	25.77	44.89	9.84	135.74	38.25	52.82
5	Profit from Ordinary Activities Before Finance Costs and Exceptional Items	133.10	174.45	87.24	437.72	267.11	370.75
6	Finance Costs	38.17	35.90	23.05	103.84	86.24	110.34
7	Profit from Ordinary Activities after Finance Costs But Before Exceptional Items	94.93	138.55	64.19	333.88	180.87	260.41
8	Exceptional Items - (net)	-	-	131.33	-	167.39	165.41
9	Profit from Ordinary Activities Before Taxation	94.93	138.55	195.52	333.88	348.26	425.82
10	Tax Expense	49.25	46.01	36.61	139.85	104.59	134.21
11	Net Profit from Ordinary Activities After Tax	45.68	92.54	158.91	194.03	243.67	291.61
12	Extraordinary Items (net of tax expense)	-	-	-	-	-	-
13	Prior Period Items (net of tax expense)	49.08	42.87	42.12	122.02	104.15	175.81
14	Share of Profit in Associate Companies	(29.53)	(41.82)	(21.59)	(103.98)	(76.24)	(76.24)
15	Minority Interest	65.23	93.59	179.44	212.07	297.51	391.18
16	Net Profit for the Period	33.55	33.55	33.51	33.55	33.51	33.52
17	Paid-up Equity Share Capital (Face value: ₹ 1 per share)	-	-	-	-	-	-
18	Reserves Excluding Revaluation Reserves as per Balance Sheet of Previous Accounting Year	-	-	-	-	-	-
19 i	Earnings per share (before extraordinary items) (In Rs) (Not Annualised)	-	-	-	-	-	-
	(a) Basic	1,945.2	2,791.3	5,477.5	6,324.0	9,081.7	11,981.5
	(b) Diluted	1,942.5	2,787.3	5,466.9	6,315.4	9,064.1	11,966.3
19 ii	Earnings per share (after extraordinary items) (In Rs) (Not Annualised)	-	-	-	-	-	-
	(a) Basic	1,945.2	2,791.3	5,477.5	6,324.0	9,081.7	11,981.0
	(b) Diluted	1,942.5	2,787.3	5,466.9	6,315.4	9,064.1	11,956.3

PART II SELECT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2013

Sr. No.	Particulars	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)	
A	PARTICULARS OF SHAREHOLDING						
1	Public Shareholding	84,217,112	84,217,112	83,854,533	84,217,112	83,854,533	83,931,743
	- Number of Shares	25.11%	25.11%	25.02%	25.11%	25.02%	25.04%
2	Percentage of Shareholding						
	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) Not Encumbered	-	-	-	-	-	-
	- Percentage of Shares (as a % of Total Share Capital of the Company)	-	-	-	-	-	-
	- Number of Shares	251,234,174	251,234,174	251,234,174	251,234,174	251,234,174	251,234,174
	- Percentage of Shares (as a % of Total Shareholding of Promoter and Promoter Group)	100%	100%	100%	100%	100%	100%
	- Percentage of Shares (as a % of Total Share Capital of the Company)	74.89%	74.89%	74.98%	74.89%	74.98%	74.96%



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

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Notes

1 Standalone results of Godrej Industries Limited

Sr. No.	Particulars	(Amounts in Rs. Crores)				
		Quarter Ended		Nine Months Ended		Year Ended
		31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Mar-13 (Audited)
1	Turnover	364.50	355.98	338.02	1,108.50	1,464.63
2	(Loss)/ Profit Before Tax	(7.64)	28.68	136.31	88.09	97.16
3	(Loss)/ Profit After Tax	(8.54)	29.84	131.37	86.01	96.74

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 February 07, 2014 and have been prepared in accordance with Clause 41 of the Listing Agreement. These results have been subjected to a limited review by the Statutory Auditors of the Company.

3 (a) During the previous quarter, the Honourable Bombay High Court had approved a Scheme of Amalgamation ("Scheme") of Swadeshi Detergents Limited (SDL) (a wholly owned Subsidiary of the Company) with the Company effective from April 1, 2013 being the appointed date. The Effective Date is September 6, 2013.

3 (b) In accordance with the Scheme, all the assets and liabilities of the erstwhile SDL have been transferred to and vest in the Company and have been recorded at their book values which are also their fair values.

3 (c) Further, in accordance with the Scheme, the Company has restated / revised the value of certain assets of the Company as on the Appointed Date to the extent considered appropriate by the Board of Directors of the Company, and accordingly the values of the following assets have been reduced as under:

(Amounts in Rs. Crores)	
1. MAT Credit Entitlement	56.21
2. Investments / ICD	31.74
3. Loans given to ESOP trust	19.41
4. Fixed Assets	4.10
5. Inventory of stores and spares	3.36

3 (d) Further, an amount of Rs. 0.23 crore being the costs and expenses incurred on the Scheme have also been adjusted in the General Reserve of the Company instead of charging the same to the Statement of Profit and Loss.

3 (e) Had the Scheme not prescribed this accounting treatment the General Reserve as at December 31, 2013 would have been higher by Rs. 115.05 crore. There is no impact on the results of the current quarter.

4 The Group has instituted Employee Stock Option Plans for the benefit of its eligible employees of participating companies. The Plans are administered by independent trusts created with ILFS Trust Company Ltd. The ESOP Trusts have been advanced loans which, along with interest thereon and net of provision of Rs. 34.41 crores, amounts to Rs. 117.49 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 December 31, 2013, the market value of the equity shares held by the ESOP Trusts is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 6.51 crores, (net of provision of Rs. 34.41 crores). The repayment of the loans granted to the ESOP Trusts and interest payable by the Trusts on the said loans 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 December 31, 2013, is 3.88 years.

5 During the current quarter and the nine months period ended December 31, 2013, the Company has issued Nil equity shares and issued 285,369 equity shares respectively of Re 1 each to eligible employees against the exercise of options given under Employees Stock Grant Scheme for an aggregate value of Rs. 6.30 crore.

6 During the current quarter and the nine months period ended December 31, 2013, under the Employee Stock Grant Scheme, the Company has granted Nil and 6,989 stock grants respectively 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.

7 Dividend income has been considered as Revenue from Operations since Finance and Investments is an Operating business segment for the Company.

8 Details of Exceptional Items

Sr. No.	Particulars	(Amounts in ₹ Crores)				
		Quarter Ended		Nine Months Ended		Year Ended
		31-Dec-13 (Unaudited)	30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	31-Dec-13 (Unaudited)	31-Mar-13 (Audited)
1	Profit on Sale of Long Term Investments	(4.50)	-	131.33	(4.50)	180.31
2	Write back / (Provision) for Diminution in Value of Investments / Loans	4.50	-	-	4.50	(10.48)
3	Voluntary Retirement Compensation	-	-	-	-	(4.42)
	Total	-	-	131.33	-	165.41



9 Segmental Information

Sr. No.	Particulars	(Amounts in ₹ Crores)				
		31-Dec-13 (Unaudited)	Quarter Ended 30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	Nine Months Ended 31-Dec-13 (Unaudited)	Year Ended 31-Mar-13 (Audited)
1	Segment Revenue					
	Chemicals	334.84	307.09	301.63	930.16	995.61
	Animal Feed	639.86	605.33	622.48	1,891.00	1,770.01
	Veg Oils	610.91	579.98	383.56	1,685.33	1,498.73
	Estate and Property Development	273.96	337.87	283.55	868.20	787.29
	Beverages and Foods				81.70	81.70
	Finance and Investments	11.15	45.45	161.64	137.58	257.84
	Others	193.25	265.79	150.90	719.19	508.17
	Total	2,063.97	2,141.51	1,903.76	6,231.46	5,993.35
	Less: Inter Segment Revenue	30.80	58.15	49.45	170.04	222.72
	Total	2,033.17	2,083.36	1,854.31	6,061.42	5,725.00
2	Segment Results (Profit Before Interest and Tax)					
	Chemicals	10.10	11.74	(3.54)	31.74	44.82
	Animal Feed	37.25	28.63	29.40	101.31	86.21
	Veg Oils	20.95	31.12	17.97	66.24	50.79
	Estate and Property Development	105.80	89.63	72.55	280.07	168.79
	Beverages and Foods				(17.45)	(17.45)
	Finance and Investments	3.44	17.17	134.21	33.49	186.18
	Others	6.73	31.76	1.43	89.20	30.01
	Profit Before Interest and Tax	184.27	210.05	252.02	582.05	543.35
	Less: Interest (net)	38.17	35.90	23.05	103.84	86.24
	Profit Before Tax	146.10	174.15	228.97	478.21	457.11
	Less: Other Un-allocable Expenses (net)	51.17	35.60	33.45	144.33	114.85
	Total	94.93	138.55	195.52	333.88	342.26
3	Segment Capital Employed					
	Chemicals	140.36	189.55	114.15	140.36	114.15
	Animal Feed	87.80	75.18	53.93	87.80	53.93
	Veg Oils	234.60	228.73	195.18	234.60	195.18
	Estate and Property Development	4,199.50	4,143.98	3,526.59	4,199.50	3,526.59
	Finance and Investments	2,307.07	2,133.29	1,722.52	2,307.07	1,722.52
	Others	224.21	187.34	151.59	224.21	151.59
	Unallocated	(4,034.37)	(3,877.21)	(2,491.26)	(4,034.37)	(2,491.26)
	Total	3,159.17	3,080.86	3,272.70	3,159.17	3,272.70
						3,105.28

Notes to Segmental Information:

- a) 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.
b) Others includes Integrated Poultry, Agri Inputs and tissue culture, seeds business, energy generation through windmills and gourmet and fine foods.
c) Segment Revenue Reconciliation:

Sr. No.	Particulars	(Amounts in ₹ Crores)				
		31-Dec-13 (Unaudited)	Quarter Ended 30-Sep-13 (Unaudited)	31-Dec-12 (Unaudited)	Nine Months Ended 31-Dec-13 (Unaudited)	Year Ended 31-Mar-13 (Audited)
1	Total income from Operations (net)	2,007.40	2,038.47	1,713.14	5,925.68	5,506.78
2	Other income	25.77	44.89	9.84	135.74	38.25
3	Exceptional items - Income			131.33	179.97	180.31
	Total	2,033.17	2,083.36	1,854.31	6,061.42	5,725.00
						7,197.45

10 Figures for the previous periods have been regrouped / restated wherever necessary to facilitate comparison.

11 The Standalone results of Godrej Industries Ltd. are available on the Company's website www.godrejind.com



By Order of the Board
For Godrej Industries Limited

N. B. Godrej
Managing Director



Place: Mumbai
Date: February 07, 2014