Godrej Consumer Products Ltd.
Regd. Office : Godrej One,
4th Floor, 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
CIN : L24246MH2000PLC129806

July 29, 2016

BSE Ltd
Corporate Relations Department
1st Floor, Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 023.

Scrip Code : 532424

The National Stock Exchange of India Ltd
Exchange Plaza, 4th Floor,
Bandra-Kurla Complex, Mumbai 400 050

Dear Sir,

Sub: Outcome of Board Meeting-July 29, 2016

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 June 30, 2016. 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 first interim dividend @ Re. 1/- per share (100% on the shares of the face value of Re.1/- each) for the financial year 2016-17.

As intimated earlier the Record Date for ascertaining the names of the shareholders who will be entitled to receive the said dividend is Monday, August 8, 2016;

The said interim dividend, if declared, will be paid on August 22, 2016.

The Exchanges are also informed that the Board meeting commenced at 11.30 a.m. and the results were approved by 12.00 noon.

This is in compliance with the Listing Regulations and other provisions as applicable.

For Godrej Consumer Products Ltd.

V Srinivasan
Chief Financial Officer & 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

KALYANIWALLA
& MISTRY (Regd.)
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE BOARD OF DIRECTORS OF
GODREJ CONSUMER PRODUCTS LIMITED

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of ***GODREJ CONSUMER PRODUCTS LIMITED*** (the Company) for the quarter ended June 30, 2016, prepared by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, (initialled by us for identification). The Ind AS compliant figures of the corresponding quarter of the previous year have not been subjected to a limited review or an audit and are based on the previously published financial results as adjusted for differences arising on the transition to Indian Accounting Standards (Ind AS). This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on July 29, 2016. 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 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 standalone statements is limited primarily to inquiries of company personnel 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. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of Unaudited Standalone 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 Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

*For **KALYANIWALLA & MISTRY***
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W

KALYANIWALLA & MISTRY MUMBAI

Roshni R. Marfatia
PARTNER
M. No.: 106548
Mumbai: Dated: July 29, 2016.

KALPATARU HERITAGE, 127 MAHATMA GANDHI ROAD, MUMBAI 400 001
TEL.: (91) (22) 6158 7200 FAX: (91) (22) 2267 3964
ARMY & NAVY BUILDING, 148 MAHATMA GANDHI ROAD, MUMBAI 400 001
TEL.: (91) (22) 6158 6200 FAX: (91) (22) 6158 6275

KALYANIWALLA
& MISTRY (Regd.)
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE BOARD OF DIRECTORS OF GODREJ CONSUMER PRODUCTS LIMITED

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 ended on June 30, 2016, prepared by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016, (initialled by us for identification). The Ind AS compliant figures of the corresponding quarter of the previous year have not been subjected to a limited review or an audit and are based on the previously published financial results as adjusted for differences arising on the transition to Indian Accounting Standards (Ind AS). This statement is the responsibility of the Company's Management and has been approved by the Board of Directors at its meeting held on July 29, 2016. 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 company personnel 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. 7,891.12 crore as at June 30, 2016, and the Group's share of total revenue of Rs. 1,090.50 crore, 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.

KALYANIWALLA & MISTRY MUMBAI

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TEL.: (91) (22) 6158 6200 FAX: (91) (22) 6158 6275

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 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 Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

*For **KALYANIWALLA & MISTRY***
CHARTERED ACCOUNTANTS
Firm Reg. No.: 104607W

Roshni R. Marfatia
PARTNER
M. No.: 106548
Mumbai: Dated: July 29, 2016.

KALYANIWALLA & MISTRY MUMBAI

GODREJ CONSUMER PRODUCTS LIMITED

Regd. Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079 www.godrejcp.com, CIN : L24246MH2000PLC129806

PART-I

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2016

(₹ Crore)

Consolidated Quarter ended 30-Jun-16 (Unaudited)	Consolidated Quarter ended 30-Jun-15 (Unaudited)	Sr. No.	PARTICULARS	Standalone Quarter ended 30-Jun-16 (Unaudited)	Standalone Quarter ended 30-Jun-15 (Unaudited)
		1	**Income from Operations**		
2120.22	1985.43		a) Net Sales (Net of Excise Duty)	1048.24	1048.45
2.55	2.51		b) Other Operating Income	15.73	14.94
2122.77	**1987.94**		**Total Income from Operations (Net)**	**1063.97**	**1063.39**
		2	**Expenses**		
1033.11	854.08		a) Cost of Raw Materials including Packing Material Consumed	424.40	450.08
120.45	144.57		b) Purchase of Stock-in-Trade	35.70	40.15
(170.93)	(77.50)		c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16.99	(31.69)
248.82	239.47		d) Employee Benefits Expenses	75.19	97.88
32.65	22.98		e) Depreciation and Amortization Expenses	13.71	10.18
167.94	176.33		f) Advertisement and Publicity	123.96	128.60
343.38	335.33		g) Other Expenses	182.28	197.89
1775.42	**1695.26**		**Total Expenses**	**872.23**	**893.09**
347.35	**292.68**	3	**Profit from Operations before Other Income, Finance Cost and Exceptional Items (1-2)**	**191.74**	**170.30**
0.93	1.57	4	Foreign Exchange Gain / (Loss)	0.76	0.01
14.06	19.26	5	Other Income	12.08	22.11
362.34	**313.51**	6	**Profit before Finance Cost and Exceptional Items (3+4+5)**	**204.58**	**192.42**
32.58	32.88	7	Finance Cost	7.07	16.45
329.76	**280.63**	8	**Profit after Finance Cost but before Exceptional Items (6-7)**	**197.51**	**175.97**
(9.49)	(99.83)	9	Exceptional Items	-	-
320.27	**180.80**	10	**Profit Before Tax (8+9)**	**197.51**	**175.97**
75.38	63.60	11	Tax Expense	45.92	40.58
244.89	**117.20**	12	**Net Profit after Tax but before Minority Interest (10-11)**	**151.59**	**135.39**
0.20	0.02	13	Share of Profit in Associate Company	-	-
(0.82)	(0.50)	14	Non-Controlling Interest	-	-
244.27	**116.72**	15	**Net Profit for the period (12+13-14)**	**151.59**	**135.39**
(3.03)	-	16	Other Comprehensive Income (OCI) (Net of tax)	-	-
241.24	**116.72**	17	**Total Comprehensive Income (15-16)**	**151.59**	**135.39**
34.05	34.05	18	Paid-up Equity Share Capital *(Face value per share: ₹ 1)*	34.05	34.05
		19	**Earnings per share (of ₹ 1 each) *(Not Annualised)***		
7.17	3.43		a) Basic (₹)	4.45	3.98
7.17	3.43		b) Diluted (₹)	4.45	3.98

See accompanying notes to financial results

MUMBAI

GODREJ CONSUMER PRODUCTS LTD. MUMBAI 400 079

Annexure I

Reporting of Segment wise Revenue, Results, Assets and Liabilities along with the quarterly results

(₹ Crore)

Particulars	Quarter ended 30-Jun-16 (Unaudited)	Quarter ended 30-Jun-15 (Unaudited)
1. Segment Revenue		
a) India	1,063.97	1,063.39
b) Indonesia	376.20	349.90
c) Africa (including Strength of Nature)	442.98	303.35
d) Others	266.36	296.87
Less: Intersegment eliminations	(26.74)	(25.57)
Net Sales/Income from Operations	**2,122.77**	**1,987.94**
2. Segment results (Profit)(+)/ Loss (-) before tax, interest & exceptional items		
a) India	204.58	192.42
b) Indonesia	77.67	63.39
c) Africa (including Strength of Nature)	66.21	40.18
d) Others	18.88	25.55
Less: Intersegment eliminations	(5.00)	(8.03)
Total	**362.34**	**313.51**
Less: 1) Interest	(32.58)	(32.88)
2) Exceptional Items	(9.49)	(99.83)
Total Profit Before Tax	320.27	180.80
3. Segment Assets		
a) India	2,742.02	2,818.31
b) Indonesia	2,548.88	2,345.44
c) Africa (including Strength of Nature)	6,072.79	3,339.39
d) Others	1,244.52	1,169.06
Less: Intersegment Eliminations	(216.96)	(204.76)
	12,391.25	**9,467.44**
4. Segment Liabilities		
a) India	1,393.63	1,379.67
b) Indonesia	333.52	357.15
c) Africa (including Strength of Nature)	447.34	121.70
d) Others	386.29	314.51
Less: Intersegment Eliminations	(174.76)	(54.31)
	2,386.02	**2,118.72**

Annexure-II

Reconciliation of Standalone and Consolidated Statement of Profit and Loss as previously reported under IGAAP and Ind-AS

(₹ Crore)

Particulars	Quarter ended 30 June 2015 Standalone (Unaudited)	Quarter ended 30 June 2015 Consolidated (Unaudited)
Profit After Tax as per Indian GAAP	135.78	199.23
Adjustments:		
Change in fair value of call/ put options for Darling & Chile businesses*	-	(75.00)
Dividend paid to Non-controlling shareholders*	-	(6.63)
Acquisition related costs *	-	(3.35)
Fair value gains on financial instruments	2.03	2.19
Redemption Premium on Debentures	(6.20)	(6.20)
Notional Income from Corporate Guarantees in favour of subsidiaries	8.74	-
Share of profits of Non controlling shareholders	-	12.58
Other Ind AS adjustments	0.59	1.23
Deferred tax on Ind AS Adjustments	(5.55)	(7.33)
Total adjustments	**(0.39)**	**(82.51)**
Total Comprehensive Income as per Ind AS	**135.39**	**116.72**

* Part of exceptional items

KALYANIWALLA & MISTRY MUMBAI

GODREJ CONSUMER PRODUCTS LTD. MUMBAI 400 079

GODREJ CONSUMER PRODUCTS LIMITED

Regd. Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079 www.godrejcp.com

UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2016

Notes

1. The above results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on July 29, 2016. The consolidated financial results are in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The current quarter results have been subjected to a limited review by the Statutory Auditors of the Company.
2. The statement does not include Ind-AS compliant results for the preceding quarter and previous year ended 31 March 2016 as the same are not mandatory as per SEBI's circular dated 5 July 2016.
3. The Ind-AS compliant corresponding figures of the corresponding quarter of the previous year have not been subjected to a limited review or an audit. However, the Management has exercised necessary due diligence to ensure that such financial results provide a true and fair view.
4. Exceptional Items include an amount of ₹ 9.49 crore for the quarter ended June 30, 2016, comprise of restructuring costs incurred by a subsidiary of the Company.
5. During the quarter, the Company has netted off, under Other Expenses, the rental income in respect of corporate office premises amounting to ₹ 2.28 crore with rental expenses amounting to ₹ 2.28 crore for the quarter in respect of similar premises in the same building.
6. During the quarter, the Company has granted 58376 new stock grants to eligible employees under the Employee Stock Grant Scheme (ESGS).
7. The Board of Directors of the Company as its meeting held on July 29, 2016 approved a scheme of amalgamation of Godrej Consumer Products US Holding Limited and Godrej Consumer Products Mauritius Limited, subsidiaries of the Company, with Godrej Consumer Products Limited. The amalgamation, subject to necessary regulatory approvals, is proposed to be effective from October 1, 2016.
8. The Board has declared a first interim dividend for the year 2016-17 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 August 8, 2016 and the dividend shall be paid on August 22, 2016.
9. Segment information as per Ind-AS 108, 'Operating Segments' is disclosed in Annexure-I
10. The reconciliation of net profit for the quarter ended June 30, 2015 reported as per Indian GAAP to total comprehensive income as per Ind-AS is disclosed in Annexure-II
11. In view of acquisitions and changes in the Company's shareholding in some of the subsidiaries, the consolidated results for the current period are not strictly comparable with those of the previous period.
12. Previous period figures have been regrouped and reclassified wherever necessary.

Place: Mumbai

Date: July 29, 2016

By Order of the Board

For Godrej Consumer Products Limited

GODREJ CONSUMER PRODUCTS LTD. MUMBAI 400 079

Adi B. Godrej
Chairman

KALYANIWALLA & MISTRY MUMBAI