Godrej | CONSUMER PRODUCTS

ANNUAL REPORT

2016-17

Visit our GCPL
Annual Report microsite

This annual report is printed on **eco-friendly** paper

Contents

Our Company

Godrej Consumer Products is a leading emerging markets company. As part of the 120-year young Godrej Group, we are fortunate to have a proud legacy built on the strong values of trust, integrity and respect for others. At the same time, we are growing fast and have exciting, ambitious aspirations.

Today, our Group enjoys the patronage of 1.1 billion consumers globally, across different businesses. In line with our 3 by 3 approach to international expansion at Godrej Consumer Products, we are building

a presence in 3 emerging markets (Asia, Africa, Latin America) across 3 categories (home care, personal wash, hair care). We rank among the largest household insecticide and hair care players in emerging markets. In household insecticides, we are the leader in India, the second largest player in Indonesia and are expanding our footprint in Africa. We are the leader in serving the hair care needs of women of African descent, the number one player in hair colour in India and Sub-Saharan Africa, and among the leading players in Latin America. We rank number two in soaps in India and are the number one player in air fresheners and wet tissues in Indonesia.

For us, it is very important that besides our strong financial performance and innovative, much-loved products, we remain a good company. Approximately 23 per cent of the promoter holding in our Group is held in trusts that invest in the environment, health and education. We are also bringing together our passion and purpose to make a difference through our 'Good & Green' approach to create a more inclusive and greener world.

At the heart of all of this, is our talented team. We take much pride in fostering an inspiring workplace, with an agile and high performance culture. We also deeply recognise and value the diversity of our people.

From the desk of Adi Godrej

Adi Godrej
Chairman Emeritus

Dear Shareholders,

I am pleased to share with you that GCPL has delivered another year of competitive and profitable growth. Despite some category and geography specific challenges, we have done well, which is a reflection of our clear strategic portfolio choices, backed by strong execution. We have also delivered robust operating profits across businesses, while investing in our brands and innovations. We continue to outperform both the FMCG sector and the home and personal care categories that we participate in. Overall, this positions us well to achieve our ambitious growth aspirations of becoming an emerging markets FMCG leader.

As we look ahead, I feel confident of strong growth in the medium to long term. Over the last year, the government has made several efforts to further revive the Indian economy. Demonetisation, while causing challenges for a few months, has led to a significant push towards digital financial transactions, as well as improving compliance. Post the remonetisation of currency, we are seeing a good recovery in FMCG demand.

“New categories and new distribution channels will further drive penetration and increase consumption in our focus categories”

The passage of the Goods & Services Tax (GST) bill is a major achievement. As I have mentioned earlier, the implementation of the GST will be transformative for the Indian economy. A single national value added tax will be one of the most significant reforms since the liberalisation of the Indian economy in 1991. I expect this to result in a marked boost to consumption and GDP growth. Steps have also been taken to further digitise and streamline the economy, with initiatives such as Aadhar linked subsidy schemes, UPI and Startup India, that have improved transparency and reduced red tape.

Globally, the macroeconomic environment continues to be impacted by socio-political and economic uncertainty. As a result, our international geographies are grappling with the dual challenges of weakening growth and depreciating currencies. Our teams are addressing these concerns with a sharp focus on innovation, customer centricity and cost optimisation.

That said, we believe there continue to be tremendous opportunities in emerging markets, especially in Asia, Africa and Latin America. These are among the fastest growing consumer markets in the world and home to around 80 per cent of the world’s population. The emerging middle classes and rising per capita income will translate into more consumers seeking branded, quality products at affordable prices. New categories will emerge and new distribution channels will improve availability and enhance the buying experience. This will, in turn, further drive penetration and increase consumption in our focus categories.

I would like to take this opportunity to extend my gratitude to all our stakeholders for their continued interest, faith and encouragement through the years. My deep appreciation to all our business partners, vendors and other business associates for their support and contributions. Many thanks to all the various central and state government authorities, for their continuing support to our business. To all our team members, whose passion, commitment and hard work, have made us successful - a special thank you for building GCPL into a company that we can all be proud of.

It has been a privilege to serve as Chairman during a period when we have delivered strong results and transformed our company. I am grateful to our Board for their thoughtful and planned approach to executing our succession plan. The foundations of GCPL are extremely strong. This is an opportune time to transition to a new Chairperson, who will work closely with Vivek to lead the company in its next phase of growth.

I feel very confident that Nisa will be an outstanding Executive Chairperson. As you know, she has been a key architect of GCPL’s strategy and transformation over the last decade. I have worked closely with her and seen her deliver tremendous results. She is an inspiring leader who will always uphold our values.

I will continue to serve the GCPL Board and contribute in whatever way I can to GCPL’s success and long term growth. I look forward to your continued partnership to help achieve our exciting aspirations.

Yours sincerely,

Adi Godrej
Chairman Emeritus

A message from Nisaba Godrej

Nisaba Godrej
Executive Chairperson

Dear Shareholders,

I am so honoured to be given the opportunity to lead your wonderful company. I would like to thank the Board for their support and confidence in me.

I promise all of you that I will serve GCPL wholeheartedly and assure you that the values our Chairman has taught us, combined with his disciplined, results-driven and humble approach, will always be the core of our DNA. The Board, Vivek, our GCPL team and I look forward to the continued guidance of our Chairman Emeritus as we drive GCPL forward with deep ambition, hard work and a strong sense of purpose.

Over the last decade, GCPL has transformed into a global and dynamic company, with a set of team members who consistently vote for it as one of the best places to work. Since 2007, our market capitalisation has increased twenty-fold, from INR 3,000 crore to INR 60,000 crore today. While I am very proud of our collective achievements, I do believe that we are only as good as what we do next. So, let's move forward together, with speed and stretch dreams, and build on the wonderful legacy we have. Our best days are yet to come.

N. Godrej

Nisaba Godrej
Executive Chairperson

In conversation with Vivek Gambhir

Vivek Gambhir
Managing Director & CEO

How do you feel about GCPL's performance in the last year?

We delivered a resilient and reasonably good performance last year. The environment was challenging across most of our operating geographies and consumer demand was sluggish. However, we continued to outperform the market and sustained market share across our categories. We expanded our gross margins and operating margins, while investing competitively to further strengthen our brands. Our company has also become stronger in many areas; this will enable us to deliver a more robust performance as the macroeconomic environment in many of our operating geographies improves. Overall, while we did well, we have the ambition, potential and ability to do much better.

What were the highlights of the performance of the India business?

We adapted well to the changing dynamics in the Indian environment. In particular, we navigated the adverse impact of demonetisation relatively well. We outperformed the market and delivered robust growth in profits. Our focus on premiumisation and cost optimisation helped ensure that our EBITDA growth was ahead of sales growth.

We sustained or extended our market share in our core categories. We invested competitively in strengthening our brands. We also continued to make our go-to-market approach more robust. In the latter half of the year, we launched some exciting innovations such as the range of Good knight personal repellents, the bathroom air freshener aer pocket, HIT Gel Stick and the BBLUNT Salon Secret crème hair colour.

We are making a big push in our journey towards building 'Future Now' capabilities, strengthening go-to-market, developing alternate channels, investing in predictive analytics and increasing our digital footprint, to support our growth ambitions.

How are your Africa plans progressing?

Establishing a strong foothold in Africa is a key part of our strategy, both in terms of business size today, as well as potential for the future. Africa has one of the fastest growing consumer markets in the world, with a young population. This provides tremendous opportunities for both driving penetration and increasing consumption across our core categories. Over time, we aspire to become one of the leading home and personal companies in several geographies in Sub-Saharan Africa.

Today, catering to the hair care needs of women of African descent contributes to almost 20 per cent of our revenues. We intend to double this in the next four years. In general, this is a very underserved market that provides significant opportunities for us, globally. The acquisition of Strength of Nature in the USA, a leading player in ethnic hair care, catapulted us to become one of the largest players globally, serving the hair care needs of women of African descent. It will, over time, also provide a platform for us to further build and drive global leadership.

The integration of Strength of Nature is progressing well. We plan to scale up our wet hair care portfolio in Sub-Saharan Africa. So, later this year, we will localise manufacturing and relaunch the Strength of Nature products in Africa.

We are investing significantly in brand building and innovation. Our teams are currently doing a lot of exciting work on formulating a new brand architecture for our Darling brand, which is the leader in hair extensions. Over the next year or so, we will relaunch this as a more modern, fashion-forward brand.

We are ramping up communication across platforms, experimenting with digital and distinctive category development initiatives, making continuous improvements in our supply chain, and creating a stronger employer brand, to support our plans. We are also investing a lot in building strong local talent, making the organisation more effective and bringing on board capable senior team members to support our exciting plans.

Are you pursuing any new vectors of growth?

Our innovation approach is two-pronged. We believe that there is significant headroom for growth in the core categories we play in. So, we are building on and extending our leadership positions. At the same time, we are also pursuing attractive adjacencies and creating new vectors of growth to broaden our portfolio. Our new products launched in the last 5 years account for approximately 20 per cent of our global growth and 35 per cent of India's growth.

Take air fresheners for example, which is a relatively new category for us. We launched air fresheners in India in 2012. We have more than doubled this category in the last year. We are now leaders in air fresheners in India and Indonesia. Air care has evolved into a fourth core category for us, globally.

In India, we are also extending into hair styling products. Last year, we forayed into hair colour in Indonesia, “We are making data mining and analytics a key priority and investing in best-in-class technology and capabilities. This can offer us a 360 degree view of trends and consumers.”

with the NYU range of crème hair colours. We will be scaling this up and extending our play to the larger hair care category in the country. In Africa, our focus will be on building a full hair care portfolio to complement our leadership position in hair extensions. We will also scale up our presence in household insecticides through our Good knight brand. In Latin America, along with hair colours, we are focusing on makeup and depilatories.

How are you leveraging advanced analytics in your business?

One of the big shifts we are seeing in recent times is the convergence of big data, cloud computing, digital, artificial intelligence and mobility. This has the potential to significantly transform the way we engage, converse with and serve our consumers, team members and partners. So, we are making data mining and analytics a key priority and investing in best-in-class technology and capabilities.

Data from across multiple platforms can offer us a 360 degree view of trends and consumers. We are building internal Consumer Marketing Intelligence capabilities and setting up platforms to enable the cross-pollination of insights and knowledge across our categories and countries. These insights are helping us predict what our consumers want and need, with much greater accuracy than before. We are also leveraging them to make sharper decisions on pricing and optimise sales and marketing spends in real-time. Through Project Optimus for example, we are driving the availability of a wider portfolio of products across urban markets in India. We have also used advanced analytics to detail brand strategy play books for our key brands.

Our supply chain teams are using daily sales data to run advanced heuristics and plan for stock movements, production schedules and raw material purchases. We are also piloting the Internet Of Things in manufacturing and logistics to improve production line efficiencies, manage energy costs and track the real-time movement of goods.

On the people front, we have started using analytics to better manage our talent and leadership development processes.

While these are still early days, we are very excited about these opportunities to engage our consumers in dramatically different ways and become much more innovative as a company. There is also significant potential to improve our productivity and become more agile.

GCPL has consistently been ranked the best FMCG company to work for. What makes GCPL an employer of choice?

Our team members are our most important asset. Being recognised as a great place to work continues to be a very important part of our overall ambition of being a leading multi-local FMCG player. We take much pride in fostering an inclusive, enabling workplace and are fully committed to providing our team members with exciting careers, competitive rewards and a great work environment. We are very fortunate to be able to build on the strong Godrej values and legacy of trust, integrity and respect for others. At the same time, our exciting and ambitious growth plans enable us to offer unparalleled learning and career opportunities. Our operating model provides a lot of empowerment and allows people who perform well to take on stretch roles and progress rapidly at GCPL.

“As we get larger and more global, we need to ensure that the current and future generations of Godrejites fully embrace and live our distinctive purpose and values.”

What can GCPL do to become a more diverse and inclusive place to work at?

Becoming more inclusive is increasingly important for us as a company. We are building diversity in different ways - through the businesses we acquire in new geographies, the openly inclusive stance we have on issues like gender and LGBT rights, and the new skills and backgrounds that we are hiring for, like Design, Digital Marketing, Advanced Analytics, Research & Development, and Innovation.

Attracting and developing top women talent, to have a robust pipeline of potential leadership, is a key priority for us. While a lot of our team members globally are women, we still have a lot of work to do on this front in India. We are making a more concerted effort to look for alternative approaches in areas where we have historically faced challenges, either because of the nature of the work involved or the availability of talent. We are also reviewing policies and infrastructure to ensure that we provide the support that women require to thrive at work. We endeavour to create an inclusive environment for women who return to work post an extended break through multiple flexible work, part-time, and work from home options.

Godrej Careers 2.0, our second careers programme, offers women who have taken a career break a chance to return to the workplace. As part of it, we offer challenging projects with added flexibility to help women returning from a sabbatical balance their career and personal needs.

We have set ourselves clear diversity goals, in terms of representation in our teams and across different levels. The Diversity Council for the Godrej Group meets every quarter to discuss our approach and track progress against these targets. We are confident that through these efforts, we will see a changing profile of Godrejites over the next few years.

What do you think you could have done better last year?

While we outperformed the market and sustained our market shares in most of our categories, we fell short of our sales expectations for the year. Certainly, the uncertainties in many of the geographies that we operate in was a key contributing factor. However, we need to become more resilient and execute better. Most FMCG players got into defensive mode last year. We should have been bolder in launching more innovations and pushing harder to gain market share.

What are the key priorities that GCPL should focus on, going forward?

We need to become more versatile as a company. We have outperformed the market and are serving our consumers well with innovative, high quality products at affordable prices. We now need to take our performance up a notch, take bolder actions and build on our strong foundations. We need to focus on achieving higher top-line growth through better innovations, more compelling market initiatives and stronger go-to market actions. Over the last couple of years, we have expanded our operating profit margins significantly. We need to sustain these margins, while investing in strengthening our brands and enhancing our capabilities. So, we need to find a way to drive both top line and bottom line growth. This will require us to become more ambidextrous. We need to balance better the benefits of scale with greater agility and empowerment.

We are also instilling a deeper sense of purpose and embedding a more consistent Godrej Way of Working across all our operations, to better align, engage and energise our talented team members. We are fortunate to be a part of a rich 120-

year legacy of trust, respect and integrity. As we get larger and more global, we need to ensure that the current and future generations of Godrejites fully embrace and live our distinctive purpose and values.

What is GCPL doing to promote more sustainable growth?

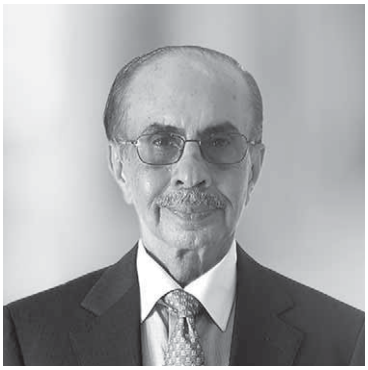
As a group, Godrej has always actively championed social responsibility. We are deeply committed to driving the social progress of the communities that our businesses operate in. We have a 'shared value' approach to business growth and innovation. The idea is to link business success with social progress. 'Godrej Good & Green', is our vision for playing our part in creating a more inclusive and greener India.

Skilling youth is high on our agenda. We collaborate with non-profit organisations and social enterprises on employability training programmes in beauty and hair care, retail management and channel sales for young people from low-income communities. Last year, we trained 54,930 youth in India and Kenya as part of these programmes.
Overall, we continue to make environmental sustainability key to our manufacturing processes and supply chain. We are implementing several initiatives to reduce specific energy and water consumption across our manufacturing locations. We have also set targets for improvement on environmental aspects, including achieving zero waste to landfill and carbon neutrality.

We are committed to ensuring the sustainable sourcing of the raw materials that we use. Our procurement policies are aligned to this goal. We are also working closely with all our partners to drive sustainable practices across their operations as well. For example, all our suppliers are required to align with our sustainable procurement policy. This policy draws from internationally recognised standards and details our partnership expectations around aspects like integrity, human rights, health and safety, environmental sustainability and community development.

As leaders in the household insecticides category, we are committed to helping control the spread of vector borne diseases. On World Malaria Day this year, we announced our commitment to support a malaria-free India by 2030. Last year, we had launched Project EMBED (Elimination of Mosquito Borne Endemic Diseases) to improve the knowledge and awareness of communities through behaviour change campaigns and empower them to take charge of their own protection. In its second phase, EMBED has reached 3,000 villages, 7 lakh households and 35,00,000 people across 9 districts in Madhya Pradesh. It currently addresses ~36% of the malaria burden in Madhya Pradesh, a state with one of the highest burdens of malaria in India. Over time, we would like to extend this programme to other states as well.

Board of Directors



Adi Godrej
Chairman, Godrej Group

Nisaba Godrej
Executive Chairperson

Vivek Gambhir
Managing Director & CEO

Pirojsha Godrej
Additional Director

Ndidi Nwuneli
Additional Director

Aman Mehta
Independent Director

Narendra Ambwani
Independent Director

Omkar Goswami
Independent Director

Nadir Godrej
Non-Executive Director

Jamshyd N Godrej
Non-Executive Director

Tanya Dubash
Non-Executive Director

Bharat Doshi
Independent Director

D Shivakumar
Independent Director

Ireena Vittal
Independent Director

Management Discussion & Analysis

Overview

Macroeconomic Environment

Over the last year, the government has made several efforts to revive the Indian economy. Demonetisation has led to a significant push towards digital financial transactions, as well as improving the tax net. Steps have been taken to further digitise and streamline the economy, with initiatives such as Aadhar linked subsidy schemes, UPI and Startup India, which have improved transparency and reduced red tape.

Some of our macroeconomic indicators dropped, like a decline in the GDP growth to 7.1 per cent in the fiscal year 2017, from 7.6 per cent in the fiscal year 2016. Inflation is largely under control. The passage of the Goods & Services Tax (GST) bill is a significant achievement and its implementation will have a positive impact on the economy.

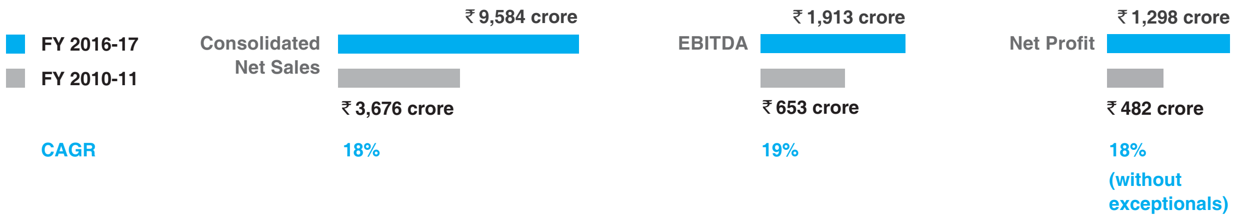
The macroeconomic environment in some of our international markets remained challenging. While Indonesia saw a relatively stable GDP growth at 5 per cent in fiscal year 2017, growth in our Sub-Saharan Africa markets was weak. South Africa's GDP remaining largely flat year-on-year; Nigeria's GDP declined. Moreover, we faced challenges of currency depreciation - particularly in Nigeria, Mozambique and Argentina - where currency depreciated by 35-60 per cent, along with double-digit inflation.

FMCG Sector

Though growth rates were below historical averages and long-term potential, we outperformed the markets in our core categories. We are seeing signs of recovery in consumer demand in the FMCG industry. While the progress has been subdued, we expect demand to pick up pace in fiscal year 2018. We are hopeful that a timely and successful implementation of the transformative GST will spur stronger growth for the sector. The fundamentals of the industry remain strong and there is still significant growth potential, given the low penetration and consumption rates for many FMCG categories.

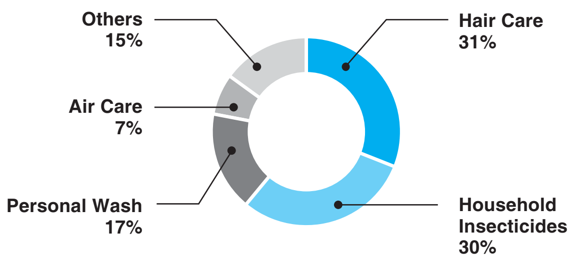
Our business has delivered strong and profitable growth, despite the macroeconomic challenges. We have consistently outperformed across quarters. We are driving a relentless focus on our strategy, and investing strategically in creating new growth vectors for the future, while continuing to drive our core to full potential, enhancing our go-to-market infrastructure and driving execution excellence.

GCPL has delivered a strong performance over the last 6 years

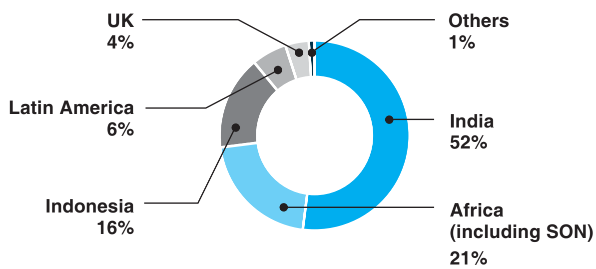


GCPL has a diverse and balanced portfolio

Category salience (FY 2016-17)



Geography salience (FY 2016-17)



GCPL has become more international

International sales as a percentage of consolidated sales

FY 2010-11 FY 2016-17

Extending leadership in our core categories and geographies

SAVE ₹10
Godrej
Good knight
SPECIAL OFFER PACK
Godrej
Good knight
FABRIC ROLL-ON
PERSONAL REPELLENT
NON-STAINING
CHILD SAFE
100% NATURAL
Monthly Pack**
Godrej
Good knight
SILVER REFILL
LIQUID VAPOURISER
Godrej
Good knight
COOL GEL
PERSONAL REPELLENT
NATURAL ALOE VERA
CHILD SAFE
PAEDIATRICIAN CERTIFIED
UP TO 8 HOURS PROTECTION
SPECIAL OFFER PACK
Rs.90
Rs.78
₹ 10/-
FOR 10 CARDS
Godrej
Good knight
FAST CARD
Mosquito Card
1 FOLD THE CARD
2 LIGHT THE EDGE
3 BLOW OUT THE FLAME
3 MIN INSTANT ACTION

India

Source: Management estimates

#1	household insecticides
#1	hair colour
#1	air fresheners
#2	soaps

Range of household care and personal care products - household insecticides, hair colour, liquid detergents, soaps and air fresheners

(Top) Our marketing team at the GCPL Annual Conference 2017 in Abu Dhabi
(Bottom Left) Sunil Kataria, Business Head - India & SAARC, ideating with young managers at 'Connecting The Dots'
(Bottom Right) Our women's team wins at the Godrej Cricket Championship

Personal Care

Number 2 player in soaps

CINTHOL

- Built on the high-energy proposition of 'alive is awesome', it inspires you to step out of the stale and embrace the fresh, the new
- With premium international fragrances and innovative designs, it is undoubtedly one of the most refreshing grooming experiences across soaps, deodorants, talcs and shower gels
- Cinthol Deostick, 3x longer lasting than ordinary deodorant sprays and gentle on skin, wins 'Best Deodorant' at the *Amazon Beauty Awards 2016*
- Online campaign #ReadyforAwesome, launched during Olympics 2016, receives over 2.7 million views
- Ranks #47 overall in the *Economic Times – Brand Equity Most Trusted Brands Survey 2016*

Personal Care

Number 2 player in soaps

- Leading Grade 1 quality soap in India (simply put: more soap in each soap)
- Offers you 'Nature's way to beauty' with carefully chosen ingredients to make your skin naturally beautiful
- Builds on value-added soaps portfolio – launches Godrej No.1 Germ Protection soap

Our health and wellness platform

- Delightful, differentiated and efficacious range of products across the health, wellness and personal protection platforms

- Range comprises three hand washes, a hand sanitiser and a personal mosquito repellent spray – including India's first instant foam hand wash and alcohol-free sanitiser with 8-hour germ protection

- Naturally derived ingredients and unique design-led and recyclable packaging

- Wins 'Best Integrated Marketing Communications (Airlines & Airport Category)' at the *Asian Customer Engagement Forum 2016*

Hair Care

Leader in hair colour

- India's largest selling hair colour, used by over 40 million consumers
- Innovative solutions include crème hair colour in a sachet and powder hair colour with a unique gel technology, at unbelievably democratised prices
- Launches a multi-application pack of Godrej Expert Rich Crème, a value offering for frequent users
- Hosts successful integrated marketing campaigns, extensive engagement with salons, barber training, innovative approaches to media and communication

BBLUNT
Salons+Products+Expertise

- India's hottest salon, now in a bottle
- Range of shampoos, conditioners, men and women's styling, hair extensions and temporary hair colours
- Successfully launches BBLUNT Salon Secret crème hair colour
- Continues building the brand on digital, through multi-award winning campaigns like #dirtylittlesecret
- BBLUNT Back to Life Dry Shampoo wins 'The Best of Haircare and Hairstyling' at *Vogue Beauty Awards 2016*
- BBLUNT High Definition Curl Defining Leave-In Cream wins 'Best for Curly Hair' at the *Amazon Beauty Awards 2016*

Home Care

Leader in household insecticides

- Good knight, the highest penetrated brand in the category in India, reaches 78 million households
- Good knight Fast Card, India's first paper-based mosquito repellent, continues to scale up
- Good knight liquid vapouriser crosses ₹ 1,000 crore; achieves its highest ever market share
- Forays into the outdoor and personal repellent category with an innovative range of products: Fabric Roll-On, Cool Gel and Patches
- *'Subah bolo Good knight'*, an awareness building and habit changing campaign, wins at *Effies 2017*
- Ranks #1 in Household Care in the *Economic Times – Brand Equity Most Trusted Brands Survey 2016*

- Leading player in aerosols, focused on killing pests and offering great efficacy
- Innovating ways to make our products easy to use, safe and affordable to help every homemaker win the battle against pests
- Launches HIT Gel Stick, an effective and affordable perimeter roach solution
- HIT Flying Insect Killer integrated marketing campaigns wins *Silver Effies 2016*
- Ranks #8 in Household Care in the *Economic Times – Brand Equity Most Trusted Brands Survey 2016*

Home Care

Number 1 player in air care

- Delightful range of home, car and bathroom air fresheners
- aer pocket is a leading player in bathroom air fresheners, within 10 months of launch
- Innovative gel format and consumer engagement aids sales and distribution ramp up
- Hosts successful integrated marketing campaigns, extensive engagement through innovative media; special focus on e-commerce

Leader in liquid detergents

- Builds on its proposition of specialist care for woollens through insightful communication and campaigns
- As part of the 'Ezee Hugs' initiative this winter, our team donated woollens washed with Ezee, to over 75,000 underprivileged school-going children in Delhi and the NCR
- Ranks #9 in Fabric Care in the *Economic Times – Brand Equity Most Trusted Brands Survey 2016*

Indonesia

Source: Management estimates

#1	home insecticides, air fresheners and wet wipes
#3	hair colour

Range of household and personal care products - household insecticides, air fresheners, hair colour and wet wipes

(Top) Celebrating Serko Day, when Godrejites from across teams become salespersons for a day
(Bottom Left) Our Group Chairman, Adi Godrej, visits the Jakarta office for a town hall
(Bottom Right) Winners of Godrej Indonesia LOUD (Live Out Ur Dream), a programme which helps our team members realise their personal dreams

HIT, the leader in household insecticides

Stella, the number 1 player in air fresheners

Mitu, a leading range of wet wipes and baby toiletries

NYU ranks among the top 3 brands in hair colour in modern trade

Africa

Range of products across hair extensions, hair care, hair colour, personal wash, home care and household insecticides

Source: Management estimates

#1	ethnic hair colour (14 countries) and hair extensions (11 countries)
#2	hair extensions (Nigeria)
#2	Caucasian hair colour (South Africa)

(Top) Our Tanzania team volunteers at a local school on Godrej Global Volunteering Day
(Bottom Left) The inauguration of a Darling Hair Academy to train young hairstylists in Kenya
(Bottom Right) Our South Africa team treats contest winner mums to free makeovers on Mother's Day

Darling, the number 1 player in hair extensions across sub-Saharan Africa

MegaGrowth and TCB continue to scale up across 7 African countries

Valon helps build a presence in skin care in Eastern Africa

Inecto, a market leader in ethnic hair care

Renew, a leading player in the Caucasian hair colour market in South Africa

Argentina

Range of products across hair colour, hair care and styling in mass and professional markets

Source: Management estimates

#1	hair fixing sprays
#2	hair colour
#2	hair styling products

(Top) The opening of our new cafeteria at our Buenos Aires office
(Bottom Left) Volunteers at our Issue De Rosa campaign help raise awareness about breast cancer
(Bottom Right) Celebrating the launch of Presente, a community outreach programme

Issue, an iconic leading hair colour, offers a fun and stylish range of hair treatments

Roby, a market leader in hair styling

Chile

Range of products across hair colour, depilatory products and colour cosmetics

Source: Management estimates

- **#2** hair colour
- **#2** depilatory products
- **#3** colour cosmetics

(Top) Our Chile team at their Annual Conference
(Bottom Left) Volunteers play fun games with children with special needs on Godrej Global Volunteering Day
(Bottom Right) Our trade marketing team at one of their training sessions at a popular retail chain

Ilicit, the number one brand in hair colour

Millefiori, a leading range of depilatory products

Pamela Grant, a leading colour cosmetics and skin care player

United Kingdom

Range of products across skin care, sanitisers, sun care and female deodorants

Source: Management estimates

#1	stretch marks treatment
#2	hand sanitisers
#4	sun care

(Top) Our team at the annual company offsite
(Bottom Left) Volunteers partner with Samaritan's Purse at Christmas, to prepare shoebox gifts for children in need
(Bottom Right) Our leadership team at our office in London

Pro:Voke Touch of Silver, a unique range of salon inspired products, for cool, platinum, white and silver hair

Pro:Voke Liquid Blonde, a new proposition to boost colour for warm, caramel and honey blondes

Cuticura, a range of anti-bacterial products for the whole family

Soft & Gentle, a refreshing range of female deodorants and feminine hygiene products

Bangladesh, Sri Lanka & Nepal

Range of products across household insecticides, air fresheners and hair colour

Source: Management estimates

#1 household insecticides in Nepal

#1 hair colour in Sri Lanka

#2 powder hair colour in Bangladesh

(Top) The launch of Good knight, our leading Household Insecticide brand, at Colombo
(Bottom Left) Our Bangladesh team rings in the new year together
(Bottom Right) Team members from Nepal at their annual offsite

Good knight and HIT, leaders in household insecticides in Nepal

Expert and Abha, leading players in their respective hair care segments in Bangladesh and Sri Lanka

Cross-pollinating brands like Stella (from Indonesia), across SAARC

Middle East

Source: Management estimates

Leading player in the henna and powder hair colour segments

Strong market position in soaps

Range of household care, hair care and personal care products, including soaps, deodorant sprays, hair colour and air care

(Top) Our leadership team at an annual offsite
(Bottom Left) Our Group Chairman, Adi Godrej, visits the team at the Dubai office
(Bottom Right) Volunteers at a cleanliness drive on Godrej Global Volunteering Day

Godrej aer, one of the UAE's fastest growing air care brands

Cinthol, a leading player in soaps, among consumers from the Indian subcontinent

Godrej Expert, Nupur and Abha, leading players in powder hair colour

Accelerating innovation and renovation

BBLUNT Salon Secret
1 BLACK NATURAL BLACK
BBLUNT
NO AMMONIA | 100% GREY COVERAGE
BBLUNT
INTENSE MOISTURE
CONDITIONER FOR SERIOUSLY DRY HAIR
BORN AGAI
CONDITIONER FO
STRESSED HAIR
Ka-Pow!
Control your cool
BBLUNT
TOTAL CONTROL
MAXIMUM HOLD
FIBRE PASTE

India

BBLUNT Salon Secret High Shine Crème Hair Colour

Scan me to learn about our new hair colour which has been inspired by 7 iconic Bollywood looks

- Unique 3-part hair colouring system with shine tonic for salon-like hair at home
- Wide range of ammonia free colours: Coffee, Mahogany, Blueberry, Honey, Chocolate, Wine and Black

hair colour that makes the world go
'you're shining baby'
introductory offer
₹199
COFFEE
NATURAL BROWN
BBLUNT
NO AMMONIA | 100% GREY COVERAGE
Lights! Colour! Action!
Salon Secret
HIGH SHINE CRÈME HAIR COLOUR
Shine Tonic
with shine tonic
available at BBLUNT.COM

India

Good knight Fabric Roll-On

Scan me to learn about our revolutionary 100% natural way to keep mosquitoes away

- Foray into out-of-home mosquito protection
- Innovative roll-on format, with easy 4-dot and non-staining application
- 100% natural and safe for children
- Provides protection for up to 8 hours

India

HIT Gel Stick

Scan me to learn how we eliminate roaches as they enter your home

- 3x more powerful, 7-day efficacy in single application
- Distinctive transparent gel
- Unique hassle-free bristle applicator
- Great value for money at ₹ 30


NEW
HIT GEL STICK
NEW
HIT GEL STICK
NO ENTRY FOR COCKROACHES
3X POWERFUL GEL
KILLS COCKROACHES
One application lasts 7 days
₹ 30/-
NEW
HIT
GEL STICK
3X POWERFUL GEL
KILLS COCKROACHES

India

Godrej No. 1 Germ Protection Soap

Scan me to learn how we keep your skin protected and beautiful

- Extending our value added soaps portfolio
- Infused with the goodness of nature, offers the dual proposition of beautiful and germ protected skin
- Blend of neem, a natural germ fighter, and coconut milk for added nourishment to your skin

BE PROTECTED. BE BEAUTIFUL.

An exquisite blend of natural germ fighter, Neem, and the goodness of coconut milk that nourishes the skin.

With Neem and coconut milk

Indonesia

NYU Crème Hair Colour

Scan me to learn about our ammonia-free hair colour with a fruity fragrance

- Foray into hair colour in Indonesia, specifically designed for the Indonesian working woman
- Becomes the #3 brand in hair colour (modern trade) within a year of launch
- Ammonia-free, odourless formula ensures hair is damage-free
- Super fruit extracts give your hair a pleasant fragrance, vitamin oil makes it soft and shiny
- Available in 5 shades: Natural Black, Caramel, Copper Brown, Burgundy and Natural Brown


nYU
CRÈME HAIR COLOUR
Hair colour
with fruity
fragrance
nYU
CRÈME HAIR COLOUR
NO AMMONIA
Super Fruits Extracts
Hair Vitamin
Ammonia Free:
No more fear of damage
• No Ammonia
• Super Fruits Extracts
• Vitamin Oil

Indonesia

Stella pocket

Scan me to learn about our unique, gel-based bathroom air freshener

- Unique slim gel technology cross-pollinated from our India business
- Innovative format, clutter-breaking design
- Range of long-lasting fragrances


AIR FRESHENER
STELLA®
Naturals
"MY NEW FRIEND, FRESH FRAGRANCE LASTS 30 DAYS"
STELLA®
pocket
Stella Pocket Bathroom
Long lasting fresh fragrance
STELLA
BATHROOM PERFUME
pocket
STELLA
BATHROOM PERFUME
pocket
STELLA
BATHROOM PERFUME
pocket

Africa

Yaki Braids Candy Crush Range

Scan me to learn more about our high quality fibre braids

- High quality fibre, market leading range of braids
- Summer collection of bold and bright colours
- Newly introduced ombre styles
- Experiment with multiple colours in the same style for a variety of looks
- Suitable for all braided styles – corn-rows, twists and box braids

DARLING®
PASSION FOR HAIR

YAKI BRAID

BOLD & BRIGHT SUMMER COLLECTION

Latin America

Issue 3D Gloss

Scan me to learn about our revolutionary 3D hair colour technology

- Three-dimensional technology for deeper and more visible shine
- Provides radiant, intense and inalterable colour
- High reflection extracts enhance the colour and vitality of your hair


ISSUE
3D
GLOSS
ISSUE'S PREMIUM
HAIR COLOR BRAND
Hair color that provides a radiant, intense and inalterable color.
Three-dimensional technology for a deeper and more visible shine.
Hair treatments with high reflection actives that enhance the color and vitality of hair.
NEW IMAGE
Negro Gloss
Preto Gloss
1
ISSUE
3D
GLOSS
Serum Capilar 3D Gloss
Reducción de frizz - Resultado instantáneo
Cont. Neto
15ml/ 0.53 fl.oz.
MÁSCARA DE
BRILLO
MÁSCARA CAPILAR DE BRILHO ISSUE
Resultado instantáneo
Resultado imediato
Cont. Neto / Peso Líq.
150g / 5.29 oz.
Coloración en Crema
Coloração Capilar em Creme
CABELLOS SEDOSOS Y RADIANTES
CABELO SEDOSO E RADIANTE
COLOR DURADERO Y BRILLANTE
COR DURADOURA E BRILHANTE
MÁXIMA COBERTURA DE CANAS
MÁXIMA COBERTURA DE FIOS BRANCOS
NUEVA TECNOLOGÍA / NOVA TECNOLOGIA
BRILLO TRIDIMENSIONAL / BRILHO TRIDIMENSIONAL
Clínica y dermatológicamente testeado
Clínica e dermatologicamente testado
Cont. Neto / Peso Líq. 47 g / 1.66 oz.
1 aplicación / 1 aplicação
POTENCIADOR DE BRILLO
1 APLICACIÓN / 1 APLICAÇÃO
Hacete fan! hacete fã!
facebook.com/issuecolor
@issuecolor
www.issuecolor.com

Latin America

Pamela Grant All Day Long Lasting Makeup

Scan me to learn about our all day makeup foundation

- Provides 24-hour colour and moisturisation
- Hypoallergenic
- Leaves skin blemish-free
- Available in 2 colour tones: Light and Medium

PAMELAGRANT
ME By Me
NEW
MAKE UP FOUNDATION
ALL DAY LONG LASTING
24 HOURS
COLOR AND MOISTURIZING FOR 24 HOURS
ACHIEVE SKIN WITHOUT BLEMISHES
TEXTURE WITH MATTE NATURAL FINISH
2 COLOR TONES
MEDIUM
LIGHT
PAMELAGRANT
ALL DAY
LONG LASTING
Color y Humectación
Hipoalergénico
10 Light

United Kingdom

Soft & Gentle 0% Aluminium Dry Deodorant

Scan me to learn about our 0% aluminium dry deodorant

- Offers 100% natural protection and all day freshness
- Spray format with 3 variants: Active, Floral and Care
- Horsetail extract and Sage Oil create a botanical complex, act as an astringent to help close pores and reduce bacteria flora on your skin

Building a future ready sales system


Buy 3 Get 1 FREE

Building a future ready sales system

Go-to-market

- Continuing focus on driving growth; optimised go-to-market strategy
- Augmenting overall reach; ~12% increase in direct coverage in the last year
- Driving availability of a wider portfolio across urban markets through Project Optimus

Technology

- Using best-in-class technology and advanced analytics for better decision-making
- Building cutting-edge sales force capabilities through technology-enabled learning

Partners

- Enhancing channel partner engagement through targeted initiatives

E-commerce

- Establishing a strong e-commerce presence; strengthening availability and driving growth of premium brands

(Right) Our sales team members use hand held devices to facilitate decision-making


CINTHOL
LIME
COOL
ORIGINAL
No.1
175
150
NO ALCOHOL
SKIN SAFE

Making our supply chain best in class


HIT-MAGIC

Making our supply chain best in class

Best-in-class practices

- Introducing best practices across geographies to become more agile: Demand-driven Supply Chain, Theory of Constraints, Total Productive Maintenance, Lean, Six Sigma and Low Cost Automation
- Strengthening supply chain processes in international businesses: integration into one SAP ERP, Lean and Kaizen
- Extending shop floor employee engagement initiatives to international businesses

Sustainability

- Global strategic sourcing with significant benefits to the bottom-line; Godrej Green Purchase Policy rolled out to key vendors
- Sustainable manufacturing and supply chain practices, resulting in significant improvements in energy and water consumption, carbon footprint, waste generation and renewable energy

Agile fulfillment

- Mapping cutting-edge replenishment practices to the Advanced Planning and Optimisation module of SAP
- Responding to constantly changing consumer demand patterns, leading to high fill rates; now an industry benchmark, with 95%+ customer service levels across key geographies
- Improving 'freshness' of products at time of sale, better logistics practices, product traceability and reduced obsolescence through the project on bar coding shippers

Future-ready investments

- Enhancing manufacturing capacity, across geographies
- Piloting the 'Internet of Things' in manufacturing and logistics
- Gearing up for the implementation of the Goods & Services Tax in India

(Top) Our Business Partners Meet at Ho Chi Minh City
(Centre left) Open house day at our Gunung Putri factory in Indonesia
(Centre right) Our Darling factory in Mozambique
(Bottom) Inside GCPL's largest soap manufacturing facility at Malanpur

Building an agile and high performance culture

Building an agile and high performance culture

Strengthening our employer brand across geographies

We take much pride in fostering an inspiring workplace with an agile and high performance culture to attract, develop and retain the best global talent. As part of the over 120-year young Godrej Group, we are fortunate to have a proud legacy built on the strong values of trust, integrity and respect for others. At the same time, our exciting and ambitious growth plans allow us to offer unparalleled career opportunities relatively early on in your career.

Core to our employer brand, is the philosophy of tough love. We expect a lot from our team members, differentiate on the basis of performance and potential through career opportunities and rewards and lay particular emphasis on developing, mentoring and training. We believe that passionate, rounded individuals with diverse interests make for better Godrejites. And we understand that our team members play multi-faceted roles. This is why we encourage them, not just to explore their whole selves, but also create an enabling space for them to do so.

Innovative approach to recruitment

Godrej LOUD (Live Out Ur Dream), our radically different approach to business school recruitment, encourages students to live out their unfulfilled personal dreams and offers sponsorship and summer internships with Godrej. The programme has been a great success on India and Indonesia campuses.

Strong focus on careers

100 Leaders Programme, with individually tailored development plans, runs across geographies

Investing in leadership development

World class training programmes with professors from global business schools

Leveraging social media for engagement

Workplace by Facebook helps engage and connect across teams and geographies. We are using it extensively to build alignment around strategy, share ideas and insights, get real time feedback, and celebrate success, among many others.

Your Canvas **Tough Love** **Wholeself**

(Top) Winners of Godrej LOUD 2017, whose dreams range from publishing a children's novel to representing India in archery
(Bottom Left) Our Indonesia team hosts a Career & Development Week at their Jakarta office
(Bottom Right) Celebrating the launch of Workplace by Facebook, our internal engagement platform, at Chile

Build an inspiring place to work

Rank among the Best Employers in India in the *'Aon Hewitt Best Employers 2017'* survey

Rank #12 on the *'Great Place to Work – Best Workplaces in Asia 2017'* list

Rank #1 in the FMCG category in the *'Great Place to Work – Best Workplaces in India 2016'* list; we have featured on this list for 13 years in a row

(Top) We rank among the Best Employers in India in the 'Aon Hewitt Best Employers Survey 2017'
(Centre) Winners of the Gurukul Amazing Race, our induction event for the 2017 summer intern batch in India
(Bottom) Our Bintang management trainee batch in Indonesia

Diversity

Fostering an inclusive Godrej

We take pride in being an equal opportunities employer

"We recognise merit and perseverance and encourage diversity at Godrej. We do not tolerate any form of discrimination on the basis of nationality, race, colour, religion, caste, gender identity or expression, sexual orientation, disability, age or marital status and will allow for equal opportunities for all our team members."

We understand that our team members play multiple roles and our policies like flexi time are designed to enable them to do so.

Godrej Resource Groups

Godrej Alliance for Parents

Our team members, along with their partners, share experiences on child care and work-life balance through meetings, parenting sessions and workshops

Godrej Women's Leadership Network

We aim to make Godrej a workplace of choice for women and offer mentoring, leadership development and regular networking opportunities through this platform

Careers 2.0

Our second careers programme provides women who have taken a career break, a chance to return to the workplace. We offer aspirational and challenging projects across sectors and functions, with added flexibility to help them balance their career and personal needs.

(Top) Hosting celebrated feminists Mona Eltahawy, Geeta Patel, Bishakha Dutta and Paromita Vohra at our headquarters in Mumbai
(Centre) Women from across Godrej businesses share their perspectives during a panel discussion at the Godrej Leadership Forum
(Bottom) Godrej is a proud sponsor of the Kashish International Queer Film Festival 2017. Nisaba Godrej speaks at the opening of the event.

Beyond business - Good & Green

Good & Green

Our commitment towards a more inclusive and greener world

Good & Green

As a Group, we have always actively championed social responsibility. We are now exploring ways to further this commitment through shared value initiatives that create both social and business benefits.

By 2020, we aspire to:

Ensuring Employability

Train 1 million youth in skills that enhance their earning potential

- Collaborate with non-profit organisations and social enterprises on employability training programmes for young people from low-income communities
- Aim to improve the earning potential of graduates, by building skills and thereby empowering them
- Offer programmes in beauty and hair care, retail management and channel sales
- Focus on life skills training, entrepreneurship and post-placement support

As of March 2017, trained 1,95,101 youth in India and Kenya in skills that will enhance their earning potential

Greener India

Achieve zero waste to landfill, carbon neutrality and a positive water balance, while reducing specific energy consumption and increasing the use of renewable energy

- Make environmental sustainability key to our manufacturing processes
- Reduce energy needs, managing waste and transforming our products
- Ensure our overall manufacturing approach is more future ready – from raw material sourcing to technologies used at plant

Progress by our factories in improving environmental sustainability, compared to a 2011 baseline, at a Group level:

Greener India Goal 2020	Achievement as of January 2017
Become carbon neutral	51% reduction in greenhouse gas emissions
Have a positive water balance	31% reduction in specific water consumption
Have zero waste to landfill	60% reduction in specific waste to landfill
Reduce specific energy consumption by 30%	37% reduction in specific energy consumption
Increase renewable energy sources by 30%	50% of total energy consumption from renewable resources

Porter Prize for Creating Shared Value (2016)

Rank on CDP India's Climate Disclosure Leadership Index (2016)

Elimination of Mosquito Borne Endemic Diseases (EMBED)

- Part of our commitment to help create a Malaria-free India by 2030
- Intensive community awareness and behaviour change programme to battle malaria in regions that report high Annual Parasitic Index
- Collaboration with non-profit organisations and governments
- Addressed 36% of the malaria burden in Madhya Pradesh, a state with one of the highest malaria burdens in India

Community Waste Management

- Piloted community waste management initiatives across 25 colleges in Mumbai

Watershed Management

- 3,300 hectares covered in the drought prone region of Telangana, through an integrated watershed development project

Rural Electrification

- 55 villages covered as part of a rural electrification initiative; leveraging renewable energy systems

Community Development

- Implemented a range of high-impact community development programmes across 6 villages in and around our manufacturing facilities
- Focus on improving the quality of education, providing access to clean water, raising awareness on health and sanitation issues, and protecting the environment

Other disclosures

Enterprise business risk management

With a presence across three continents - Asia, Africa and Latin America - we are exposed to risks that can adversely impact our strategy, operations, cash flow, financial performance, management performance and overall sustainability. We have an active risk management strategy in place. Additionally, we have a Risk Committee, whose role is to identify potential risks, create mitigation strategies and monitor the occurrence of risk. The risks that may affect us include, but are not limited, to:

- Economic conditions
- Inflationary pressures and other factors affecting demand for our products
- Increasing costs of raw material, transport and storage
- Supplier and distributor relationships, and the retention of distribution channels
- Competitive market conditions and new entrants to the market
- Labour shortages and attrition of key staff
- Exchange rate fluctuation and arbitrage risk
- Integration risks for acquired companies
- Compliance and regulatory pressures including changes to tax laws
- Seasonal fluctuations
- Political risks associated with unrest and instability in countries where we have a presence or operations

The Risk Committee meets on a quarterly basis to review any new risks that may have emerged during the quarter, the status of risks as well as mitigation plans.

Apart from domestic operations, the exercise of risk assessment is now getting extended to international geographies.

In fiscal year 2017, the Risk Committee reviewed the top risks along with the mitigation plans for our Darling Africa business.

Internal control systems and their adequacy

We have implemented an internal control framework to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition; and transactions are authorised, recorded and reported correctly. The framework includes internal controls over financial reporting, which ensures the integrity of financial statements of the company and eliminates the possibility of frauds.

Our Corporate Audit & Assurance department, which is ISO 9001:2008 certified, issues well documented operating procedures and authorities, with adequate built-in controls to be carried out at the beginning of any activity and during the process, to keep track of any major changes. As part of the audits, they also review the design of key processes from an adequacy of controls' point of view. Periodic reports are generated to identify exceptions through data analysis as part of continuous monitoring.

The internal controls are tested for effectiveness, across all our locations and functions by the Corporate Audit team, which is reviewed by the management periodically for corrective action.

Controls with respect to authorisation in underlying IT systems are reviewed periodically to ensure users have access to only those transactions that their roles require. The GCPL Head Office and all major factories and offices across India follow an Information Security Management System, and are ISO/IEC 27001:2013 certified.

Opportunities and threats

We believe that there are significant medium and long-term growth prospects in India and our other emerging markets in the rest of Asia, South America and Africa. Today, emerging markets account for around 80 per cent of the world's population.

The emerging middle classes and rising per capita income will translate into more consumers seeking branded, quality products at affordable prices. New categories will emerge and new distribution channels will improve availability and enhance the buying experience. This will, in turn, further drive penetration and increase consumption in our focus categories.

The implementation of the Goods and Service Tax will be transformative for the Indian economy and we expect this to result in a marked boost to consumption and GDP growth.

We consider compliance and regulatory pressures - including changes to tax laws, seasonal fluctuations and political risks associated with unrest and instability in countries where we have a presence or operations - as our key threats.

Business Responsibility Report

Business Responsibility Report

Philanthropic efforts of the Godrej Group

The Godrej Group has been at the forefront of philanthropic and social activities for several decades. Approximately 23 per cent of the promoter holding in the Godrej Group is held in trusts that invest in the environment, health and education. Through investment and supervision by the trust, a large tract of mangrove forests in Mumbai has been protected, developed, and maintained for several years, and it serves as a second set of lungs for the city. The Group has continually supported education and supports the Udayachal pre-primary and primary schools, which focus on the all-round development of children. The Udayachal high school has been accredited with the International School Award in recognition of the school incorporating global education into its curriculum and innovation into classroom teaching.

In addition, the Group has supported initiatives in healthcare through the Godrej Memorial Hospital, which aims to provide quality healthcare at affordable costs. One such initiative is our partnership with Smile Train, a US-based NGO, which helps in performing corrective cleft lip and palate surgery in children from low-income families. The Group offers surgery and hospitalisation to these children free of cost.

Workplace Giving

In 2016, the Group revived its Workplace Giving programme that enables our team members to donate a specific amount every month to our non-profit partners. We have partnered with three organisations, namely Save the Children India, World Wildlife Fund, and Teach for India. The organisations have been selected after thorough research, keeping in mind the vast scope of their efforts towards improving education for underprivileged children, creating access to health facilities in rural areas, and protection of the environment. The initiative is a part of the Group's tradition of philanthropy and enables our team members to make a direct difference to someone's life.

Teach For India

Since its inception in 2009, GCPL has been supporting Teach for India, a nationwide movement involving outstanding college graduates and young professionals, who commit two years to full-time teaching in under-resourced schools and become lifelong leaders working towards the pursuit of equity in education. In 2009, Teach for India began its journey in classrooms with 78 Fellows (or teachers) in two cities across 34 schools, and reaching out to 3,000 children. In fiscal year 2016-17, the movement has grown to cover 353 schools in 7 cities, with approximately 1,100 Fellows positively impacting more than 39,500 children.

Godrej Good & Green

In line with our vision of Brighter Living for all stakeholders, we have developed a long-term vision for creating a more inclusive and greener India. This vision has been named 'Godrej Good & Green' and is based on the shared value principle. The concept of shared value is defined as policies and operating practices that enhance the competitiveness of a company while simultaneously advancing the economic and social conditions in the communities in which it operates. As part of this initiative, the Group aspires to create a more employable Indian workforce, achieve a greener India, and innovate for good and green products by 2020. Specifically, our Group-level goals for 2020 as part of this vision are as follows:

- Training 1 million rural and urban youth for skilled employment

Brighter Giving is our skill-based, long-term volunteering programme for our team members who are keen to engage in meaningful volunteering projects

- Achieving zero waste to landfill, carbon neutrality, a positive water balance along with a reduction in our specific energy consumption, and increase in our renewable energy portfolio
- Procuring one-third of our portfolio revenues from good and/or green products and services; those that are environmentally superior or address a critical social issue for consumers at the base of the income pyramid

We have a comprehensive CSR policy (http://www.godrejcp.com/codes-and-policies.aspx) that outlines programmes and projects we undertake to create a positive impact on our stakeholders. We have a CSR committee in place to review, monitor, and provide strategic inputs for our sustainability efforts.

Over the years, we have aligned our sustainability efforts with national priorities and the needs of our local communities to deliver high-impact programmes that are easy to scale up. Our skill-building initiatives are linked to the National Skill Development Mission. Furthermore, our community development initiatives in areas surrounding our manufacturing units are focused on improving the teaching-learning environment.

We are associated with the Integrated Waterahed Management programme, under the Ministry of Rural Development, through our large-scale integrated watershed projects in drought-prone regions to restore the ecological balance by harnessing, conserving, and developing degraded natural resources, and thus providing sustainable livelihoods in the region.

In line with the Swachh Bharat Mission, we have initiated several community waste management projects across India by involving colleges and local municipalities. In addition, we run an intensive community awareness and behaviour change programme to combat malaria in regions that report a high Annual Parasitic Index (API) through our Elimination of Mosquito Borne Endemic Diseases (EMBED) programme. The mainstay of this programme is propagating clean surroundings.

We are supporting renewable energy projects in rural India to address the shortage of energy supply in line with the Deen Dayal Upadhyaya Gram Jyoti Yojana of the Government of India.

Our community projects are supplemented by Brighter Giving, a structured volunteering platform through which our team members can offer their time and skills to help address an NGO's needs. Through Brighter Giving, Godrejites can volunteer their time, knowledge, and skills to help address the specific needs of a non-profit organisation on a project basis.

Brighter Giving also serves as a channel through which our team members can connect with and learn more about Good & Green. The programme has a long-term goal; seeking to enable and drive meaningful initiatives for our non-profit partners and/or their beneficiaries. Volunteers accomplish this by using their professional skills and expertise to develop relevant, implementable, and sustainable solutions for the organisations with which they work.

Section A: General Information about the Company

Sr No.	Details	Information
1	Company Corporate Identity Number	**L24246MH2000PLC129806**
2	Name of Company	**Godrej Consumer Products Limited**
3	Registered Address	**Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai 400 079.**
4	Website	**www.godrejcp.com**
5	Email ID	**investor.relations@godrejcp.com**
6	Financial Year reported	**2016-17**
7	Sector(s) that Company is engaged in	**Personal and Household Care Products**
8	List of Three Key Products & Services that the Company Manufactures or Provides	**Personal Care, Hair Care, and Home Care**
9	Number of Business Activity Locations	**a) Number of International Locations:** GCPL has undertaken business activities in more than 12 international locations, and the major ones are Indonesia, Argentina, UK, South Africa, Chile and USA **b) Number of National Locations:** GCPL has carried out business activities throughout India, with major manufacturing locations in Madhya Pradesh, Himachal Pradesh, Assam, Jammu, Puducherry, and Goa
10	Markets served	**Indian market, export and operations in the aforementioned international geographies**

Section B: Financial Details of the Company (Standalone)

Sr No.	Details	Information
1	Paid-up Capital	**₹ 34.06 crore**
2	Total Turnover	**₹ 5,013.69 crore (Net of excise)**
3	Total Profit after Taxes	**₹ 848.03 crore (Standalone)**
4	Total expenditure on CSR as a percentage of Profit after Taxes	**The Company has spent an amount of ₹ 16.52 crore which is 2.02% of average net profit of last 3 financial years calculated in the manner specified in Section 135 of the Companies Act, 2013 read with rules thereunder**
5	List of activities in which expenditure in the aforementioned point 4 has been incurred	**Major areas in which the aforementioned expenditure has been incurred include the following:** • Livelihood enhancement projects • Environment sustainability • Promotion of preventive healthcare

Section C: Other Details

Sr No.	Details	Information
1	Does the Company have any Subsidiary Company/Companies?	**Yes**
2	Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) initiatives of the parent company? If yes, then indicate the number of such Subsidiary Company(ies)	**GCPL has Subsidiary Companies in foreign countries and encourages its Subsidiary Companies to participate in BR initiatives. The BR policies of the Subsidiary Companies are in line with the local requirements.**
3	Do any other entity/entities (e.g. suppliers and distributors), with whom the Company does business, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities (less than 30 per cent, 30–60 per cent, or more than 60 per cent)	**GCPL actively encourages its business partners to adopt BR initiatives. Currently, less than 30 per cent of other entities participate in the BR initiatives of the Company.**

Section D: Details of the BR head

1. Details of Director/Directors Responsible for BR:

Sr No.	Details	Information
1	Details of the Director(s) responsible for the implementation of BR policy/policies	**Vivek Gambhir, Managing Director** DIN: 06527810
2	Details of the BR Head DIN Number (if applicable)	**Vivek Gambhir, Managing Director** DIN: 06527810 Telephone Number: 022-25188010 Email ID: vivek.gambhir@godrejcp.com

2. Principle-wise (as per NVGs) BR policy/policies

Sr No.	Principle-wise Policies	
1.	Does the Company have a policy/policies for the principles? - Yes.	
	P1	This forms part of the Code of Conduct of the Company
	P2	The policy is part of the Company's Sustainable Procurement Policy
	P3	This principle is covered under various policies of the Company, namely Code of Conduct for all employees, Equal Opportunities Policy, Prevention of Sexual Harassment and Human Rights policy
	P4	The Company does not have a specific policy, however certain aspects of this principle forms part of the CSR policy
	P5	This forms part of the Human Rights policy
	P6	This forms part of the Company's CSR policy
	P7	The Company does not have a separate policy. It works with collective platforms, such as trade and industry chambers and associations, to raise matters with the relevant government bodies. It is a member of CII, FICCI and other trade associations.
	P8	The Company has a CSR policy
	P9	The Company does not have a specific policy. This forms part of the Code of Conduct of the Company.

Sr No.	Principle-wise Policies	P1	P2	P3	P4	P5	P6	P7	P8	P9
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national/international standards? If yes, specify in about 50 words (These policies have been framed keeping in view the goals of the organisation and the economic environment of the operations of the Company).	Y	Y	Y	Y	Y	Y	Y	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Y	N	N	Y	N	Y	N	Y	N
5.	Does the Company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online.	The links have been mentioned in the principles below								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have an in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

3. Governance related to BR:

Sr No.	Details	Information
1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company (within 3 months, 3-6 months, annually, more than 1 year)	**The BR committee meets every 3-6 months to assess the BR performance of the Company**
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently is it published?	**The Company publishes a BR and Sustainability Report annually. The web link to view these reports are: http://godrejcp.com/annual-reports.aspx and http://godrejcp.com/compliance-other-updates.aspx respectively.**

Section E: Principle-wise Performance

Principle 1: Businesses should conduct and govern themselves with ethics, transparency, and accountability

The Board of Directors and senior management of GCPL comply with the following Code of Conduct:

- Uphold ethical standards of integrity and probity
- Act objectively and constructively while exercising their duties
- Exercise their responsibilities in a bona fide manner in the interest of the Company
- Devote sufficient time and attention to their professional obligations for informed and balanced decision making
- Disallow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decisions
- Not abuse their position to the detriment of the Company or its shareholders or for gaining direct or indirect personal advantage or taking the advantage of any associated person
- Assist the Company in implementing the best corporate governance practices
- Strictly follow the guidelines and rules related to insider trading as stipulated by SEBI

The Board of Directors of GCPL shall observe the following Code:

- Act in accordance with the articles of the Company and provisions of the Listing Agreement
- Act in good faith to promote the objectives of the Company for the benefit of its members as a whole, and act in the best interests of the Company, its employees, shareholders, the community, and for the protection of the environment
- Exercise their duties with due and reasonable care, skill, and diligence and shall exercise independent judgment
- Not get involved in a situation in which they may have a direct or indirect interest that conflicts or may possibly conflict with the interest of the Company
- Not achieve or attempt to achieve any undue gain or advantage for either themselves or their relatives, partners, or associates. If a director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
- Not assign their office and any assignment so made shall be void

Applicability of the Code of Conduct:

This Code of Conduct (Code) applies to the Directors of GCPL. It also applies to the senior management of the Company, which is one level below the executive directors, and all functional heads. An annual confirmation affirming compliance with the Code of Conduct is obtained from the Board members and senior management every year, and the same has been obtained for the year ended March 31, 2017.

During the year, the Company introduced a formal Shareholders' Feedback Survey for its shareholders. This survey was created to seek valuable feedback from the shareholders of the Company in order to further improve our services. Questions regarding aspects, such as the Company's website and information available on it as well as the services provided by the Company and its Registrar and Share Transfer Agent while resolving queries or complaints, were formulated and included in this survey. This survey was circulated in physical form and via email. The survey is also available on our Company website: http://godrejcp.com/shareholders-feedback.aspx

Does the policy relating to ethics, bribery, and corruption cover only the Company? Yes/No. Does it extend to the Group/joint ventures/suppliers/contractors/NGOs/others?

The Company has a Code, which is applicable to all employees. For subsidiaries and joint ventures, the Code is applicable in line with the local requirements prevailing in the country of operation. The Company encourages its business partners to follow the Code.

How many stakeholder complaints were received in the past financial year and what percentage was satisfactorily resolved by the Management?

There were no complaints outstanding at the beginning of the year and 131 complaints were received during the year. All complaints were resolved during the year.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Sustainability is an integral part of our business and value chain, and it enables us to provide high-quality, affordable products for our 1.1 billion consumers globally. However, our stakeholders are not only our customers but also our team members, the supply chain, society, the government, and the environment.

We are committed to making environmental sustainability a key part of our manufacturing processes. From sourcing of raw materials to the technology we use at our plants, we are ensuring that our overall manufacturing approach is more future ready. We are finding ways to extend our sustainability efforts beyond our plants to impact the entire life cycle of our products. We have conducted a preliminary life cycle assessment of our soap manufacturing process and computed the results. Discussions are in progress internally for developing a strategy to mitigate the effects that were highlighted by the analysis. Going forward, we plan to extend life cycle assessment to our other range of products.

Our sustainability strategy supports the development of products that are environmentally sustainable. As part of this strategy, we are developing products that consume fewer resources (energy and water), emit fewer greenhouse gases (GHGs), and include 100 per cent recyclable, renewable, and/or natural materials.

List up to three of your products or services whose design has incorporated social or environmental concerns, risks, and/or opportunities.

We are constantly revamping our products and redesigning their packaging to reduce our material consumption. We aim to reduce the amount of resources used and reduce our carbon footprint while improving the product performance. During fiscal year 2016-17, we undertook several initiatives,and some of them are as follows:

- We optimised the paper thickness of our Good knight Fast Card booklet cover. Consequently, we reduced our paper utilisation by more than 193 tonnes.
- We optimised our Expert powder hair colour laminate and reduced our plastic utilisation by more than 73 tonnes.
- We optimised ink usage on our soap wrappers and reduced ink utilisation by 10 tonnes.
- We optimised the carton thickness in our aer Click and Twist and reduced plastic usage by 37 tonnes.
- We optimised the weight of the front and back cover in Good knight Activ+ LMD. Consequently, we reduced plastic utilisation by more than 190 tonnes.

Does the Company have procedures in place for sustainable sourcing (including transportation), and what is the percentage of inputs sourced sustainably?

In India, our demand-driven supply chain has led to mutually beneficial relationships with our suppliers and dealers. We have extended this relationship to include partnerships with key modern trade players. We have always emphasised the procurement of raw materials in a responsible manner. As a best practice, our procurement team looks at not only the initial cost but also the lifecycle cost. Among the available alternatives, we prefer the one with the lowest lifecycle cost for procurement.

We work closely with suppliers and the manufacturing team to explore and implement recycle and reuse programmes that are beneficial to the environment and create value addition to stakeholders. We aim at making our supply chain environmentally friendly and responsible. We are committed to comply with the requirements of the local environment laws and regulations in countries and regions where we operate and from where we source any material, product, or service.

To extend our Good & Green sustainability commitment to our vendors and to encourage them to contribute towards supply chain sustainability, we have initiated supply chain sustainability. We developed a Sustainable Procurement Policy in fiscal year 2015-16, which is an extension of our values and is applicable to all GCPL suppliers.

The policy extends beyond mere compliance with the law by drawing upon internationally recognised standards to identify and define globally recognised best practices. The policy outlines our expectations with regard to ethics, business integrity, human rights, health and safety, environment, the local community, and the quality of product and operations.

The detailed policy is available at: [www.godrejcp.com/codes-and-policies.aspx.](www.godrejcp.com/codes-and-policies.aspx)

Sustainable Procurement Policy

We have more than 600 suppliers on board and approximately 50 per cent of them are local suppliers. In the first phase, we have communicated our policy to nearly 100 of our suppliers and have conducted a baseline survey to monitor their sustainable performance.

Apart from 50 per cent local suppliers, we also source nearly 50 per cent of our materials locally. We have undertaken several initiatives for sourcing materials locally, which helps us reduce carbon emissions and our overall carbon footprint. With our conscious local sourcing efforts, we have reduced the distance travelled by our incoming materials by more than 19,466 km.

In the next phase, we will audit one-third of our suppliers who have completed our baseline survey. The suppliers will be audited for monitoring their performance against the four pillars of the policy, namely to be an ethically driven, socially focused, green-inspired, and quality-centred supply chain.

Has the Company taken steps to procure goods and services from local and small producers including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors?

Yes. 50 per cent of our vendors are local suppliers and they contribute nearly 50 per cent of all our sourced materials. These vendors are given priority payments and support for technology and quality systems upgradation.

While selecting a small-scale or local vendor, our category manager first visits the vendor's location to understand the capacity and processes at the vendors end. We then send across a baseline questionnaire (depending on the category) to the concerned vendor to obtain a better understanding of the vendor's facilities and processes.

The questionnaire is evaluated and we then make a request to audit the vendor. In the audit, we categorise the suppliers as low-, moderate-, and high-risk vendors. Our moderate- and high-risk vendors are given a 6-month period to improve their facility and are scheduled for a re-audit. The suppliers are also requested to provide a corrective action report on our findings of the audit.

These measures help us ensure the sustainability of our local suppliers and work on building their capability.

In addition, as part of our community development initiative, we regularly source gift products in bulk from non-profits and SHGs for our events. Some of our team members have also volunteered to provide their time and skills to help build the capability of these non-profits, as part of Brighter Giving, our structured volunteering programme.

Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste? (Separately as < 5%, 5%-10%, > 10%)

In line with our philosophy of responsible sourcing, we are relentlessly focused on ensuring that we reduce, recycle, and reuse our incoming materials. This helps us in reducing our overall consumption of material and the overall carbon foot print of our products and giving back to the environment and society at large.

Apart from tirelessly reducing our consumption by re-engineering all our products from CFBs to laminates to rigid plastic, we are also recycling wherever possible. We have started recycling runner components that are generated while moulding the front and back cover for our Good knight Activ+ LMD machines. This has helped us reduce our PCTA usage by more than 11.5 tonnes.

At our Northeast manufacturing cluster, we are diverting laminate scrap generated in our units to recycling. We are now recycling 200 tonnes of laminate scrap annually.

We have also achieved more than 80 per cent reusability of our empty plastic soap noodle bags. We have strategically established a collection system through reverse logistics, which has resulted in significant savings in material consumption. We have saved nearly 300 tonnes per annum of material.

In line with our zero waste to landfill goal, we have also started diverting our waste from landfills to co-processing. This has resulted in 65 per cent reduction in our specific waste to landfill compared with fiscal year 2015-16.

Principle 3: Businesses should promote the well-being of all employees

Code of Conduct:
At Godrej Consumer Products, we focus on ensuring the well-being of all team members. The safety and health of our team members

is extremely important to us, and we are committed to building and maintaining a safe and healthy workplace. Ensuring diversity, zero discrimination, safety, health, and other attributes essential to a healthy and good working environment is part of our Code of Conduct. All our team members demonstrate their commitmentto following the Code of Conduct by signing accordingly in their acceptance letter. The Code of Conduct is also available on the internal employee portal. A few of the principles of this Code of Conduct are listed below.

A. Diversity, antidiscrimination, and equal opportunities policy:
We recognise merit and perseverance and encourage diversity in our company. We do not tolerate any form of discrimination based on nationality, race, colour, religion, caste, gender, gender identity or expression, sexual orientation, disability, age, or marital status and allow for equal opportunities for all our team members.

We value diversity within the Group and are committed to offering equal opportunities in employment. We do not discriminate against any team member or applicant for employment. Godrej Industries Limited and Associate Companies also subscribes to the CII-ASSOCHAM Code of Conduct for Affirmative Action.

Nisaba Godrej, Executive Director, GCPL serves as the Diversity Ombudsman for our team members and seeks to resolve any complaints or queries that are raised under this principle.

During recruitment, we ensure that diverse profiles form a part of the talent pool being assessed for any role, with merit being the sole selection criterion. We are driving our efforts to make all our workplaces and functions (sales and manufacturing) conducive for women.

Moreover, our Sustainable Procurement Policy extends the non-discrimination policy to our suppliers. All our suppliers must ensure there is no discrimination in their hiring and employment practices based on race, colour, gender, age, nationality, religion, sexual orientation, marital status, citizenship, disability, veteran status, and medical condition.

B. Prevention of sexual harassment:
We are committed to creating and maintaining an atmosphere in which our team members can work together, without fear of sexual harassment, exploitation, or intimidation. We have ensured compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

This year, we re-constituted our Internal Complaints Committee in accordance with the aforementioned act and updated the Group's policy to ensure that women are protected against sexual harassment at the workplace. This policy extends to all employees in India that includes daily wage, contract workers and trainees, or the equivalent. It extends to all offices, units, factories or any place visited by the employee during the course of employment and transportation provided for work-related travel. Every team member is made aware that the Group strongly opposes sexual harassment and that such behaviour is prohibited both by law and the Group policy. We take all necessary action(s) required to prevent and correct behaviour that violates this policy.

C. Safety and health:
We remain committed to protecting and building a safe and healthy workplace.

We provide safe equipment and systems of work to all team members. All our team members are expected to ensure that they adhere to all norms and comply with all relevant statutory provisions. We also provide information, training, and supervision required for this purpose.

Furthermore, we are committed to the health and well-being ofour team members and have an onsite medical centre, hospital, and children's day care facility within the Godrej Head Office, Vikhroli campus.

On-campus facilities (Vikhroli, Head Office):
We have a canteen facility in the campus where refreshments are provided. Transport facility is provided from the office to the nearest railway station and the Godrej Housing Colony. We have a Bank ATM and a travel help desk in our premise. We also have a fitness centre with state-of-art equipment, a full-time fitness instructor, and a nutritionist. All our sites are non-smoking zones, and smoking is strictly prohibited in the campus.

Women's area
A women's area has been designed for all our female team members as a resting and nursing space, specifically for expecting mothers, new mothers, and women with special needs.

Some of the facilities provided are as follows:

1. Three resting rooms with a mini fridge
2. Lounge seating with magazines and newspapers and a tea and coffee station,which is available throughout the day during operational hours
3. First aid and essential medicines

Our progressive HR policies:
GCPL prides itself on being a great place to work, a fact recognised and acknowledged externally as well. This is evident in GCPL's consistent ranking as the best FMCG Company to work for in India in the *Great Place to Work Study 2016*. Thirteen years in a row, GCPL has featured on the list of best companies to work for.

We have also featured among the top 19 best employers in Asia in the *Aon Best Employers in India 2017*. Our HR policies, such as flexible work hours, work from home arrangements, and part-time work, to name a few, go a long way in ensuring that our team members successfully strike a work-life balance. Some of our policies are as follows:

A. Maternity and paternity leave and benefits policy:

We provide a fully paid 6-month maternity leave and benefits and a flexi-work arrangement for 6 months from the date of resuming work.

We provide a 3-month adoption leave and benefits, in addition to a paternity leave and benefits option.

B. Late-night cab facility and Uber/ Ola for Business:

We care deeply about the safety and well-being of all Godrejites. We have a late-night cab facility for our Mumbai-based team members for ensuring their safe travel from work to home when working late in the office. Our team members can avail this facility by logging on to the Uber/OLA for business app, and the Company is directly billed for the same.

Our team members travelling for work anywhere in India can also avail the Uber/OLA for business service with ease. During the year, in association with OLA, we also started cabs for outstation trips. Outstation services can be booked in advance through the OLA App.

C. Careers 2.0 programme:
As research suggests, increasingly, women employees drop out of the workforce at mid-management levels, and maternity is the major reason for this phenomenon. To tap into this talent pool and provide a transition platform to women professionals who wish to return to work after a career break, we launched our second careers programme in 2015, called Careers 2.0. The participants are offered attractive project stipends to work on live business projects on a flexi or part-time basis. By providing placement opportunities within the Group, Careers 2.0, led by our Diversity & Inclusion team, intends to facilitate successful interns who are interested in transitioning to full-time employment.

We have had six projects under this programme: one in Manufacturing for identifying low-cost automation opportunities in our manufacturing plants, another two in Finance (to recommend cost-saving initiatives on our fixed overheads and assist in getting GST ready in view of recent legal changes), one in Sales to provide Big Data analytical support, and two in HR responsible for Diversity & Inclusion practices and HRBP for one function. A project guide/manager is assigned to every intern for the duration of the project, and access to various Godrej Resource Groups, such as Godrej Women's Network and Godrej Alliance for Parents, is provided for networking and training opportunities. Once the programme achieves success, more such projects are anticipated across the various departments.

One of the six participants has been offered a permanent role (in the HR team).

D. Sustenance allowance policy:
We also offer sustenance allowance to our specially-abled team members. This financial support is provided to our team members who require additional infrastructure and safe travel from home to work. This policy is applicable to all team members at GCPL. The objective is to improve the living conditions and provide better opportunities and sustenance to specially-abled employees.

Our engagement forums:
There are multiple touch points for the leadership team to interact with our team members through forums such as the long-range plan, annual operating plan cascades and updates, open houses, town halls, focus groups around engagement surveys, HR connect sessions, and skip-level meetings by senior leadership. Every quarter, our Managing Director and the senior leadership team provide updates via V Cast - an interactive, evolving platform to provide an overview of our business performance to our team members. More recently, we moved our updates to Workplace

by Facebook. This will help us gain transparency in information sharing and improve interaction among our team members.

We also engage our team members with employee opinion surveys, such as the In Tune survey organised by Aon Hewitt, feedback survey on reviews, and the Great Place to Work survey organised by the Great Place to Work Institute, India. We practice Bedhadak Bolo as a philosophy that salutes the spirit of expression and innovation at Godrej. This encourages employees to speak and express themselves openly and fearlessly. Bedhadak Bolo has resulted in team members coming forward with their suggestions that have translated into numerous changes and innovations within the organisation. It has also improved team dynamics and led to an incredibly more open work environment.

We provide continuous skill upgradation and learning opportunities through structured career discussions and individual development plans. We invest in functional training for all our team members, on payroll and contract, in line with their current and future career aspirations. The learning suite encompasses functional training, leadership development programmes, and behavioural training designed for leading self, others, and businesses.

GCPL's Sustainable Procurement Policy also recommends that suppliers take the initiative to recruit a diverse and inclusive workforce in terms of gender, experience, and ethnicity. Our suppliers are expected to adopt robust and relevant management practices to comply with applicable health and safety laws, rules, regulations, and industry standards.

Does the Company have an employee association that is recognised by the management?

Yes.

What percentage of permanent employees are members of the recognised employee association?

16 per cent.

Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, and sexual harassment in the last financial year and pending, as on the end of the financial year.

Nil. Moreover, our Sustainable Procurement Policy also covers our suppliers and prohibits use of child labour at any stage of their business operations.

Total permanent employees	**2,457**
Male	**2,226**
Female	**231**
Employees with disabilities	**8**
Contract employees	**5,024**

What percentage of your employees mentioned below were given safety and skill upgradation training in the last year?

Category	**Safety**	**Skill upgradation**
Permanent male employees	95%	**92%**
Permanent female employees	92%	**87%**
Employees with disabilities	100%	**88%**
Casual/temporary/contractual employees	100%	**99%**

Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, particularly those who are disadvantaged, vulnerable, and marginalised

The identification of all relevant stakeholders and understanding their expectations is of high concern for GCPL in our quest to be sustainable. We identify key stakeholders on the basis of their influence on our operations and our impact on them. The stakeholder engagement process consists of various activities from stakeholder identification, consultation, prioritisation, collaboration, and reporting.

We have already identified and prioritised key stakeholders, and we continue our engagement with them through various mechanisms, including consultations with local communities, supplier/vendor meets, customer/ employee satisfaction surveys, and investor forums. To align our community development programmes to UN's sustainable development goals, we conducted a detailed community needs assessment in our priority plant locations. We invited an external third-party consultant to assess the needs of the community. The team followed a three-step approach, where they connected with our plant and corporate office and undertook extensive field-based assessments, backed by thorough secondary research to validate key facts and obtain additional information available from official sources. The result is a comprehensive report of the community, their needs, gaps in the system, and our way forward. We are now in the process of planning and implementing high-impact community development programmes.

We are working in partnership with the government, rural people, and local village communities. This approach enables us to distribute accountability and ensure the long-term impact of our community development initiatives.

Recruitment of candidates from the Scheduled Caste/Scheduled Tribe and Physically Challenged (SC/ST/ PC) categories has been considered as one of the major performance measures of the central recruitment process owner. GCPL participates in government fairs for recruiting candidates from the SC/ST/PC categories. GCPL has also partnered with NGOs to provide employment opportunities and counselling to people from one of these categories.

Key highlights:

1. To sustain Affirmative Action in GCPL, the Unit Head interviews every SC/ST/PC candidate applying for a job before the final decision is taken. This reduces individual biases of managers against these categories of candidates, if any. Recruitment of SC/ST/PC candidates has been considered as one of the performance measures of the central recruitment process.

2. Our employee referral policy promotes referrals of SC/ST/PC candidates by offering higher referral amounts.

3. The HR function keeps a regular track of progress of Affirmative Action in the organisation and takes necessary corrective actions, if needed. Adherence to and proactive involvement in Affirmative Action has been added to the performance targets of many of our team members.

4. For people with disabilities, we identify appropriate jobs and have necessary infrastructural facilities that enable them to work with dignity.

5. We have set aside a dedicated budget towards Affirmative Action.

6. We provide equal training and development opportunities to improve the employability of all our employees.

Partnership and initiatives for community development and affirmative action:

Malanpur manufacturing site:
In line with our commitment to improve the standard of living of the people around our factories, we continue to work closely with Singwari village near our Malanpur plant. Singwari has a population of approximately 5,000 people, and through our needs assessment, we identified that education, water, sanitation and healthcare are some of the priority needs of the village.

- Water availability was a need that was evident during our needs assessment and it was an urgent priority of the community. In consultation with the local panchayat and the community, we revived a dysfunctional hand pump and built an overhead water storage tank having a capacity of 10,000 litres near the Government Middle School, Singwari. This facility provides water access to more than 250 people of the village, and they now do not have to travel to get water.
  We worked in partnership with the panchayat and the people of the village. This approach helped us to build accountability and

In Singwari village, Malanpur, we revived a dilapidated hand pump and built an overhead water storage tank to address the critical need of water availability

ensure the long-term impact of the project. Now, the villagers have taken the responsibility of maintaining the water storage tank. In line with this initiative, our team members volunteered on Godrej Global Volunteering Day, December 5, at the primary and middle school in Singwari to spread the message of water conservation, health, hygiene and sanitation. More than 50 of our team members organised various interactive activities for the school children.

- We provide assistance to primary and middle schools in Singwari village. To motivate the children to stay in school, we distributed soap cakes to children with an average attendance of at least 80 per cent. Other initiatives included organising a cultural and sports programme to encourage the children to participate in solo or group activities and a picnic for the students of the primary and middle schools. Eight schools including more than 1,000 students and teachers participated in these events. We ended these day-long activities by distributing prizes to the winners and meritorious students. In line with the Swachh Bharat Mission, we renovated the toilet facilities of the Government Middle School.
- Singwari has a population of approximately 5,000 people, however, the village is deprived of basic medical facilities. To fill this gap, we provide free medical aid to the villagers along with a consulting doctor who visits thrice a week. We also organised a women's health camp in partnership with Gohad Dispensary, Bhind. A team of doctors setup camps in the schools for a day to check and diagnose various chronic diseases and infections. More than 190 women and girls availed the services. We included people between ages 15 and 50 years. Three children were treated, whereas seven children were referred to the district health centre.
- For girls and women of Singwari, several activities were organised to promote health and safety awareness. To demonstrate fire safety, we organised an awareness session by experts to tackle the outbreak of electric, LPG, or any other domestic fire. We also held a home safety awareness session during the National Safety Week (March 4 to 11). More than 45 girls and women attended these sessions and gained useful insights.
- We organised an environment sensitisation session with our contract workers and local villagers and distributed more than 150 saplings of native plants to them for planting around their homes.
- In collaboration with the Central Board for Workers Education, Gwalior, we organised several workshops for women. From August 8 to 11, we organised a workshop on women's empowerment where we provided information on government schemes for women and how to avail them. More than 35 women participated in the sessions. We also organised a workshop on digital literacy where we demonstrated how to perform digital transactions. More than 100 women participated in the workshop.
- At the Vigyan Mela, organised in Bhopal by Madhya Pradesh Council of Science & Technology in collaboration with Vigyan Bharti, we showcased a working model of ETP/soap process and products and shared our commitment of building a more employable and greener India. We also won an award for the Best Pavilion in the industry category.
- We continue to drive our efforts to promote and uplift the

In Rajkriya Government Primary School in Solan, we constructed a Badminton court and distributed sports supplies

education level and employment opportunities for the SC/ST/PC (Physically Challenged) students. These efforts include providing scholarships to meritorious students of Singwari village who aspire to excel in their studies. Nine SC/ST students were awarded scholarships in 2016-17. We are working to include SC/ST/PC people in our recruitment process. We provide sustenance allowance to our PC team members and 13.30 per cent and 1.11 per cent of our workforce is from the SC and ST categories, respectively. Furthermore, 45 per cent of our contract team members are SC/ST. Every year, we visit Ambedkar Institute for Handicapped, Kanpur, to employ candidates, depending on our requirements.

- To explore new avenues to help underprivileged people, we have identified two NGOs, Snehalaya and Vivekananda Nidam, who are working for the SC/ST and differently-abled children in and around Gwalior. We regularly buy responsibly produced products from these NGOs and support their cause.
- To improve employability, we partnered with schools, colleges and industries to create awareness regarding quality concepts, entrepreneurship, environment and safety based on the Godrej experience.
- We organised an awareness rally on the occasion of the Road Safety Week (January 11 to 17, 2017). Our team members and the local community collaborated to sensitise people regarding road safety. Moreover, in collaboration with the Health and Safety Department, Gwalior, we organised a Safety Summit on National Safety Day. Nearly 45 people participated and learned how to handle an emergency.
- We have a strong focus on Diversity & Inclusion practices and provide equal opportunities for all our team members. We are grooming women leaders at our manufacturing plant. We have three women team members working and handling shift operations.
- We also won several awards this year. The Confederation of Indian Industry - Sohrabji Godrej Green Business Centre, awarded the Malanpur manufacturing plant *GreenCo Gold* rating at our first Green Company Rating assessment. We bagged 15 awards in various categories at the National Convention on Quality Concepts held in Chennai. We also won 11 awards at the 18th National Creativity Summit, New Delhi. We also won the *HR Excellency Award* at the 8th National HR Summit organised by ABV-IIITM, Gwalior.

Baddi manufacturing unit:

- During our needs assessment, basic infrastructure at local schools was evident as a priority need. In consultation with the community and school administration, we constructed a girls' toilet at the S.K. Public School and a badminton court at the Government Primary School. In addition, we provided a mobile library and storage equipment to both the schools. More than 300 students from both schools will benefit from the infrastructure support.
  We worked in partnership with the school administration and the community. This approach helped us distribute accountability and ensure the long-term impact of the project. The school administration has now taken the responsibility of maintaining the infrastructure facilities.
  In line with this initiative, our team members volunteered on Godrej Global Volunteering Day, December 5, at the local schools to spread the message of hygiene and sanitation and imbibe

In Betkuchi local school the classrooms were in a dilapidated condition. We constructed three classrooms in the school and over 450 students will benefit from the infrastructure support.

sports culture. More than 60 of our team members organised various interactive activities for the school children.

- In line with our commitment to building a greener India, we celebrated the World Environment Day at Baddi on June 5. To encourage the students to contribute towards improving the environment, we organised an awareness session. Our team members and contract workers planted saplings of native plants in public spaces. We also organised a cleanliness drive close to our manufacturing site.
- To encourage academic performance, every year we recognise and award meritorious students at local schools near our plant. Meritorious students from each class are invited to the factory unit with their parents and teachers and are awarded for their performance.
- As part of the road safety initiative, we organised an awareness campaign in Baddi to sensitise bikers and car or truck drivers. We distributed pocket guides with tips on safe driving at busy traffic points. We also organised a play and awareness training for the Truckers union in Baddi. We reached out to more than 80 drivers.

Northeast manufacturing cluster:

- During our needs assessment, infrastructure support at the Betkuchi local school came up as a priority need. The classrooms were in a dilapidated condition, and in consultation with the community and school administration, we constructed three classrooms for the Betkuchi Middle School, Guwahati. More than 450 students will benefit from the infrastructure support.
  In line with this initiative, our team members volunteered on Godrej Global Volunteering Day, December 5, at the local schools to spread the message of hygiene, sanitation and waste management. More than 60 of our team members organised various interactive activities for the school children.
- We organised several health camps in the year. In collaboration with Sankaradeva Nethralaya, we organised an eye check-up camp at our New Conso and New Guwahati manufacturing units. We organised a general health check-up camp at our Lokhra manufacturing unit in association with GVK EMRI. We also organised a health training session for women at our New Guwahati unit in association with Narayana Hospital.
- In line with our commitment to building a greener India, we celebrated World Environment Day by organising a tree plantation drive around our plant, local schools and hospitals. We organised a cleanliness drive with local school students in Marming, Sikkim, to sensitise them regarding cleanliness. In collaboration with the Guwahati Municipality Association, we organised a mosquito fogging drive in the local community.
- We have relentlessly focused on safety at our manufacturing plants; thus, we celebrate the National Safety Week, Road Safety Week and Fire Service Week. We organised an awareness campaign in New Guwahati Brahmaputra Industrial Parking Area to sensitise bikers and car and truck drivers. We also organised an awareness session for women in the residential locality on domestic electrical safety.

South manufacturing cluster:

We work closely with local government schools and provide supplies to the schools and the students. At Kannikoil Government School, we provided stationary supplies to the students. We also organised an awareness session on Global Handwashing Day to

Interacting with community stakeholders in our Pondicherry manufacturing unit

promote cleanliness and disease prevention. At Government Primary School, Mathalakudi, Nedungadu, we provided the basic supplies to the school to improve the teaching–learning experience. We repaired the drainage facility at the Manapet Government School to improve the sanitation in the area and provide a clean and safe learning environment to the students. We celebrated Children's Day at Global Trust for the Differently Abled School and our team members organised various interactive activities for the children.

- We organised a medical health camp in collaboration with Mahatma Gandhi Hospital at the Government Primary School. A paediatrician, dermatologist, and dentist checked more than 70 students and sensitised them about health and hygiene.
- We also organised an awareness rally on women's education and environment with support from Primary Government School, Madhalamkudi.

Has the Company mapped its internal and external stakeholders?

Yes. We have identified and prioritised key stakeholders. We continue our engagement with them through various mechanisms such as consultations with local communities, supplier/vendor meets, customer/employee satisfaction surveys and investor forums.

Out of the above, has the Company identified the disadvantaged, vulnerable and marginalised stakeholders?

Yes. We invited an independent third-party external agency to conduct the needs assessment of the communities we work in. The team followed a three-step approach, where the communities connected with our plant and corporate office and conducted extensive field-based assessments backed by thorough secondary research to validate key facts and obtain additional information available from official sources. The result is a comprehensive report of the community, various stakeholders, the vulnerability of the community and their needs, gaps in the system and our way forward.

Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders?

In line with the needs assessment reports, we are working in collaboration with the local panchayat, government and our marginalised stakeholders to plan and implement high-impact projects in the communities in which we operate. In the first phase, we are addressing critical needs of the community and working with local low-income education institutions to improve their teaching–learning experience. All our initiatives are mentioned in previous sections under each of our manufacturing clusters.

Our initiatives are in collaboration with the community and the local government. This approach enables us to build accountability, ensure the long-term impact of the project and deepen our engagement with the marginalised section of the community.

Our community projects are supplemented by Brighter Giving, a structured volunteering platform, through which our team members can offer their time and skills to help address a non-profit organisation's needs.

The programme was launched in July 2013 with a starting cohort of 15 Brighter Giving volunteers. Since then, we have had more than 130 Godrejites complete their volunteering projects in four cities. We have partnered with two organisations that are helping

As part of the Godrej Global Volunteering Day, our team members volunteered in over 97 education institutes across 9 countries; reaching out to over 14,000 children

us connect our team members to relevant projects as per their own time and convenience. Nearly 65 of our team members are volunteering long-term with non-profits.

We also organise short-term volunteering activities. The annual Godrej Global Volunteering Day is a platform for our team members to connect with our communities more meaningfully. In 2016, more than 1,000 of our GCPL team members across 9 countries volunteered in more than 35 education institutions and reached out to more than 14,000 children to improve their teaching-learning experience.

Our team members also participate in the Standard Chartered Mumbai Marathon in support of Teach for India. In January 2017, 15 of our team members completed the marathon and raised over ₹ 7,00,000 to bring quality education to children from low-income group families across India. The Godrej Group was one of the top three corporate fundraisers at the Standard Chartered Mumbai Marathon 2017.

Principle 5: Businesses should respect and promote human rights

GCPL has a human rights policy, which is available on http://www.godrejcp.com/codes-and-policies.aspx. GCPL respects and promotes human rights for all individuals. We do not discriminate against any team member or applicant for employment based on nationality, race, colour, religion, caste, gender, gender identity/expression, sexual orientation, disability, age or marital status. GCPL also subscribes to the CII-ASSOCHAM Code of Conduct for Affirmative Action. Our sustainable procurement policy particularly emphasises prohibiting the use of child labour at any stage of the business process and suggests that suppliers should comply with applicable wage and hour laws, regulations and mandatory industry standards.

Does the policy of the Company on human rights cover only the Company or does it extend to the Group/joint ventures/suppliers/ contractors/NGOs/others?

The Company has a policy that is applicable to all our team members. For its subsidiaries and joint ventures, the Code of Conduct is applicable in line with the local requirements prevailing in the country of operation. The Company encourages its business partners to follow the policy.

How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management?

In our endeavour to strengthen our relationship with our stakeholders, we have addressed all feedback reported in the last financial year.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

We are deeply committed to strengthening our approach to make environmental sustainability a key part of our manufacturing processes. By reducing our energy needs, managing our waste, and transforming our products, we are driving success for both our business and the planet. From sourcing of raw materials to the manufacturing technology used in our plants, we are integrating sustainability into the very core of our business processes and value chain.

We are also searching for ways to extend our sustainability efforts beyond our manufacturing plants to impact the entire life cycle of our products. We are building capabilities to make our overall manufacturing approach more future ready. Our Green commitment by the year 2020 is as follows:

- To become carbon neutral
- To reduce specific energy consumption by 30 per cent
- To achieve a positive water balance
- To send zero waste to landfill
- To increase renewable energy use by 30 per cent

Furthermore, we focus on innovation in our product line and are committed to developing 'good' and 'green' products. The 'good' products are designed to address a critical social issue (e.g. healthcare and sanitation) for consumers at the base of the income pyramid. We define 'green' products as those that comprise environmentally preferable attributes. We are continuously striving to achieve the goals and targets set under our Good & Green commitment.

We are using clean energy sources by shifting from fossil fuels to renewable fuels such as through biomass utilisation in boilers and utilisation of electricity generated from renewable energy sources.

We comply with all requirements of the Central Pollution Control Board and State Pollution Control Board. We have created detailed checklists for compliance and continuously emphasise improving productivity and plant utilisation to reduce our specific consumption of water and energy. We have set targets for improving our environment performance for both short-term as well as long-term.

Specific energy consumption

Consumption in kWh/ton

* In fiscal year 2016-17, our specific energy consumption increased because of low production volumes, lower gram soap production and biomass boiler operation

Specific greenhouse gas (GHG) emission

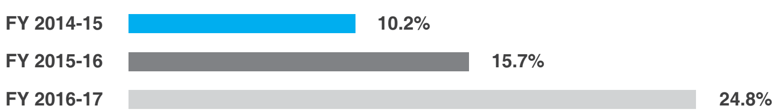
Emissions in kg CO2e/ton

Specific waste sent to landfill

Waste in kg/ton

Renewable energy portfolio

Energy consumption in percentage



Does the policy related to Principle 6 cover only the Company or does it extend to the Group/joint ventures/suppliers/contractors/ NGOs/others?

All of our major manufacturing units have policies on environment, health and safety measures. For the subsidiaries and joint ventures, the Code of Conduct is applicable in line with the local requirements prevailing in the country of operation. We encourage our business partners to follow the policy.

To achieve our goals and ensure ethical conduct, our suppliers should share our values and vision and raise the sustainability standards in our supply chain. We acknowledge that long-term sustainable development of our suppliers is critical to our joint success. We value our relationship with more than 700 suppliers, who share the same approach and vision towards doing business.

In line with our commitment to building a greener India, we have developed a Sustainable Procurement Policy that is an extension of our values and is applicable to all our suppliers. In the first phase, we are working to implement the policy for our top 100 suppliers.

We will periodically review the policy to ensure that it continues to help us move towards our vision. The suppliers are audited for their performance against the four pillars of the policy, namely to be an ethically driven, socially focused, green-inspired and quality-centred supply chain.

Does the Company have strategies/initiatives to address global environmental issues such as climate change and global warming? Yes/No. If yes, please give the hyperlink to the webpage.

All our manufacturing units monitor their GHG emissions, and we have identified short-term and long-term targets for the reduction of the emission. Some of the initiatives include utilisation of biomass briquettes instead of coal, procurement of renewable energy, flue gas heat recovery from boilers and its utilisation in the process, installation of energy-efficient equipment and installation of energy-saving lights.

In addition to taking measures to reduce, reuse and recycle waste at our manufacturing plants, we have initiated community waste management projects with the aim to divert waste from landfills. We have launched community-based waste management programmes in Guwahati and Hyderabad in partnership with the local municipalities. We aim to process nearly 10,000 tonnes of waste per annum, which otherwise would end up in landfill, in an environmentally friendly manner.

Globally, climate change is affecting seasonal weather patterns, leading to either intense precipitation or drought-like events. In fiscal year 2016-17, we initiated an integrated watershed management programme in the drought-prone district, Siddipet, Telangana. We are working in partnership with NABARD to help restore the ecological balance of the region and mitigate the risk of climate change for the local farmers. The project covers more than 3,300 hectares of land and will aim to recharge groundwater and make more water available for irrigation. We are also working to support farmers in adopting sustainable farming practices and mitigating the impact of climate change. We estimate that the project will offset GHG emissions to the tune of 75,000 tCO_2e and restore 3.5 million kL of water.

To address the shortage of energy supply, we are working to create renewable energy ecosystems in rural India. We provide decentralised, off-grid renewable energy systems through community-level installations. These mini- and micro-grids are being installed in 67 electricity-lacking villages in Andhra Pradesh, Uttarakhand, and Madhya Pradesh. In addition, we are training the local youth and building awareness on the potential of renewable energy systems for meeting rural energy needs.

All our initiatives are detailed and updated at http://www.godrej.com/greener-india.html

Does the Company identify and assess potential environmental risks? Yes/No.

Yes, potential aspects related to the environment are identified and evaluated for their impact based on severity, scale, and probability. Operational control procedures are in place for all the significant aspects.

Does the Company have any project related to the Clean Development Mechanism? If so, provide details thereof in approximately 50 words. Furthermore, if yes, has any environmental compliance report been prepared?

No. However, we will be registering our integrated watershed management programme under VCS in 2017-18.

Has the Company undertaken any other initiatives on clean technology, energy efficiency, and renewable energy? Yes/No. If yes, please provide the hyperlink to the webpage.

We have implemented more than 30 initiatives across our manufacturing facilities in India on clean technology, energy efficiency, and renewable energy. Some of the major initiatives we undertook during fiscal year 2016-17 are as follows:

- Installation of an energy-efficient water jet vacuum system: The existing steam-based vacuum system was replaced with an energy-efficient water jet vacuum system in fat splitting plant No. 3 at our Malanpur soap manufacturing factory. We extended this system to cover other vacuum systems in the plant, which has led to considerable savings in energy.
- Installation of a heat exchanger: We installed a heat exchanger for pre-heating the steam generator feed water with waste heat from FADP 3.
- Installation of energy-efficient motors: We have started mass installation of energy-efficient motors at all our manufacturing clusters. This has helped us to further reduce our electrical energy consumption.
- Implementation of a biomass boiler: A biomass-based boiler of 14 TPH capacity was installed at our Malanpur manufacturing plant. It has helped us replace fossil fuel and utilise renewable energy resources and significantly added to our renewable energy portfolio.
- We have implemented several other energy-efficient measures across various manufacturing plants, which include optimisation in steam consumption, installation of energy-efficient LED lighting, optimisation of pumps, replacing high-HP motors with low-HP motors and improvements in the compressed air system.
- Installation of a micro-turbine: A micro-turbine of 150 kW was installed towards the end of fiscal year 2015-16. The micro-turbine is now operational and powers a significant number of auxiliaries in the plant. This project eliminates pressure reduction valves in the steam lines, thus converting pressure loss into power generation. The micro-turbine will help us generate 100 kWh of power per annum.
- Renewable power purchase agreement: We signed a power purchase agreement to purchase solar-based renewable energy for our Malanpur factory. We started receiving the renewable power from May 2016. Nearly 35 per cent of the plant's energy requirement is now met by renewable energy. By fiscal year 2017-18, we expect to meet nearly 50 per cent of the plant's energy requirement.
- Diversion of compressor exhaust air: We have diverted compressor exhaust air to coil dryers. This measure has led to considerable energy savings and will be replicated at our coil manufacturing units in all clusters.
- We have also started power factor improvement projects at all our manufacturing sites

Apart from our manufacturing sites, we are also installing renewable energy ecosystems in rural communities to address the shortage of energy supply. We provide decentralised, off-grid renewable energy systems through community-level installations. These mini- and micro-grids are being installed in 67 energy-dark villages in Andhra Pradesh, Uttarakhand and Madhya Pradesh. In addition, we are training the local youth and building awareness on the potential of renewable energy systems for meeting rural energy needs.

Are the emissions/waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. All the units comply with the norms of CPCB and SPCB.

Number of show cause/legal notices received from the CPCB/SPCB which are pending as on the end of the financial year.

Nil.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Is your Company a member of any trade and chamber or association? If yes, name only those major ones that your business deals with.

GCPL ensures that its policy is with the highest degree of responsible and ethical behaviour and works with collective platforms, such as trade and industry chambers and associations, to raise matters with the relevant government bodies. GCPL is a member of CII, FICCI and other trade associations.

Have you advocated/lobbied through the aforementioned associations for the advancement or improvement of public good? Y/N. If yes, specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development

Our flagship programme, Godrej Salon-i, has trained over 87,975 young girls and women in beauty and hair care

Policies, Energy Security, Water, Food Security, Sustainable Business Principle and Others).

GCPL has representation through CII and other trade associations for the advancement/improvement of public good.

Principle 8: Businesses should support inclusive growth and equitable development

Sustainability is intrinsically linked to not only our growth strategy but also our legacy and values. We strongly believe that we are accountable to our communities while we continue to drive shareholder value. This helps us improve the lives of those at the base of the pyramid, preserve and protect the environment, improve efficiency of our operations and innovate.

As part of our sustainability strategy, Good & Green, we address the critical need of enhancing the livelihoods of low-income youth. We collaborate with non-profit organisations and social enterprises to design and run numerous employability training programmes for young people from low-income communities. The focus of these programmes is to improve the earning potential of our trainees by building their skills and empowering them. We build vocational skills and provide post-training support.

We run an intensive community awareness and behaviour change programme to combat malaria in regions that report a high API. through our EMBED programme, we collaborate with non-profits and governments and aim to reduce mortality due to malaria in high API regions.

Does the Company have specific programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes, please provide details thereof.

Yes. We have a dedicated sustainability department, Good & Green, which focuses on these projects and initiatives, and the scope of work is defined in the CSR policy of the Company. The policy is available here: http://www.godrejcp.com/codes-and-policies.aspx

Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/ government structure/any other organisation?

We collaborate with non-profit organisations and social enterprises to design and run numerous employability training programmes for young people from low-income communities. We aim to improve the earning potential of our trainees by building their skills and empowering them. Our programmes focus on life skills training, entrepreneurship and post-placement support.

As of March 2017, we have trained more than 187,000 youth in skills that will enhance their earning potential. These programmes include the following:

- Beauty and hair care programme
- Retail management training
- Channel sales for rural youth

Beauty and hair care programme: Our flagship programme, Godrej Salon-i, trains young girls and women in beauty and hair care. More than 30,000 candidates have graduated from this programme in fiscal year 2016-17. Since the inception of the programme in 2011, we have provided more than 87,975 young women across India with skills that will improve their earning potential, help them increase their mobility and negotiate their rights at home and in the community.

We run the Salon-i programme in partnership with more than 31 non-profit partners in 23 Indian states. Our Salon-i programme is embedded in the community work carried out by our non-profit partners. Our partners work with women from the informal economy of slum clusters to women from urban slums who are vulnerable to human trafficking.

We have developed the training curriculum (trainer manual, audio-visual content, assessment app, and other learning tools) entirely in-house, with the entrepreneurship and life skills modules at the core. Although domain skills are the focus of the programme, life skills and entrepreneurship development have become the soul of the programme over time. We have developed integrated activities and games to help our trainees imbibe these concepts. The Salon-i course curriculum has been recognised by industry peers, and we are affiliated to the Beauty and Wellness Sector Skill Council that is promoted and supported by the Confederation of Indian Industry and the National Skill Development Council. Our training module is now part of the national training curriculum.

In 2016, the Godrej Salon-i programme reached out to women micro-entrepreneurs in the beauty and wellness sector in various parts of the country, namely Maharashtra, Delhi, Gujarat, Nagaland and Bihar, and setup the Beauty-Preneur platform. The Beauty-Preneur initiative is aimed to incubate women entrepreneurs working in the beauty and wellness sector. It enables these women to expand their business and start training other girls as well as empowering them through life skills and entrepreneurship. This is in addition to their regular salon business and helps them expand their enterprise. Entrepreneurship, beauty and life skills are core components of the training. Our effort is helping create opportunities for skilled women in their own region and enabling them to expand their business.

Retail management training:
Our retail management training programme helps retail shop owners and in-shop associates build skills relevant to general trade. It aims at equipping small retailers with skills to compete against organised retail stores. The in-shop retail associates programme involves training in stock and shelf management. It helps them know their products and understand the growth drivers of the business. The training shop owner's programme helps them understand the drivers of their business as well as efficiently manage stock and interact with customers. It also covers general trends in retail and self-service stores. Since fiscal year 2013-14, we have trained more than 7,100 people in retail management.

Channel sales for rural youth:
As FMCG and other similar industries expand in India, a ready pipeline of skilled talent for sales, particularly in rural areas, will be an essential enabler of growth. The industry currently records high attrition of entry-level sales representatives. This can be partly attributed to the lack of requisite skills, leading to an inability to meet targets and manage pressure at work. Our training programme in channel sales provide skills to unemployed youth and builds a talent pipeline for the industry.

Since fiscal year 2012-13, we have trained nearly 73,500 youth across 44 locations. It is a 40-hour training programme, half of which is spent in the classroom and the other half is experiential learning. The programme has been specially designed for training distributor sales resources. More than 75 per cent of our trainees have been placed.

Have you done any impact assessment of your initiative?
We regularly evaluate all our programmes. In fiscal year 2016-17, we organised a semi-longitudinal study of the programme. The aim of the study was to cover beneficiaries trained across India to understand the changes and impact created by the training programme by following a set of trainees for a period of 2 years, that is, adopting a longitudinal approach. The longitudinal study was designed to understand the trajectories, decisions and changes over time in a trainee's life, rather than the situation at only one point in time. The study adopted a mixed-methods approach:

Quantitative study:
To adopt a cost-effective model, a short, telephonic survey was designed by the impact assessment partner and administered by a rural BPO to trainees.

Qualitative study:
In this study, face-to-face interviews were conducted with a select number of beneficiaries, who could be tracked over the next 2 years, to understand how the programme impacted their life and career trajectories.

Impact assessment of beauty and hair care programme:
To date, our programme has trained more than 87,975 women in skills that will help them become financially independent and better negotiate their rights at home and in

their community. Despite the social constraints of domestic responsibilities and mobility issues, these women have participated and completed the training.

Through our partnerships, we have been able to place more than 50 per cent of our trainees in parlour chains and local establishments. Nearly 40 per cent of our trainees have setup their own salons or provide door-to-door/specialised services. Few trainees have built their confidence and managed to find jobs by themselves and work full-time. These women are now able to articulate their rights and some are better equipped to negotiate their rights at home and in the community.

Impact assessment of retail management training:
More than 70 per cent of our trainees reported an increase in the quantity of goods sold since completion of the training. This in turn led to an increase in their income. Most trainees also reported that the training had been useful in improving their knowledge on customer acquisition and retention.

Impact assessment of channel sales for rural youth:
More than half of the trainees are reported to still be working in a sales-related position. Nearly 90 per cent of them were employed in a full-time job. More than 20 per cent of the trainees have also been promoted in their jobs since the training.

What is your Company's direct contribution to community development projects?

In the year, the Company spent an amount of ₹16.52 crore on CSR initiatives (2.02 per cent of average net profits of the last 3 financial years calculated in the manner specified in Section 135 of the Companies Act, 2013, read with rules thereunder).

Principle 9: Businesses should engage with and provide value to their customers in a responsible manner

We are a customer-centric Company and attach considerable value to the trust, satisfaction and loyalty of our customers across the world. Our primary focus is to delight our customers, both external and internal. Customer-centricity is part of Godrej Group's Code of Conduct. We strive to ensure that customer needs are satisfied and that our products and services offer value to our customers.

Our customer focus extends not only to external but also internal customers. We firmly believe that external customer satisfaction can be attained only if the needs and reasonable expectations of internal customers are met. Our employees are strongly encouraged to act in accordance with this principle.

What percentage of customer complaints/consumer cases are pending as on the end of the financial year?

In our endeavour to strengthen our relationship with our stakeholders, we have addressed all feedback reported in the last financial year.

Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/NA/Remarks (additional information).

GCPL displays adequate information to enable safe and effective usage of its products.

Is there any case led by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last 5 years and pending as on the end of the financial year? If so, provide details thereof, in approximately 50 words or so.

None.

Did your Company carry out any consumer survey/consumer satisfaction trends?

Yes.

Directors' Report

Directors' Report

Dear Members,

Your Directors, with pleasure, present the Annual Report for the year ended March 31, 2017.

1. **Review of Operations**

   Your Company has delivered another year of competitive and profitable growth. Our focused approach and strong execution has enabled us to deliver an ahead-of-market performance over the past few years. During the fiscal year 2016-17, we consistently outperformed across quarters, with a reported sales growth of 10 per cent (on a consolidated basis for the fiscal year) and an EBITDA growth of 17 per cent.

   In India, while demonetisation resulted in some near-term disruptions, we continued to deliver a superior performance, with a sales growth of 4 per cent, and gaining share across most key brands. We also sustained momentum on new product development, with 5 key launches: aer pocket, BBLUNT Salon Secret, Cinthol Deostick, Good knight personal repellents, and HIT Gel Stick. aer pocket has been a huge success, and our Good knight personal repellents range is receiving an encouraging response from trade and consumers, particularly with innovative media campaigns. Cinthol Deostick, both for men and women, has been well received by consumers. We continue to support this launch with innovative consumer engagement initiatives and impactful communication.

   We were ranked the number 1 FMCG Company to work for in the 'Great Place to Work - Best Workplaces in India 2016' list, for the thirteenth year in a row. We also ranked number 12 on the 'Great Place to Work - Best Workplaces in Asia 2017' list and among the best employers in India, in the 'Aon Hewitt Best Employers in India - 2017' survey.

   Pursuant to the notification issued by the Ministry of Corporate Affairs dated February 16, 2015, your Company has adopted Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules with effect from April 1, 2016. Financial Statements for the year ended and as at March 31, 2016 have been restated to conform to Ind AS.

The financial performance of your Company for the fiscal year under review is summarised as follows:

Financials	₹ (Crore)			
Abridged Profit and Loss Statement	Consolidated		Standalone	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Total Revenue from Operations	**9608.80**	8753.06	**5088.99**	4883.40
Other Income	**75.30**	83.90	**63.60**	61.37
Total Income	**9684.10**	8836.96	**5152.59**	4944.77
Total Expenses including Depreciation and Finance Costs	**7997.87**	7336.88	**4045.11**	3996.55
Profit/ (Loss) before Exceptional items, Share of Profit of Equity Accounted Investees and Tax	**1686.23**	1500.08	**1107.48**	948.22
Exceptional Items	**0.08**	-333.51	**0.00**	0.00
Share of Profit of Equity Accounted Investees (net of income tax)	**0.82**	0.10	**0.00**	0.00
Profit/ (Loss) before Tax	**1687.13**	1166.67	**1107.48**	948.22
Tax Expense	**379.16**	336.05	**259.45**	225.55
Profit/ (Loss) after Tax	**1307.97**	830.62	**848.03**	722.67
Other Comprehensive Income	**-83.41**	-70.93	**-5.94**	-1.61
Total Comprehensive Income for the period	**1224.56**	759.69	**842.09**	721.06
Net Profit/ (Loss) attributable to:				
a) Owners of the company	**1304.08**	827.61	**848.03**	722.67
b) Non-Controlling interests	**3.89**	3.01	**0**	0
Total Comprehensive Income Attributable to:				
a) Owners of the company	**1220.67**	756.68	**842.09**	721.06
b) Non-Controlling interests	**3.89**	3.01	**0**	0

2. Appropriation

Your Directors recommend appropriation as detailed as follows:

Appropriation	FY 2016-17 ₹ (Crore)	FY 2015-16 ₹ (Crore)
Surplus at the beginning of the year	**2139.63**	1619.57
Less: Remeasurements of defined benefit plans	**5.19**	1.61
Add: Net Profit for the year	**848.03**	722.67
Add: Transfer from Debenture Redemption Reserve	**-**	24.39
Available for Appropriation	**2982.47**	2365.02
Less: Interim Dividends	**195.78**	187.27
Less: Tax on Distributed Profits	**39.87**	38.12
Surplus Carried Forward	**2746.82**	2139.63

3. Changes in the holding structure of the Company

During the fiscal year 2016-17, your Company's holding company, Godrej & Boyce Manufacturing Company Limited, transferred 27.451 per cent of its equity stake to another promoter group company, Godrej Seeds & Genetics Limited, as an inter-se transfer among qualifying persons. Consequently, your Company does not have any holding company as on March 31, 2017. However, the overall promoter shareholding has not changed, and it continues to stand at 63.27 per cent as at the year end, subsequent to this transaction.

4. Issue of bonus shares

The Board at its meeting held on May 9, 2017, approved the issue of bonus shares in the ratio of 1:1, i.e. one bonus equity share of ₹ 1/- each for every one fully paid-up equity share held. Furthermore, the Board approved the increase in authorised share capital, necessary to accommodate the issue of bonus shares and consequent Alteration of the Memorandum of Association and Article of Association of the Company. These approvals are subject to the shareholders' approval and hence, have been set out as agenda items in the Notice of the Annual General Meeting (AGM), along with relevant explanatory statements.

5. Dividend

A. Dividend declared

For the fiscal year 2016-17, the following four interim dividends were declared on shares of a face value of ₹ 1/- each. The details of the dividends are as follows:

Dividend Type	Declared at Board Meeting Dated	Dividend rate per share on shares of face value ₹ 1 each	Record Date
1st Interim for fiscal year 2016-17	July 29, 2016	₹ 1.00	August 8, 2016
2nd Interim for fiscal year 2016-17	November 7, 2016	₹ 1.00	November 16, 2016
3rd Interim for fiscal year 2016-17	January 30, 2017	₹ 1.00	February 7, 2017
4th Interim for fiscal year 2016-17	May 9, 2017	₹ 12.00	May 17, 2017
TOTAL		**₹ 15.00**	

Your directors recommend that the aforesaid interim dividends aggregating to ₹ 15.00/- per equity share, be declared as the final dividend for the year ended March 31, 2017.

Since your Company has adopted IND AS, accounting of dividends will be done based on the payment of dividend and hence, the 4th Interim Dividend of the fiscal year 2015-16 has been accounted for in the fiscal year 2016-17. Similarly, the 4th Interim Dividend of the fiscal year 2016-17, will be accounted in the fiscal year 2017-18.

B. Dividend Distribution Policy

The Board of Directors adopted the Dividend Distribution Policy pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations) which requires the top 500 listed companies (by market capitalisation) to formulate the same.

The Company's Dividend Distribution Policy may also be accessed through the following link[1]

6. Board of Directors

A. Number of meetings, declarations, appointment of directors:

Four board meetings were held during the year. The details of the meetings and the attendance record of the directors are in the Corporate Governance section of the Annual Report.

All the Independent Directors have given their declaration of independence as required under Section 149(6) of the Companies Act, 2013. This has been noted by the Board of Directors.

Mr. Pirojsha Godrej and Ms. Ndidi Nwuneli were appointed as Additional Non-Executive Director and Additional & Independent Director, respectively, at the Board Meeting held on January 30, 2017, with effect from April 1, 2017. As per the provisions of Section 160 of the Companies Act, 2013, your Company has received a notice from a member specifying their intention to propose the appointment of Mr. Pirojsha Godrej and Ms. Ndidi Nwuneli as Directors in the forthcoming AGM. Furthermore, a specific resolution is included in the Notice of the AGM for the appointment of Ms. Ndidi Nwuneli as an Independent Director for a period of 5 years with effect from April 1, 2017.

Furthermore, the Board its meeting held on May 9, 2017, approved the changes in the leadership positions of the Company. Ms. Nisaba Godrej, who was an Executive Director, will now be the Executive Chairperson, and Mr. Adi

[1] http://godrejcp.com/Resources/pdf/dividend_distribution_policy.pdf

Godrej will assume the position of Chairman Emeritus with effect from May 10, 2017. In addition, Mr. Vivek Gambhir, Managing Director & CEO, will now be designated as the Managing Director and CEO.

B. Familiarisation programmes:

Several familiarisation programmes for the Independent Directors were conducted during the year including updates on its long term business strategies, Latin America operations, risk management, digital transformation strategies, R&D priorities, changes in tax regulations, impact of and strategy to counter demonetisation, brand strategies for select product categories, etc. Apart from this there were quarterly business presentations by Mr. Vivek Gambhir, Managing Director & CEO and Mr. V Srinivasan, Chief Financial Officer & Company Secretary.

Further details of the familiarisation programmes may also be accessed through the following link[2]

C. Audit Committee of the Board of Directors:

Your Company has an Audit Committee in compliance with Section 177 of the Companies Act, 2013 and Listing Regulations. The Committee consists entirely of the Independent Directors: Mr. Bharat Doshi as Chairman of the Committee and Mr. Narendra Ambwani, Dr. Omkar Goswami, Mr. Aman Mehta, Mr. D Shivakumar, and Ms. Ireena Vittal as members. Ms. Ndidi Nwuneli was also appointed as a member of the Audit Committee with effect from April 1, 2017, consequent to her appointment on the Board as the Additional & Independent Director.

D. Directors liable to retire by rotation:

In the forthcoming AGM, Mr. Jamshyd Godrej and Mr. Nadir Godrej will retire by rotation and will be considered for re-appointment because of their eligibility.

E. Board Diversity Policy:

The Company has in place a Board Diversity Policy, which is attached as **Annexure 'A'**. The criteria for determining qualification, positive attributes, and independence of directors are as per the Board Diversity Policy, Listing Regulations, and the Companies Act, 2013.

F. Remuneration Policy:

The Company's Remuneration Policy for Directors, Key Managerial Personnel, and other employees is attached as **Annexure 'B'**. The Company's total rewards framework aims at holistically using elements such as fixed and variable compensation, long-term incentives, benefits and perquisites, and non-compensation elements (career development, work–life balance, and recognition).

The Non-Executive Directors receive sitting fees and commission in accordance with the provisions of the Companies Act, 2013.

G. Remuneration to Directors:

The disclosure on the details of remuneration to directors and other employees pursuant to Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given under **Annexure 'C'.**

The information required under Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not being sent along with this Report. However, this annexure is available on the Company website. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid annexure is also available for inspection at the Registered Office of the Company during working hours, up to the date of the AGM.

Mr. Adi Godrej, Chairman; Ms. Nisaba Godrej, Executive Director; and Mr. Vivek Gambhir, Managing Director & CEO receive remuneration from your Company. Godrej & Boyce Manufacturing Company Limited was the

[2] http://godrejcp.com/Resources/uploads/compliance_other_updates/FamiliarisationProgrammeforIDs201617.pdf

holding company of your Company till March 30, 2017. Mr. Adi Godrej receives commission from Godrej & Boyce Manufacturing Company Limited.

H. Performance evaluation of the Board of Directors, its individual members, and its Committees

A formal Board Effectiveness Review was conducted as part of our efforts to evaluate the performance of the Board and identify areas that need improvement, and thus, enhance the effectiveness of the Board, its Committees, and Individual Directors. This was in line with the requirements of the Companies Act, 2013 and the Listing Regulations.

The Corporate HR team of Godrej Industries Limited and Associate Companies (GILAC) worked directly with the Chairman and the Nomination & Remuneration Committee of the Board, to design and execute this process, which was adopted by the Board. Each Board Member completed a confidential online questionnaire, providing vital feedback on how the Board currently operates and how its effectiveness could be improved.

The survey comprised four sections and compiled feedback and suggestions on the following criteria:

- Board Processes (including Board composition, strategic orientation, and team dynamics)
- Individual Committees
- Individual Board Members
- Chairman

The criteria for Board processes included Board composition, strategic orientation, and team dynamics. The criteria for evaluation of the Board Committees covered whether the Committee has well defined objectives, whether it has the correct composition, and whether it achieves its objectives. The criteria for evaluation of all the individual Directors included skills, experience, and level of preparedness of the Directors, attendance and extent of contribution to Board debates and discussion, and how the Director leverages his/her expertise and networks to meaningfully contribute to the Company. The criteria for the Chairman's evaluation included leadership style and conduct of Board meetings.

The following reports were created as part of the evaluation:

- Board Feedback Report
- Individual Board Member Feedback Report
- Chairman's Feedback Report

The overall Board Feedback Report was facilitated by Mr. Bharat Doshi with the Independent Directors. The Directors were vocal about the Board functioning effectively, but they also identified areas that show scope for improvement. The Board Committees and Board Members' feedback was shared with the Chairman. Following his evaluation, a Chairman's Feedback Report was also compiled.

I. Directors' Responsibility Statement

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, your Directors, based on the representation received from the Operating Management, and after due inquiry, confirm the following:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls to be followed by the Company, and such internal financial controls are adequate and operating effectively;

f) They have devised a proper system to ensure compliance with the provisions of all applicable laws, and this system is adequate and operating effectively.

7. Finance

A. Particulars of loans, guarantees, and investments

The details of loans, guarantees, and investments as required by the provisions of Section 186 of the Companies Act, 2013 and the rules made thereunder are set out in the Notes to the Standalone Financial Statements of the Company.

B. Related Party Transactions and Policy

In compliance with the Listing Regulations, the Company has a policy for transactions with Related Parties (RPT Policy). The RPT Policy is available on the Company website viz. www.godrejcp.com, under the Investors tab, on the 'Codes and Policies' page.

The RPT Policy may also be accessed through the following link[3]

Apart from the Related Party Transactions in the ordinary course of business and at arm's length transactions, the details of which are given in the notes to the financial statements, no other Related Party Transactions require disclosure in the Directors' Report, for compliance with Section 134(3)(h) of the Companies Act, 2013. Therefore, a Nil Report is attached as **Annexure 'D'** in the format prescribed (i.e. Form AOC-2).

8. Subsidiaries and Associates

A. Report of acquisitions completed during the year

During the year, the following acquisitions were completed by your Company:

Canon Chemicals Limited, a Kenya-based home and personal care company, manufactures and distributes products in the personal and home care categories. This acquisition helps your Company in further strengthening its presence in the sub-Saharan African market. This acquisition is in line with your Company's global 3 by 3 strategy of targeting strong regional assets in the emerging world.

Strength of Nature (**SON**), a leading hair care company, to accelerate growth in Africa. SON is a US-based company with a strong global presence. It has a compelling portfolio of leading hair care brands with affordable and innovative products and has been serving women of African descent across 50 countries. The acquisition enables your Company to turbo-charge, creating a strong platform for Wet Hair Care products in Africa and to forge a stronger presence in the global Wet Hair Care category USD 1.8 billion. SON complements your Company's portfolio in Africa, building on its leadership position in Dry Hair Care and hair colour products in the region. This investment catapults your Company, making it one of the largest global players, serving the hair care needs of women of African descent. It will, over time, provide a platform to further build and drive global leadership.

During the year, your Company, through its subsidiary, increased its stake in Hair Credentials Zambia, a company formed to start the hair extension business in Zambia, from 51 per cent to 100 per cent. Furthermore, your Company, through its subsidiary, increased its equity stake from 51 per cent to 100 per cent in Charm Industries Limited, Kenya, and increased

[3] http://www.godrejcp.com/Resources/pdf/Related-Party-Transactions-Policy.pdf

its stake to 100% in Weave Senegal Limited, a newly formed company to start the hair and skin care business in Senegal.

B. Names of companies which have become or ceased to be subsidiaries, joint ventures, or associates during the year:

During the year, the following companies became subsidiaries of your Company:

- Strength of Nature LLC (USA)
- Canon Chemicals Ltd.
- Weave Senegal Ltd.
- Strength of Nature South Africa Proprietary Limited
- Old Pro International Inc (USA)
- DGH Uganda
- Style Industries Uganda Limited
- Godrej Consumer Products International FZCO, (Dubai, UAE)
- Godrej International Trading Company (Sharjah, UAE)

DGH Angola ceased to be a subsidiary of your Company during the year.

C. Report on the performance of the subsidiaries and associates:

Business details of the key subsidiaries are given in the Management Discussion & Analysis section of the Annual Report.

While the Review of Operations section mentions details about the performance of your Company's India Business, we provide brief details on the performance of other clusters below:

Indonesia

Our Indonesia business delivered a mixed sales growth. While the Household Insecticides portfolio declined due to a poor season, the rest of the portfolio grew strongly. The overall portfolio sales were the same as the previous year in constant currency terms.

During the last quarter of the year, we cross-pollinated the aer pocket bathroom air freshener to Indonesia, and launched Stella pocket. In July 2016, we cross-pollinated hair colours in Indonesia with the launch of NYU crème hair colour in a sachet format.

Africa

Last year, we saw muted economic growth in certain key countries, such as South Africa and Nigeria. We bucked the trend and grew the business strongly with a constant currency sales growth of 22 per cent. We also acquired the Strength of Nature business this year and are focusing on leveraging this acquisition to turbocharge our wet hair care portfolio growth in Africa.

Latin America and UK

Despite a challenging macroeconomic environment, our Latin America business grew by 19 per cent in constant currency terms. We continued to focus on innovation and effective communication campaigns to drive growth. Our UK business remained flat on a constant currency basis in a challenging operating environment.

A report on the performance and financial position of each of the subsidiary, associate, and joint venture companies has been provided after the Consolidated Financial Statement section of the Annual Report in Form AOC-1.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, your Company has placed the financial statements of its subsidiaries on the Company website www.godrejcp.com.

D. Policy on Material Subsidiaries:

In compliance with the Listing Regulations, the Board has adopted a policy for determining material subsidiaries. This policy is available on the Company website www.godrejcp.com, under the Investors tab, on the 'Codes and Policies' page.

The policy may also be accessed through the following link[4]

[4] http://www.godrejcp.com/Resources/pdf/Policy-on-Material-Subsidiaries.pdf

9. The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013

In compliance with Section 4(3) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, your Company reconstituted its 'Internal Complaints Committee' (Committee), during the year. During the year, e-learning workshops were conducted to create awareness about sexual harassment among employees.

Because there were no complaints during the year, the Committee filed a NIL complaints report with the concerned authorities, in compliance with Section 22 of the above-mentioned Act.

10. Policies and Annexures

A. Extract of Annual Return

Annexure 'E' to this Report provides the Extract of Annual Return to be filed by the company under the Companies Act, 2013.

B. Disclosure on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings, and Outgo

Annexure 'F' to this Report provides information on the conservation of energy, technology absorption, and foreign exchange earnings and outgo, required under Section 134 (3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, which forms a part of the Directors' Report.

C. Risk Management

Elements of risks to the Company are listed in the Management Discussion & Analysis section of the Annual Report under the heading '**Enterprise Business Risk Management**'.

D. Corporate Social Responsibility

Your Company has a well-documented Corporate Social Responsibility (CSR) Policy. Details of CSR projects are provided in **Annexure 'G'** in the prescribed format.

E. Vigil Mechanism

Your Company has adopted a Whistle Blower Policy as a part of its Vigil Mechanism.

The purpose of the policy is to enable employees to raise concerns about unacceptable improper practices and/or any unethical practices in the organisation without the knowledge of the management. All employees shall be protected from any adverse action for reporting any unacceptable or improper practice and/or any unethical practice, fraud or violation of any law, rule, or regulation. This Policy is also be applicable to the Directors of the Company. Mr. V Swaminathan, Head-Corporate Audit & Assurance has been appointed as the "Whistle Blowing Officer" and his contact details have been mentioned in the Policy. Furthermore, employees are also free to communicate their complaints directly to the Chairman/Member of the Audit Committee, as stated in the Policy. The Policy is available on the internal employee portal.

On a quarterly basis, the Audit Committee reviews reports made under this policy and implements corrective actions, wherever necessary.

F. Employee Stock Grant Scheme

The details of the grants allotted under Godrej Consumer Products Limited Employee Stock Grant Scheme, 2011 as also the disclosures in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014, and Section 62 1(b) read with Rule 12(9) of the Companies (Share Capital & Debentures) Rules, 2014 are set out in **Annexure 'H'**.

Your Company has not given loan to any person under any scheme for or in connection with the subscription or purchase of shares in the Company or the holding Company. Hence, there are no disclosures on voting rights not directly exercised by the employees with respect to the shares to which the scheme relates.

11. Unclaimed shares

In compliance with the Listing Regulations, your Company has transferred the unclaimed shares into a demat account, namely the 'Unclaimed-Suspense Account'. As and when an allottee approaches the Company, after proper verification, the shares are rematerialised and physical certificates are delivered to the allottee.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed-Suspense Account at the beginning of the year	5,658	858,185
Number of shareholders and aggregate shares transferred to Unclaimed-Suspense Account during the year	-	-
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed-Suspense Account during the year and aggregate shares transferred	109	23,240
Number of shareholders to whom shares were transferred from the Unclaimed-Suspense Account during the year and the aggregate shares transferred	109	23,240
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed-Suspense Account at the end of the year	5,549	834,945

12. Listing

The shares of your Company are listed at the BSE Limited and the National Stock Exchange of India Limited.

The applicable annual listing fees have been paid to the Stock Exchanges before the due dates.

Your Company is also listed on the Futures & Options Segment of the National Stock Exchange of India.

13. Auditors and Auditors' Report

A. Statutory Auditors

In accordance with Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Regn. No. 104607W/W100166), Mumbai, were appointed as Statutory Auditors to hold office from the conclusion of the 14th AGM till the conclusion of the 17th AGM (i.e. the forthcoming AGM of the Company). M/s Kalyaniwalla & Mistry LLP, Chartered Accountants have been the Statutory Auditors of the Company since incorporation in the year 2000.

Hence, pursuant to the provisions of the Companies Act, 2013, the Company is required to appoint new Statutory Auditors.

The Audit Committee at its Meeting held on November 7, 2016, unanimously approved to recommend to the Board, the appointment of B S R & Co, LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022) as the new statutory auditors to hold office from the conclusion of the 17th AGM on July 31, 2017 (i.e. the forthcoming AGM), until the conclusion of the 22nd AGM in the year 2022, at a remuneration as may be approved by the Board. B S R & Co. LLP has access to the international knowledge and methodology of KPMG International. The Board, at its meeting held on May 9, 2017, approved the recommendation of the Audit Committee. Accordingly, this item has been included in the Notice of the AGM for the approval of the shareholders.

The Board places on record, its appreciation of the contribution of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, during their tenure as the Statutory Auditors of the Company.

The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore, do not warrant any further explanation.

B. Cost Auditors

Pursuant to directions from the Department of Company Affairs, M/s. P. M. Nanabhoy & Co., Cost Accountants, were appointed as cost auditors for the applicable products of the Company for the fiscal year 2016-17. They are required to submit the report to the Central Government within 180 days from the end of the accounting year.

C. Secretarial Auditors

The Board had appointed A. N. Ramani & Co., Company Secretaries, Practising Company Secretary, to conduct a secretarial audit for the fiscal year 2016-17. The Secretarial Audit Report for the fiscal year ended March 31, 2017, is attached herewith as **Annexure 'I'**. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

14. Corporate Governance

Your Company continues to enjoy a Corporate Governance Rating of CGR2+ (pronounced CGR 2 plus) and a Stakeholder Value Creation and Governance Rating of SVG1 (pronounced SVG one). The '+' sign indicates a relatively high standing within the category indicated by the rating. The aforementioned ratings are on a scale of 1 to 6, where 1 is the highest rating. The two ratings indicate whether a company is being run on the principles of Corporate Governance and whether the practices followed by the Company lead to value creation for all its shareholders.

The CGR2 rating is on a scale of CGR1 to CGR6, where CGR1 denotes the highest rating. The CGR2+ rating implies that in ICRA's current opinion, the rated company has adopted and follows such practices, conventions, and codes as would provide its financial stakeholders a high level of assurance of the quality of corporate governance.

The SVG1 rating is on a scale of SVG1 to SVG6, where SVG1 denotes the highest rating. The SVG1 rating implies that in ICRA's current opinion, the company belongs to the highest category of the composite parameters of stakeholder value creation and management as well as corporate governance practices.

Pursuant to the Listing Regulations, the Management Discussion & Analysis Report and the Report on Corporate Governance are included in the Annual Report. The Auditors' Certificate certifying the Company's compliance with the requirements of Corporate Governance, in terms of the Listing Regulations, is attached as **Annexure 'J'**.

15. Acknowledgement

Your Directors wish to extend their sincere thanks to the Central and State Governments as well as the Government agencies, banks, customers, shareholders, vendors, and other related organisations that have helped in your Company's progress, as partners, through their continued support and co-operation.

For and on behalf of the Board of Directors

sd/-

Adi Godrej
Chairman

Mumbai, May 9, 2017

ANNEXURE 'A'

BOARD DIVERSITY POLICY

The Company is committed to equality of opportunity in all aspects of its business and does not discriminate on the grounds of nationality, race, colour, religion, caste, gender, gender identity or expression, sexual orientation, disability, age, or marital status.

The Company recognises merit and continuously seeks to enhance the effectiveness of its Board. The Company believes that for effective corporate governance, the Board should have the appropriate balance of skills, experience, and diversity of perspectives.

Board appointments will be made on a merit basis and candidates will be considered on the basis of objective criteria, with due regard for the benefits of diversity on the Board. The Board believes that such merit-based appointments will best enable the Company to serve its stakeholders.

The Board will regularly review this policy to ensure its effectiveness.

ANNEXURE 'B'

GCPL TOTAL REWARDS POLICY

GCPL's Total Rewards Framework aims at holistically using elements such as fixed and variable compensation, long-term incentives, benefits and perquisites, and non-compensation elements (career development, work-life balance, and recognition).

Highlights

The rewards framework offers employees the flexibility to customise different elements based on need. The framework is also integrated with GCPL's performance and talent management processes and is designed to ensure sharply differentiated rewards for our best performers.

The total compensation for a given position is influenced by the following three factors: position, performance, and potential. As a broad principle, for high performers and potential employees, GCPL strives to deliver total compensation at the 90th percentile of the market.

Total Cash Compensation

The employees' total cash compensation has the following three components:

1. 'Fixed Compensation' comprising the basic salary and retirement benefits like provident fund and gratuity.

2. 'Flexible Compensation' comprising a fixed pre-determined component of the employees' compensation. Employees can allocate this amount to different components, as per their grade eligibility, defined at the start of each fiscal year.

3. 'Variable Compensation (Performance Linked Variable Remuneration)' comprising employee rewards for delivering superior business results and individual performance. It is designed to provide a significant upside earning potential without cap for over-achieving business results. It has a 'Collective' component, linked to the achievement of specified business results, measured by 'Economic Value Added' or other related metrics, relative to the target set for a given fiscal year and an 'Individual' component, based on Employee's performance, as measured by the performance management process.

Long-Term Incentives (Employee Stock Grant Scheme)

This scheme aims at driving a culture of ownership and focus on long-term results. It is applicable to Godrej Leadership Forum members. Under this scheme, performance-based stock grants are awarded. The value of the stock grant is proposed by the management and approved by the Compensation Committee.

ANNEXURE 'C'

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the fiscal year 2016-17; the percentage increase in the remuneration of each Director, Chief Financial Officer & Company Secretary during the fiscal year 2016-17; and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as follows:

A. Whole-time Directors and Chief Financial Officer & Company Secretary

Sr. No.	Name of the KMP	Designation	Per cent increase in remuneration in the fiscal year (FY) 2016-17	Ratio of remuneration of each Director to the median remuneration paid/payable to all employees for fiscal year 2016-17
1	Adi Godrej	Chairman	(26)	325.06
2	Nisaba Godrej	Executive Director	(15)	121.75
3	Vivek Gambhir	Managing Director & CEO	(18)	377.07
4	V Srinivasan	Chief Financial Officer & Company Secretary	(15)	Not Applicable

Remuneration includes the actual performance linked variable remuneration payable for the fiscal year on the basis of performance, profitability and optimum utilisation of capital.

D. Non-Executive Directors

Sr. No.	Name of the Director	Per cent increase in remuneration in the fiscal year 2016-17	Ratio of remuneration of each Director to the median remuneration paid/payable to all employees for fiscal year 2016-17
1	Jamshyd Godrej	Nil	4.49
2	Nadir Godrej	Nil	4.49
3	Tanya Dubash	Nil	4.49
4	Narendra Ambwani	Nil	4.96
5	Bharat Doshi	Nil	4.96
6	Omkar Goswami	Nil	4.96
7	Aman Mehta	Nil	4.96
8	D Shivakumar	Nil	4.96
9	Ireena Vittal	Nil	4.96

Note:

(i) As per the approval received from the shareholders at the AGM held on July 28, 2014, the Non-Executive Directors are entitled to a Commission on Profits at a rate not exceeding 1 per cent of the net profits subject to a maximum of ₹ 15 lakhs per director, for a period of 3 fiscal years beginning from 2014-15.

(ii) Median remuneration of all the employees of the Company for the fiscal year 2016-17: ₹ 4.23 lakh.

(iii) The percentage increase in the median remuneration of employees in the fiscal year: 9.59 per cent.

(iv) The number of permanent employees on the payrolls of the Company as on March 31, 2017 2,457.

(v) The average percentile increase already made in the salaries of the employees other than the managerial personnel in the last fiscal year and its comparison with the percentile increase in the managerial remuneration and justification thereof:

Total managerial remuneration comprises the remuneration of the Whole-time Directors and commission paid to Non-Executive Directors. The Whole-time Directors' remuneration is as per the resolution approved by the shareholders and will not exceed 5 per cent of the Company's net profits as permitted by the Companies Act, 2013. The shareholders have approved Commission on Profits to Non-Executive Directors at a rate not exceeding 1 per cent of the net profit, subject to a maximum amount of ₹ 15 lakh per Director. Remuneration does not include lease rent paid to Ms Tanya Dubash and Ms Nisaba Godrej, the details of which are given separately in related party transactions in notes to accounts. The Non-Executive Directors are also eligible for sitting fees of ₹ 1 lakh per Board meeting attended and ₹ 20,000 per Committee meeting attended. There is no increase in the base remuneration payable to the Non-Executive Directors. However, compared with the previous year, the actual sitting fees paid have varied in case of some of the Non-Executive Directors according to the meetings attended.

The average percentile change in the salary of employees other than managerial personnel is a decrease of 9 per cent while that of Managerial Personnel is a decline of 14 per cent.

Decline is largely on account of performance linked variable remuneration.

(vi) Remuneration is as per the remuneration policy of the Company.

ANNEXURE ‘D’

Form AOC-2

Form for the disclosure of particulars of contracts/arrangements entered into by the Company with Related Parties referred to in sub-section (1) of section 188 of the Companies Act, 2013, including certain arm’s length transactions under third proviso thereto.

1	**Details of contracts or arrangements or transactions not at arm’s length basis**	**NIL**
a	Name(s) of the related party and nature of relationship	
b	Nature of the contracts or arrangements or transactions	
c	Duration of the contracts or arrangements or transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Justification for entering into such contracts or arrangements or transactions	
f	Date(s) of approval by the Board	
g	Amount paid as advances, if any	
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2	**Details of material contracts or arrangement or transactions at arm’s length basis**	**NIL**
a	Name(s) of the related party and nature of relationship	
b	Nature of contracts or arrangements or transactions	
c	Duration of the contracts or arrangements or transactions	
d	Salient terms of the contracts or arrangements or transactions including the value, if any	
e	Date(s) of approval by the Board, if any	
f	Amount paid as advances, if any	

For Godrej Consumer Products Limited
sd/-
Adi Godrej
Chairman

Annexure 'E'

EXTRACT OF ANNUAL RETURN IN FORM MGT-9

as on March 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I		**REGISTRATION AND OTHER DETAILS:**	
	a	CIN	L24246MH2000PLC129806
		Registration date	29-November-2000 (Date of Incorporation) 15-December-2000 (Date of Commencement of Business)
		Name of the Company	Godrej Consumer Products Limited
	b	Category/Sub Category	Public Company having Share Capital
	c	Listing Status, if applicable	(1) Listed on BSE Ltd and The National Stock Exchange of India Limited (2) Listed on the Futures & Options (F&O) segment of The National Stock Exchange of India Limited
	d	Company's registered office address and contact details	Godrej Consumer Products Limited Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai- 400 079, Maharashtra, India Email: investor.relations@godrejcp.com Phone: +91 22 - 25188010/20/30 Fax: +91 22 - 25188040
	e	Registrar & Transfer Agent's Name, Address and contact details	Computech Sharecap Limited, 147, Mahatma Gandhi Road, Opp Jehangir Art Gallery, Fort, Mumbai - 400 001, India Telephone: 022 - 22635000/5001 Fax: 022 - 22635005 Email: gcpl@computechsharecap.in

II **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY-** all business activities contributing 10% or more of the total turnover of the Company shall be stated:

	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Household Insecticides	20211	45%
2	Soaps	20231	30%
3	Hair Colours	20236	11%

III	**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**	Annexure 'E-1'
IV	**SHAREHOLDING PATTERN** (Equity Share Capital Breakup as percentage of Total Equity)	Annexure 'E-2'
V	**INDEBTEDNESS-** Indebtedness of the Company including interest outstanding/accrued but not due for payment:	

₹ (Crore)

	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	-	2.75	-	2.75
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.00	2.75	0.00	2.75
Changes in Indebtedness during the financial year				
· Addition	0.00	400.00	0.00	400.00
· Reduction	0.00	(252.75)	0.00	(252.75)
Net Change	0.00	147.25	0.00	147.25
Indebtedness at the end of the financial year				
(i) Principal amount	0.00	150.00	0.00	150.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**0.00**	**150.00**	**0.00**	**150.00**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to MD/WTD/Manager and Remuneration to KMP other than MD/Manager/WTD (CEO, CS & CFO)

₹ (Crore)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount	KMP other than MD/ WTD/ Manager	
		Adi Godrej (WTD)	Nisaba Godrej (WTD)	Vivek Gambhir (MD & CEO)		V Srinivasan (CFO & CS)	Total Amount
1	**Gross salary**						
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	13.10	4.83	12.72	30.65	2.34	2.34
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.44	0.00	0.00	0.44	0.00	0.00
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	2.91	2.91	0.14	0.14
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00	0.00
4	Commission - as % of profit - others, specify…	0.00	0.00	0.00	0.00	0.00	0.00
5	Others (Company's Contribution to PF, Reimbursements)	0.21	0.32	0.32	0.85	0.16	0.16
	Total (A)	**13.75**	**5.15**	**15.95**	**34.85**	**2.64**	**2.64**
	Ceiling as per the Act	55.08	55.08	55.08	121.17	NA	NA

B. Remuneration to Indepdendent/other Non-Executive Directors

₹ (Crore)

Sr. No.	Particulars of Remuneration	Names of Independent Directors						Names of other Non Executive Directors			Total
		Narendra Ambwani	Bharat Doshi	Omkar Goswami	Aman Mehta	D Shivakumar	Ireena Vittal	Jamshyd Godrej	Nadir Godrej	Tanya Dubash	
1	Sitting Fees	0.06	0.06	0.06	0.06	0.06	0.06	0.04	0.04	0.04	0.48
2	Commission	0.15	0.15	0.15	0.15	0.15	0.15	0.15	0.15	0.15	1.35
3	Others	-	-	-	-	-	-	-	-	-	
	Total (B)	**0.21**	**0.21**	**0.21**	**0.21**	**0.21**	**0.21**	**0.19**	**0.19**	**0.19**	**1.83**

Total Managerial Remuneration (A+B)	**36.68**
Ceiling as per the Act	121.17

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty			NIL		
Punishment					
Compounding					
B. Directors					
Penalty			NIL		
Punishment					
Compounding					
C. Other Officers In Default					
Penalty			NIL		
Punishment					
Compounding					

ANNEXURE 'E-1'

Sr. No.	Name of the Company	Address of the Company	Effective Control	CIN/GLN	Holding/ Subsidiary /Associate	Applicable Section
1	Godrej Household Products Lanka Pvt Ltd	No 7 C, Post Masters Place, Off Templers Road, Mount Lavinia, Sri Lanka	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
2	Godrej Household Products Bangladesh Pvt Ltd	Concord Madhumoti Plaza, Level-10, Plot No. 11, Road No.11, Block-G, Banani, Dhaka-1213, Bangladesh	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
3	Godrej Consumer Products Bangladesh Ltd	Concord Madhumoti Plaza, Level-10, Plot No. 11, Road No.11, Block-G, Banani, Dhaka-1213, Bangladesh	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
4	Godrej South Africa (Proprietary) Limited	11 Young Road, Pinetown 3610	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
5	Godrej Netherlands B.V.	SGG Netherlands, Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
6	Godrej (UK) Limited (Erstwhile Godrej Consumer Products (UK) Ltd.)	1st Floor, Falcon House, 115-123, Staines Road, Hounslow, Middlesex, TW3 3LL	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
7	Godrej Consumer Products (UK) Ltd. (Erstwhile Keyline Brands Limited)	1st Floor, Falcon House, 115-123, Staines Road, Hounslow, Middlesex, TW3 3LL	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
8	Godrej Consumer Investments (Chile) Spa	Vargas Fontecilla 3830, Quinta Normal, RM, Santiago, Chile	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
9	Godrej Holding (Chile) Limitada	Vargas Fontecilla 3830, Quinta Normal, RM, Santiago, Chile	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
10	Cosmetica Nacional	Vargas Fontecilla 3830, Quinta Normal, RM, Santiago, Chile	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
11	Plasticos Nacional	Vargas Fontecilla 3984, Quinta Normal, RM Santiago, Chile	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
12	Godrej Consumer Products Mauritius Limited	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
13	Godrej Nigeria Ltd	Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
14	Godrej Hair Care Nigeria Limited	Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
15	Godrej Household Insecticide Nigeria Ltd	Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
16	Godrej Hair Weave Nigeria Ltd	Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
17	Panamar Produccioness S.A	Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
18	Argencos S.A	Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
19	Laboratoria Cuenca S.A	Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
20	Consell S.A	Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
21	Deciral S.A	Calle Osvaldo Cruz 5398 Codigo Postal 12200 – Montevideo - Uruguay	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
22	Issue Group Brazil Limited	Rod. João Leopoldo Jacomel 12475 – SI 02 -Pinhais (Cep 83323-4100) – Parana - Brazil	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)

Sr. No.	Name of the Company	Address of the Company	Effective Control	CIN/GLN	Holding/ Subsidiary /Associate	Applicable Section
23	Godrej Consumer Products Holding (Mauritius) Limited	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
24	Godrej Indonesia IP Holdings Ltd		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
25	Godrej Consumer Products US Holding Limited		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
26	Godrej Mid East Holdings Limited	Unit 15161, Level 15, The Gate Building, Dubai International Financial Centre, PO Box 506997, Dubai, UAE	100.00%	NA-Foreign Company	Subsidiary	
27	Godrej Global Mid East FZE	B2-23, PO Box. 7966, Sharjah Airport International Free Zone, Sharjah, UAE	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
28	Indovest Capital limited	Portcullis Trustnet (Labuan) Limited, Level 6(D), Main Office Tower, Financial Park Labuan Comple Jalan Merdeka 87000 Labuan F. T., Malaysia	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
29	Godrej Consumer Products Dutch Cooperatief U.A	SGG Netherlands, Amerika Building, Hoogoorddreef 15, 1101 BA Amsterdam	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
30	Godrej Consumer Products (Netherlands) B.V.		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
31	Godrej Consumer Holdings (Netherlands) B.V.		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
32	PT Indomas Susemi Jaya	Jl. Raya Narogong KM. 15 Kampung Ciketing Barat RT.003 RW.001, Ciketing Udik Bantar Gebang Bekasi 17153	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
33	PT Intrasari Raya	Jl. Pancasila IV Cicadas Raya KM. 9 Gunung Putri, Bogor 16965	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
34	PT Megasari Makmur	Jl. Pancasila V RT.04 RW.13 Cicadas Gunung Putri, Bogor 16965	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
35	PT Ekamas Sarijaya	Jl. Raya Narogong Paal 10 RT.02 RW.03 Limus Nunggal Cileungsi Bogor 16965	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
36	PT Sarico Indah	Jl. Pancasila IV RT.02 RW.04 Cicadas Gunung Putri, Bogor 16965	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
37	Godrej Mauritius Africa Holdings Limited	C/O Cim Corporate Services Ltd Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
38	Darling Trading Company Mauritius Ltd.		90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
39	Godrej Africa Holdings Limited		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
40	Frika Weave Pty Ltd	30 Auckland Street, Paarden Eiland, Cape Town, 7405	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
41	Weave Ghana Ltd.	Plot No 128, Spintex Road, Near Polytank Factory, Greater Accra, Ghana	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)

Sr. No.	Name of the Company	Address of the Company	Effective Control	CIN/GLN	Holding/ Subsidiary /Associate	Applicable Section
42	Kinky Group (Proprietary) Limited	11 Young Road, Pinetown 3610	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
43	Lorna Nigeria Limited	Plot No 2A, Ayodele Diyan Street,Ikeja, Lagos, Nigeria	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
44	Godrej West Africa Holdings Limited	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
45	Weave IP Holding Mauritius Private Limited		90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
46	Subinite Pty Limited	7 Potgieter Street, Alrode 1449, Johannesburg,Private Bag X 035, Unit 21, Alberton, 1450, South Africa	90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
47	Weave Mozambique Limitada	Av. Samora Machel, 6819-EN4, Maputo- Witibank KM 15Maputo	90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
48	Weave Trading Mauritius Private Limited	C/O Cim Corporate Services Ltd ,Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	51.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
49	Hair Trading (Offshore) S.A.L.	Corniche Al-Mazraa- Mama Strt.- Chamat Bldg., Beirut- Lebanon	51.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
50	Godrej East Africa Holdings Limited	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
51	DGH Phase Two Mauritius Private Limited		90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
52	Style Industries Limited	L.R No.1870/1/575, 1st Floor, Empress Plaza,Westlands, P.O Box 30682, 00100, Nairobi	90.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
53	Charm Industries Limited	Plot 62, Alpha Centre, Mombasa Road, Nairobi, Kenya, Po Box 18455-00100	100.00%	NA-Foreign Company	Subsidiary	
54	Godrej Tanzania Holdings Limited	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
55	DGH Tanzania Ltd		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
56	Sigma Hair Industries Limited	11th Floor, PPF Tower, Ohio Street/ Garden Avenue, P O Box 1160, Dar Es Salaam, Tanzania	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
57	Belaza Mozambique LDA	No. 6819 Samora Machel, Rua witbank EN 4, KM 15, Matola, Mozambique	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
58	Hair Credentials Zambia Limited	Plot 7461, Corner of Nchoncho and Washama Roads, Off Lamumba Road, Lusaka 31471, Zambia	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)

Sr. No.	Name of the Company	Address of the Company	Effective Control	CIN/GLN	Holding/ Subsidiary /Associate	Applicable Section
59	Godrej SON Holdings Inc.	40, Technology Pkwy South, #300, Norcross, Georgia 30092, Gwinnett County	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
60	Style Industries Uganda Limited	Plot 865, Industrial Area Namanve, Jinja Road- Bweyogerere/Kazinga, Wakiso District, P.O. Box 29722	51.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
61	Old Pro International Inc (USA)	64 Ross Road, Savannah, Georgia, 31405	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
62	Strength of Nature South Africa Proprietary Limited		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
63	Strength of Nature LLC (USA)		100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
64	Canon Chemicals Ltd.	Mombasa Road, Behind Mlolongo Weighbridge, P.O. Box 24336, Nairobi, Kenya, 00100	75.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
65	Weave Senegal Ltd	35, Rue de Thiong, Dakar, Senegal	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
66	Godrej International Trading Company (Sharjah, UAE)	125 M2 Warehouse A2-055, P.O. Box 514406, Sharjah – U.A.E	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
67	Godrej Consumer Products International FZCO (GCPI) (Dubai, UAE)	Building No 3 E G08, Dubai Airport Free Zone, P O Box No 293725, Dubai, UAE	100.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
68	DGH Uganda	C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	51.00%	NA-Foreign Company	Subsidiary	2(87)(ii)
69	Bhabhani Blunt Hairdressing Private Limited	Ground Floor, Block No. 1, Kohinoor Building, 29 Hughes Road, Mumbai - 400007, Maharashtra, India	30.00%	U93020MH2004PTC148187	Associate	2(6)

ANNEXURE 'E-2'

SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	16,054,647	-	16,054,647	4.71%	16,054,647	-	16,054,647	4.71%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt (s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	199,441,435	-	199,441,435	58.57%	199,441,435	-	199,441,435	58.56%	0.00%
e) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any Other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (A) (1)	**215,496,082**	**-**	**215,496,082**	**63.28%**	**215,496,082**	**-**	**215,496,082**	**63.27%**	**0.00%**
(2) Foreign									
a) NRIs- Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other – Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Any Other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (A)(2)	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**0.00%**
Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	**215,496,082**	**-**	**215,496,082**	**63.28%**	**215,496,082**	**-**	**215,496,082**	**63.27%**	**0.00%**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1,750,560	14,904	1,765,464	0.52%	2,081,285	14,904	2,096,189	0.62%	0.10%
b) Banks/FI	804,851	3,780	808,631	0.24%	636,101	3,780	639,881	0.19%	-0.05%
c) Central Govt	-	-	-	0.00%			-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%			-	0.00%	0.00%
f) Insurance Co	3,778,002	-	3,778,002	1.11%	4,628,114		4,628,114	1.36%	0.25%
g) FIIs	97,235,310	23,200	97,258,510	28.56%	96,794,367	23,200	96,817,567	28.43%	-0.14%
h) Foreign Venture Capital Fund	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (Specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B) (1)	**103,568,723**	**41,884**	**103,610,607**	**30.43%**	**104,139,867**	**41,884**	**104,181,751**	**30.59%**	**0.16%**
2. Non Institutional									
a) Bodies Corp.									
i) Indian	3,722,632	-	3,722,632	1.09%	3,332,084	60,774	3,392,858	1.00%	-0.10%
ii) Overseas	-	-	-	0.00%			-	0.00%	0.00%
b) Individuals								0.00%	0.00%
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	12,021,389	5,392,285	17,413,674	5.11%	12,108,696	5,134,608	17,243,304	5.06%	-0.05%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	290,828	-	290,828	0.09%	286,821		286,821	0.08%	0.00%
c) Others (specify)	-	-	-	0.00%			-	0.00%	0.00%
Clearing Member	-	-	-	0.00%			-	0.00%	0.00%
Foreign Nationals				0.00%				0.00%	0.00%
- Non Resident Indians (Repat)	-	-	-	0.00%			-	0.00%	0.00%
- Non Resident Indians (Non Repat)	-	-	-	0.00%			-	0.00%	0.00%

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trust	-	-	-	0.00%			-	0.00%	0.00%
Sub total (B)(2)	**16,034,849**	**5,392,285**	**21,427,134**	**6.29%**	**15,727,601**	**5,195,382**	**20,922,983**	**6.14%**	**-0.15%**
Total Public shareholding (B)=(B)(1) + (B)(2)	**119,603,572**	**5,434,169**	**125,037,741**	**36.72%**	**119,867,468**	**5,237,266**	**125,104,734**	**36.73%**	**0.00%**
C. Shares held by Custodian for GDRs & ADRs	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**0.00%**
Grand Total (A+B+C)	**335,099,654**	**5,434,169**	**340,533,823**	**100.00%**	**335,363,550**	**5,237,266**	**340,600,816**	**100.00%**	**0.00%**

II. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Godrej & Boyce Mfg Co Ltd	118,503,815	34.80%	0.00%	25,003,815	7.34%	0.00%	-27.46%
2	Godrej Industries Ltd	80,937,620	23.77%	0.00%	80,937,620	23.76%	0.00%	0.00%
3	Godrej Seeds & Genetics Ltd	-	0.00%	0.00%	93,500,000	27.45%	0.00%	27.45%
4	Adi Burjorji Godrej	500	0.00%	0.00%	500	0.00%	0.00%	0.00%
5	Parmeshwar Adi Godrej	4	0.00%	0.00%	4	0.00%	0.00%	0.00%
6	Tanya Arvind Dubash	1,071,054	0.31%	0.00%	1,071,054	0.31%	0.00%	0.00%
7	Pirojsha Adi Godrej	1,071,075	0.31%	0.00%	1,071,075	0.31%	0.00%	0.00%
8	Nisaba Adi Godrej	1,071,061	0.31%	0.00%	1,071,061	0.31%	0.00%	0.00%
9	Jamshyd Naoroji Godrej And Others As Trustee Of Raika Godrej Family Trust	1,606,808	0.47%	0.00%	1,606,808	0.47%	0.00%	0.00%
10	Navroze Jamshyd Godrej	1,606,809	0.47%	0.00%	1,606,809	0.47%	0.00%	0.00%
11	Nadir Barjorji Godrej	917,454	0.27%	0.00%	917,454	0.27%	0.00%	0.00%
12	Rati Nadir Godrej	-	0.00%	0.00%	-	0.00%	0.00%	0.00%
13	Burjis Nadir Godrej	633,724	0.19%	0.00%	633,724	0.19%	0.00%	0.00%
14	Sohrab Nadir Godrej	633,728	0.19%	0.00%	633,728	0.19%	0.00%	0.00%
15	Hormazd Nadir Godrej	1,028,728	0.30%	0.00%	1,028,728	0.30%	0.00%	0.00%
16	Nyrika Holkar	967,088	0.28%	0.00%	967,088	0.28%	0.00%	0.00%
17	Freyan Crishna Bieri	967,090	0.28%	0.00%	967,090	0.28%	0.00%	0.00%
18	Rishad Kaikhushru Naoroji	24	0.00%	0.00%	24	0.00%	0.00%	0.00%
19	Rishad Kaikhushru Naoroji & Others [(Partner in M/s RKN Enterprises) (Beneficial Interest is of M/s RKN Enterprises)]	4,479,500	1.32%	0.00%	4,479,500	1.32%	0.00%	0.00%
	Total:	**215,496,082**	**63.28%**	**0.00%**	**215,496,082**	**63.27%**	**0.00%**	**-0.01%**

III. Change in Promoters' Shareholding

Sr. No.	Name	Shareholding			Increase (+)/ Decrease(-) in shareholding	Reason	Cumulative Shareholding during the year / end of the period	
		No of shares at the beginning of the year	% of total shares of the Company	Date			No of shares	% of total shares of the Company
1	Godrej & Boyce Mfg Co Ltd	118,503,815	34.80%	31-Mar-16				34.80%
				31-Mar-17	-93,500,000	Inter Se Transfer	25,003,815	7.34%
				31-Mar-17			25,003,815	7.34%
2	Godrej Seeds & Genetics Ltd	-	0.00%	31-Mar-16				0.00%
				31-Mar-17	93,500,000	Inter Se Transfer	93,500,000	27.46%
				31-Mar-17			93,500,000	27.46%
3	Nadir Barjorji Godrej	1,551,178	0.46%	31-Mar-16				0.46%
				09-Sep-16	-633724	Inter Se Transfer	917,454	0.27%
				31-Mar-17			917,454	0.27%
4	Rati Nadir Godrej	633728	0.19%	31-Mar-16				0.19%
				09-Sep-16	-633728	Inter Se Transfer	-	0.00%
				31-Mar-17			-	0.00%
5	Burjis Nadir Godrej	0	0.00%	31-Mar-16				0.00%
				09-Sep-16	633724	Inter Se Transfer	633,724	0.19%
				31-Mar-17			633,724	0.19%
6	Sohrab Nadir Godrej	0	0.00%	31-Mar-16				0.00%
				09-Sep-16	633728	Inter Se Transfer	633,728	0.19%
				31-Mar-17			633,728	0.19%
7	Rishad Kaikhushru Naoroji	4479524	1.32%	31-Mar-16				1.32%
				23-Dec-16	-4479500	Inter Se Transfer	24	0.00%
				31-Mar-17			24	0.00%
8	Rishad Kaikhushru Naoroji (As a Partner of RKN Enterprises)	0	0.00%	31-Mar-16				0.00%
				23-Dec-16	4479500	Inter Se Transfer	4,479,500	1.32%
				31-Mar-17			4,479,500	1.32%

IV. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr No	Name	Shareholding: No of shares at the beginning of the year	Shareholding: % of total shares of the Company	Date	Increase (+)/ Decrease(-) in shareholding	Reason	Cumulative Shareholding during the year /end of the period: No of shares	Cumulative Shareholding during the year /end of the period: % of total shares of the Company
1	First State Investments ICVC-Stewart Investors Asia Pacific Leaders Fund	8,548,427	2.51%	31-Mar-16				2.51%
				18-Nov-16	53,153	Transfer	8,601,580	2.53%
				25-Nov-16	365,588	Transfer	8,967,168	2.63%
				20-Jan-17	(8,779,616)	Transfer	187,552	0.06%
				27-Jan-17	8,779,616	Transfer	8,967,168	2.63%
				31-Mar-17			8,967,168	2.63%
2	Baytree Investments (Mauritius) Pte Ltd	8,391,924	2.46%	31-Mar-16				2.46%
				31-Mar-17			8,391,924	2.46%
3	Arisaig Partners (Asia) Pte Ltd A/C Arisaig India Fund Limited	6,772,678	1.99%	31-Mar-16				1.99%
				31-Mar-17			6,772,678	1.99%
4	Aberdeen Global Indian Equity Ltd	6,418,586	1.88%	31-Mar-16				1.88%
				6-May-16	(116,058)	Transfer	6,302,528	1.85%
				11-May-16	(253,942)	Transfer	6,048,586	1.78%
				3-Jun-16	(200,000)	Transfer	5,848,586	1.72%
				10-Jun-16	(210,000)	Transfer	5,638,586	1.66%
				23-Sep-16	(140,000)	Transfer	5,498,586	1.61%
				28-Oct-16	(68,307)	Transfer	5,430,279	1.59%
				4-Nov-16	(151,693)	Transfer	5,278,586	1.55%
				6-Jan-17	(114,106)	Transfer	5,164,480	1.52%
				13-Jan-17	(215,894)	Transfer	4,948,586	1.45%
				31-Mar-17	(93,066)	Transfer	4,855,520	1.43%
				31-Mar-17			4,855,520	1.43%
5	Life Insurance Corporation of India	3,778,002	1.11%	31-Mar-16				1.11%
				28-Oct-16	24,000	Transfer	3,802,002	1.12%
				4-Nov-16	244,709	Transfer	4,046,711	1.19%
				11-Nov-16	278,450	Transfer	4,325,161	1.27%
				16-Nov-16	63,333	Transfer	4,388,494	1.29%
				18-Nov-16	10,461	Transfer	4,398,955	1.29%
				25-Nov-16	200,040	Transfer	4,598,995	1.35%
				2-Dec-16	27,790	Transfer	4,626,785	1.36%
				30-Dec-16	1,329	Transfer	4,628,114	1.36%
				31-Mar-17			4,628,114	1.36%
6	New World Fund Inc	760,452	0.22%	31-Mar-16				0.22%
				8-Apr-16	839,548	Transfer	1,600,000	0.47%
				6-May-16	350,000	Transfer	1,950,000	0.57%
				20-May-16	15,013	Transfer	1,965,013	0.58%
				27-May-16	344,987	Transfer	2,310,000	0.68%
				3-Jun-16	125,000	Transfer	2,435,000	0.72%
				9-Sep-16	72,839	Transfer	2,507,839	0.74%
				16-Sep-16	477,161	Transfer	2,985,000	0.88%
				31-Mar-17			2,985,000	0.88%
7	Government of Singapore	3,415,934	1.00%	31-Mar-16				1.00%

Sr No	Name	Shareholding: No of shares at the beginning of the year	Shareholding: % of total shares of the Company	Date	Increase (+)/ Decrease(-) in shareholding	Reason	Cumulative Shareholding during the year /end of the period: No of shares	Cumulative Shareholding during the year /end of the period: % of total shares of the Company
				8-Apr-16	(11,030)	Transfer	3,404,904	1.00%
				15-Apr-16	4	Transfer	3,404,908	1.00%
				22-Apr-16	(58,877)	Transfer	3,346,031	0.98%
				29-Apr-16	(28,233)	Transfer	3,317,798	0.97%
				6-May-16	(49,975)	Transfer	3,267,823	0.96%
				13-May-16	(4)	Transfer	3,267,819	0.96%
				3-Jun-16	14,685	Transfer	3,282,504	0.96%
				10-Jun-16	(19,130)	Transfer	3,263,374	0.96%
				17-Jun-16	(71,510)	Transfer	3,191,864	0.94%
				8-Jul-16	(32,424)	Transfer	3,159,440	0.93%
				22-Jul-16	(40)	Transfer	3,159,400	0.93%
				29-Jul-16	(23,862)	Transfer	3,135,538	0.92%
				5-Aug-16	(38,274)	Transfer	3,097,264	0.91%
				12-Aug-16	(65,585)	Transfer	3,031,679	0.89%
				2-Sep-16	(5,772)	Transfer	3,025,907	0.89%
				9-Sep-16	1,760	Transfer	3,027,667	0.89%
				16-Sep-16	(3,921)	Transfer	3,023,746	0.89%
				7-Oct-16	10,717	Transfer	3,034,463	0.89%
				4-Nov-16	(4,205)	Transfer	3,030,258	0.89%
				11-Nov-16	(4,035)	Transfer	3,026,223	0.89%
				25-Nov-16	(3,922)	Transfer	3,022,301	0.89%
				2-Dec-16	40,504	Transfer	3,062,805	0.90%
				9-Dec-16	(60,008)	Transfer	3,002,797	0.88%
				16-Dec-16	(38,851)	Transfer	2,963,946	0.87%
				30-Dec-16	12,643	Transfer	2,976,589	0.87%
				6-Jan-17	11,863	Transfer	2,988,452	0.88%
				20-Jan-17	(3,894)	Transfer	2,984,558	0.88%
				3-Feb-17	(71,016)	Transfer	2,913,542	0.86%
				7-Feb-17	(24,784)	Transfer	2,888,758	0.85%
				10-Feb-17	(3,885)	Transfer	2,884,873	0.85%
				3-Mar-17	(8,265)	Transfer	2,876,608	0.84%
				10-Mar-17	3,439	Transfer	2,880,047	0.85%
				31-Mar-17	(36,305)	Transfer	2,843,742	0.84%
				31-Mar-17			2,843,742	0.84%
8	Vanguard Emerging Markets Stock Index Fund, A series of Vanguard International Equity Index Fund	1,883,932	0.55%	31-Mar-16				0.55%
				8-Apr-16	6,552	Transfer	1,890,484	0.56%
				22-Apr-16	5,400	Transfer	1,895,884	0.56%
				10-Jun-16	5,750	Transfer	1,901,634	0.56%
				24-Jun-16	21,648	Transfer	1,923,282	0.56%
				22-Jul-16	4,428	Transfer	1,927,710	0.57%
				29-Jul-16	13,194	Transfer	1,940,904	0.57%
				5-Aug-16	10,449	Transfer	1,951,353	0.57%
				12-Aug-16	11,115	Transfer	1,962,468	0.58%
				19-Aug-16	15,808	Transfer	1,978,276	0.58%
				9-Sep-16	7,110	Transfer	1,985,386	0.58%

Sr No	Name	Shareholding			Increase (+)/ Decrease(-) in shareholding	Reason	Cumulative Shareholding during the year /end of the period	
		No of shares at the beginning of the year	% of total shares of the Company	Date			No of shares	% of total shares of the Company
				7-Oct-16	8,896	Transfer	1,994,282	0.59%
				14-Oct-16	6,116	Transfer	2,000,398	0.59%
				21-Oct-16	20,850	Transfer	2,021,248	0.59%
				28-Oct-16	8,340	Transfer	2,029,588	0.60%
				11-Nov-16	18,070	Transfer	2,047,658	0.60%
				25-Nov-16	21,962	Transfer	2,069,620	0.61%
				2-Dec-16	12,510	Transfer	2,082,130	0.61%
				6-Jan-17	5,616	Transfer	2,087,746	0.61%
				13-Jan-17	11,934	Transfer	2,099,680	0.62%
				20-Jan-17	5,616	Transfer	2,105,296	0.62%
				3-Feb-17	16,848	Transfer	2,122,144	0.62%
				17-Feb-17	4,680	Transfer	2,126,824	0.62%
				24-Mar-17	7,333	Transfer	2,134,157	0.63%
				31-Mar-17	10,076	Transfer	2,144,233	0.63%
				31-Mar-17			2,144,233	0.63%
9	Arisaig Partners (Asia) Pte Ltd A/c Arisaig Global Emerging Markets Consumer Fund (Singapore) Pte Ltd	2,127,844	0.62%	31-Mar-16				0.62%
				3-Feb-17	(158,500)	Transfer	1,969,344	0.58%
				31-Mar-17			1,969,344	0.58%
10	First State Asian Equities Plus Fund	2,759,517	0.81%	31-Mar-16				0.81%
				15-Apr-16	(55,008)	Transfer	2,704,509	0.79%
				22-Apr-16	(283,561)	Transfer	2,420,948	0.71%
				15-Jul-16	(60,868)	Transfer	2,360,080	0.69%
				22-Jul-16	(50,811)	Transfer	2,309,269	0.68%
				9-Dec-16	(80,700)	Transfer	2,228,569	0.65%
				23-Dec-16	(92,108)	Transfer	2,136,461	0.63%
				20-Jan-17	(81,060)	Transfer	2,055,401	0.60%
				27-Jan-17	(80,788)	Transfer	1,974,613	0.58%
				3-Mar-17	(55,513)	Transfer	1,919,100	0.56%
				10-Mar-17	(191,789)	Transfer	1,727,311	0.51%
				17-Mar-17	(48,366)	Transfer	1,678,945	0.49%
				31-Mar-17			1,678,945	0.49%

V. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name and Designation	Shareholding			Increase (+)/ Decrease(-) in shareholding	Reason	Cumulative Shareholding during the year/end of the period	
		No of shares at the beginning of the year	% of total shares of the Company	Date			No of shares	% of total shares of the Company
1	Adi Godrej, Chairman	500	<0.01%	31-Mar-16				<0.01%
				31-Mar-17			500	<0.01%
2	Jamshyd Godrej and others as Trustee of Raika Godrej Family Trust	1,606,808	0.47%	31-Mar-16				0.47%
				31-Mar-17			1,606,808	0.47%
3	Nadir Godrej, Director	1,551,178	0.46%	31-Mar-16				0.46%
				09-Sep-16	-633,724		917,454	0.27%
				31-Mar-17			917,454	0.27%
4	Tanya Dubash, Director	1,071,054	0.31%	31-Mar-16				0.31%
				31-Mar-17			1,071,054	0.31%
5	Nisaba Godrej, Executive Director	1,071,061	0.31%	31-Mar-16				0.31%
				31-Mar-17			1,071,061	0.31%
6	Vivek Gambhir, Managing Director & CEO	19,558	<0.01%	31-Mar-16				<0.01%
				5-Aug-16	19,565	Exercise of ESOP	39,123	<0.01%
				31-Mar-17			39,123	<0.01%
7	Narendra Ambwani, Director	1,000	<0.01%	31-Mar-16				<0.01%
				31-Mar-17			1,000	<0.01%
8	Bharat Doshi, Director	13,714	<0.01%	31-Mar-16				<0.01%
				31-Mar-17			13,714	<0.01%
9	V Srinivasan, Chief Financial Officer & Company Secretary	1,234	<0.01%	31-Mar-16				<0.01%
				5-Aug-16	961	Exercise of ESOP	2195	<0.01%
				31-Mar-17			2195	<0.01%

ANNEXURE ‘F’

INFORMATION PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy

I. Steps taken or impact of initiatives for conservation of energy and Steps taken by the Company to use alternate sources of energy:

NORTH-EAST CLUSTER

1. Your Company’s north-east cluster has 8 units, of which 2 are **100 per cent LED** lit, and the rest of the units are more than **50 per cent LED** lit, which leads to savings of **47,313 units**
2. Installation of auto detection/cut-off mechanism to cut off energy supply when it is not needed. We achieved an annual saving of more than 15,000 kWh
3. At the Meghalaya Coils unit, the usage of hot air from the compressor exhaust as an input to the blower was started during the year
4. The units use transfer pumps. To reduce the usage of these transfer pumps, the diameter of the transfer pipe was increased. We achieved an annual saving of more than 25,000 kWh
5. At the New Conso unit, the usage of fast card flow wrap heaters (2 to 1) was optimised. We achieved an annual saving of more than 20,000 kWh
6. Installation of a 5-KW solar system for lighting at your Company’s Sikkim unit. We achieved an annual saving of **26,000 kWh**

Waste reduction (material conservation)

7. Recycling of laminate scrap instead of incineration
8. Reduction in crème laminate wastage by **42 per cent** despite an increase in production volume

Water conservation

9. Reuse of regenerated water from DM Plant and other STP treated water for gardening with an annual saving of approximately **156 KL**

NORTH CLUSTER

10. Installation of LED lights instead of tube lights
11. Replacement of equipment motors with low-capacity energy-efficient motors
12. Improvement in the power factor
13. Automation of water chiller and stamping machines to avoid idle running

    We achieved savings of 119,000 kWh through all the aforementioned measures.

CENTRAL WEST CLUSTER

14. Installation of a micro steam turbine, which generates power to the tune of 560,000 kWh per annum by reducing steam pressure from 15 to 3 bar
15. Usage of solar power through open excess resulting in usage of renewable electrical energy during the day hours. We consumed 60 lakh electrical units during the year 2016-17
16. Installation of a water-based vacuum system in the soap dryer to reduce steam consumption by 360 MT per annum
17. Installation of a water-based vacuum system in FADP2 to reduce steam consumption by 800 MT per annum
18. Optimisation of the running of the briquette-fired boiler to increase the use of renewable energy by using 5,500 MT of biomass briquette

SOUTH CLUSTER

19. Reduction of gas consumption by increasing hot water kettle capacity. An annual saving of 38,500 SCM (standard cubic meter of natural gas) was achieved
20. Installation of energy-efficient lighting. An annual

saving of 440,640 kWh and 462,019 kWh in the Coil 9 and MM Nagar,Tamil Nadu units, respectively, was achieved

21. Installation of VFD's in higher capacity motors for energy saving. An annual saving of 99,236 kWh was achieved

II. Capital investment on energy conservation equipment:

The Company made a capital investment of ₹ 2.052 crore for energy conservation projects during the year.

Awards:

- Won certificate of appreciation from the National Safety Council for Thana and Katha plants
- Malanpur unit won CII Greenco rating in the Gold Category for its efforts for sustainable improvement
- Won the "Certificate of Winner with 3 star rating" in CII EHS Excellence Award for the MM Nagar, Tamil Nadu unit

B. Technology Absorption

The Research and Development (R&D) function of your Company continued to play a key role in ensuring successful launches of the following products during the year:

1. Good knight personal repellent gel, patches, and Fabric Roll-On
2. HIT Gel Stick
3. BBLUNT
4. Salon Secret
5. Godrej No. 1 germ protection soap
6. New variants of Godrej aer pocket
7. Good knight Power Shots
8. NYU crème hair colour in Indonesia
9. Stella pocket in Indonesia
10. Aliyana range of hair care products in Africa

The current year, like previous years, also saw a sharp focus on consumer-centric, relevant, design-led innovation. The Company focuses intently on innovation in new technologies, which provides the consumer value for money.

I. Specific R&D product categories initiated by the company:

1. Hair Care
2. Skin Care
3. Household Insecticides
4. Customer Centricity
5. Packaging Development
6. Fabric Care
7. Hygiene Products
8. Air Care
9. Dry Hair

II. Benefits derived from the aforementioned R&D efforts:

R&D has played a pivotal role in developing two new technologies in the air care and personal care areas. Strong R&D-led initiatives with innovation projects have led to successful launches of several new products in the market in the current fiscal year. Your company has entered into the personal repellent space with highly innovative products containing natural active ingredients. R&D has also played a pivotal role in the improving cost optimisation across product categories by contributing through both, product and process related innovations and improvements.

We believe that the three key pillars of consumer centricity, new product development, and training-led skill upgradation will continue to propel your Company ahead of competition in its strategy of innovation-led value creation.

Future plan of action:

R&D shall continue to play a key role in the advancement and successful execution of innovations in the market, for both domestic and international business. Our R&D team shall constantly endeavour to deliver superior innovative products, thereby delighting both domestic and international customers by implementing the following measures:

1. Ensuring successful commercial launches within the Hair Care, Household Insecticides, and Personal Care categories in the coming year
2. Engaging in providing support on global innovation strategies for various product categories within our international

businesses and extending support on relevant product development for international markets

3. Focusing on newer consumer relevant product experiences within all categories such as Skin Care, Household Insecticides, Hair Care, Air Care, and Fabric Care

4. Maintaining a strong focus on R&D training needs and people development

5. Partnering with external stake holders and leading institutions

III. Imported Technology:

Your Company has not imported any technology since its incorporation

IV. Expenditure on R&D

₹ Crore

		Fiscal year 2016-17	Fiscal year 2015-16
(a)	Capital	1.74	1.83
(b)	Recurring	14.46	15.51
(c)	Total	16.20	17.34
(d)	Total R&D expenditure as a percentage of total sales turnover	0.32%	0.36%

C. Foreign Exchange Earnings and Outgo:

₹ Crore

	Fiscal year 2016-17	Fiscal year 2015-16
I. Foreign exchange used	315.33	253.49
II. Foreign exchange earned	197.75	195.66

ANNEXURE ‘G’

CSR Report

1. A brief outline of the Company’s CSR policy, including an overview of projects or programmes proposed to be undertaken, with a URL to the CSR policy and initiatives

GCPL is committed to the Godrej Group’s ‘Good & Green’ vision of creating a more inclusive and greener India. The Good & Green CSR policy focuses on addressing the critical social, environmental, and economic needs of the marginalised and less privileged sections of society. Through our Good & Green CSR policy, we align our CSR strategy with the Godrej Group’s Good & Green vision and goals. We adopt an approach that integrates the solutions to these problems into the strategy of the Company, to benefit communities at large and deliver social and environmental impact. The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013. The policy as well as projects and programmes under the CSR policy are on the Company website and may be accessed through the following link[5]

An overview of the projects or programmes undertaken during fiscal year 2016-17 is given below. We have aligned our programmes to national missions and priorities and they are thus categorised.

1. National Skills Mission

A. Employability and Livelihoods

At Godrej, we collaborate with non-profit organisations and social enterprises to design and run several employability training programmes for youth from low-income sections of society. We aim to improve the earning potential of our trainees, by building their skills and empowering them. Apart from core domain skills, our programmes also focus on life skills training, entrepreneurship development, and post-placement support.

As of March 2017, we have trained over 186,000 youth in skills that will enhance their earning potential.

Our projects include:

- Salon-i, our beauty and hair care training
- Vijay, our channel sales training for rural youth

[5] http://www.godrejcp.com/Resources/pdf/CSR-Policy.pdf

- Prerna, our retail management training

  i. **Salon-i** trains young girls and women in beauty and hair care. Over 30,000 women have graduated from this programme in fiscal year 2016-17. The programme is currently operational in 300 centres across India. The curriculum is integrated with life skills and entrepreneurial modules to equip the candidates in starting their own enterprise, if they are so interested. The curriculum has been digitised and is available as audio-visual content.

     Through our partnerships, approximately 60 per cent of our alumni have found jobs in beauty parlours, many of which are nationally recognised chains; the rest work mainly as freelancers or micro-entrepreneurs.

     Further, in fiscal year 2016-17, we reached out to women in the beauty and wellness industry across India to set up the 'Beauty-preneur' platform. This program promotes entrepreneurship and enables women to start training other girls as well as empowers these women entrepreneurs through life skills and entrepreneurship modules. Ninety-five women have joined the Beauty-preneur programme and are aiming to reach out to other women as well as to grow their businesses.

  ii. As fast-moving consumer goods and other similar industries expand in India, a ready pipeline of skilled talent for sales, particularly in rural areas, will be an essential enabler for growth. The industry currently faces high attrition of entry-level sales representatives. This can be partly attributed to the lack of requisite skills, leading to an inability to meet targets and manage pressure at work. **Vijay**, our training programme in channel sales, trains unemployed youth and builds a talent pipeline for the industry.

      The programme trained 12,500 youth across 5 locations in channel sales in fiscal year 2016-17. The youth undergo 40 hours of training—one-half of which is spent in the classroom and the other half as experiential learning. The programme has been specially designed for training distributor sales resources.

  iii. **Prerna**, our retail management training programme is aimed at improving the entrepreneurial ability of retailers. The programme covers topics including business drivers and key measures, stock management, principles of display, interacting with customers, and trends in retail and self-service stores, to improve the sales skills of in-shop retail associates. Topics covered include basic IT, communication and workplace ethics, stock and shelf management, knowing products, growth drivers for business, basic interaction skills, selling skills, customer service skills, and soft skills. In fiscal year 2016-17, 1500 candidates were trained under Prerna.

  iv. We have developed a **life skills curriculum** for all of our employability programmes across our businesses. The life skills curriculum supplements the current employability courses. The modules equip our trainees with financial literacy, work readiness, and critical skills, which will enable them to build stronger and more productive careers and lives. Interactive games and activities have been developed for different target audiences under this project.

v. We are also conducting a semi-longitudinal impact assessment of all our employability programmes. This impact assessment study aims to understand the socio-economic impact of our courses on the lives of the people trained over a 3-year period. The mid-term assessment of the programme is complete.

B. Community Development

Sustainability is an integral part of our business and value chain, and it helps us provide high-quality and affordable goods to our 1.1 billion people globally, who use our products on any given day. Our stakeholders are also the communities that border our plant locations. To align our CSR activities with both community needs and our Good & Green strategy, we conducted third-party community needs assessments at our priority plant locations.

Based on valuable stakeholder input, we are now implementing a range of high-impact community development programmes primarily to improve the quality of education in government schools around our manufacturing sites. Our interventions help to improve the infrastructure in the schools as well as the overall teaching learning environment.

C. Rural Entrepreneurship

As a corollary to the employability and livelihoods programme, we have set up a project to identify and train unemployed women and youth in entrepreneurship skills to ensure a stable livelihood for them. The programme involves intensive mobilisation and a year-long hand-holding period to ensure that they succeed at their entrepreneurial ventures. 40 youth have currently been identified under this project.

2. Swachh Bharat Mission

A. Elimination of Vector Borne Endemic Diseases

Elimination of Vector Borne Endemic Diseases (EMBED) is an intensive community awareness and behaviour change programme to combat malaria in regions that report high annual parasitic index. Under the EMBED programme, we collaborate with non-profit organisations and governments and aim to reduce mortality due to malaria.

The approach towards the project is as follows:

- Implement specific behaviour change communication interventions at the community and household level to spread awareness and encourage healthcare seeking behaviour for prevention and control of vector-borne endemic diseases
- Strengthen links with public and private health services in the prioritised blocks to improve preventive and curative services
- Evaluate the data to support scaling-up the project

Elimination of Mosquito Borne Endemic Diseases

SHORT TERM IMPACT

OVERALL

9
Districts

3000
Villages

7,00,000
Households

35,00,000
people

PHASE I

209
ASHA workers trained

77
RHCPs trained

655
Ojhas/local healers trained

156
Local community volunteers trained

564
Gram chaupal sessions conducted

1970
Village and health nutrition days supported

B. Waste Management

We have initiated various community waste management projects across India. Some of these projects are as follows:

1. Urban waste management in Hyderabad, Telangana

We are working with the Greater Hyderabad Municipal Corporation (GHMC) in a multi-stakeholder project which includes the Resident Welfare Associations of Hyderabad to establish 10 swachh centres for segregating wet and dry waste. The wet waste will be turned into compost, the plastic waste will be recycled into granules, and the non-recyclable plastic waste will be converted into poly fuel via thermal depolymerisation. The project will also manufacture briquettes, from other waste for use as a fuel source. The project aims to divert more than 25 tonnes of municipal solid waste per day from landfills with the aim to become a zero waste to landfill project over time.

2. Plastic waste management in Guwahati, Assam

The project aims to collect the non-recyclable multi-layered plastic waste and convert it into poly fuel via pyrolysis. We aim to process more than 2 tonnes of plastic waste per day from industrial units and housing societies in the Guwahati municipality and its surrounding areas.

3. Rural Electrification

We aim to create renewable energy ecosystems in rural India to address the shortage of energy supply. The project provides decentralised, off-grid renewable energy systems through community-level installations. These mini- and micro-grids are being installed in 67 energy-dark villages in Andhra Pradesh, Uttarakhand, and Madhya Pradesh. In addition, we are also training the local youth and building awareness on the potential of renewable energy systems for meeting rural energy needs.

4. **Watershed Management**

   Our integrated watershed development project will help restore the ecological balance in the drought-prone district of Siddipet in Telangana. Our efforts are designed to recharge groundwater and make more water available for irrigation over a total area of more than 3,300 hectares. We are also working to support farmers in adopting sustainable farming practices to mitigate the impacts of climate change.

5. **Donations**

   A. Enabling right to food and fighting malnutrition in children with the Fight Hunger Foundation: The aim was to reach to children in Gadhwani Block of Dhar district in Madhya Pradesh (covering 144 villages) through transformation of Anganwadis into child-friendly spaces and capacity building of Anganwadi workers.

   B. Green chemistry: With the funding from GCPL, the Institute of Chemical Technology (ICT), Mumbai, has proposed to set up a skill development centre. The proposed centre has three objectives:

   - To develop training programmes for the characterisation of biologics and biopharmaceutical
   - To establish a state-of-the-art centre for biophysical and biochemical analysis for skill development for training students and providing a resource to the Indian biotechnology industry
   - To develop back-to-school programmes for industrial participants to hone their skills

   C. Olympic Gold Quest: The project aims to support 49 senior Indian athletes aspiring to participate in Commonwealth Games, Asian Games, and Olympics by funding their training and sport equipment purchase as well as providing medical support.

   D. Access to education for children: The donation to the Akanksha Foundation aims to provide access to quality education to children in Mumbai

   E. Skill training connect to adolescents for enhanced livelihood opportunities: The project with Magic Bus is aimed to provide skill training and entrepreneurship hand holding to the alumni, who are on the verge of finding a career or livelihood for their future.

   F. Cancer aid-critical ailment support: The project supports the Child Help Foundation to help critically ill children suffering from Cancer access quality medical treatment.

6. **Composition of the CSR Committee**

   The composition of the CSR Committee during the year is as follows:

   1. Mr. Nadir Godrej, Chairman
   2. Ms. Tanya Dubash, Director
   3. Ms. Nisaba Godrej, Executive Director
   4. Mr. Vivek Gambhir, Managing Director & CEO
   5. Mr. Narendra Ambwani, Independent Director

7. Average Net Profit of the Company in the last 3 fiscal years: ₹ 819.13 crore

8. Prescribed CSR expenditure (2 per cent of this amount as in item 3 above): ₹ 16.38 crore

Details of CSR expenditure for the financial year:

a) Total amount to be spent for the financial year b) Amount unspent, if any c) Manner in which the amount spent during the financial year	The Company has spent ₹ 16.52 crore against the mandated amount of ₹ 16.38 crore. The manner in which the amount is spent is detailed in Table 1, which is attached.

Table 1- Details of CSR expenditure for fiscal year 2016-17

₹ (Crore)

Sr. No.	CSR Project/Activity identified	Sector in which the Project is covered	Projects/Programmes 1) Local area or other 2) specify the district and state where projects or programmes were undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/programmes		Cumulative expenditure up to the reporting period	Amount spent (Direct / implementing agency)
					Direct expenditure on projects or programmes	Over-heads		
1	Project Salon-i Skill training for employability leading to women empowerment	Schedule VII (ii) Livelihood Enhancement Projects	Gujarat, Maharashtra, Uttar Pradesh, Bihar, Chattisgarh, Assam, Nagaland, Manipur, Mizoram, and Delhi	5.55	5.30	0.27	5.57	Multiple Agencies: Dhriiti Ambuja Cement Foundation, DDJF, Don Bosco Tech Society, Father Agnel Ashram, Labournet, Saath, Pratham, NSHM, Save the Children India, Tara Livelihood Academy, and Unnati
2	Project Vijay Skill training for employability for FOS sales	Schedule VII (ii) Livelihood Enhancement Projects	Madhya Pradesh, Chattisgarh, Karnataka, Odisha, Andhra Pradesh, and Uttar Pradesh	0.59	0.56	0.03	0.59	Vision India
3	Project Prerna Up-skilling of rural retailers and their assistants	Schedule VII (ii) Livelihood Enhancement Projects	Delhi, Maharashtra, Uttar Pradesh	0.23	0.23	0.01	0.24	Vision India and Labournet
4	Behaviour Change Communication on Malaria and Vector-Borne Diseases (EMBED)	Schedule VII (i) Promoting preventive healthcare	Dindori and Mandla districts of Madhya Pradesh	2.60	2.48	0.13	2.61	Family Health India

₹ (Crore)

Sr. No.	CSR Project/Activity identified	Sector in which the Project is covered	Projects/Programmes 1) Local area or other 2) specify the district and state where projects or programmes were undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/programmes		Cumulative expenditure up to the reporting period	Amount spent (Direct / implementing agency)
					Direct expenditure on projects or programmes	Over-heads		
5	Community Needs Assessment	Schedule VII (x) Rural Development Projects	Miraj, Sangli, Taloja, and Ambernath in Maharashtra; Malanpur in Madhya Pradesh; Valia in Gujarat; Hanuman Junction and Pothepally in Andhra Pradesh; Khanna in Punjab; Katha and Thana in Baddi, Himachal Pradesh; North Guwahati in Assam; Meghalaya	0.38	0.37	0.02	0.39	Ethica Strategy India Private Limited
6	Semi-longitudinal Impact Assessment of Godrej Employability Programmes	Schedule VII (ii) Livelihood Enhancement Project	PAN India	0.27	0.26	0.01	0.27	Collective Good Foundation
7	Life skills Curriculum Development for Employability	Schedule VII (ii) Livelihood Enhancement Project	PAN India	0.24	0.23	0.01	0.24	Vikalp Kriya
8	Rural Enterprise	Schedule VII (ii) Livelihood Enhancement Project	Uttar Pradesh	0.12	0.12	0.01	0.13	Dhriiti
9	Waste Management	Schedule VII (iv) Environment Sustainability	Hyderabad, Telangana and Guwahati, Assam	3.67	3.50	0.18	3.68	Dharthi Sustainables Pvt. Ltd., Maa Kamakhya Disposable Works
10	Rural Electrification	Schedule VII (iv) Environment Sustainability	Andhra Pradesh, Madhya Pradesh, and Uttarakhand	1.77	1.69	0.09	1.78	Pragya, Aga Khan Rural Support Programme, and Agriculture and Social Development Society
11	Watershed Management	Schedule VII (iv) Environment Sustainability	Siddipet district, Telangana	0.36	0.35	0.02	0.37	Aga Khan Rural Support Programme

₹ (Crore)

Sr. No.	CSR Project/Activity identified	Sector in which the Project is covered	Projects/Programmes 1) Local area or other 2) specify the district and state where projects or programmes were undertaken	Amount outlay (budget) project/ programme wise	Amount spent on the project/programmes		Cumulative expenditure up to the reporting period	Amount spent (Direct / implementing agency)
					Direct expenditure on projects or programmes	Over-heads		
12	Fighting malnutrition in children	Schedule VII (i) Eradicating hunger, poverty and malnutrition	Dhar district, Madhya Pradesh	0.05	0.05	0.00	0.05	Donation to Fight Hunger Foundation
13	Green Chemistry	Schedule VII (ii) Promoting Education	Institute of Chemical Technology, Mumbai	0.20	0.20	0.01	0.21	Donation to Institute of Chemical Technology
14	Promotion of Sports	Schedule VII (vii) Promoting nationally recognised sports	PAN India	0.25	0.25	0.01	0.26	Donation to Foundation for Promotion of Sports and Games
15	Access to education	Schedule VII (ii) Promoting Education	Mumbai	0.10	0.10	0.00	0.10	Donation to Akanksha Foundation
16	Access to livelihood	Schedule VII (ii) Livelihood Enhancement Projects	Maharashtra	0.02	0.02	0.00	0.02	Donation to Magic Bus Foundation
17	Critical ailment support to child suffering from Cancer	Schedule VII (i) Promoting preventive healthcare	Mumbai	0.00	0.01	0.00	0.01	Donation to Child Help Foundation
	Total			16.40	15.72	0.80	16.52	

The implementation and monitoring of this CSR policy is in compliance with the CSR objectives and policy of the Company

Nadir Godrej, Chairman of the CSR Committee **Vivek Gambhir, Managing Director & CEO (member of the CSR Committee)**

ANNEXURE 'H'

AS PER THE DISCLOSURE REQUIREMENT SPECIFIED UNDER SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014 AND SECTION 62(1)(b) OF THE COMPANIES ACT, 2013 READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL & DEBENTURES) RULES, 2014, THE FOLLOWING INFORMATION IS DISCLOSED WITH RESPECT TO EMPLOYEE STOCK BENEFIT PLANS:

Sr. No.	Particulars	Godrej Consumer Products Limited Employee Stock Grant Scheme
1	Date of shareholders' approval for the options granted under the scheme	March 18, 2011
2	Total number of options approved for grants under the scheme	2,500,000
3	Vesting requirements	As specified by the Nomination & Remuneration Committee subject to minimum 1 year from the date of grant
4	Exercise price or pricing formula	₹1 per share
5	Maximum term of options granted	As may be decided by the Nomination & Remuneration Committee as per the prevalent regulatory provisions
6	Source of shares	Direct Allotment
7	Variation of terms of options	None
8	Options granted during the year and till March 31, 2017	During the year: 58,376 Up to March 31, 2017: 523,595
9	Options vested during the year and upto March 31, 2017	During the year: 66,993 Up to March 31, 2017: 303,444
10	Options exercised during the year and upto March 31, 2017	During the year: 66,993 Up to March 31, 2017: 303,355
11	The total number of shares arising as a result of exercise of option	During the year: 66,993 Up to March 31, 2017: 303,555
12	Options lapsed	During the year: 3,584 Up to March 31, 2017: 91,345
13	Money realised by exercise of options during the year and upto March 31, 2017	During the year: ₹ 66,993 Up to March 31, 2017: ₹ 303,555
14	Total number of options outstanding and exercisable at the end of the year	128,895
15	Method used to account for the options-	The company has calculated the employee compensation cost using the fair value of stock options, in accordance with IND AS.
16	Weighted-average exercise prices and weighted-average fair values of options (shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock)	Exercise price ₹1.00 per share Fair Value ₹ 1216.49
17	Employee-wise details of options granted to i) Senior Managerial Personnel ii) Any other employee who receives a grant in any one year of option amounting to 5 per cent or more of option granted during that year iii) Identified employees who were granted option, during any one year, equal to or exceeding 1 per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	 As per Note 1 As per Note 1 Nil
18	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with IND AS 33 'Earnings Per Share'	₹ 24.89 per share (standalone) ₹ 38.28 per share (consolidated)

Sr. No.	Particulars	Godrej Consumer Products Limited Employee Stock Grant Scheme
19	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information:	The fair value of the options granted has been calculated using Black – Scholes Options pricing formula and the significant assumptions made in this regard are as follows:
	i) Risk-free interest rate,	7.04%
	ii) Expected life,	2.00
	iii) Expected volatility,	32.21%
	iv) Expected dividends, and	0.39%
	v) The price of the underlying share in market at the time of option grant	1481.60

Note 1- Employee-wise details of options granted to Senior Managerial Personnel and details of options granted more than 5 per cent in 1 year

Name & Designation of Senior Managerial Personnel to whom stock options have been granted	Granted in fiscal year 2014-15 and outstanding as at March 31, 2017	Granted in fiscal year 2015-16 and outstanding as at March 31, 2017	Granted in fiscal year 2016-17 and outstanding as at March 31, 2017	Total outstanding options as at March 31, 2017
Vivek Gambhir, Managing Director & CEO	7,706*	11,865*	13,496*	33,067
V Srinivasan, Chief Financial Officer & Company Secretary	N.A	1,922	2,362	4,264
Naveen Gupta, Business Head - Indonesia and Middle East	1,387	2,966	3,374*	7,727
Sunil Kataria, Business Head - India & SAARC	1,387	2,966	3,374*	7,727
Omar Momin, Head - M&A and Business Development	924	2,966	3,374*	7,264
Rakesh Sinha, Head - Global Supply Chain, Manufacturing & IT	1,156	1,899	2,159	5,214
Rahul Gama, Head - Human Resources	770	1,483	1,687	3,940
Sunder Mahadevan, Head - Global R&D	770	1,483	1,687	3,940

*Option granted was more than 5 per cent of the options granted in 1 year.

The aforementioned disclosures can also be accessed on the Company web link: http://godrejcp.com/annual-reports.aspx

ANNEXURE 'I'

Form No MR – 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Godrej Consumer Products Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Godrej Consumer Products Limited (hereinafter called the 'Company').The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company as well as the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner reported and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by company for the financial year ended on March 31, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Share based Employee Benefit) Regulations, 2014;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other laws, as informed and certified by the Management of the Company which are specifically applicable to the Company based on their sector/ industry are:

a. Insecticide Act, 1968 and rules made thereunder.

b. Legal Metrology Act and rules made thereunder.

c. Drugs & Cosmetics Act, 1940.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / the Listing Agreements entered into by the

Company with the BSE Limited and The National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of Board of Directors during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings; the agenda and related detailed notes on agenda were sent at least seven days in advance. Furthermore, a system for seeking and obtaining further information and clarifications on the agenda items before the meeting exists for meaningful participation at the meeting.

All the decisions were passed unanimously in the meetings of the Board.

We further report that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has:

i. Issued shares on exercise of option under its Employee Stock Grant Scheme.

ii. Acquired 100% stake in Strength of Nature LLC, USA

iii. Acquired 75% stake in Canon Chemicals Limited, Kenya.

iv. Acquired balance 49% Stake in Charm Industries Limited, Kenya.

v. Acquired 100% stake in Darling Group's business in Zambia and Senegal.

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Bhavana Shewakramani
Partner
FCS - 8636, COP –9577

Place: Thane
Date: May 9, 2017

Annexure to the Secretarial Audit Report

The Members
Godrej Consumer Products Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Statutory and other records are the responsibility of the management of the Company. Our responsibility is to express an opinion on these records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the company. We have relied on the report of the Statutory Auditors in respect of the same as per the guidance of the Institute of Company Secretaries of India.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The Company is following a system of obtaining reports from various departments to ensure compliance with applicable laws. The company is following an electronic compliance management system for compliance management to ensure compliance with applicable laws, rules, regulations and guidelines.

6. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For A. N. Ramani & Co.,
Company Secretaries
Unique Code - P2003MH000900

Bhavana Shewakramani
Partner
FCS - 8636, COP –9577

Place: Thane
Date: May 9, 2017

ANNEXURE 'J'

Auditor's Certificate on Corporate Governance

To the Members of
Godrej Consumer Products Limited

We have examined the compliance of conditions of Corporate Governance by Godrej Consumer Products Limited ('the Company'), for the year ended on March 31, 2017, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations').

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Regulations as applicable during the year ended March 31, 2017.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/
W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 9, 2017

GODREJ CONSUMER PRODUCTS LIMITED

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014

A. List of employees employed througout the Financial Year 2016-17 and was in receipt of remuneration which in the aggregate was not less than Rs. 1,02,00,000

Sl No	Emp ID	Employee Name	Designation	Qualification	Total Remuneration Rs	Date Of Employment	Age	Last Employment
1	703119	Vivek Gambhir	Managing Director & CEO	MBA	182,884,154	01-07-13	48	Godrej Industries Ltd
2	555099	Adi Godrej	Chairman	B.S., M.S.Engg.& Industrial Management	164,165,399	18-02-64	75	Godrej Soaps Ltd
3	704219	Sunil Kataria	Business Head - India & SAARC	MBA, IMT (Gaziabad)	55,766,178	04-02-11	49	Idea Cellur
4	555606	Nisaba Godrej	Executive Director	BSC from Wharton School, University of Pennsylvania. MBA, Harvard Business School	55,721,250	01-07-13	39	Godrej Industries Ltd
5	555163	Dr.R K Sinha	Head - Global Supply Chain, Manufacturing & IT	B.Tech.(Mech.); P.G.D.I.E; A. I C .W.A; C F A	45,040,970	01-07-80	59	Godrej Soaps Ltd
6	865	Omar Momin	Head M&A and Darling Business	B.Chem.Engg, P.G.D.Mgt, ISB (Hyderabad)	33,587,409	01-06-01	37	Godrej Industries Ltd
7	555610	V Srinivasan	Chief Financial Officer & Company Secretary	B.com, ACA, ACS	30,334,951	03-07-89	52	Godrej Properties Ltd
8	700264	Sunder Nurani Mahadevan	Head - R&D	PHD, MSC, BSC	25,808,967	04-09-06	54	Dabur Research Foundation
9	703077	Rahul Gama	Head - Human Resources	B.Com, MBA	24,919,390	01-07-09	43	Godrej Household Products Ltd
10	555297	Rajesh Tiwari	Head - Product Supply Organization (India & SAARC)	CA	24,535,685	21-03-90	59	Godrej Soaps Ltd
11	705281	Parveen Dalal	Head - Sales (India Business)	P.G.D.M.M, IIM (Lucknow)- MBA	24,240,200	28-05-12	45	Bunge India Ltd
12	705317	Ajay Dang	Head - New Markets & Adjacencies	MBA, P.G.D.Agriculture, IIM (Ahmedabad)	21,455,348	04-06-12	44	HT Media Ltd
13	HO387	Subrata Dey	Head - Global IT	BSC, PGDCA	21,092,881	16-12-98	52	Godrej Household Products Ltd
14	703039	Darshan Gandhi	Head -Design	NID- Design	17,908,498	08-06-09	37	Godrej Industries Ltd
15	HO374	Arvind Venkatachary	Head - SAARC	B.E, MBA	17,467,847	01-06-98	42	Godrej Household Products Ltd
16	GM1048	Anirban Banerjee	Head- SAARC & Global Exports	PGDM- SCMHRD	16,772,492	19-09-05	42	Godrej Agrovet Ltd
17	555695	Sameer Shah	Head - Finance (India & SAARC)	CA, CTM	16,316,326	06-02-06	38	M/S General Mills India Ltd
18	A003	R. S. Gopalakrishnan	Head - Global Sourcing & Procurement	B.Com, MBA	15,587,476	01-08-87	54	Godrej Household Products Ltd
19	555596	K Suryanarayan	Head -Treasury and Africa Finance	B.Com, CA	14,919,005	25-06-01	44	RPG Spencers
20	704450	Shashank Shekhar	Head HR - International Business	MBA	14,069,393	23-05-11	37	Hindustan Uniliver Ltd
21	705103	Radhakrishna Jagannath	Head Supply Chain - International Business	Post Graduation	12,371,182	14-03-12	42	E&Y Pvt Ltd.
22	555425	Anirudh Singh	Head - NBD and Incubation	Post Graduation, IIM (Calcutta)	11,239,349	03-06-96	44	Godrej Soaps Ltd

B. Employed for a part of the financial year 2016-17 and was in receipt of remuneration for any part of the year at a rate which in the aggregate was not less than Rs. 8,50,000 p.m.

Sl No	Emp ID	Employee Name	Designation	Qualification	Total Remuneration Rs	Date Of Employment	Age	Last Employment
1	261107	I E Chinikamwala	Associate Vice President-Finance, Africa Business	B.Com, ICWAI	5,954,637	02-03-81	57	Godrej Soaps Ltd
2	706197	Dr Dinesh Nambiar	Head - Product Integrity Management & Quality	PH.D - Analytical Chemistry	5,670,923	16-04-13	46	Sandoz International Gmbh,Germany
3	707282	Vinod Salvi	Head Marketing - Goodknight (India Business)	MBA	9,575,175	12-02-14	42	Birla Sunlife
4	708027	Chetan Gore	Head marketing - Personal Care (India Business)	PGDM - MARKETING	9,476,685	04-08-14	48	Emami Ltd
5	555582	K D Dotiwalla	Associate Vice President-Good & Green	B.Sc 1976	3,496,446	14-05-01	62	Noble Tele Infotech
6	556009	J. Gurtu	Manager - Operation	Bachelor of Engineering	983,874	26-10-79	60	Godrej Soaps Ltd
7	1234	Kapil Pillai	Head - Marketing (India)	BA-1993, MBA IIM -1993.	2,185,752	21-06-04	46	Godrej Household Products Ltd
8	291256	Yadvendra Chadha	Manger - Sales	M.A.	3,669,046	09-10-85	55	Godrej Soaps Ltd

Notes

1 None of the above-mentioned employees hold more than 2% of Equity Shares either by themselves or along with their spouse/dependent children.

2 **Nature of Employment whether contractual or otherwise**

a) The appointments of all the employees is contractual in nature and terminable by three month's notice from either side.

b) The appointment of Mr. Adi Godrej, Chairman, Ms. Nisaba Godrej Executive Director, and Mr. Vivek Gambhir, Managing Director & CEO is further subject to the terms and conditions as may be stated in the resolution for their appointment, passed by the shareholders' from time-to-time.

3 **Relation with directors**

(a) Mr Adi Godrej is brother of Mr Nadir Godrej, and father of Ms Tanya Dubash, Ms Nisaba Godrej and Mr Pirojsha Godrej.

(b) Ms Nisaba Godrej is daughter of Mr Adi Godrej and sister of Ms Tanya Dubash and Mr Pirojsha Godrej.

(c) Other employees are not related to any director of the company.

4 Remuneration includes salary, allowances and various elements of flexible compensation, company's contribution to Provident Fund and taxable value of perquisites as per Income Tax Act, 1961

5 The designations represent the nature of duties performed by the employees.

6 In the case of all the employees, the age shown is as of last birth date and the particulars of previous employment pertain to the immediate past employment.

This page has intentionally been left blank

Report on Corporate Governance

Report on Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance refers to the framework of rules and practices by which the Board ensures accountability, fairness, and transparency in Company's relationship with all its stakeholders.

Godrej Consumer Products Limited (the Company) is a part of the 120-year-old Godrej Group, which has established a reputation for honesty, integrity, and sound governance. The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability, and equity in all facets of its operations and in its interactions with its stakeholders, including shareholders, employees, lenders, and the government. The Company is committed to achieving and maintaining the highest standards of corporate governance. The Company believes that all its actions must serve the underlying goal of enhancing overall stakeholder value over a sustained period of time.

Every year, since fiscal year 2002-03, the Company has subjected itself to a voluntary review of its corporate governance practices by an external rating agency, namely the Investment Information and Credit Rating Agency (ICRA). The Company continuous to enjoy the Corporate Governance Rating of CGR2+ (pronounced CGR two plus) and the Stakeholder Value Creation and Governance Rating of SVG1 (pronounced SVG one).

The two ratings indicate whether a Company is being run on the principles of corporate governance, and whether the practices followed by the Company lead to value creation for all its shareholders.

The CGR2 rating is on a rating scale of CGR1 to CGR6, where CGR1 denotes the highest rating. The CGR2+ rating implies that, in ICRA's current opinion, the Company has adopted and follows such practices, conventions, and codes as would provide its financial stakeholders a high level of assurance of the quality of corporate governance.

The SVG1 rating is on a rating scale of SVG1 to SVG6, where SVG1 denotes the highest rating. The SVG1 rating implies that, in ICRA's current opinion, the Company belongs to the highest category on the composite parameters of stakeholder value creation and management as also corporate governance practices.

1. Board of Directors

GCPL's corporate governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the Management. Information relating to procedures, composition, and Committees of the Board is provided below.

A. Board Procedures

GCPL currently has a 14-member Board, with seven Independent Directors, who are eminent professionals from diverse fields, with expertise in finance, information systems, marketing, and corporate strategy. None of the Independent Directors have previously had any material association with the Godrej Group. GCPL's Board has a lead Independent Director, in line with accepted best practices, to strengthen the focus and improve the quality of discussion at the Board level.

The Board meets at least once in a quarter to review the Company's quarterly performance and financial results. Board meetings are governed with a structured agenda. The Board periodically reviews the compliance reports with respect to laws and regulations applicable to the Company. Before the commencement of the Audit Committee meeting, members of the Audit Committee, which consists entirely of Independent Directors, have a discussion with the Statutory Auditors, in the absence of the Management Team or Whole-time Directors. For all major items, comprehensive background information is provided to the Board to enable them to take an informed decision. Once a year, Strategy meeting, is conducted as a part of Board Meeting, in which the Board interacts with the Management Team of the Company. The Independent Directors also have a meeting amongst themselves, after which they provide their insights to the entire Board and the Management Team.

During the year, the Company conducted familiarisation programmes for Independent Directors. The details for these are available under the link given below. [1]

(i) Composition of the Board

The Board composition is as follows:

Category	No. of Directors as on March 31, 2017	No. of Directors as on date of this Report
i) Non-Independent Directors		
Executive Chairman	1	1
Managing Director	1	1
Executive Director	1	1
Non-Executive Promoter Directors	3	4
Sub Total	**6**	**7**
ii) Independent Directors	**6**	**7**
Total Strength (i + ii)	**12**	**14**

(ii) Other relevant details of the Directors as on March 31, 2017

Name of Directors	Date of original appointment	Relationship with other Directors	Category	Number of directorships held in Indian Public Limited Companies (including GCPL)*	Committee positions including GCPL		Shares Held
					Committee Chairperson **	Committee member (excluding Committee Chairperson) **	
Adi Godrej #	November 29, 2000	Brother of Nadir Godrej, Father of Tanya Dubash and Nisaba Godrej	Promoter/ Executive Chairman	5 (3)	2	1	500
Jamshyd Godrej	March 1, 2001	None	Promoter/ Non-Executive	6 (4)	0	2	1,606,808***

[1] http://godrejcp.com/Resources/uploads/compliance_other_updates/FamiliarisationProgrammeforIDs201617.pdf

Name of Directors	Date of original appointment	Relationship with other Directors	Category	Number of directorships held in Indian Public Limited Companies (including GCPL)*	Committee positions including GCPL		Shares Held
					Committee Chairperson **	Committee member (excluding Committee Chairperson) **	
Nadir Godrej	November 29, 2000	Brother of Adi Godrej	Promoter/ Non-Executive	10 (6)	1	3	917,454
Tanya Dubash	May 2, 2011	Daughter of Adi Godrej and Sister of Nisaba Godrej	Promoter/ Non-Executive	7 (2)	1	1	1,071,054
Nisaba Godrej #	May 2, 2011	Daughter of Adi Godrej and Sister of Tanya Dubash	Promoter/ Executive	4 (1)	None	None	1,071,061
Vivek Gambhir ##	April 30, 2013	None	Managing Director / Executive	2 (1)	None	2	39,123 ****
Narendra Ambwani	May 2, 2011	None	Non-Executive/ Independent	8 (4)	1	8	1,000
Bharat Doshi	April 1, 2001	None	Non-Executive/ Independent	4 (2)	1	2	13,714
Omkar Goswami	June 18, 2008	None	Non-Executive/ Independent	10 (7)	1	8	Nil
Aman Mehta	April 26, 2006	None	Non-Executive/ Independent	6 (6)	2	4	Nil
D Shivakumar	April 1, 2009	None	Non-Executive/ Independent	2 (1)	None	2	Nil
Ireena Vittal	April 30, 2013	None	Non-Executive/ Independent	8 (6)	None	9	Nil

* Does not include directorship in Private Companies, Section 8 Companies, and Foreign Companies

** Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Stakeholders' Relationship Committee, and in companies other than public limited companies registered in India

*** Held as one of the Trustee of Raika Godrej Family Trust

****Under the Employee Stock Grant Scheme of the Company, Mr. Vivek Gambhir additionally holds 33,067 options that are convertible into equivalent equity shares on their vesting and exercise. The options will vest in tranches and the same has to be exercised within 1 month of the respective vesting dates

Ms. Nisaba Godrej has been appointed as the Executive Chairperson of the Company w.e.f. May 10, 2017 while Mr. Adi Godrej will continue to be the whole time Director and assume the position of Chairman Emeritus.

Mr. Vivek Gambhir has been re-designated as Managing Director & CEO w.e.f. May 9, 2017.

Notes:

- Figures in bracket denotes directorship in listed companies.
- Brief profiles of all the Directors is available on the Company website www.godrejcp.com

(iii) Re-appointment of Directors liable to retire by rotation

The Board has five Directors whose period of office is liable to be determined for retirement by rotation, and among these five Directors, one-third i.e. two Directors, shall retire at the Annual General Meeting (AGM). Thus, Mr. Nadir Godrej and Mr. Jamshyd Godrej shall retire at the ensuing AGM of the Company and, being eligible, are considered for re-appointment. Their brief resume is annexed to the Notice of the AGM.

(iv) Appointment of new Directors on the Board

The Board, at its meeting held on January 30, 2017 has approved the appointment of Ms. Ndidi Nwuneli and Mr. Pirojsha Godrej as Additional Directors on the Board of the Company with effect from April 1, 2017. Ms. Ndidi Nwuneli meets the criteria for Independent Director as per the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 **(Listing Regulations)** and Mr. Pirojsha Godrej being part of the promoter group would be a Non-Independent Director. Ms. Ndidi Nwuneli is appointed as a member of Audit Committee and Nomination & Remuneration Committee consequent to her appointment on the Board. As per the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a member specifying intention to propose the appointment of Mr. Pirojsha Godrej and Ms. Ndidi Nwuneli as Directors in the forthcoming AGM. Furthermore, a specific resolution is included in the Notice of AGM for the appointment of Ms. Ndidi Nwuneli as an Independent Director for a period of 5 years with effect from April 1, 2017.

(v) Change in Leadership Positions

The Board at its meeting held on May 9, 2017, approved the changes in the leadership positions of the Company. Ms. Nisaba Godrej, who was an Executive Director, will now be the Executive Chairperson, and Mr. Adi Godrej will continue as Whole time Director and assume the position of Chairman Emeritus with effect from May 10, 2017. Mr. Vivek Gambhir, Managing Director, has been designated as Managing Director and CEO with effect from May 9, 2017.

B. Committees of the Board

The Company has constituted Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the **Listing Regulations.** The Stakeholders' Relationship Committee formed in accordance with Regulation 20 of the Listing Regulations and Section 178 of the Companies Act, 2013 *inter alia* looks into the investor grievances. The Company has also formed a Nomination & Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which looks after the appointment, remuneration, and performance evaluation of the Directors. The Company also has a Risk Management Committee in accordance with Regulation 21 of the Listing Regulations.

Composition of Committees as on March 31, 2017

Name of Directors	Category	Position in the Committee			
		Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Adi Godrej	Promoter, Executive	None	None	Member	None
Jamshyd Godrej	Promoter, Non-Executive	None	None	Member	None
Nadir Godrej	Promoter, Non-Executive	None	None	Chairman	None
Tanya Dubash	Promoter, Non-Executive	None	None	None	None
Nisaba Godrej	Promoter, Executive	None	None	None	Member
Vivek Gambhir	Executive	None	None	Member	Member
Narendra Ambwani	Independent	Member	Chairman	None	None
Bharat Doshi	Independent	Chairman	Member	None	None
Omkar Goswami	Independent	Member	Member	None	Chairman
Aman Mehta	Independent	Member	Member	None	None
D Shivakumar	Independent	Member	Member	None	None
Ireena Vittal	Independent	Member	Member	None	None
Total Strength of the Committee		6	6	4	5
No. of Independent Directors in the Committee		6	6	-	1
No. of Non-Independent Directors in the Committee		-	-	4	2
Members of Senior Management in the Committee		-	-	-	2

Mr. V. Srinivasan, Chief Financial Officer & Company Secretary, was the Secretary for all the Committees during fiscal year 2016-17. He is also the Compliance Officer of the Company and is responsible for redressal of investor grievances

C. Attendance Details for Board/Committee Meetings and the Last AGM

Name of Meeting	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	AGM July 29, 2016
No. of Meetings held>	4	4	4	12	2	
Attendance of the Director						
Adi Godrej	4	NA	NA	11	NA	Yes
Jamshyd Godrej	4	NA	NA	7	NA	Yes
Nadir Godrej	4	NA	NA	12	NA	Yes
Tanya Dubash	4	NA	NA	NA	NA	Yes
Nisaba Godrej	4	NA	NA	NA	1	Yes
Vivek Gambhir	4	NA	NA	8	2	Yes
Narendra Ambwani	4	4	4	NA	NA	Yes
Bharat Doshi	4	4	4	NA	NA	Yes
Omkar Goswami	4	4	4	NA	2	Yes
Aman Mehta	4	4	4	NA	NA	Yes
D Shivakumar	4	4	4	NA	NA	Yes
Ireena Vittal	4	4	4	NA	NA	Yes

Notes:

- The Board, Audit Committee, and Nomination & Remuneration Committee meetings were held on May 3, 2016; July 29, 2016; November 7, 2016; and January 30, 2017
- The maximum gap between any two Board meetings did not exceed 120 days during the year
- The Stakeholders' Relationship Committee meetings were held on April 6, 2016; May 12, 2016; June 28, 2016; August 1, 2016; August 11, 2016; September 9, 2016; October 6, 2016; November 15, 2016; December 13, 2016; January 5, 2017; February 13, 2017; and March 9, 2017

- The Risk Management Committee meetings were held on July 8, 2016 and January 24, 2017. Members from Senior Management team i.e. Omar Momin & Sunil Kataria have attended 2 and 1 Meeting respectively
- Leave of absence was granted to the Directors / Committee Members whenever they could not be physically present for the meeting
- 'NA' indicates not a member of the Committee

D. Terms of reference of Board Committees

(i) Audit Committee:

The terms of reference for the Audit Committee includes the matters specified in Section 177 of the Companies Act, 2013 as well as in Part C of Schedule II of the Listing Regulations such as:

(1) supervision of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;

(2) recommendation for appointment, remuneration, and establishment of terms of appointment of auditors of the Company;

(3) approval of payment to statutory auditors for any other services rendered by them;

(4) review, with the Management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to the following:

(a) matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013,

(b) changes, if any, in accounting policies and practices and reasons for the same,

(c) major accounting entries involving estimates based on the exercise of judgment by the Management;

(d) significant adjustments made in the financial statements arising out of audit findings,

(e) compliance with listing and other legal requirements relating to financial statements,

(f) disclosure of any Related Party Transactions,

(g) modification of opinion(s) in the draft audit report;

(5) review, with the Management, quarterly financial statements before submission to the Board for approval;

(6) review, with the Management, the statement of application of funds raised through an issue, such as public, rights, or preferential issues, the statement of funds used for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to initiate steps in this matter;

(7) review and monitor the auditor's independence and performance, and effectiveness of the audit process;

(8) approval or any subsequent modification of transactions of the Company with related parties;

(9) scrutiny of intercorporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) review, with the Management, the performance of the Statutory Auditors and internal auditors and adequacy of internal control systems;

(13) review the adequacy of the internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage, and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow-up there on;

(15) reviewing the findings of any internal investigations by the internal auditors into matters in which fraud or irregularity is suspected or of an occurrence of a material failure of internal control systems and reporting the matter to the board;

(16) discussion with the Statutory Auditors, before the audit commences, regarding the nature and scope of the audit as well as post-audit discussion to ascertain any area of concern;

(17) identification of the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends), and creditors;

(18) review the functioning of the Whistle Blower mechanism;

(19) approval of the appointment of Chief Financial Officer after assessing the qualifications, experience, and background of the candidate;

(20) performance of any other function as is mentioned in the terms of reference of the Audit Committee.

(ii) Nomination & Remuneration Committee:

The terms of reference of the Nomination & Remuneration Committee are as follows:

(1) formulating criteria for determining the qualifications, positive attributes, and independence of Directors and recommending to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel, and other employees;

(2) formulating criteria for evaluating the performance of Independent Directors and the Board of

Directors;

(3) devising a policy on the diversity of the Board of Directors;

(4) identifying individuals who are qualified to become directors and who may be appointed in Senior Management, in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;

(5) deciding whether to extend or continue the term of appointment of Independent Directors, on the basis of the reports of their performance evaluation. The criteria for the evaluation of Independent Directors include skills, experience and level of preparedness of the Directors, attendance and extent of contribution to Board debates and discussion, and how the director leverages his/her expertise and networks to meaningfully contribute to the Company.

(iii) Stakeholders' Relationship Committee

The terms of reference of the Stakeholders' Relationship Committee is redressal of grievances of shareholders, debenture holders, and other security holders. The Committee shall consider and resolve the grievances of the security holders of the Company, including complaints like transfer/ transmission of shares, non-receipt of Annual Report, and non-receipt of declared dividends as well as those required under the Companies Act, 2013.

(iv) Risk Management Committee

The terms of reference of the Committee are as follows:

a) spearhead risk management initiatives within the Company;

b) review status of actions planned;

c) review progress and status of mitigation for the 'Risks that matter';

d) set standards for risk documentation and monitoring;

e) improve risk management techniques and enhance awareness.

2. Remuneration Policy

The Remuneration Policy of the Company has been provided in the Directors' Report section of the Annual Report as Annexure 'A'.

Remuneration to Directors:

The details of the remuneration to Directors are as follows:

₹ in crore

Name of Director	Sitting Fees	Commission on Profits	Salary, Allowances and Other Benefits	Company's Contribution to PF	PLVR	Monetary Value of Perquisites	Total
Whole-Time Directors							
Adi Godrej	-	-	5.75	0.21	5.47	2.31	13.75
Nisaba Godrej			3.17	0.15	1.83	0	5.15
Vivek Gambhir			6.59	0.29	6.15	2.92	15.95
Non-Executive Directors							
Jamshyd Godrej	0.04	0.15	-	-	-	-	0.19
Nadir Godrej	0.04	0.15	-	-	-	-	0.19
Tanya Dubash	0.04	0.15	-	-	-	-	0.19
Narendra Ambwani	0.06	0.15	-	-	-	-	0.21
Bharat Doshi	0.06	0.15	-	-	-	-	0.21
Omkar Goswami	0.06	0.15	-	-	-	-	0.21
Aman Mehta	0.06	0.15	-	-	-	-	0.21
D Shivakumar	0.06	0.15	-	-	-	-	0.21
Ireena Vittal	0.06	0.15	-	-	-	-	0.21
Total	**0.48**	**1.35**	**15.51**	**0.65**	**13.45**	**5.24**	**36.68**

Notes:

- In case of Mr. Adi Godrej, salary includes the basic salary and various elements of flexible compensation. The monetary value of perquisites includes accommodation, car, electricity expenses; reimbursement of medical/ hospitalisation expenses incurred for self and family; and medical insurance premium paid by the Company.
- In case of Ms. Nisaba Godrej and Mr. Vivek Gambhir, salaries include the basic salary and various elements of flexible compensation. Additionally, the perquisites received by Mr. Vivek Gambhir include value of stock grants.
- The Performance-Linked Variable Remuneration (PLVR) to Mr. Adi Godrej, Ms. Nisaba Godrej, and Mr. Vivek Gambhir is the amount payable for fiscal year 2016-17, as per the scheme of the Company. It is based on the profitability and optimum utilisation of capital employed over the past year.
- Non-Executive Directors are paid commission on profits at a rate not exceeding 1 per cent of the Net Profits of the Company in any fiscal year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) or ₹ 15 lakhs per Director per annum, whichever is lower.
- The Independent Directors were originally appointed in terms of the erstwhile Listing Agreement (refer the table containing other relevant details of the Directors under Para 1 of Board of Directors for the original date of appointment). After the notification of Companies Act, 2013, all the Independent Directors have been appointed for a period of 5 years.

- Mr. Vivek Gambhir has been granted stock options as detailed below:

Grant year	No. of options	Options exercised	Options outstanding	Vesting dates of outstanding options
2014-15	23,118	15,412	7,706	May 31, 2017
2015-16	17,798	5933	5,933	May 31, 2017
			5,932	May 31, 2018
2016-17	13,496	Nil	4,499	June 30, 2017
			4,499	May 31, 2018
			4,498	May 31, 2019

3. Details of stakeholder complaints

Sr. No.	Nature of complaint	Total complaints pending at the beginning of the year	Total complaints received during the year	Total complaints replied during the year	Total complaints pending at the end of the year	Complaints not resolved to the satisfaction of shareholders
1.	Non-receipt of Dividend	Nil	71	71	0	0
2.	Non-receipt of shares lodged for transfer/exchange	Nil	49	49	0	0
3.	Non-receipt of Annual Report	Nil	11	11	0	0
4.	Others	Nil	0	0	0	0
	Total	**Nil**	**131**	**131**	**0**	**0**

4. General Body Meetings

A. Annual General Meeting

Details last three AGMs of the Company are as follows:

Date	Time	Venue	Details of special resolutions passed
July 28, 2014	3.30 p.m.	Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021	Payment of commission on profits to Non-Executive Directors at a rate not exceeding 1 per cent of the Net Profits of the Company in any fiscal year (computed in the manner provided in Section 197 and 198 of the Companies Act, 2013) or ₹15 lakh per director per annum, whichever is lower
July 29, 2015	3.30 p.m.	Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai - 400021	● Private placement of Non-Convertible Debentures up to an amount of ₹ 300 crore ● Approval for acquiring and holding of equity shares by Foreign Institutional Investors upto a limit of 40 per cent of the paid-up equity share capital of the Company
July 29, 2016	4.00 p.m.	Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079	Re-appointment of Mr. Adi Godrej as Whole-time Director, designated as Chairman

B. Postal Ballot

There were no special resolutions passed during the year 2016-17 through postal ballot.

5. Means of Communication

GCPL sends quarterly newsletters to the registered email addresses of the investors. Moreover, all vital information related to the Company and its performance, including quarterly results, press releases, performance updates, and corporate presentations, as well as the information required by the Listing Regulations are posted on the Company website given in link below [2]. The quarterly, half-yearly, and annual results of the Company's performance are generally published in leading English daily newspapers, such as The Economic Times, Business Line, and Mint, as well as in the Marathi newspaper Maharashtra Times. The Company holds conference calls and meetings with financial analysts once in a quarter, and their transcripts are posted on the website soon after. The presentations made to financial analysts and institutional investors are filed with BSE and NSE and are also uploaded on the Company website www.godrejcp.com. The Company files its quarterly results on the electronic filing system of BSE and NSE. The quarterly results are also available on the Stock Exchange websites viz. www.bseindia.com and www.nseindia.com.

6. General Shareholder Information

A. Annual General Meeting

Date and Time:		**Monday, July 31, 2017, at 3.00 p.m.**
Venue	:	Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079

B. Financial Calendar

Financial year:	**April 1, 2016 to March 31, 2017**

C. Dividends for FY 2016–17

Dividend type	Declared at Board Meeting dated	Dividend rate per share on shares of face value ₹ 1 each	Record date
1st Interim for fiscal year 2016-17	July 29, 2016	₹ 1.00	August 22, 2016
2nd Interim for fiscal year 2016-17	November 7, 2016	₹ 1.00	November 30, 2016
3rd Interim for fiscal year 2016-17	January 30, 2016	₹ 1.00	February 21, 2017
4th Interim for fiscal year 2016-17	May 9, 2017	₹ 12.00	May 31, 2017
TOTAL		₹ 15.00	

Note: Since your Company has adopted IND AS, accounting of dividends will be done based on the payment of dividend and hence, the 4th Interim Dividend of the fiscal year 2015-16 has been accounted for in the fiscal year 2016-17. Similarly, the 4th Interim Dividend of the fiscal year 2016-17, will be accounted in the fiscal year 2017-18.

D. Listing

The Company's shares are listed and traded on the following Stock Exchanges:

Name & Address of the Stock Exchange	Segment	Stock/Scrip Code	ISIN number for NSDL/ CDSL
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	Equity	532424	INE102D01028
The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400051	Equity; Futures & Options (F&O)	GODREJCP	

The applicable annual listing fees has been paid to the Stock Exchanges before the due date.

[2] http://www.godrejcp.com/investor-updates.aspx

E. Market Price Data

The monthly high and low prices of GCPL at BSE and NSE in equity series for the year ended March 31, 2017, are as follows:

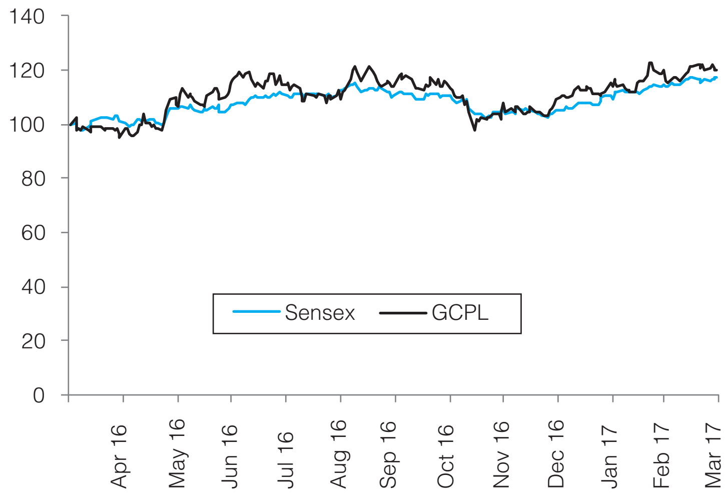
Month	BSE		NSE	
	High	Low	High	Low
Apr-16	1,433.00	1,310.00	1,434.00	1,308.60
May-16	1,535.55	1,305.00	1,536.85	1,302.20
Jun-16	1,614.80	1,464.00	1,620.00	1,462.90
Jul-16	1,676.40	1,551.50	1,689.90	1,551.35
Aug-16	1,630.00	1,480.20	1,613.00	1,478.25
Sep-16	1,710.00	1,530.00	1,715.00	1,520.05
Oct-16	1,669.05	1,556.75	1,668.00	1,552.10
Nov-16	1,604.00	1,285.55	1,611.65	1,272.20
Dec-16	1,520.90	1,413.15	1,523.70	1,411.15
Jan-17	1,615.40	1,497.20	1,615.80	1,492.90
Feb-17	1,748.90	1,539.00	1,751.00	1,536.00
Mar-17	1,712.00	1,595.00	1,720.00	1,591.10

Source: Websites of the respective stock exchanges

Note: The high and low prices are in rupees per traded share

F. GCPL's share price at BSE versus Sensex

GCPL's share performance compared with the BSE Sensex for fiscal year 2016-17 is as follows:



Note:

- Both BSE Sensex and GCPL share price are indexed to 100 at the beginning of the fiscal year

G. Registrar and Transfer Agents

Computech Sharecap Limited,
147, M.G. Road,
Opp. Jehangir Art Gallery,
Mumbai - 400001
Tel. No.: 022 22635000/01
Fax: 022 22635005
Email ID:
gcpl@computechsharecap.in
Website:
www.computechsharecap.com

H. Share transfer

GCPL's share transfers and other related operations are performed by Computech Sharecap Limited, registered with SEBI as a Category I Registrar. Share transfer is normally effected within a maximum of 15 days from the date of receipt, if all the required documentation is submitted.

I. Distribution of Shareholding

Distribution of shareholding by size class as on March 31, 2017

Number of shares	Number of shareholders	Shareholders %	Number of shares held	Shareholding %
1–500	74,910	91.00	8,188,088	2.40
501–1,000	4,649	5.65	3,134,356	0.92
1,001–2,000	1,444	1.75	2,036,004	0.60
2,001–3,000	332	0.40	825,839	0.24
3,001–4,000	130	0.16	465,606	0.14
4,001–5,000	108	0.13	499,795	0.15
5,001–10,000	214	0.26	1,543,314	0.45
10,001 & above	532	0.65	323,907,814	95.10
Total	**82,319**	**100.00**	**340,600,816**	**100.00**

Distribution of shareholding by ownership as on March 31, 2017

Category	Shares held (No.)	% of holding
Promoter's Holding		
Promoters	215,496,082	63.27
Institutional Investors		
Mutual Funds	2,096,189	0.62
Banks	31,322	0.01
Financial Institutions	608,559	0.18
Insurance Companies	4,628,114	1.36
Foreign Institutional Investors	96,817,567	28.43
Others		
Private Corporate Bodies	3,392,858	1.00
Indian Public	16,176,289	4.75
NRI/OCB's	1,353,836	0.40
Total	**340,600,816**	**100.00**

J. Shares held in the Physical and Dematerialised Forms

Breakup of physical and dematerialised shares as on March 31, 2017

	Number of shares	%	Number of folios	%
Physical	5,237,266	1.54	31,322	38.05
Demat	335,363,550	98.46	50,997	61.95
Total	**340,600,816**	**100.00**	**82,319**	**100.00**

Shares in the demat form have more liquidity compared with shares in the physical form. Therefore, the Company recommends that shareholders holding shares in physical form shall convert their shareholding to demat form.

K. Outstanding GDRs/ADRs/ Warrants/Convertible Instruments and their Impact on Equity

GCPL does not have any outstanding GDRs/ADRs/ warrants/convertible instruments.

L. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company has foreign exchange risk, and the mitigation of the same is managed by the Forex Committee. The Company has entered into forward contracts to hedge some of the risks. Details of hedged and unhedged positions are available in the Notes to Financial Statements section of the Annual Report.

M. Plant Locations

The Company's plants are located at the following places:

Name of the State/ Union Territory	Location of Plant
Jammu & Kashmir	SICOP Industrial Estate, Kathua
Himachal Pradesh	Thana, Baddi; Katha, Baddi
Sikkim	Namchi
Assam	Village Sila, Guwahati; Kalapahar, Lokhra, Guwahati
Meghalaya	Burnihat, Rebhoi District
Madhya Pradesh	Malanpur, District Bhind
Pondicherry	Kattukuppam, Manpet Post, Mannadipet Commune
Tamil Nadu	Nedungadu Commune, Karaikal and Thirunallar Commune, Karaikal; Maraimalainagar, Kanjipuram

N. Address for Correspondence

Members can contact us at our Registered Office:

Godrej Consumer Products Limited, 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079

Tel. No. : 022 25188010/20/30
Fax No.: 022 25188040
Email ID: investor.relations@godrejcp.com

Website: www.godrejcp.com CIN: L24246MH2000PLC129806

Investor correspondence should be addressed to M/s. Computech Sharecap Limited at the details mentioned in Point No. G above. To allow us to serve shareholders with higher speed and efficiency, the Company strongly recommends email-based correspondence on all issues, which do not require signature verification for being processed.

O. Electronic Credit of Dividend

The Company encourages the shareholders to opt for electronic credit of dividend. The system is administered by the Reserve Bank of India, which ensures faster credit of dividends because dividends are directly credited in electronic form in the bank account of the shareholders. Moreover, by availing this facility, shareholders avoid the risk of loss of dividend warrants in transit or fraudulent encashment. Shareholders who hold shares in the physical form and have not opted for the above system may provide the required data to Computech Sharecap Limited in the requisite form, which can be obtained from the Company's Registered Office or M/s. Computech Sharecap Limited or the Company website www.godrejcp.com under the Investers tab. Shareholders holding shares in the demat form are requested to provide details to NSDL/ CDSL through their respective depository participants.

It may be noted that if the shareholders holding shares in demat form provide details directly to the Company, the Company will not be able to process the form. Hence, shareholders are requested to update the details directly with their Depositary Participant.

P. Consolidation of Shares under one folio

The Company urges shareholders holding shares under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs, and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details such as folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.

7. **Other Disclosures**

A. **Materially significant Related Party Transaction that may potentially conflict with the Company's interest**

During fiscal year 2016-17, there were no materially significant Related Party Transactions i.e. transactions of the Company of material nature with bodies including its subsidiaries, promoters, directors, management, and relatives, which may have potential conflict with the interests of the Company at large. Attention of members is drawn to disclosures of transactions with related parties, as set out in the Notes to Accounts.

B. **Details of Non-compliance**

There has not been any non compliance of mandatory requirements, expected of the Company. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI, or any statutory authority for matters related to capital markets during the last 3 years.

C. **Vigil Mechanism/ Whistle Blower policy**

With a view to establish a mechanism for protecting employees reporting unethical behaviour, frauds, or violation of the Company's Code of Conduct, the Board has adopted a Whistle Blower Policy. No person has been denied access to the Audit Committee.

D. **Web link for Policies**

The Whistle Blower Policy, the Policy for determining Material Subsidiaries, and the Policy on dealing with Related Party Transactions are available under the link given below. [3]

E. **Details of Compliance with Corporate Governance Requirements**

The Company has complied with the requirements specified in Regulation 17 to 27 and clause (b) to (i) of sub - regulation (2) of Regulation 46 of Listing Regulations.

8. **Auditor's Certificate on Corporate Governance**

As stipulated in Para E of Schedule V of the Listing Regulations, the Auditor's Certificate regarding the compliance of conditions of corporate governance is attached with the Directors' Report.

Declaration by the Managing Director

I, Vivek Gambhir, Managing Director & CEO of Godrej Consumer Products Limited (GCPL) hereby confirm pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 that

- The Board of Directors of GCPL has laid down a Code of Conduct for all the Board members and Senior Management of the Company. The said Code of Conduct has also been posted on the Company website and is available under the link given below [3].
- All the Board Members and Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2017.

For Godrej Consumer Products Ltd.

sd/-

Vivek Gambhir
Managing Director & CEO

Mumbai, May 9, 2017

[3] http://www.godrejcp.com/codes-and-policies.aspx

Standalone Financials

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GODREJ CONSUMER PRODUCTS LIMITED

Report on the Standalone IND AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **GODREJ CONSUMER PRODUCTS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Ind AS financial statements').

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at March 31, 2017 and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
    d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant rules issued thereunder.
    e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
        i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 40 to the standalone Ind AS financial statements.
        ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts requiring provision under the applicable law or accounting standards.
        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
        iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 47 to the standalone Ind AS financial statements.

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 09, 2017

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2017.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
   b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals.

In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii) The Management has conducted physical verification of inventory (excluding stocks lying with third parties) at reasonable intervals. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.

iii) The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties listed in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of sub-clause (a), (b) and (c) of paragraph 3 (iii) of the Order are not applicable, to the Company.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to investments made, guarantees given and securities provided.

v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76, or any other relevant provisions of the Companies Act and the rules framed there under. No order has been passed by the Company Law Board, or National Company Law Tribunal, or Reserve Bank of India, or any Court, or any other Tribunal.

vi) We have broadly reviewed the books of accounts and records maintained by the Company in respect of manufacture of products covered under the Rules made by the Central Government for maintenance of cost records, under section 148 (i) of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii) a) According to the information and explanation given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues, including dues pertaining to provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities, wherever applicable and there are no such outstanding dues as at March 31, 2017, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and the records of the Company examined by us, dues of income tax, sales tax, service tax, customs duty and excise duty not deposited on account of dispute are as follows:

Name of Statute	Nature of Dues	Amount (₹)	Period	Forum where Dispute is pending
Central Excise Act, 1944	Duty on one to one correlation in terms of excisable material purchased and cleared final product with reference to the said material wherein the benefit under notification No. 32 of 99 availed	3,824,264	2002-03	The Hon'ble Supreme Court of India
		7,302,990	2001-03	The Hon'ble Supreme Court of India
	CENVAT credit availed on Capital Goods	1,755,920	2007-08	CESTAT, Chennai
		86,115	2002-03	
	Advertisement Service- Credit availed as Input	2,837,962	2008-09	Commissioner of Central Excise (Appeals)
	Input Service Tax Distribution Credit availed	3,219,974	2006-08	Commissioner of Central Excise (Appeals)
	Service Tax not paid on Royalty (Foreign Payment)	27,167,930	2004-08	Commissioner of Central Excise (Appeals)
	Cenvat credit availed on goods received from Emox	64,146,884	2007-08	CESTAT, Chennai
	Valuation of Soap Noodles transferred from Malanpur factory to Himachal Pradesh factories	144,754,226	2007-12	CESTAT, Delhi
	Cenvat credit on input services availed based on the invoices issued by suppliers to the branches prior to registration.	543,416	2007-12	CESTAT, Chennai
	Allegations of non- manufacturing of shoe polish brush	6,174,082	2011-12	CESTAT, Chennai
	Valuation of Mosquito Repellant supplied from Guwahati factories to Emox Puducherry	55,307,174	2008-12	CESTAT, Kolkata
	Excise valuation dispute on account of non-compete fees and trademark license fees paid by PGG (JV between Godrej Soaps Limited and Proctor and Gamble) to Godrej	103,600,000	1993-96	The Hon'ble Supreme Court of India
	Distribution of Cenvat Credit by Head Office to Other Factories	243,129,676	2008-12	Commissioner of Central Excise
		196,719,214	2006-12	CESTAT, Chennai
	Valuation of PHD - Differential demand between Section 4 and 4A valuation	78,976,342	2008-14	Commissioner of Central Excise
	Valuation of Combi pack which are marked as Goods for Export	3,045,410	2007-08	CESTAT, Chennai
Central Excise Act, 1944	Violation of Target Plus Scheme of Customs	8,249,528	2007-08	CESTAT, Chennai
	CENVAT credit availed on the grounds of valuation methodology adopted by one plant while transferring goods from Lokhra plant	14,7762,862	2008-13	CESTAT, Chennai
	Self credit taken by Sikkim Unit denied by Asst Commissioner	26,044,314		Commissioner Appeals
	CENVAT credit availed on supplementary invoices issued by GCPL to Emox upon payment of differential duty by GCPL.	4,456,848	2009-10	CESTAT, Chennai
	CENVAT credit availed on account of account of trading activity conducted	37,845,678	2009-12	CESTAT, Mumbai
	Recovery of Service tax on processing activity done by Colortek for Lokhra operations	43,394,056	2009-14	CESTAT, Kolkata
	Service Tax on Business Support Service provided by third party	37,552,534	2009-14	CESTAT, Kolkata
	Cenvat Credit disallowance on outward transportation	225,200	2014-15	Commissioner of Central Excise (Appeals), Kolkata
	Utilisation of Cenvat credit to pay Education Cess and Higher Education Cess demanded back by authorities	22,934,798	2010-16	Commissioner of Central Excise (Appeals), Kolkata
	Others	951,996	2007-08	CESTAT, New Delhi
		282,382	2008-09	CESTAT, Kolkata
		442,266	2003-04	Commissioner of Central Excise (Appeals), Chennai
		425,056	2007-08	Commissioner Excise

Name of Statute	Nature of Dues	Amount (₹)	Period	Forum where Dispute is pending
Central Sales Tax Act, 1956 & Value Added Tax Act of Various States	Sales Tax Dues on account of Classification Head	34,232,967	2005-07 2009-13	Appellate Authority
		82,519,288	1996-97 2005-09 2011-12	Assessing Officer
		3,278,512	2008-2014	Appellate Deputy Commissioner, Vizag and Hyderabad
		19,918,004	2009-2011	Commissioner Commercial Taxes, Ernakulum
		2124000	1998-99	Deputy Commissioner Appeals
		39,157,279	2006-09	High Court, Rajasthan
		187,351,651	2005-15	High Court, Andhra Pradesh
		2,396,904	2000-05 2006-07	High Court, Madhya Pradesh
		784,488	2014-15	Joint Commissioner Appeals, Chennai
		12,462,631	2012-13	Joint Commissioner Appeals, Uttarakhand
		18,993,960	2015-16	Assistant Commissioner
		16,448,458	2013-15	Uttar Pradesh Tribunal
		555,281	2013-2015	Andhra Pradesh Tribunal
		1,642,753	2000-02 2005-06	Bihar Tribunal
		2369744	2013-14	Madhya Pradesh Tribunal
		3,208,868	2003-05	Supreme Court of India
Central Sales Tax Act, 1956 & Value Added Tax Act of Various States	Check post case	1,610,000	2010-11	Appellate Authority
	Entry Tax	19,724,486	2005-08 2010-13	Appellate Authority
		5,790,286	2005-13	Assessing Officer
		1,451,267	1999-00 2005-06	Madhya Pradesh High Court
	Non submission of C and F Forms	4,415,747	2002-11 2012-13	Assessing Officer
		1,048,019	1997-99 2004-09	Appellate Authority
		19,449,405	2009-10	Andhra Pradesh High Court
		6,867,888	2003-04	Karnataka High Court
		8,212,639	2009-10	Kolkata High Court
	Truck Detention cases	314,721	2004-05	U.P. High Court
		3,126,227	2004-05 2007-10 2013-17	Assessing Officer
		370,953	2013-14	Appellate Authority
	Other Sales Tax Dues	34,737,177	2001-12 2013-14	Appellate Authority, West Bengal; High Court, Andhra Pradesh and Tamil Nadu; Assessing Officer; Joint Commissioner (Appeals), Mumbai; Tribunal, Bihar and U.P.
Income Tax Act, 1961	Demand based on the order of regular assessment u/s 143(3) of the Act.	1,082,401	AY 2010-11	Income - tax Appellate Tribunal
	Income-tax in dispute pertaining to erstwhile Godrej Household Products Limited.	92,200	AY 2006-07	High Court
		99,136,617	AY 2006-07 to 2010-11	Income tax Appellate Tribunal

viii) According to the information and explanations given to us and based on the documents and records produced before us, there has been no default in repayment of loans or borrowings to financial institutions, banks or debenture holders. There were no loans or borrowings taken from the government during the year.

ix) According to the information and explanations given to us and the records examined by us, no moneys were raised either by way of initial public offer or further public offer (including debt instruments) or term loans by the Company during the year.

x) Based upon the audit procedures performed by us, to the best of our knowledge and belief and according to the information and explanations given to us by the Management, no material fraud on, or by the Company, has been noticed or reported during the year.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and hence the provisions of paragraph 3(xvi) of the Order is not applicable.

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/ W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 9, 2017

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended March 31, 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Godrej Consumer Products Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/
W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 09, 2017

BALANCE SHEET AS AT MARCH 31, 2017

₹ Crore

	Note No.	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I. ASSETS				
1. Non-current assets				
(a) Property, Plant and Equipment	3	**457.43**	459.01	242.93
(b) Capital work-in-progress		**43.09**	11.05	171.88
(c) Goodwill	4	**2.48**	2.48	2.48
(d) Other Intangible assets	4	**823.59**	822.60	814.78
(e) Intangible assets under development		**2.32**	2.17	6.95
(f) Financial Assets				
(i) Investments in subsidiaries and associates	5	**2,811.83**	2,468.20	2,148.83
(ii) Other Investments	6	**216.51**	-	-
(iii) Loans	7	**15.33**	14.30	14.80
(iv) Others	8	**12.08**	0.06	0.06
(g) Other non-current assets	9	**186.76**	115.27	142.32
(h) Non-Current Tax Assets (Net)	10	**19.46**	17.00	19.29
Total Non Current Assets		**4,590.88**	3,912.14	3,564.32
2. Current assets				
(a) Inventories	11	**561.92**	555.88	489.51
(b) Financial Assets				
(i) Investments	12	**652.86**	143.31	151.59
(ii) Trade receivables	13	**209.33**	276.94	142.94
(iii) Cash and cash equivalents	14 A	**86.54**	40.57	169.86
(iv) Bank balances other than (iii) above	14 B	**10.46**	115.71	332.61
(v) Loans	15	**0.11**	0.11	0.32
(vi) Others	16	**9.00**	3.47	3.71
(c) Other current assets	17	**54.13**	77.99	66.64
		1,584.35	1,213.98	1,357.18
(d) Non Current Assets held for sale	18	**6.49**	-	-
Total Current Assets		**1,590.84**	1,213.98	1,357.18
TOTAL ASSETS		**6,181.72**	5,126.12	4,921.50
II. EQUITY AND LIABILITIES				
1. EQUITY				
(a) Equity Share capital	19	**34.06**	34.05	34.04
(b) Other Equity	20	**4,363.87**	3,749.84	3,248.11
Total Equity		**4,397.93**	3,783.89	3,282.15
2. LIABILITIES				
Non-current liabilities				
(a) Provisions	21	**3.77**	2.72	3.99
(b) Deferred tax liabilities (Net)	22	**224.24**	204.67	182.45
(c) Other non-current liabilities	23	**27.82**	21.09	4.76
Total Non Current Liabilities		**255.83**	228.48	191.20
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	24	**148.97**	2.75	0.34
(ii) Trade payables	25	**1,120.36**	851.32	992.12
(iii) Other financial liabilities	26	**34.18**	21.88	291.67
(b) Other current liabilities	27	**155.55**	188.17	126.52
(c) Provisions	28	**68.90**	49.63	37.50
Total Current Liabilities		**1,527.96**	1,113.75	1,448.15
TOTAL EQUITY AND LIABILITIES		**6,181.72**	5,126.12	4,921.50

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

₹ Crore

		Note No.	Year ended March 31, 2017	Year ended March 31, 2016
Revenue				
I	Revenue from Operations	29	**5,088.99**	4883.40
II	Other Income	30	**63.60**	61.37
III	**Total Income (I + II)**		**5,152.59**	4944.77
IV	**Expenses**			
	Cost of Materials Consumed	31	**1,834.77**	1847.87
	Purchases of Stock-in-Trade		**216.26**	194.90
	Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	32	**(3.79)**	(48.24)
	Excise Duty		**340.89**	329.18
	Employee Benefits Expense	33	**299.01**	331.37
	Finance Costs	34	**36.06**	54.67
	Depreciation and Amortization Expense	35	**56.68**	44.91
	Other Expenses	36	**1,265.23**	1241.89
	Total Expenses		**4,045.11**	3996.55
V	**Profit Before Exceptional Items and Tax (III-IV)**		**1,107.48**	948.22
VI	**Exceptional Items**		**-**	-
VII	**Profit Before Tax (V+VI)**		**1,107.48**	948.22
VIII	**Tax Expense**			
	(1) Current Tax		**235.40**	202.48
	(2) Deferred Tax		**24.05**	23.07
	Total Tax Expense		**259.45**	225.55
IX	**Profit for the Year (VII-VIII)**		**848.03**	722.67
X	**Other Comprehensive Income**			
A	**(i) Items that will not be reclassified to profit or loss**			
	Remeasurements of defined benefit plans		**(11.78)**	(2.46)
	(ii) Income tax relating to item that will not be reclassified to profit or loss		**6.59**	0.85
B	**(i) Items that will be reclassified to profit or loss**			
	The effective portion of gains and losses on hedging instruments in a cash flow hedge		**(1.16)**	-
	(ii) Income tax relating to item that will be reclassified to profit or loss		**0.41**	-
	Total Comprehensive Income for the year (IX+X)		**842.09**	721.06
XI	**Earnings per Equity Share *(Face Value ₹ 1)***	37		
	(1) Basic (₹)		**24.90**	21.22
	(2) Diluted (₹)		**24.89**	21.22

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Exceptional Items and Tax	**1,107.48**	948.22
Adjustment for:		
Depreciation and amortisation	**56.68**	44.91
Unrealised Foreign Exchange (Gain) / Loss	**0.57**	(0.03)
Bad Debts Written off	**0.29**	3.92
Provision / (Write-back) for Doubtful Debts / Advances	**2.43**	(2.35)
Provision for Non Moving Inventory	**(3.11)**	8.25
Write in of Old Balances	**(0.89)**	(1.17)
Expenses on Employee Stock Grant Scheme (ESGS)	**7.59**	6.06
Interest Expense & Discounting Charges	**36.06**	54.67
(Profit) / Loss on Fixed Assets Sold / Discarded (Net)	**(0.13)**	11.39
(Profit) / Loss on Sale of Investments (Net)	**(6.23)**	(12.99)
Reversal of provision for dimunition in the value of investments	**(2.84)**	-
Fair value Gain/ (Loss) on financial assets measured at FVTPL	**(11.60)**	(0.16)
Recovery of loan from GCPL ESOP Trust which was earlier written off	**(0.61)**	(0.60)
Corporate Guarantee Commission	**(17.20)**	(18.60)
Interest Income	**(20.90)**	(28.00)
	40.11	65.30
Operating Cash Flows Before Working Capital Changes	**1,147.59**	1,013.52
Adjustments for:		
Inventories	**(2.93)**	(74.62)
Trade Receivables	**65.25**	(134.18)
Loans	**(1.03)**	0.71
Other Financial Assets	**(17.55)**	0.24
Other Non-Financial Assets	**(39.58)**	(8.36)
Financial Liabilities	**276.61**	(146.25)
Non - Financial Liabilities and Provisions	**(15.52)**	61.23
	265.25	(301.23)
Cash Generated from Operations	**1,412.84**	712.29
Adjustment for:		
Direct Taxes Paid	**(235.35)**	(200.19)
Net Cash Flow from Operating Activities	**1,177.49**	512.10
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment and Intangibles (Net)	**(104.56)**	(93.40)
Sale of Property, Plant & Equipment and Intangibles	**1.51**	1.48
Investments in Mutual Funds (Net)	**(343.03)**	102.88
Investments in Deposits with NBFCs (Net)	**(149.00)**	(80.00)
Investments in NCD with NBFCs (Net)	**(206.44)**	-
Investments in Fixed Deposits having maturities greater than 3 months (Net)	**98.69**	216.38
Investments in Subsidiaries	**(360.81)**	(274.45)
Sale of Subsidiary	**32.29**	-
Recovery of Loan by GCPL ESOP Trust which was earlier written off	**0.61**	0.60
Interest Received	**20.54**	27.07
Net Cash Flow (used in) Investing Activities	**(1,010.20)**	(99.44)

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Allotment of Equity Shares under ESGS	**0.01**	0.01
Issue of Debentures (Net of Expenses)	**-**	(0.25)
Redemption of Debentures (including Premium on Redemption)	**-**	(277.64)
(Repayment)/ Proceeds from Packing Credit	**(2.75)**	2.75
Proceeds from Commercial Paper	**148.97**	-
Interest & Discounting Charges Paid	**(31.76)**	(41.06)
Dividend Paid	**(195.78)**	(187.27)
Dividend Tax Paid	**(39.87)**	(38.12)
Net Cash Flow (used in) Financing Activities	**(121.18)**	(541.58)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**46.11**	(128.92)
CASH AND CASH EQUIVALENTS:		
As At The Beginning of the year (Refer Note 14 A)	**40.57**	169.86
Less : Cash credit	**-**	(0.34)
Unrealised Foreign Exchange Restatement in Cash and Cash Equivalents	**(0.14)**	(0.03)
As At The End of the year (Refer Note 14 A)	**86.54**	40.57
	86.54	40.57

Note:

1) The above Statement of Cash Flows includes amount of ₹ 16.52 crore (previous year ₹ 14.57 crore) (Refer Note 46) on account of Corporate Social Responsibility expenditure which has been fully paid.
2) The above Statement of Cash Fows has been prepared under the 'Indirect Method' as set out in IND AS 7, 'Statement of Cash Flows.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

(a) Equity share capital

₹ Crore

	Note No.	
As at April 1, 2015		**34.04**
Changes in equity share capital during the year	19	0.01
As at March 31, 2016		**34.05**
Changes in equity share capital during the year	19	0.01
As at March 31, 2017		**34.06**

(b) Other equity (Refer Note 20)

₹ Crore

Particulars	Reserves & Surplus				Other comprehensive income	Total
	Securities premium reserve	General reserve	Others	Retained Earnings	Effective portion of Cash Flow Hedges	
Balance at April 1, 2015	**1,439.88**	**154.05**	**34.61**	**1,619.57**	**-**	**3,248.11**
Profit for the year	-	-	-	722.67	-	722.67
Remeasurements of defined benefit plans	-	-	-	(1.61)	-	(1.61)
Total comprehensive income for the year	**-**	**-**	**-**	**721.06**	**-**	**721.06**
Exercise of Share options	-	-	(6.39)	-	-	(6.39)
Deferred employee compensation expense	-	-	6.06	-	-	6.06
Cash dividends	-	-	-	(187.27)	-	(187.27)
Dividend Distribution Tax (DDT)	-	-	-	(38.12)	-	(38.12)
Transfer from / (to) Debenture Redemption Reserve	-	-	(24.39)	24.39	-	-
Premium Received on Allotment of Shares	6.39	-	-	-	-	6.39
Balance at March 31, 2016	**1,446.27**	**154.05**	**9.89**	**2,139.63**	**-**	**3,749.84**
Profit for the year	-	-	-	848.03	-	848.03
Remeasurements of defined benefit plans	-	-	-	(5.19)	-	(5.19)
Other comprehensive income for the year	-	-	-	-	(0.75)	(0.75)
Total comprehensive income for the year	**-**	**-**	**-**	**842.84**	**(0.75)**	**842.09**
Cash dividends	-	-	-	(195.78)	-	(195.79)
Dividend Distribution Tax (DDT)	-	-	-	(39.87)	-	(39.87)
Exercise of Share options	-	-	(6.04)	-	-	(6.04)
Deferred employee compensation expense	-	-	7.59	-	-	7.60
Premium Received on Allotment of Shares	6.04	-	-	-	-	6.04
Balance at March 31, 2017	**1,452.31**	**154.05**	**11.44**	**2,746.82**	**(0.75)**	**4,363.87**

The accompanying notes are an integral part of the Standalone Financial Statements.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1. CORPORATE INFORMATION

Godrej Consumer Products Limited (the Company) was incorporated on November 29, 2000, to take over as a going concern the consumer products business of Godrej Soaps Limited (subsequently renamed as Godrej Industries Limited), pursuant to a Scheme of Arrangement as approved by the High Court, Mumbai.

The Company is a fast moving consumer goods company, manufacturing and marketing Household and Personal Care products. The Company is a public company limited by shares, incorporated and domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The Company's registered office is at 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (east), Mumbai – 400 079.

2. BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation and measurement

a) Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2016 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules 2006 and other relevant provisions of the Act, considered as the "Previous GAAP".

These financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the Company's equity, financial position, financial performance and its cash flows is provided in Note 51.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

b) Basis of Measurement

These financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities (including derivative instruments) measured at fair value (refer accounting policy regarding financial instruments),
- Defined benefit plans – plan assets and share-based payments measured at fair value
- Assets held for sale – measured at lower of carrying value or fair value less cost to sell

2.2 Key estimates and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The areas involving critical estimates or judgements are:

i. Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized; (Note 2.5 (a))
ii. Determination of the estimated useful lives of intangible assets and determining intangible assets having an indefinite useful life; (Note 2.5 (b))
iii. Recognition and measurement of defined benefit obligations, key actuarial assumptions; (Note 44)

iv. Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources; (Note 2.5 (j))
v. Fair valuation of employee share options, Key assumptions made with respect to expected volatility; (Note 2.5 (l)(ii))
vi. Rebates and sales incentives accruals
vii. Fair value of financial instruments (Note 2.3)

2.3 Measurement of fair values

The Company's accounting policies and disclosures require financial instruments to be measured at fair values.

The Company has an established control framework with respect to the measurement of fair values.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.4 Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of Cash Flows' and Ind AS 102, 'Share-based payment.' The amendments are applicable to the Company from April 1, 2017.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes.

It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity settled awards. The amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement.

The Company is currently evaluating the effect of the above amendments.

2.5 Significant Accounting Policies

a) Property, Plant and Equipment

Recognition and measurement

Items of property, plant and equipment, other than Freehold Land, are measured at cost less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at cost and is not depreciated.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised.

Subsequent expenditure

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Company and that the cost of the item can be reliably measured. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repair and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation

Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013 except the following items where useful lives estimated by the management based on internal technical assessment, past trends and expected operational lives differ from those provided in Schedule II of the Companies Act 2013:

- Leasehold land is amortised equally over the lease period.
- Leasehold Improvements are depreciated over the shorter of the unexpired period of the lease and the estimated useful life of the assets.
- Office Equipments are depreciated over 5 to 10 years.
- Tools are depreciated over a period of 9 years, and dies and moulds over 3 years.
- Vehicles are depreciated over a period ranging from 5 years to 8 years depending on the use of vehicles.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated impairment losses. Internally generated intangibles, excluding eligible development costs are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Goodwill

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset may be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Other intangible assets

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and period are reviewed at least at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption of future economic benefits embodied in the assets are considered to modify amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss.

The estimated useful lives for current and comparative periods are as follows:

Software licences	6 years
Trademarks	10 years
Technical knowhow	10 years

Goodknight and Hit (Brands) are assessed as intangibles having indefinite useful life and are not amortised in the financial statements.

Residual value, is estimated to be immaterial by management and hence has been considered at ₹ 1.

c) Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

d) Impairment of non-financial assets

An impairment loss is recognised whenever the carrying value of an asset or a cash-generating unit exceeds its recoverable amount. Recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. An impairment loss, if any, is recognised in the Statement of Profit and Loss in the period in which the impairment takes place. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro rata based on the carrying amount of each asset in the unit. Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events and changes in circumstances indicate the carrying amount may not be recoverable.

e) Assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell; (ii) the assets are available for immediate sale in its present condition; (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, futures and currency options.

i) Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent

measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost,
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

  on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

  Debt instruments at amortised cost

- A 'debt instrument' is measured at the amortised cost if both the following conditions are met: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

  After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 49 (b).

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may, at initial recognition, irrevocably designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Investments in Subsidiaries and Associates:

Investments in subsidiaries and associates are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries and associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The contractual rights to

receive cash flows from the financial asset have expired, or The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

The Company assess on a forward looking basis the Expected Credit Losses (ECL) associated with its financial assets that are debt instruments and are carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies a simplified approach. It recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security deposit collected etc. and expectations about future cash flows.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Loans and borrowing

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require specified payments to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Where guarantees in relation to loans or other payables of subsidiaries are provided for no compensation, the fair values are accounted for as contributions and recognised as fees receivable under "other financial assets" or as a part of the cost of the investment, depending on the contractual terms.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to to realise the assets and settle the liabilities simultaneously.

g) Derivative financial instruments and hedge accounting

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are generally recognised in the profit or loss account. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking the hedge, the hedging economic relationship the hedged item or transaction the nature of the risk being hedged, hedge ration and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they are designated.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for a cash flow hedge is discontinued, the amount that has been accumulated in other equity remains there until is reclassified to profit and loss account in the same period or periods as the hedged expected future cash flows affect profit or loss.

h) Inventories

Inventories are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs are computed on the weighted average basis and are net of CENVAT credits.

Raw materials, packing materials and stores: Costs includes cost of purchase and other costs incurred in bringing each product to its present location and condition.

Finish goods and work in progress: In the case of manufactured inventories and work in progress, cost includes all costs of purchases, an appropriate share of production overheads based on normal operating capacity and other costs incurred in bringing each product to its present location and condition

Finished goods valuation also includes excise duty. Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary.

If payment for inventory is deferred beyond normal credit terms, then the cost is determined by discounting the future cash flows at an interest rate determined with reference to market rates. The difference between the total cost and the deemed cost is recognised as interest expense over the period of financing under the effective interest method.

i) Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet includes cash at bank and on hand, deposits held at call with financial institutions, other short term highly liquid investments, with original maturities less than three months which are readily convertible into cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents cash and short term deposits as defined above is net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

j) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognised till the realization of the income is virtually certain. However the same are disclosed in the financial statements where an inflow of economic benefit is probable.

k) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from sale of goods is recognised when significant risks and rewards of ownership in the goods are transferred to the buyer. The Company recognizes revenues on the sale of products, net of returns, discounts, sales incentives/rebate, amounts collected on behalf of third parties (such as sales tax) and payments or other consideration given to the customer that has impacted the pricing of the transaction.

Accumulated experience is used to estimate and provide for the discounts and returns. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice.

Customer Loyalty Programme

Sales consideration is allocated between the loyalty programme and the other components of the transaction. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when the Company has fulfilled its obligations to supply the products under the terms of the programme or when it is no longer probable that the points under the programme will be redeemed.

Royalty & Technical Fees

Royalty is recognized on accrual basis in accordance with the substance of the relevant agreement.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset. When calculating the EIR the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options). The expected credit losses are considered if the credit risk on that financial instrument has increased significantly since initial recognition.

Dividend income

Dividends are recognised in profit or loss on the date on which the Company's right to receive payment is established

l) Employee Benefits

i) Short-term Employee benefits

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii) Share-based payments

The cost of equity settled transactions is determined by the fair value at the grant date, the fair value of the employee share options is based on the Black Scholes model used for valuation of options.

The grant-date fair value of equity-settled share-based payment granted to employees is recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

iii) Post-Employment Benefits

Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the payment of the Gratuity (Amendment) Act, 1997 or as per the Company's scheme whichever is more beneficial to the employees.

Provident Fund

Provident Fund Contributions which are made to a Trust administered by the Company are considered as Defined

Benefit Plans. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company. The Company's liability towards interest shortfall, if any, is actuarially determined at the year end.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv) Other Long Term Employee Benefits

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by the employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to Statement of Profit and Loss in the period in which they arise.

m) Leases

Lease payments

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

As a lessee

Leases of assets where the company has substantially all the risks and rewards of ownership are classified as finance leases. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The leased assets are measured

initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Leases of assets under which significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments /receipts under operating leases are recognised as an expense / income on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the term of the relevant lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

n) Income Tax

Income tax expense/ income comprises current tax expense income and deferred tax expense income. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in OCI.

In which case, the tax is also recognized directly in equity or other comprehensive income, respectively.

Current Tax

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. It is measured using tax rates enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretations and establishes provisions where appropriate.

- Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognised amounts; and
- intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred Income tax is recognised in respect of temporary difference between the carrying amount of assets and liabilities for financial reporting purpose and the amount considered for tax purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised such reductions are reversed when it becomes probable that sufficient taxable profits will be available.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be recovered.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

i) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
ii) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.
iii) Deferred tax asset / liabilities in respect of temporary differences which originate and reverse during the

tax holiday period are not recognised. Deferred tax assets / liabilities in respect of temporary differences that originate during the tax holiday period but reverse after the tax holiday period are recognised. Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is a convincing evidence that the Company will pay normal tax during specified period.

o) Foreign Currency Transactions

i) Functional and Presentation currency

The Company's financial statements are prepared in Indian Rupees (INR "₹") which is also the Company's functional currency.

ii) Transactions and balances

Foreign currency transactions are recorded on initial recognition in the functional currency using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value is determined.

Exchange differences arising on the settlement or translation of monetary items are recognized in profit or loss in the year in which they arise except for the qualifying cash flow hedge, which are recognised in OCI to the extent that the hedges are effective.

p) Government grants

Government grants, including non-monetary grants at fair value are recognised when there is reasonable assurance that the grants will be received and the company will comply with all the attached conditions.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods necessary to match them with the costs that they are intended to compensate.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected lives of the related assets

q) Dividend

The Company recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Company on or before the end of the reporting period. As per Corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

r) Earnings Per Share

Basic earnings per share is calculated by dividing the profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- Weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

s) Segment Reporting

The Company is considered to be a single segment company – engaged in the manufacture of Personal and Household Care products. Consequently, the Company has, in its primary segment, only one reportable business segment. As per INDAS-108 'Operating Segments', if a financial report contains both the consolidated financial statements of a parent that is within the scope of Ind AS-108 as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS-108 Operating Segments has been given in the consolidated financial statements.

NOTE 3 : PROPERTY, PLANT & EQUIPMENT

₹ Crore

Particulars	Owned Assets									Assets held under lease	Total
	Freehold Land	Leasehold Land	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Building	
Year ended March 31, 2017											
Gross Carrying Amount											
Opening Gross Carrying Amount	0.51	14.21	122.52	24.43	203.07	9.34	10.14	7.26	15.07	90.26	496.81
Additions	-	0.20	3.08	2.00	29.00	1.17	3.20	2.68	7.78	-	49.11
Assets classified as held for sale (Note 18)	-	-	-	-	-	-	(1.78)	-	-	-	(1.78)
Disposals	-	-	(0.38)	(0.03)	(0.49)	(0.13)	(1.25)	(0.02)	(0.01)	-	(2.31)
Closing Gross Carrying Amount	**0.51**	**14.41**	**125.22**	**26.40**	**231.58**	**10.38**	**10.31**	**9.92**	**22.84**	**90.26**	**541.83**
Accumulated Depreciation											
Opening Accumulated Depreciation	-	0.41	2.67	2.10	24.70	0.80	2.13	0.78	2.89	1.32	37.80
Depreciation charge during the year	-	1.08	3.60	3.10	28.69	1.23	2.42	1.43	5.24	1.50	48.29
Assets classified as held for sale (Note 18)	-	-	-	-	-	-	(0.76)	-	-	-	(0.76)
Disposals	-	-	(0.27)	(0.01)	(0.06)	(0.04)	(0.53)	(0.01)	(0.01)	-	(0.93)
Closing Accumulated Depreciation	**-**	**1.49**	**6.00**	**5.19**	**53.33**	**1.99**	**3.26**	**2.20**	**8.12**	**2.82**	**84.40**
Net Carrying Amount	**0.51**	**12.92**	**119.22**	**21.21**	**178.25**	**8.39**	**7.05**	**7.72**	**14.72**	**87.44**	**457.43**
Year ended March 31, 2016											
Gross Block											
Deemed Cost as at April 1, 2015	0.51	6.14	51.78	6.74	157.59	2.00	7.72	3.66	6.79	-	242.93
Additions	-	8.07	70.80	18.16	55.26	7.46	3.80	4.34	8.48	90.26	266.63
Disposals	-	-	(0.06)	(0.47)	(9.78)	(0.12)	(1.38)	(0.74)	(0.20)	-	(12.75)
Closing Gross Carrying Amount	**0.51**	**14.21**	**122.52**	**24.43**	**203.07**	**9.34**	**10.14**	**7.26**	**15.07**	**90.26**	**496.81**
Accumulated Depreciation											
Depreciation charge during the year	-	0.41	2.67	2.17	25.25	0.81	2.32	0.91	2.93	1.32	38.79
Disposals	-	-	-	(0.07)	(0.55)	(0.01)	(0.19)	(0.13)	(0.04)	-	(0.99)
Closing Accumulated Depreciation	**-**	**0.41**	**2.67**	**2.10**	**24.70**	**0.80**	**2.13**	**0.78**	**2.89**	**1.32**	**37.80**
Net Carrying Amount	**0.51**	**13.80**	**119.85**	**22.33**	**178.37**	**8.54**	**8.01**	**6.48**	**12.18**	**88.94**	**459.01**

The Company has availed the deemed cost exemption in relation to the property, plant and equipment on the date of transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below for the gross carrying value and accumulated depreciation on April 1, 2015 under the previous GAAP:

Deemed cost as on 1 April 2015

₹ Crore

Particulars	Owned Assets									Assets held under lease	Total
	Freehold Land	Leasehold Land	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Building	
Gross Carrying Value as on April 1, 2015	0.51	6.85	79.31	9.70	357.81	8.50	12.94	9.58	15.88	-	501.08
Accumulated Depreciation till March 31, 2015	-	0.71	27.53	2.96	200.22	6.50	5.22	5.92	9.09	-	258.15
Net Block treated as Deemed cost upon transition	0.51	6.14	51.78	6.74	157.59	2.00	7.72	3.66	6.79	-	242.93

NOTE 4 : INTANGIBLE ASSETS

₹ Crore

Particulars	Goodwill	Other Intangible assets: Trademarks and Brands	Other Intangible assets: Computer Software	Other Intangible assets: Technical Knowhow	Total
Year ended March 31, 2017					
Gross Carrying Amount					
Opening Gross Carrying Amount	2.48	791.56	35.14	1.85	828.55
Additions	-	-	9.38	-	9.38
Disposals	-	-	-	-	-
Closing Gross Carrying Amount	**2.48**	**791.56**	**44.52**	**1.85**	**837.93**
Accumulated Amortisation					
Opening Accumulated Depreciation	-	0.07	5.61	0.27	5.95
Amortisation recognised for the year	-	0.07	8.04	0.28	8.39
Disposals	-	-	-	-	-
Closing Accumulated Amortisation	**-**	**0.14**	**13.65**	**0.55**	**14.34**
Closing Net Carrying Amount	**2.48**	**791.42**	**30.87**	**1.30**	**823.59**
Year ended March 31, 2016					
Gross Carrying Amount					
Deemed Cost as at April 1, 2015	2.48	791.56	21.37	1.85	814.78
Additions	-	-	14.54	-	14.54
Disposals	-	-	(0.77)	-	(0.77)
Closing Gross Carrying Amount	**2.48**	**791.56**	**35.14**	**1.85**	**828.55**
Accumulated Amortisation					
Amortisation recognised for the year	-	0.07	5.78	0.27	6.12
Disposals	-	-	(0.17)	-	(0.17)
Closing Accumulated Amortisation	**-**	**0.07**	**5.61**	**0.27**	**5.95**
Closing Net Carrying Amount	**2.48**	**791.49**	**29.53**	**1.58**	**822.60**

The Company has availed the deemed cost exemption in relation to the intangible assets on the date of transition and hence the net carrying amount has been considered as the gross carrying amount on that date. Refer note below for the gross carrying value and accumulated amortisation on April 1, 2015 under the previous GAAP:

Deemed cost as on 1 April 2015

Particulars	Goodwill	Trademarks and Brands	Computer Software	Technical Knowhow
Gross Carrying Value as on April 1, 2015	12.60	1,055.39	42.52	2.64
Accumulated Amortisation till March 31, 2015	10.12	263.83	21.15	0.79
Net Block treated as Deemed cost upon transition	2.48	791.56	21.37	1.85

NOTE 5 : INVESTMENTS IN SUBSIDIARIES AND ASSOCIATES

₹ Crore

	Face Value	Numbers: As at March 31, 2017	Numbers: As at March 31, 2016	Numbers: As at April 1, 2015	Amounts: As at March 31, 2017	Amounts: As at March 31, 2016	Amounts: As at April 1, 2015
Unquoted, fully paid up:							
Carried at cost							
(a) Investments in Equity Instruments							
(i) Subsidiary Companies							
Godrej Netherlands B.V.	EUR 100	1,000	1,000	1,000	107.23	107.23	76.22
Godrej South Africa (Pty) Ltd.	ZAR 1	18,050,000	18,050,000	18,050,000	12.67	12.67	12.67

₹ Crore

	Face Value	Numbers As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	Amounts As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Godrej Consumer Products Mauritius Ltd.	USD 1	45,235,006	45,235,006	45,235,006	615.09	614.41	614.41
Godrej Consumer Products Holding (Mauritius) Ltd.	USD 1	199,300,001	186,300,001	185,800,001	1,096.56	996.40	993.19
Godrej Household Products (Bangladesh) Pvt. Ltd.	BDT 10	-	34,352,653	34,352,653	-	35.13	24.60
Godrej Household Products Lanka (Pvt) Ltd.	LKR 10	21,501,045	21,501,045	21,501,045	37.33	27.10	27.10
Godrej Consumer Products (Bangladesh) Ltd.	BDT 100	4,999	4,999	4,999	0.04	0.04	0.04
Godrej Mauritius Africa Holdings Ltd.	USD 1	96,750,000	78,000,001	54,100,001	622.87	497.97	316.46
Godrej East Africa Holdings Ltd.	USD 1	28,950,001	15,450,001	8,400,001	208.96	113.88	51.55
Godrej Tanzania Holdings Ltd.	USD 1	11,350,000	4,750,001	200,001	76.10	31.91	1.11
Godrej SON Holdings INC.	USD 1	100,000	-	-	0.66	-	-
(ii) Associate Company							
Bhabhani Blunt Hairdressing Pvt Ltd.	₹ 10	5,546	5,546	5,546	22.32	22.32	22.32
					2,799.83	**2,459.04**	**2,139.67**
(b) Investments in Compulsorily Convertible Debentures of Associate Company							
Bhabhani Blunt Hairdressing Pvt Ltd.	₹ 10	3,060	3,060	3,060	12.00	12.00	12.00
					2,811.83	**2,471.04**	**2,151.67**
Less : Provision for Diminution in the Value of Investments					-	(2.84)	(2.84)
TOTAL					**2,811.83**	**2,468.20**	**2,148.83**
Aggregate Amount of Unquoted Investments					2,811.83	2,471.04	2,151.67
Aggregate Amount of Quoted Investments					-	-	-
Aggregate Market Value of Quoted Investments					-	-	-
Aggregate Provision for Impairment in the Value of Investments					-	2.84	2.84

NOTE:

As per the Company's policy, investments include the fair value of financial guarantees issued as security for loans taken by subsidiaries. The details of such fair values included in the investments above is as shown below:

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Godrej Netherlands B.V.	4.52	4.52	-
Godrej Consumer Products Mauritius Ltd.	0.68	-	-
Godrej Consumer Products Holding (Mauritius) Ltd.	11.83	-	-
Godrej Mauritius Africa Holdings Ltd.	24.54	24.54	-
Godrej East Africa Holdings Ltd.	19.62	15.86	-
	61.19	44.92	-

NOTE 6 : OTHER INVESTMENTS (NON-CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unquoted, fully paid up:			
At amortised cost			
Investments in Deposits with Non-Banking Financial Companies	**62.85**	-	-
At Fair Value through Profit or Loss			
Investment in Equity Instruments*	**-**	-	-
Quoted, fully paid up:			
At amortised cost			
Investments in Non-convertible Debentures with Non-Banking Financial Companies	**153.66**	-	-
TOTAL	**216.51**	-	-
Aggregate Amount of Unquoted Investments	**62.85**	-	-
Aggregate Amount of Quoted Investments	**153.66**	-	-
Aggregate Market Value of Quoted Investments	**153.89**	-	-
Aggregate Provision for Impairment in the Value of Investments	**-**	-	-

* amount less than ₹ 0.01 crore

NOTE 7 : LOANS (NON-CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured, Considered Good, Unless Otherwise Stated			
Loans to Employees	**0.04**	0.05	0.05
Security Deposits	**15.29**	14.25	14.75
TOTAL	**15.33**	14.30	14.80

NOTE 8 : OTHER NON-CURRENT FINANCIAL ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Fixed Deposits with maturity of more than 12 months (under lien against Bank Guarantees)	**0.06**	0.06	0.06
Financial guarantee fee receivable	**12.02**	-	-
TOTAL	**12.08**	0.06	0.06

NOTE 9 : OTHER NON-CURRENT ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Capital Advances *(Refer Note below)*	**12.82**	4.41	27.08
Balances with Government Authorities			
Considered Good	**172.94**	110.55	114.74
Considered Doubtful	**13.62**	13.62	12.23
Less: Provision for Doubtful Advances	**(13.62)**	(13.62)	(12.23)
	172.94	110.55	114.74
Other non-current assets			
Considered Good	**1.00**	0.31	0.50
Considered Doubtful	**1.22**	1.22	-
Less: Provision for Doubtful Advances	**(1.22)**	(1.22)	-
	1.00	0.31	0.50
TOTAL	**186.76**	115.27	142.32

NOTE:

Capital Advances include ₹ 0.28 crore (31-Mar-16 ₹ 0.08 crore; 01-Apr-15 ₹ 5.18 crore) due from Related Parties.

NOTE 10 : NON-CURRENT TAX ASSETS (NET)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Advance Tax			
[Net of Provision for taxation - ₹ 1301.89 crore (31-Mar-16 ₹ 1069.12 crore; 01-Apr-15 ₹ 913.17 crore)]	**19.46**	17.00	19.29
TOTAL	**19.46**	17.00	19.29

(Refer Note 22 for tax reconciliations)

NOTE 11 : INVENTORIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(Valued at lower of cost or net realizable value)			
Raw Materials (Including Packing Materials)	**186.52**	190.57	176.61
Goods-in Transit	**7.80**	2.54	-
	194.32	193.11	176.61
Work-in-Progress	**30.81**	35.98	47.11
Finished Goods	**299.18**	295.44	235.41
Stock-in-Trade	**29.53**	24.31	24.97
Stores and Spares	**8.08**	7.04	5.41
	561.92	555.88	489.51

During FY 2016-17 an amount of NIL crores *(31-Mar-16: ₹ 8.25 crore)* was charged to the Statement of Profit and Loss on account of damage and slow moving inventory. The reversal on account of above during the year amounted to ₹ 3.11 crore *(31-Mar-16: NIL)*.

NOTE 12 : INVESTMENTS (CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unquoted, fully paid up:			
At Fair Value through Profit or Loss			
Investments in Mutual Funds	**425.56**	61.86	151.59
At amortised cost			
Investments in Deposits with Non-Banking Financial Companies	**174.52**	81.45	-
Quoted, fully paid up:			
At amortised cost			
Investments in Non-convertible Debentures with Non-Banking Financial Companies	**52.78**	-	-
TOTAL	**652.86**	143.31	151.59
Aggregate Amount of Unquoted Investments	**600.08**	143.31	151.59
Aggregate Amount of Quoted Investments	**52.78**	-	-
Aggregate Market Value of Quoted Investments	**52.89**	-	-
Aggregate Amount of Provision for Impairment in the Value of Investments	**-**	-	-

NOTE 13 : TRADE RECEIVABLES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Secured			
Considered Good	**5.37**	5.90	5.44
Unsecured			
Considered Good	**203.96**	271.04	137.50
Considered Doubtful	**5.07**	3.00	6.74
Less: Provision for Doubtful Debts	**(5.07)**	(3.00)	(6.74)
	203.96	271.04	137.50
TOTAL	**209.33**	276.94	142.94

NOTE 14 A : CASH AND CASH EQUIVALENTS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with Banks			
- In Current Accounts	**56.35**	18.29	44.18
- Deposits with less than 3 months original maturity	**30.00**	20.00	125.32
	86.35	38.29	169.50
Cheques, Drafts on Hand	**-**	2.01	0.09
Cash on Hand	**0.19**	0.27	0.27
TOTAL	**86.54**	40.57	169.86

NOTE 14 B : OTHER BANK BALANCES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deposits with maturities more than 3 months but less than 12 months (Refer Note (a))	**2.94**	108.50	325.86
In Unpaid Dividend Accounts	**7.52**	7.21	6.75
TOTAL	**10.46**	115.71	332.61

NOTE:

a) The fixed deposits include deposits under lien against bank guarantees ₹ 2.94 crore (31-Mar-16 ₹ 1.93 crore; 01-Apr-15 ₹ 2.05 crore)

b) For Specified Bank Notes, Refer note 47

c) There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

NOTE 15 : LOANS (CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured, Considered Good, Unless Otherwise Stated			
Loans to Employees	**0.07**	0.09	0.11
Security Deposits	**0.04**	0.02	0.21
TOTAL	**0.11**	0.11	0.32

NOTE 16 : OTHER CURRENT FINANCIAL ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Financial guarantee fee receivable	**3.71**	-	-
Others	**5.29**	3.47	3.71
TOTAL	**9.00**	3.47	3.71

NOTE 17 : OTHER CURRENT ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with Government Authorities	**28.62**	59.84	48.88
Right to receive inventory	**3.80**	3.23	1.81
Other Advances (Refer Note Below)			
Considered Good	**21.71**	14.92	15.95
Considered Doubtful	**1.02**	0.47	0.36
Less: Provision for Doubtful Advances	**(1.02)**	(0.47)	(0.36)
TOTAL	**54.13**	77.99	66.64

NOTE:

Includes ₹ 0.12 crore (31-Mar-16 ₹ 0.01 crore; 01-Apr-15 ₹ 0.57 crore) due from Related Parties.

NOTE 18 : NON CURRENT ASSETS HELD FOR SALE

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Vehicles held for sale	**6.49**	-	-
TOTAL	**6.49**	-	-

NOTE:

In March 2017, the Management decided to dispose off vehicles which were no longer in use. The negotiations for sale to interested parties are in process.

NOTE 19 : EQUITY SHARE CAPITAL

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Authorised			
410,000,000 Equity Shares *(31-Mar-16: 410,000,000; 01-Apr-15: 410,000,000)* of ₹ 1 each	**41.00**	41.00	41.00
10,000,000 Preference Shares *(31-Mar-16: 10,000,000; 01-Apr-15: 10,000,000)* of ₹ 1 each	**1.00**	1.00	1.00
Issued			
340,631,940 Equity Shares *(31-Mar-16: 340,564,947; 01-Apr-15: 340,478,025)* of ₹ 1 each	**34.06**	34.06	34.04
Subscribed and Fully Paid up			
340,600,816 Equity Shares *(31-Mar-16: 340,533,823; 01-Apr-15: 340,446,901)* of ₹ 1 each fully paid up	**34.06**	34.05	34.04
TOTAL	**34.06**	34.05	34.04

NOTES:

a) During the year, the Company has issued 66,993 equity shares (previous year 86,922) under the Employee Stock Grant Scheme.

b) 31,124 Right Issue equity shares (previous year 31,124 equity shares) are kept in abeyance due to various suits filed in courts / forums by third parties for which final order is awaited.

c) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting period:

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of Shares	₹ Crore	No. of Shares	₹ Crore	No. of Shares	₹ Crore
Shares outstanding at the beginning of the year	340,533,823	34.05	340,446,901	34.04	340,378,310	34.04
Add : Shares Issued during the year *	66,993	0.01	86,922	0.01	68,591	0.00
Shares outstanding at the end of the year	**340,600,816**	**34.06**	**340,533,823**	**34.05**	**340,446,901**	**34.04**

** amount less than ₹ 0.01 crore*

d) **Terms / rights attached to equity shares**

The Company has issued only one class of equity shares having a par value of ₹ 1 each. Each equity shareholder is entitled to one vote per share.

During the year ended March 31, 2017 the amount of per share dividend recognised as distribution to equity shareholders was ₹ 5.75 *(previous year ₹ 5.50).*

e) Shares held by Holding Company and Subsidiary of Holding Company and details of shareholders holding more than 5% shares in the Company:

Name of the Shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Godrej & Boyce Manufacturing Co Ltd*	25,003,815	7.34	118,503,815	34.80	119,163,815	35.00
Godrej Industries Limited	80,937,620	23.76	80,937,620	23.77	80,277,620	23.58
Godrej Seeds & Genetics Limited	93,500,000	27.45	-	-	-	-

*Godrej & Boyce Manufacturing Company has ceased to be the holding company with effect from March 30, 2017 owing to reorganisation of shareholding within promoter group

f) **Shares Reserved for issue under options**

The Company has 128,895 (previous year 141,096) equity shares reserved for issue under Employee Stock Grant Scheme as at March 31, 2017. (As detailed in Note 45)

g) Information regarding aggregate number of equity shares during the five years immediately preceding the date of Balance Sheet:

The Company has not issued any bonus shares or shares for consideration other than cash and has not bought back any shares during the past five years.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

h) There are no calls unpaid on equity shares, other than shares kept in abeyance as mentioned in Note (b) above.

i) No equity shares have been forfeited.

j) **Capital Management**

The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Company makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Company may make adjustments to dividend paid to its shareholders or issue new shares.

The Company monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed Deposits and readily redeemable investments.

NOTE 20 : OTHER EQUITY

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Securities Premium Account	**1452.31**	1446.27	1439.88
General Reserve	**154.05**	154.05	154.05
Other Reserves			
Capital Investment Subsidy Reserve	**0.15**	0.15	0.15
Capital Redemption Reserve	**1.46**	1.46	1.46
Debenture Redemption Reserve	**-**	-	24.39
Employee Stock Options Outstanding	**9.83**	8.28	8.61
	11.44	9.89	34.61
Retained Earnings	**2746.81**	2139.63	1619.57
Other Comprehensive Income (Effective portion of cash flow hedges)	**(0.75)**	-	-
	4,363.87	3,749.84	3,248.11

OTHER RESERVES MOVEMENT

₹ Crore

	As at March 31, 2017	As at March 31, 2016
Capital Investment Subsidy Reserve		
Balance as per last financial statements	**0.15**	0.15
Closing Balance	**0.15**	0.15
Capital Redemption Reserve		
Balance as per last financial statements	**1.46**	1.46
Closing Balance	**1.46**	1.46
Debenture Redemption Reserve		
Balance as per last financial statements	**-**	24.39
(-) Transfer to retained earnings	**-**	(24.39)
Closing Balance	**-**	-
Employee Stock Options Outstanding		
Gross Employee Compensation for Options granted	**8.28**	8.61
(-) Exercise of Share options	**(6.04)**	(6.39)
(+) Deferred Employee Compensation Expense	**7.59**	6.06
Closing Balance	**9.83**	8.28
TOTAL	**11.44**	9.89

Nature and purpose of reserves

1) **Securities premium reserve**

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the provisions of the Companies Act.

2) **General reserve**

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

3) **Capital Investment Subsidy Reserve**

Capital Investment Subsidy Reserve represents subsidy received from the government for commissioning of Malanpur plant in the nature of capital investment.

4) **Capital redemption reserve**

Capital Redemption reserve represents amount set aside by the company for future redemption of capital.

5) **Debenture Redemption Reserve**

The Company had issued debentures in India and as per the provisions of the Companies Act, 2013, is required to create debenture redemption reserve out of the profits of the Company available for the payment of dividend. The debenture redemption reserve has been transferred to retained earning during the year ended March 31, 2016 on redemption of the debentures.

6) **Employee Stock Options Outstanding**

The shares option outstanding account is used to recognise the grant date fair value of options issued to employees under the Employee Stock Grant Scheme which are unvested as on the reporting date and is net of the deferred employee compensation expense.

Refer note 45 for details on ESGS Plans.

7) **Effective portion of Cash Flow Hedges**

The cash flow hedging reserve represents the cumulative portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accumulated under the heading of cash flow reserve will be reclassified to Statement of Profit and Loss only when the hedged transaction affects the profit or loss or included as a basis adjustment to the non financial hedged item.

NOTE 21 : PROVISIONS (NON-CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Provision for Employee Benefits			
Compensated Absences	**3.77**	2.72	3.99
TOTAL	**3.77**	2.72	3.99

NOTE 22 : TAX RECONCILIATIONS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
The income tax expense consists of the following:		
Current Tax:		
Current tax on profits for the year	**235.40**	202.48
Deferred tax (net)	**24.05**	23.07
Total income tax expense	**259.45**	225.55

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Current tax and Deferred Tax related to items recognised in Other Comprehensive Income during the year:		
Net (gain) / loss on remeasurements of defined benefit plans	**(6.59)**	(0.85)
Net (gain) / loss on revaluation of cash flow hedges	**(0.41)**	-
Total	**(7.00)**	(0.85)

Reconciliation of tax expense and the accounting profit

The reconciliation between estimated income tax expense at statutory income tax rate into income tax expense reported in Statement of Profit & Loss is given below:

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Profit before income taxes	**1,107.48**	948.22
Indian statutory income tax rate	**34.61%**	34.61%
Expected income tax expense	**383.28**	328.16
Tax effect of adjustments to reconcile expected Income Tax Expense to reported Income Tax Expense:		
Deduction under Sec 80IC	**(213.22)**	(206.32)
Incremental deduction allowed for research and development costs	**(0.03)**	(0.63)
Tax impact of income not subject to tax	**(0.05)**	(0.21)
Tax effects of amounts which are not deductible for taxable income	**11.49**	23.64
Additional tax paid on book profits	**77.98**	83.65
Others	**-**	(2.74)
Total income tax expense	**259.45**	225.55

The Company benefits from the tax holiday available to units set up under section 80-IC and 80-IE of Income Tax Act, 1961. These tax holidays are available for a period of ten years from the date of commencement of operations.

Deferred Tax (Liabilities): ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Property, Plant and Equipment	**(30.04)**	(24.27)	(20.79)
Intangible assets	**(225.10)**	(208.85)	(183.85)
Others	**(5.40)**	(1.26)	(0.75)
Total deferred tax liabilities	**(260.54)**	(234.38)	(205.39)

Deferred Tax Assets: ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Defined benefit obligations	**2.28**	1.84	2.30
Provisions	**27.39**	22.46	17.37
Others	**6.63**	5.41	3.27
Total deferred tax assets	**36.30**	29.71	22.94
Net Deferred tax (Liabilities) / Assets	**(224.24)**	(204.67)	(182.45)

Movement in Deferred tax Liabilities / Asset ₹ Crore

	Property, plant and equipment	Intangible assets	Other Deferred Tax Liability	Defined benefit obligations	Provisions	Other Deferred Tax Asset	Deferred Tax Liabilities / Asset (net)
At 1st April 2015	**(20.79)**	**(183.85)**	**(0.75)**	**2.31**	**17.37**	**3.26**	**(182.45)**
(Charged)/Credited :							
- to profit or loss	(3.48)	(25.00)	(0.51)	(0.47)	4.24	2.15	(23.08)
- to other comprehensive income	-	-	-	-	0.85	-	0.85
As at 31st March 2016	**(24.27)**	**(208.85)**	**(1.26)**	**1.84**	**22.46**	**5.41**	**(204.68)**
(Charged)/Credited :							
- to profit or loss	(5.77)	(16.25)	(4.14)	0.44	0.86	0.81	(24.05)
- to other comprehensive income	-	-	-	-	4.07	0.41	4.48
As at 31st March 2017	**(30.04)**	**(225.10)**	**(5.40)**	**2.28**	**27.39**	**6.63**	**(224.24)**

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

As on March 31, 2017 the tax liability with respect to the dividends proposed is ₹ 83.21 crores (31-Mar-16 : ₹ 19.06 crores, 1-Apr-15 : ₹ 17.33 crores)

During the year, the Company has not accounted for tax credits in respect of Minimum Alternative Tax (MAT credit) of ₹ 77.98 crores (31-Mar-16 : ₹ 83.65 crores, 1-Apr-15 : ₹ 94.72 crores). The Company is not reasonably certain of availing the said MAT credit in future years against the normal tax expected to be paid in those years and accordingly has not recognised a deferred tax asset for the same.

₹ Crore

Tax Credits carried forward	As at March 31, 2017	Expiry Date	As at March 31, 2016	Expiry Date	As at April 1, 2015	Expiry Date
2006-07	-		14.28	March 31, 2017	14.28	March 31, 2017
2007-08	12.02	March 31, 2018	12.02	March 31, 2018	12.02	March 31, 2018
2008-09	8.30	March 31, 2019	8.30	March 31, 2019	8.30	March 31, 2019
2009-10	29.72	March 31, 2020	29.72	March 31, 2020	29.72	March 31, 2020
2010-11	100.08	March 31, 2021	100.08	March 31, 2021	100.08	March 31, 2021
2011-12	40.09	March 31, 2022	40.09	March 31, 2022	40.09	March 31, 2022
2012-13	60.60	March 31, 2023	60.60	March 31, 2023	60.60	March 31, 2023
2013-14	84.35	March 31, 2024	84.35	March 31, 2024	84.35	March 31, 2024
2014-15	94.72	March 31, 2025	94.72	March 31, 2025	94.72	March 31, 2025
2015-16	83.65	March 31, 2026	83.65	March 31, 2026		
2016-17	77.98	March 31, 2027				

NOTE 23 : OTHER NON-CURRENT LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unearned premium on guarantees given to subsidiaries	**26.77**	21.09	4.76
Others	**1.05**	-	-
TOTAL	**27.82**	21.09	4.76

NOTE 24 : BORROWINGS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Secured			
Cash Credit from Bank (Refer Note (a) below)	**-**	-	0.34
Unsecured			
Packing Credit from Bank (Refer Note (b) below)	**-**	2.75	-
Commercial Paper (Refer Note (c) below)	**148.97**	-	-
	148.97	2.75	-
TOTAL	**148.97**	2.75	0.34

NOTES:

a) Cash Credit from Banks are secured by hypothecation of Inventories and Book debts repayable on demand.

b) The packing credit is granted by banks for a maximum tenure of 180 days at Bank's base rate less interest subvention of 3% per annum as per Interest Equalisation Scheme of Government of India.

c) Commercial Paper carries an average interest rate of 6.49% and are repayable at maturity dates in May 2017.

d) The Company does not have any default as on the Balance Sheet date in the repayment of any loan or interest.

NOTE 25 : TRADE PAYABLES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Dues to Micro, Small and Medium Enterprises	**-**	-	-
Others	**1,120.36**	851.32	992.12
TOTAL	**1,120.36**	851.32	992.12

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at the balance sheet date. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

NOTE 26 : OTHER CURRENT FINANCIAL LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current Maturities of Long Term Debt (Refer Notes (a) below)	**-**	-	260.20
Security Deposit Received	**4.19**	4.66	4.42
Unclaimed Dividends (Refer Note (b) below)	**7.52**	7.21	6.75
Capital creditors and other payables	**22.47**	10.01	20.30
TOTAL	**34.18**	21.88	291.67

NOTES:

a) Current Maturities of Long term Debt as on April 1, 2015 include 2,500 zero-coupon, unsecured, redeemable, non-convertible debentures having a face value of ₹ 10 lac each, redeemable at a premium, which will yield 9.35% p.a. at maturity. These debentures have been redeemed on December 18, 2015.

b) There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end.

NOTE 27 : OTHER CURRENT LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Statutory Dues (VAT, Excise, Service Tax, Octroi, etc)	**39.44**	40.94	40.59
Advance received from Customers	**7.45**	7.01	6.45
Employee Benefits Payable	**85.94**	119.58	71.53
Unearned premium on guarantees given to subsidiaries	**19.15**	13.51	3.51
Others	**3.57**	7.13	4.44
TOTAL	**155.55**	188.17	126.52

NOTE 28 : PROVISIONS (CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Provision for Employee Benefits			
Gratuity (Net)	**44.16**	27.76	21.54
Compensated Absences	**2.81**	2.59	2.79
Other Provisions :			
Provision for Sales Returns	**14.03**	11.84	7.29
Provision towards Litigations	**7.90**	7.44	5.88
TOTAL	**68.90**	49.63	37.50

Movements in each of the class of other provision during the financial year are set out below:

₹ Crore

	Sales Return	Provision towards Litigation
As at April 1, 2015	**7.29**	5.88
Additional provisions recognised	**4.55**	2.16
Amount Utilised /Unused amounts reversed	**-**	(0.60)
As at March 31, 2016	**11.84**	7.44
As at April 1, 2016	**11.84**	7.44
Additional provisions recognised	**2.19**	0.74
Amount Utilised /Unused amounts reversed	**-**	(0.28)
As at March 31, 2017	**14.03**	7.90

Sales Returns:

When a customer has a right to return the product within a given period, the Company recognises a provision for sales return. This is measured on the basis of average past trend of sales return as a percentage of sales. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

Legal Claims:

The provisions for indirect taxes and legal matters comprises of numerous separate cases that arise in the ordinary course of business. A provision is recognised for legal cases; if company assesses that it is probable that an outflow of economic resources will be required. These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilisation and cash outflows, if any, pending resolution.

NOTE 29 : REVENUE FROM OPERATIONS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Sale of Products (including excise duty)	**5013.69**	4820.02
Other Operating Revenues		
a) Royalty & Technical Fees	**54.60**	53.71
b) Miscellaneous Income	**20.70**	9.67
TOTAL	**5088.99**	4883.40

NOTE 30 : OTHER INCOME

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Interest Income on:		
Non-convertible debentures and fixed deposits with Non-Banking Financial Companies at amortised cost	**18.74**	2.03
Deposits with banks	**1.99**	25.82
On Others	**0.17**	0.15
Net Gain on Sale of Investments	**6.23**	12.99
Fair Value Gain on financial assets measured at fair value through profit or loss	**11.60**	0.16
Reversal of provision for diminution in investments	**2.84**	-
Other Non-Operating Income		
Profit on Sale of Fixed Assets (net)	**0.13**	-
Guarantee Commission income	**20.99**	18.60
Miscellaneous Non-operating Income (Refer Note below)	**0.91**	1.62
TOTAL	**63.60**	61.37

NOTE :

Miscellaneous non-operating income includes ₹ 0.61 crore *(Previous Year ₹ 0.60 crore)*, recovered from the GCPL ESOP Trust towards loan repayment, which was earlier written off against reserves under a Scheme of Amalgamation approved by the Hon'ble High Court of Bombay.

NOTE 31 : COST OF MATERIALS CONSUMED

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Raw material and packing material		
Opening Inventory	**193.11**	176.61
Add : Purchases (Net)	**1835.98**	1864.37
	2029.09	2040.98
Less: Closing Inventory	**(194.32)**	(193.11)
Cost of Materials Consumed	**1834.77**	1847.87

NOTE 32 : CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN- TRADE AND WORK-IN-PROGRESS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Opening Inventory		
Finished Goods	**295.44**	235.41
Stock-in-Trade	**24.31**	24.97
Work-in-Progress	**35.98**	47.11
	355.73	307.49
Less: Closing Inventory		
Finished Goods	**299.18**	295.44
Stock-in-Trade	**29.53**	24.31
Work-in-Progress	**30.81**	35.98
	359.52	355.73
(Increase) in Inventories	**(3.79)**	(48.24)

NOTE 33 : EMPLOYEE BENEFITS EXPENSE

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries and Wages	**270.87**	307.19
Contribution to Provident and Other Funds	**14.94**	12.36
Share based payments to Employees (Employee Stock Grant Scheme) (Refer Note 45)	**7.59**	6.06
Staff Welfare Expenses	**5.61**	5.76
TOTAL	**299.01**	331.37

NOTE 34 : FINANCE COSTS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Premium on Debentures	**-**	17.68
Interest Expense		
Unwinding of interest on liabilities	**2.79**	0.45
Others	**5.20**	2.21
Bill discounting Charges	**28.07**	34.33
TOTAL	**36.06**	54.67

NOTE 35 : DEPRECIATION AND AMORTISATION EXPENSES

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation on property, plant and equipment	**48.29**	38.79
Amortisation on intangible assets	**8.39**	6.12
TOTAL	**56.68**	44.91

NOTE 36 : OTHER EXPENSES

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Consumption of Stores and Spare Parts	**12.50**	13.56
Power and Fuel	**68.89**	97.25
Rent (Net) (Refer Note (a) below)	**40.30**	36.88
Repairs and Maintenance		
Plant and Equipment	**4.20**	4.26
Buildings	**5.13**	5.03
Others (Net)	**23.15**	21.99
	32.48	31.28
Insurance	**4.39**	4.75
Rates and Taxes	**3.08**	5.41
Processing and Other Manufacturing Charges	**149.12**	139.09
Travelling and Conveyance	**31.85**	31.46
Auditors' Remuneration		
As Statutory Auditor	**1.44**	1.48
For Taxation Matters	**0.40**	0.42
For Other Services	**0.48**	0.51
Reimbursement of Expenses	**0.05**	0.05
Service Tax	**0.09**	0.14
Legal and Professional Charges	**19.13**	19.01
Donations	**1.36**	7.92
Sales Promotion	**35.45**	29.83
Advertising and Publicity (Refer Note (c) and (d))	**528.22**	493.60
Selling and Distribution Expenses	**78.20**	78.80
Freight	**178.38**	184.51
Net Loss on Sale/ write off of Fixed Assets	**-**	11.39
Net Loss on Foreign Currency Transactions and Translations	**0.95**	0.66
Bad Debts Written Off	**0.29**	3.92
Provision for Doubtful Debts / Advances	**2.43**	(2.13)
Miscellaneous Expenses (Net)	**75.75**	52.10
TOTAL	**1265.23**	1241.89

NOTE :

a) During the year, the Company has netted off the rental income in respect of corporate office premises amounting to ₹ 9.12 crore for the year ended on March 31, 2017 (Previous Year ₹ 7.99 crore) with rental expenses amounting to ₹ 9.12 crore for the year ended on March 31, 2017 (Previous Year ₹ 7.99 crore) in respect of similar premises in the same building.

b) Miscellaneous Expenses include the Company's share of various expenses incurred by group companies for sharing of services and use of common facilities.

c) During the current year, the Company has paid ₹ 0.03 crore as donation to Armed Forces Flag Day included under Donations above.

d) During the previous year, the Company had paid ₹ 0.10 crore for an advertisement in the commemorative souvenir on Pandit Jawaharlal Nehru published by the All India Congress Committee included under Advertising and Publicity above.

NOTE 37 : EARNINGS PER SHARE

	As at March 31, 2017	As at March 31, 2016
Net Profit After Tax (₹ Crore)	**848.03**	722.67
Number of Shares outstanding at the beginning of the year	**340,533,823**	340,446,901
Add : Shares Issued during the year	**66,993**	86,922
Number of Shares outstanding at the end of the year	**340,600,816**	340,533,823
Weighted Average Number of Equity Shares		
For calculating Basic EPS	**340,578,974**	340,513,052
Effect of dilution:		
Shared based payments	**85,924**	91,992
For calculating Diluted EPS	**340,664,898**	340,605,044
Earnings Per Share Before and After Extraordinary Items ***(Face Value ₹ 1)***		
Basic (₹)	**24.90**	21.22
Diluted (₹)	**24.89**	21.22

NOTE 38 : COMMITMENTS

Estimated value of contracts remaining to be executed on capital account to the extent not provided for : ₹ 46.72 crore (31-Mar-16 ₹ 34.40 crore; 01-Apr-15 ₹ 39.43 crore), net of advances there against of ₹ 15.80 crore (31-Mar-16 ₹ 3.40 crore; 01-Apr-15 ₹ 20.30 crore).

NOTE 39 : DIVIDEND

The Board has declared a fourth interim dividend for the year 2016-17 on May 9, 2017 at the rate of ₹ 12 per share (1200% of the face value of ₹ 1 each) amounting to ₹ 408.68 crore. The dividend distribution tax on the said dividend is ₹ 83.20 crore.

NOTE 40 : CONTINGENT LIABILITIES

₹ Crore

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a)	**CLAIMS FOR EXCISE DUTIES, TAXES AND OTHER MATTERS**			
i)	Excise duty demands aggregating ₹ 64.20 crore (31-Mar-16 ₹ 69.14 crore, 1-April-15 ₹ 69.70 crore)against which the Company has preferred appeals (net of tax).	**41.98**	45.64	46.01
ii)	Sales tax demands aggregating ₹ 52.34 crore (31-Mar-16 ₹ 49 crore, 1-April-15 ₹ 62.46 crore) against which the Company has preferred appeals (net of tax).	**34.23**	32.35	41.23
iii)	Income-tax matters			
	Demand notices issued by Income-tax Authorities.	**10.03**	9.83	16.01
iv)	Other matters : ₹ 3.00 crore (previous year ₹ 3.00 crore) (net of tax).	**1.96**	1.98	1.98

₹ Crore

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
b)	**GUARANTEES GIVEN ON BEHALF OF SUBSIDIARIES**			
i)	Guarantee amounting to USD 42.90 million (31-Mar-16 USD 57.20 million, 1-April-15 USD Nil) given by the Company to DBS Bank Ltd, Singapore against loan provided to Godrej Mauritius Africa Holdings Ltd.	**278.21**	378.98	-
ii)	Guarantee amounting to USD 67.28 million (31-Mar-16 USD 84 million, 1-April-15 USD 84.0 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong (1-April-15 guarantee provided to The Hongkong and Shanghai Banking Corporation Limited, Hongkong & Standard Chartered Bank Mauritius Limited) against loan provided to Godrej East Africa Holdings Limited	**436.31**	556.54	525.00
iii)	Guarantee amounting to GBP NIL (31-Mar-16 GBP 0.55 million, 1-April-15 GBP 4.95 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong against loan provided to Godrej Netherlands BV.	**-**	5.25	45.77
iv)	Guarantee given by the Company to secure credit facilities extended by Citibank Sri Lanka and Citibank Bangladesh to Godrej Household Products (Lanka) Private Limited and Godrej Household Products (Bangladesh) Private Limited respectively.	**-**	-	2.96
v)	Guarantee amounting to USD NIL (31-Mar-16 USD 5.0 million, 1-April-15 USD 5.0 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited Hongkong towards interest rate swap/derivative facilities provided to Godrej Netherlands BV.	**-**	33.13	31.25
vi)	Guarantee amounting to GBP 30.0 million (31 Mar-16 GBP 30.0 million, 1-April-15 GBP 30.0 million) to The Hongkong and Shanghai Banking Corporation Limited, Hongkong towards loan provided to Godrej Netherlands BV.	**242.71**	286.42	277.41
vii)	Guarantee amounting to USD 145.2 million (31-Mar-16 USD 145.2 million, 1-April-15 USD NIL) given by the Company to The Hongkong and Shanghai Banking Corporation Limited (Hongkong), DBS Bank (Singapore) and Standard Chartered Bank Mauritius Limited against loan provided to Godrej Mauritius Africa Holdings Ltd.	**941.62**	962.02	-
viii)	Guarantee amounting to USD 34.32 million (31-Mar-16 USD 45.76 million, 1-April-15 USD NIL) given by the Company to Barclays Bank PLC, London against loan provided to Godrej Mauritius Africa Holdings Ltd.	**222.57**	303.18	-
ix)	Guarantee amounting to USD 57.2 million (31-Mar-16 USD 57.20 million, 1-April-15 USD NIL) given by the Company to The Hongkong and Shanghai Banking Corporation Limited & Standard Chartered Bank Mauritius Limited against loan provided to Godrej East Africa Holdings Limited.	**370.94**	378.98	-
x)	Guarantee amounting to USD 88.0 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to DBS Bank Ltd (Singapore) & Sumitomo Mitsui Banking Corporation (Singapore) against loan provided to Godrej Consumer Products Holdings Mauritius Ltd.	**570.68**	-	-
xi)	Guarantee amounting to USD 121.0 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to The Bank of Tokyo-Mitsubishi UFJ Ltd (London) against loan provided to Godrej SON Holdings, Inc.	**784.69**	-	-

₹ Crore

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
xii)	Guarantee amounting to USD 1.20 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to Sumitomo Mitsui Banking Corporation (Singapore) towards IRS taken by Godrej Consumer Products Holdings Mauritius Ltd.	**7.78**	-	-
xiii)	Guarantee amounting to USD 27.50 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Mauritius, against loan provided to Godrej East Africa Holdings Ltd.	**178.34**	-	-
xiv)	Guarantee amounting to USD 10 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Mauritius against SBDC facility provided to Godrej Consumer Products Mauritius Ltd.	**64.85**	-	-
xv)	Guarantee amounting to USD 1.20 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to DBS Bank Ltd (Singapore) towards IRS taken by Godrej Consumer Products Mauritius Ltd.	**7.78**	-	-
xvi)	Guarantee amounting to USD 1.60 million (31-Mar-16 USD NIL, 1-April-15 USD NIL) given by the Company to JP Morgan Chase towards IRS taken by Godrej East Africa Holdings Ltd.	**10.38**	-	-
c)	**OTHER GUARANTEES**			
i)	Guarantees issued by banks [secured by bank deposits under lien with the bank ₹ 2.99 crore (31-Mar-16 ₹ 1.98 crore, 1-April-15 ₹ 2.10 crore)].	**11.81**	8.81	7.35
ii)	Guarantee given by the Company to Yes Bank for credit facilities extended to M/s. Broadcast Audience Research Council.	**0.80**	0.80	0.80
d)	**CLAIMS AGAINST THE COMPANY NOT ACKNOWLEDGED AS DEBT:**			
i)	Claims by various parties on account of unauthorized, illegal and fraudulent acts by an employee.	**32.22**	32.22	32.22
ii)	Others	**0.23**	0.28	0.28

NOTE 41 : RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Holding Company:

Godrej & Boyce Mfg. Co. Limited *(upto March 29, 2017)*

b) Subsidiaries:

Name of the Subsidiary	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Godrej Netherland B.V.	Netherlands	**100%**	100%	100%
Godrej (UK) Ltd	UK	**100%**	100%	100%
Godrej Consumer Products (UK) Limited	UK	**100%**	100%	100%
Godrej Consumer Investments (Chile) Spa	Chile	**100%**	100%	100%
Godrej Holdings (Chile) Limitada	Chile	**100%**	100%	100%
Cosmetica National	Chile	**100%**	100%	60%
Plasticos National	Chile	**100%**	100%	60%
Godrej South Africa Proprietary Limited	South Africa	**100%**	100%	100%
Godrej Consumer Products Mauritius Limited	Mauritius	**100%**	100%	100%
Godrej Consumer Products Holding (Mauritius) Limited	Mauritius	**100%**	100%	100%

Name of the Subsidiary	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Indovest Capital	Labuan	**100%**	100%	100%
Godrej Global Mideast FZE	Sharjah	**100%**	100%	100%
Godrej Indonesia IP Holdings Ltd	Mauritius	**100%**	100%	100%
Godrej Mid East Holding Limited	Dubai	**100%**	100%	-
Godrej Consumer Products Dutch Cooperatief UA	Netherlands	**100%**	100%	100%
Godrej Consumer Products (Netherlands) B.V.	Netherlands	**100%**	100%	100%
Godrej Consumer Holdings (Netherlands) B.V.	Netherlands	**100%**	100%	100%
PT Indomas Susemi Jaya	Indonesia	**100%**	100%	100%
PT Intrasari Raya	Indonesia	**100%**	100%	100%
PT Megasari Makmur	Indonesia	**100%**	100%	100%
PT Ekamas Sarijaya	Indonesia	**100%**	100%	100%
PT Sarico Indah	Indonesia	**100%**	100%	100%
Godrej Argentina Dutch Cooperatief U.A.	Netherlands	**-**	-	100%
Godrej Netherlands Argentina Holding B.V.	Netherlands	**-**	-	100%
Godrej Netherlands Argentina B.V.	Netherlands	**-**	-	100%
Laboratoria Cuenca	Argentina	**100%**	100%	100%
Consell	Argentina	**100%**	100%	100%
Deciral S.A.	Uruguay	**100%**	100%	100%
Issue Brazil	Brazil	**100%**	100%	100%
Panamar Producciones SA	Argentina	**100%**	100%	100%
Argencos SA	Argentina	**100%**	100%	100%
Godrej Consumer Products US Holding Limited	Mauritius	**100%**	100%	-
Godrej SON Holdings Inc.	USA	**100%**	100%	-
Strength of Nature LLC	USA	**100%**	-	-
Strength of Nature South Africa Proprietary Limited	South Africa	**100%**	-	-
Old Pro International, Inc.	USA	**100%**	-	-
Godrej Household Products Bangladesh Pvt. Ltd.	Bangladesh	**100%**	100%	100%
Godrej Household Products Lanka Pvt. Ltd.	Sri Lanka	**100%**	100%	100%
Godrej Consumer Products Bangladesh Limited	Bangladesh	**100%**	100%	100%
Godrej Mauritius Africa Holdings Limited	Mauritius	**100%**	100%	100%
Darling Trading Company Mauritius Limited	Mauritius	**90%**	90%	90%
Godrej Consumer Products International FZCO	Dubai	**90%**	-	-
Godrej Africa Holdings Limited	Mauritius	**100%**	100%	100%
Frika Weave (Pty) Ltd	South Africa	**100%**	100%	100%
Kinky Group (Proprietary) Limited	South Africa	**100%**	100%	100%
Lorna Nigeria Limited	Nigeria	**100%**	100%	100%
Weave Ghana	Ghana	**100%**	100%	100%
Weave Trading Mauritius Pvt. Ltd.	Mauritius	**51%**	51%	51%
Hair Trading (Offshore) S.A.L.	Lebanon	**51%**	51%	51%
Godrej International Trading Company	Sharjah	**51%**	-	-
Godrej West Africa Holdings Limited	Mauritius	**90%**	90%	90%
Subinite (Pty) Ltd	South Africa	**90%**	90%	90%
Weave IP Holdings Mauritius Pvt. Ltd.	Mauritius	**90%**	90%	90%
Weave Mozambique Limitada	Mozambique	**90%**	90%	90%
Godrej Nigeria Limited	Nigeria	**100%**	100%	100%
Godrej Hair Care Nigeria Limited	Nigeria	**100%**	100%	-
Godrej Household Insecticide Nigeria Ltd	Nigeria	**100%**	100%	-
Godrej Hair Weave Nigeria Ltd	Nigeria	**100%**	100%	-
Godrej East Africa Holdings Limited	Mauritius	**100%**	100%	100%
DGH Phase Two Mauritius	Mauritius	**90%**	90%	51%
Style Industries Pvt Ltd	Kenya	**90%**	90%	51%
Charm Industries Limited	Kenya	100%	51%	-
Canon Chemicals Limited	Kenya	75%	-	-

Name of the Subsidiary	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Godrej Tanzania Holdings Limited	Mauritius	100%	100%	100%
DGH Tanzania Limited	Mauritius	100%	100%	100%
Sigma Hair Industries Ltd.	Tanzania	100%	100%	100%
Belaza Mozambique LDA	Mozambique	100%	100%	-
DGH Angola (erstwhile Godrej Megasari Holdings Ltd)	Mauritius	-	51%	-
Godrej Megasari Holdings Ltd	Mauritius	-	-	100%
Hair Credentials Zambia Limited	Zambia	100%	51%	-
DGH Uganda	Mauritius	51%	-	-
Style Industries Uganda Limited	Uganda	51%	-	-
Weave Senegal	Senegal	100%	-	-

Notes:

Pursuant to a Deed of Merger ("the Scheme"), sanctioned by a Dutch court, vide its order effective March 31, 2016, Godrej Argentina Dutch Cooperatief UA has merged into Godrej Consumer Products Dutch Cooperatief UA, Godrej Netherlands Argentina BV has merged into Godrej Consumer Holding (Netherlands) BV and Godrej Netherlands Argentina Holding BV merged into Godrej Consumer Products (Netherlands) BV with effect from April 1, 2015. As per the Scheme, all investments made by Godrej Netherlands Argentina BV and Godrej Netherlands Argentina Holding BV in Laboratoria Cuenca S.A, Issue Brazil, Consell S.A, Argencos S.A and Panamar Producciones S.A have been respectively transferred to Godrej Consumer Holding (Netherlands) BV and Godrej Consumer Products (Netherlands) BV.

c) Fellow Subsidiaries with whom transactions have taken place during the year:

i) Godrej Industries Limited
ii) Godrej Agrovet Limited
iii) Godrej Tyson Foods Limited
iv) Godrej Properties Limited
v) Natures Basket Limited
vi) Godrej Vikhroli Properties LLP
vii) Godrej Infotech Limited
viii) Godrej Projects Development Private Limited
ix) Godrej Anandan
x) Godrej One Premises Management Private Limited
xi) Godrej Seeds & Genetics Limited
xii) Godrej Seaview Properties Private Limited

d) Joint Venture:

Name of the Joint Venture	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Godrej Easy IP Holdings (FZC) (Dubai)	Dubai	50%	50%	50%

e) Associate Company:

Name of the Associate Company	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Bhabhani Blunt Hairdressing Pvt Limited	India	30%	30%	30%

f) Investing Entity in which the reporting entity is an Associate *(w.e.f. March 30, 2017)*

i) Godrej Industries Limited
ii) Godrej Seeds & Genetics Limited

g) Companies under common Control with whom transactions have taken place during the year *(w.e.f March 30, 2017)*

i) Godrej & Boyce Mfg. Co. Limited
ii) Godrej Agrovet Limited
iii) Godrej Tyson Foods Limited
iv) Godrej Properties Limited
v) Natures Basket Limited
vi) Godrej Vikhroli Properties LLP
vii) Godrej Infotech Limited
viii) Godrej Projects Development Private Limited
ix) Godrej Anandan
x) Godrej One Premises Management Private Limited
xi) Godrej Seaview Properties Private Limited

h) Key Management Personnel and Relatives

i)	Mr. Adi Godrej	Chairman
ii)	Ms. Nisaba Godrej	Executive Director / Daughter of Mr. Adi Godrej
iii)	Mr. Vivek Gambhir	Managing Director & CEO
iv)	Mr. V. Srinivasan	Chief Financial Officer and Company Secretary
v)	Ms. Parmeshwar Godrej	Wife of Mr. Adi Godrej *(Deceased on October 10, 2016)*
vi)	Mr. Pirojsha Godrej	Son of Mr. Adi Godrej
vii)	Mr. Nadir Godrej	Non-Executive Director/ Brother of Mr. Adi Godrej
viii)	Ms. Tanya Dubash	Non-Executive Director/ Daughter of Mr. Adi Godrej
ix)	Mr. Jamshyd Godrej	Non-Executive Director
x)	Mr. D Shivakumar	Independent Director
xi)	Mr. Aman Mehta	Independent Director
xii)	Mr. Omkar Goswami	Independent Director
xiii)	Ms. Ireena Vittal	Independent Director
xiv)	Mr. Bharat Doshi	Independent Director
xv)	Mr. Narendra Ambvani	Independent Director
xvi)	Mr. Burjis Godrej	Son of Mr. Nadir Godrej
xvii)	Ms. Rati Godrej	Wife of Mr. Nadir Godrej
xviii)	Mr. Sohrab Godrej	Son of Mr. Nadir Godrej
xix)	Mr. Hormazd Godrej	Son of Mr. Nadir Godrej
xx)	Mr.Navroze Godrej	Son of Mr. Jamshyd Godrej
xxi)	Mr. Arvind Dubash	Husband of Ms. Tanya Dubash

i) Trust where the reporting entity excercises significant influence

i) Godrej Consumer Products Limited Employees' Stock Option Trust

j) Post employment Benefit Trust where the reporting entity exercises significant influence

i) Godrej Consumer Products Employees' Provident Fund

B) The Related Party Transactions are as under :

₹ Crore

	Holding Company		Subsidiary Companies		Fellow Subsidiaries		Associate Company		Investing Entity in which the reporting entity is an associate		Companies Under Common Control		Key Management Personnel and Relatives		Controlled Trust		Post employment benefit trust		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Sale of Goods	0.53	0.60	36.11	45.40	11.87	13.37	0.54	0.63	0.16	-	-	-	-	-	-	-	-	-	49.21	60.00
Sale of Capital Asset	0.04	-	-	0.62	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	0.62
Purchase of Materials and Spares	0.03	0.70	3.30	2.21	33.71	35.07	-	-	0.22	-	-	-	-	-	-	-	-	-	37.26	37.98
Purchase of Fixed Asset including Assets under Construction	1.59	8.60	-	-	3.82	1.60	-	-	-	-	-	-	-	-	-	-	-	-	5.41	10.20
Advance Paid	0.37	0.50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.37	0.50
Royalty and Technical Fees Received	-	-	54.60	53.70	-	-	-	-	-	-	-	-	-	-	-	-	-	-	54.60	53.70
Royalty and Technical Fees Paid	-	-	-	-	-	-	0.62	0.28	-	-	-	-	-	-	-	-	-	-	0.62	0.28
Business Development Expenses	-	-	1.81	6.23	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.81	6.23
Establishment & Other Expenses Paid (Including provision for doubtful debts if any)	0.23	0.51	4.73	0.46	39.97	19.71	0.24	0.20	5.14	-	0.02	-	-	-	-	-	-	-	50.33	20.88
Expenses Recovered	-	-	13.94	9.51	1.69	1.76	-	-	-	-	-	-	-	-	0.61	0.60	-	-	16.24	11.87
Investments Made	-	-	359.65	274.46	-	-	-	-	-	-	-	-	-	-	-	-	-	-	359.65	274.46
Investments Sold / Redeemed	-	-	32.29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	32.29	-
Fair Value of Financial Guarantees included in Investments	-	-	16.27	44.92	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16.27	44.92
Guarantees Given / (Cancelled)	-	-	1,657.14	2,151.60	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,657.14	2,151.60
Guarantees / Surety Bonds Obtained / (Cancelled)	-	-	-	-	-	(13.63)	-	-	-	-	-	-	-	-	-	-	-	-	-	(13.63)
Financial Guarantee Fee Receivable	-	-	16.08	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	16.08	-
Guarantee Commission Income	-	-	20.99	18.60	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20.99	18.60
Income from Business Support Services	-	-	11.06	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	11.06	-
Dividend Paid	68.14	65.41	-	-	46.54	44.22	-	-	-	-	-	-	5.65	5.38	-	-	-	-	120.33	115.01
Commission on Profits and Sitting Fees	-	-	-	-	-	-	-	-	-	-	-	-	1.83	1.75	-	-	-	-	1.83	1.75
Lease Rentals Received	-	-	-	-	9.20	8.04	-	-	-	-	-	-	-	-	-	-	-	-	9.20	8.04
Lease Rentals Paid	-	-	-	-	12.71	9.88	-	-	-	-	-	-	2.46	2.46	-	-	-	-	15.17	12.34
Contribution during the year (Including Employees' Share	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.11	-	13.73	11.90	13.85	11.90
Short Term Employment Benefits	-	-	-	-	-	-	-	-	-	-	-	-	34.44	46.06	-	-	-	-	34.44	46.06
Post Employment Benefits	-	-	-	-	-	-	-	-	-	-	-	-	1.82	1.36	-	-	-	-	1.82	1.36
Other Long Term Benefits	-	-	-	-	-	-	-	-	-	-	-	-	0.27	0.25	-	-	-	-	0.27	0.25
Share Based Payment	-	-	-	-	-	-	-	-	-	-	-	-	3.06	1.51	-	-	-	-	3.06	1.51

Outstanding Balances

₹ Crore

	Receivables			Payables			Guarantees Outstanding			Commitments		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Holding Company	-	0.66	3.04	-	-	2.99	-	-	-	-	1.86	4.13
Subsidiary Companies	58.62	62.82	36.83	0.45	0.05	2.86	4,116.85	2,904.50	882.39	-	-	-
Fellow Subsidiaries	-	1.58	3.97	-	2.62	1.14	-	(27.71)	(41.35)	-	15.42	0.62
Associate Company	0.08	0.07	0.07	-	-	0.03	-	-	-	0.01	0.01	-
Investing Entity in which the reporting entity is an associate	2.45	-	-	1.12	-	-	(26.88)	-	-	0.50	-	-
Common Control	0.32	-	-	-	-	-	(1.21)	-	-	12.08	-	-
Key Management Personnel and Relatives	-	-	-	22.81	27.35	15.57	-	-	-	-	-	-
Controlled Trust	-	-	-	-	-	-	-	-	-	-	-	-
Post employment benefit trust	-	-	-	1.14	1.00	0.84	-	-	-	-	-	-
Total	**61.47**	**65.13**	**43.91**	**25.52**	**31.02**	**23.43**	**4,088.76**	**2,876.79**	**841.04**	**12.59**	**17.29**	**4.75**

NOTE 42 : LEASES

The Company's significant leasing agreements are in respect of operating lease for Computers and Premises (office, godown, etc.) and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2017 is ₹ 14.22 crore *(previous year ₹ 15.41 crore).*

The future minimum lease payments outstanding under non-cancellable operating leases are as follows:

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Not later than one year	**11.02**	13.63	10.57
Later than one year and not later than five years	**19.99**	29.48	37.46
Later than five years	**-**	-	1.14
TOTAL	**31.01**	43.11	49.17

The Company has entered into an agreement to give one of its office building on operating lease effective May 2015. Total lease rentals earned during the year ended March 31, 2017 amounting to ₹ 9.12 crore have been netted off against rent expense of ₹ 9.12 crore in Note 36 for similar premises in the same building.

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Not later than one year	**9.12**	9.12	7.99
Later than one year and not later than five years	**19.39**	28.52	36.50
Later than five years	**-**	-	1.14
TOTAL	**28.51**	37.64	45.63

NOTE 43 : HEDGING CONTRACTS

The Company uses forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions and firm commitment in accordance with its forex policy as determined by its Forex Committee. The Company does not use foreign exchange forward contracts for trading or speculation purposes.

Forward/ Spot Contracts outstanding are as follows:

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	In million		In million		In million	
Forward Contracts to Purchase (USD)	**US**	**$4.53**	US $	6.28	US $	4.01
[12 contracts (31-Mar-16: 19 contracts; 1-Apr-15: 4 contracts)]						
Spot Contract to Purchase (USD)	**$**	**-**	US $	0.25	$	-
[NIL contracts (31-Mar-16: 1 contract; 1-Apr-15: NIL contracts)]						
Forward Contracts to Sell (EUR)	**€**	**1.05**	€	4.76	€	2.00
[2 contracts (31-Mar-16: 11 contracts; 1-Apr-15: 3 contracts)]						

NOTE 44 : EMPLOYEE BENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund:

The contributions to the Provident Fund of certain employees (including some employees of the erstwhile Godrej Household Products Ltd) are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution. The Superannuation Fund constitutes an insured benefit, which is classified as a defined contribution plan as the Company contributes to an Insurance Company and has no further obligation beyond making payment to the insurance company.

b) DEFINED BENEFIT PLAN

Gratuity:

The Company participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of HDFC Standard Life Insurance Co. Ltd., a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Company's scheme whichever is more beneficial to the employees.

The Gratuity scheme of the erstwhile Godrej Household Products Ltd., which was obtained pursuant to the Scheme of Amalgamation, is funded through Unit Linked Gratuity Plan with HDFC Standard Life Insurance Company Limited.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

The Company has a gratuity trust. However, the Company funds its gratuity payouts from its cash flows. Accordingly, the Company creates adequate provision in its books every year based on actuarial valuation.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

Provident Fund:

The Company manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

c) Amounts Recognised as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund including contribution to Family Pension Fund amounting to ₹ 9.93 crore *(previous year ₹ 8.80 crore)* has been included under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 4.52 crore (previous year ₹ 3.07 crore) has been included in Note 33 under Contribution to Provident and Other Funds.

d) The amounts recognised in the Company's financial statements as at year end are as under:

₹ Crore

		As at March 31, 2017	As at March 31, 2016
i)	**Change in Present Value of Obligation**		
	Present value of the obligation at the beginning of the year	**33.29**	28.75
	Current Service Cost	**2.40**	2.04
	Interest Cost	**2.66**	2.29
	Actuarial (Gain) / Loss on Obligation- Due to Change in Demographic Assumptions	**3.77**	-
	Actuarial (Gain) / Loss on Obligation- Due to Change in Financial Assumptions	**6.28**	(0.15)
	Actuarial (Gain) / Loss on Obligation- Due to Experience	**1.85**	2.42
	Benefits Paid	**(2.18)**	(2.06)
	Present value of the obligation at the end of the year	**48.07**	33.29
ii)	**Change in Plan Assets**		
	Fair value of Plan Assets at the beginning of the year	**5.53**	7.21
	Interest Income	**0.44**	0.57
	Return on plan assets excluding interest income	**0.12**	(0.19)
	Benefits Paid	**(2.18)**	(2.06)
	Fair value of Plan Assets at the end of the year	**3.91**	5.53
iii)	**Amounts Recognised in the Balance Sheet:**		
	Present value of Obligation at the end of the year (as at 1-April-15 ₹ 28.75 crore)	**48.07**	33.29
	Fair value of Plan Assets at the end of the year (as at 1-April-15 ₹ 7.21 crore)	**3.91**	5.53
	Funded status - Deficit	**44.16**	27.76
	Net Liability recognised in the Balance Sheet (as at 1-April-15 ₹ 21.54 crore)	**44.16**	27.76
iv)	**Amounts Recognised in the Statement of Profit and Loss:**		
	Current Service Cost	**2.40**	2.04
	Interest Cost on Obligation	**2.22**	1.72
	Net Cost Included in Personnel Expenses	**4.62**	3.76
v)	**Recognised in other comprehensive income for the year**		
	Actuarial (Gain) / Loss on Obligation	**11.90**	2.27
	Return on plan assets excluding interest income	**(0.12)**	0.19
	Recognised in other comprehensive income	**11.78**	2.46
vi)	**Weighted average duration of Present Benefit Obligation**	**6 years**	10 years
vii)	**Estimated contribution to be made in next financial year**	**6.98**	6.35
viii)	**Major categories of Plan Assets as a % of total Plan Assets**		
	Insurer Managed Funds (as at 1-April-15 100%)	**100%**	100%
ix)	**Actuarial Assumptions**		
	i) Discount Rate (as at 1-April-15 7.96% P.A)	**6.82% P.A.**	8.01% P.A.
	ii) Salary Escalation Rate (as at 1-April-15 5.5% P.A)	**7.00% P.A.**	5.50% P.A.
	iii) Mortality	**Indian Assured Lives Mortality (2006-08) Ultimate**	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

		As at March 31, 2017	As at March 31, 2016
x)	**Maturity Analysis of Projected Benefit Obligation: From the Fund**		
	Projected Benefits Payable in Future Years From the Date of Reporting		
	Within the next 12 months	**10.34**	4.92
	2nd Following Year	**4.11**	1.14
	3rd Following Year	**4.00**	2.81
	4th Following Year	**4.21**	1.32
	5th Following Year	**3.82**	2.11
	Sum of Years 6 To 10	**19.14**	12.28

xi) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2017		March 31, 2016	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.53)	2.85	(2.74)	3.20
Future salary growth (1% movement)	2.82	(2.55)	3.25	(2.83)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Other details

Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Comment on Quality of Assets	Since investment is with insurance company, Assets are considered to be secured.

NOTE 45 : EMPLOYEE STOCK BENEFIT PLANS

I. EMPLOYEE STOCK OPTION PLAN OF ERSTWHILE GODREJ HOUSEHOLD PRODUCTS LTD

a. Under the Scheme of Amalgamation, the Company has obtained the ‘Godrej Sara Lee Limited Employees Stock Option Plan’ set up for eligible employees of the erstwhile Godrej Household Products Limited. The equity shares of Godrej Industries Limited (GIL) are the underlying equity shares for the stock option plan. The ESOP Scheme is administered by an independent ESOP Trust created with IL&FS Trust Company Limited. The independent ESOP Trust has purchased shares of GIL from the market against which the options have been granted. The purchases have been financed by loans from the erstwhile Godrej Household Products Limited, which together with interest amounted to ₹ 1.35 crore as at beginning of the year. The ESOP Trust has made a net repayment of the loan amounting to ₹ 0.61 crore during the year and the Company has made a further contribution of ₹ 0.11 crore during the year. The total amount of loans outstanding together with interest thereon as at March 31, 2017 amounts to ₹ 0.96 crore which had been fully adjusted against the reserves in accordance with the scheme of amalgamation duly approved by the Hon’ble High Court of Judicature at Bombay in FY 2010-11. The repayment of the loans granted to the ESOP Trust and interest thereon is dependent on the exercise of the options by the employees and the market price of the underlying shares of the unexercised options at the end of the exercise period.

b) The status of the above plan (since inception) is as under:	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Options Granted	-	21,29,000	21,29,000
Options Vested	-	-	-
Options Exercised	-	20,000	-
Options Lapsed / Forfeited, pending sale	-	15,000	-
Options Lapsed / Forfeited and sold	-	20,94,000	20,94,000
Total Number of Options Outstanding	-	-	**35,000**

II. EMPLOYEE STOCK GRANT SCHEME

a) The Company set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders on March 18, 2011.

b) The ESGS Scheme is effective from April 1, 2011, (the Effective Date) and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

c) The Scheme applies to the Eligible Employees of the Company or its Subsidiaries. The entitlement of each employee will be decided by the Compensation Committee of the Company based on the employee's performance, level, grade, etc.

d) The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 2,500,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 500,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

e) The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year or as may be decided by the Compensation Committee from the date on which the Stock Grants are awarded for a period of three consecutive years subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.

g) The Exercise Price of the shares has been fixed at ₹ 1 per share. The fair value value is treated as Employee Compensation Expenses and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

h) The details of the scheme are as below:

Scheme	Grant Date	No. of Options	Vesting Condition	Exercise Price (₹) per share	Weighted average Exercise Price (₹) per share	Exercise period
Employees Stock Grant Scheme 2011	From 2011 to 2016	5,23,595	Vested in the proportion of 1/3rd at the end of each year	1.00	1.00	within 1 month from the date of vesting

Movement in the number of share options during the year:

	As at March 31, 2017	As at March 31, 2016
Outstanding at the beginning of the year	**1,41,096**	**1,74,121**
Add: Granted during the year	**58,376**	71,230
Less: Exercised during the year	**66,993**	86,922
Less: Forfeited/ lapsed during the year	**3,584**	17,333
Outstanding at the end of the year	**1,28,895**	**1,41,096**

Weighted average remaining contractual life of options as at 31st March, 2017 was 1.56 years (31-Mar-16: 1.95 years and 01-Apr-15: 2.09 years).
Weighted average equity share price at the date of exercise of options during the year was ₹ 1,558.62 (previous year ₹ 1223.84).

The fair value of the employee share options has been measured using the Black-Scholes formula. The following assumptions were used for calculation of fair value of grants:

	As at March 31, 2017	As at March 31, 2016
Risk-free interest rate (%)	**7.04%**	**8.71%**
Expected life of options (years)	**2.00**	2.00
Expected volatility (%)	**32.21%**	33.20%
Dividend yield	**0.39%**	0.51%
The price of the underlying share in market at the time of option grant (₹)	**1481.60**	**1124.20**

III. Pursuant to SEBI notification dated January 17, 2013, no further securities of the Company will be purchased from the open market.

NOTE 46 : CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE

Expenditure related to CSR as per section 135 of the Companies Act, 2013 read with Schedule VII thereof, against the mandatory spend of ₹ 16.38 crore (previous year ₹ 14.22 crore):

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Revenue Expenditure on CSR activities	**16.52**	14.57
TOTAL	**16.52**	**14.57**

NOTE 47 : SPECIFIED BANK NOTES

During the year, the Company had Specified Bank Notes (SBNs) or Other Denomination Notes as defined in the MCA Notification No. GSR 308E dated 30th March 2017. The details of SBN and other notes held and transacted during the period from November 8, 2016 to December 30, 2016 as per the notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing Cash on Hand as on 08.11.2016	7,64,000	1,51,420	9,15,420
(+) Permitted Receipts	17,500	6,36,140	6,53,640
(-) Permitted Payments	-	3,76,875	3,76,875
(-) Amount Deposited in Banks	7,81,500	24,094	8,05,594
Closing Cash on Hand as on 30.12.2016	-	3,86,591	3,86,591

The term Specified Bank Notes shall have the same meaning provided in the notifications of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated 8th November, 2016.

NOTE 48 : FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ Crore

As at March 31, 2017	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Non-convertible Debentures with Non-Banking Financial Companies	-	-	153.66	153.66	-	153.89	-	153.89
Deposits with Non-Banking Financial Companies	-	-	62.85	62.85	-	62.85	-	62.85
Loans	-	-	15.33	15.33	-	-	-	-
Other Non-Current Financial Assets	-	-	12.08	12.08	-	-	-	-
Current								
Investments								
Non-convertible Debentures with Non-Banking Financial Companies	-	-	52.78	52.78	-	52.89	-	52.89
Mutual Funds	425.56	-	-	425.56	-	425.56	-	425.56
Deposits with Non-Banking Financial Companies	-	-	174.52	174.52	-	174.52	-	174.52
Trade receivables	-	-	209.33	209.33	-	-	-	-
Cash and cash equivalents	-	-	86.54	86.54	-	-	-	-
Other Bank balances	-	-	10.46	10.46	-	-	-	-
Loans	-	-	0.11	0.11	-	-	-	-
Other Current Financial Assets	-	-	9.00	9.00	-	-	-	-
	425.56	**-**	**786.66**	**1,212.22**	**-**	**869.71**	**-**	**869.71**
Financial liabilities								
Current								
Borrowings (Commercial Paper)	-	-	148.97	148.97	-	148.97	-	148.97
Trade and other payables	-	-	1,120.36	1,120.36	-	-	-	-
Other Current Financial Liabilities (including Derivative Financial Instruments)	0.34	-	33.84	34.18	-	0.34	-	0.34
	0.34	**-**	**1,303.17**	**1,303.51**	**-**	**149.31**	**-**	**149.31**

₹ Crore

As at March 31, 2016	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								-
Loans	-	-	14.30	14.30	-	-	-	-
Other Non-Current Financial Assets	-	-	0.06	0.06	-	-	-	-
Current								
Investments				-	-	-	-	-
Mutual Funds	61.86	-	-	61.86	-	61.86	-	61.86
Deposits with Non-Banking Financial Companies	-	-	81.45	81.45	-	81.45	-	81.45
Trade receivables	-	-	276.94	276.94	-	-	-	-
Cash and cash equivalents	-	-	40.57	40.57	-	-	-	-
Other Bank balances	-	-	115.71	115.71	-	-	-	-
Loans	-	-	0.11	0.11	-	-	-	-
Other Current Financial Assets	-	-	3.47	3.47	-	-	-	-
	61.86	**-**	**532.61**	**594.47**	**-**	**143.31**	**-**	**143.31**
Financial liabilities								
Current								
Borrowings (Export Packing Credit)	-	-	2.75	2.75	-	-	-	-
Trade and other payables	-	-	851.32	851.32	-	-	-	-
Other Current Financial Liabilities (including Derivative Financial Instruments)	0.52	-	21.36	21.88	-	0.52	-	0.52
	0.52	**-**	**875.43**	**875.95**	**-**	**0.52**	**-**	**0.52**

₹ Crore

As at March 31, 2015	Carrying amount / Fair Value				Fair value Hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Loans	-	-	14.80	14.80	-	-	-	-
Other Non-Current Financial Assets	-	-	0.06	0.06	-	-	-	-
Current								
Investments								
Mutual Funds	151.59	-	-	151.59	-	151.59	-	151.59
Trade receivables	-	-	142.94	142.94	-	-	-	-
Cash and cash equivalents	-	-	169.86	169.86	-	-	-	-
Other Bank balances	-	-	332.61	332.61	-	-	-	-
Loans			0.32	0.32				
Other Current Financial Assets (including Derivative Financial Instruments)	1.46	-	2.25	3.71	-	1.46	-	1.46
	153.05	**-**	**662.84**	**815.89**	**-**	**153.05**	**-**	**153.05**
Financial liabilities								
Current								
Borrowings (Cash Credit)	-	-	0.34	0.34	-	-	-	-
Trade and other payables	-	-	992.12	992.12	-	-	-	-
Other Current financial liabilities								
Current maturities of long term debt	-	-	260.20	260.20	-	260.20	-	260.20
Others	-	-	31.47	31.47	-	-	-	-
	-	**-**	**1,284.13**	**1,284.13**	**-**	**260.20**	**-**	**260.20**

Level - 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities

Level - 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level - 3 :inputs for the asset or liability that are not based on observable market data (unobservable inputs)

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Mutual Fund Investments	NAV quoted by the Mutual Fund	NA	NA
Investments in Non Convertible Debenture with Non-Banking Financial Companies	Broker Quote	NA	NA
Deposits with Non-Banking Financial Companies	Present Value of expected cashflows using an appropriate discounting rate	NA	NA
Commercial Paper issued by the Company	Present Value of expected cashflows using an appropriate discounting rate	NA	NA
Zero Coupon, Unsecured, Redeemable, Non Convertible Debenture issued by the Company	Present Value of expected cashflows using an appropriate discounting rate	NA	NA
Derivative Financial Instruments	MTM from Banks	NA	NA

NOTE 49 : FINANCIAL RISK MANAGEMENT

The activities of the Company exposes it to a number of financial risks namely market risk, credit risk and liquidity risk. The Company seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The Company has constituted a Risk Management Committee and risk management policies which are approved by the Board to identify and analyze the risks faced by the Company and to set and monitor appropriate risk limits and controls for mitigation of the risks.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: interest rate risk, price risk and currency rate risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments. The Company has international trade operations and is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have any exposure to interest rate risks since its borrowings and investments are all in fixed rate instruments.

(ii) Management of price risk:

The Company invests its surplus funds in various debt instruments including liquid and short term schemes of debt mutual funds, deposits with banks and financial institutions and non-convertible debentures (NCD's). Investments in mutual funds and NCD's are susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments. This risk is mitigated by the Company by investing the funds in various tenors depending on the liquidity needs of the Company.

(iii) Management of currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The Company mitigates the foreign exchange risk by setting appropriate exposure limits, periodic monitoring of the exposures and hedging exposures using derivative financial instruments like foreign exchange forward contracts. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. INR)

The currency profile of financial assets and financial liabilities as at March 31, 2017, March 31, 2016 and April 1, 2015 are as below:

₹ Crore

	March 31, 2017 GBP	March 31, 2017 USD	March 31, 2017 EURO	March 31, 2017 ZAR	March 31, 2017 AED	March 31, 2017 Others
Financial assets						
Cash and cash equivalents	-	27.96	0.27	-	-	-
Trade and other receivables	1.29	60.55	28.56	-	1.11	-
Less: Forward contracts for trade receivables	-	-	(7.28)	-	-	-
Other Non-Current Financial Assets	-	12.02	-	-	-	-
Other Current Financial Assets	-	3.94	-	-	-	-
	1.29	**104.47**	**21.55**	**-**	**1.11**	**-**
Financial liabilities						
Trade and other payables	0.44	109.63	5.93	-	-	-
Less: Forward contracts for trade payables	-	(29.35)	-	-	-	-
Other Current Financial Liabilities	-	0.12	-	-	-	-
	0.44	**80.40**	**5.93**	**-**	**-**	**-**
Net exposure	**0.85**	**24.07**	**15.62**	**-**	**1.11**	**-**

₹ Crore

	March 31, 2016 GBP	March 31, 2016 USD	March 31, 2016 EURO	March 31, 2016 ZAR	March 31, 2016 AED	March 31, 2016 Others
Financial assets						
Cash and cash equivalents	-	5.21	0.05	-	-	-
Trade and other receivables	0.27	76.44	34.27	-	-	-
Less: Forward contracts for trade receivables	-	-	(32.12)	-	-	-
	0.27	**81.65**	**2.21**	**-**	**-**	**-**
Financial liabilities						
Trade and other payables	-	97.70	5.89	-	-	-
Less: Forward contracts for trade payables	-	(16.78)	-	-	-	-
	-	**80.93**	**5.89**	**-**	**-**	**-**
Forecasted sales	-	-	3.77	-	-	-
Less: Forward contracts on forecasted sales	-	-	(3.77)	-	-	-
Net exposure	**0.27**	**0.72**	**(3.69)**	**-**	**-**	**-**

₹ Crore

	April 1, 2015 GBP	April 1, 2015 USD	April 1, 2015 EURO	April 1, 2015 ZAR	April 1, 2015 AED	April 1, 2015 Others
Financial assets						
Cash and cash equivalents	-	21.71	4.34	-	-	-
Trade and other receivables	0.05	45.77	16.89	-	-	-
Less: Forward contracts for trade receivables	-	-	(13.44)	-	-	-
	0.05	**67.48**	**7.79**	**-**	**-**	**-**
Trade and other payables	(0.02)	105.33	3.39	-	-	-
Less: Forward contracts for trade payables	-	(25.04)	-	-	-	-
Other Current Financial Liabilities		(0.50)	0.04	-	-	-
	(0.02)	**79.78**	**3.43**	**-**	**-**	**-**
Net exposure	**0.07**	**(12.30)**	**4.36**	**-**	**-**	**-**

The following significant exchange rates have been applied during the year.

INR	Year-end spot rate as at		
	March 31, 2017	March 31, 2016	April 1, 2015
GBP INR	80.90	95.47	92.47
USD INR	64.85	66.26	62.50
EUR INR	69.29	75.40	67.19
ZAR INR	4.85	4.50	5.12
AED INR	18.49	18.04	17.02

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against GBP/USD/EURO/AED at March 31 would have affected the measurement of financial instruments denominated in GBP/USD/EURO/AED and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

₹ Crore

	Profit or loss	
Effect in INR	**Strengthening**	**Weakening**
March 31, 2017		
5% movement		
GBP	0.04	(0.04)
USD	1.20	(1.20)
EUR	0.78	(0.78)
AED	0.06	(0.06)
	2.08	**(2.08)**

₹ Crore

	Profit or loss	
Effect in INR	**Strengthening**	**Weakening**
March 31, 2016		
5% movement	0.01	(0.01)
GBP	0.04	(0.04)
USD	(0.18)	0.18
EUR	**(0.13)**	**0.13**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Company resulting in a financial loss to the Company. The Company is exposed to credit risk from its operating activities (trade receivables) and from its financing activities including investments in mutual funds, deposits with banks and financial institutions and NCD's, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed through the Company's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Company extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Company has no concentration of credit risk as the customer base is widely distributed.

Credit risk from investments of surplus funds is managed by the Company's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements prescribed by the Board. The Company monitors the credit ratings and financial strength of its counter parties and adjusts its exposure accordingly.

At March 31, 2017, the ageing for the financial assets as mentioned in the note below & that were not impaired (not provided for) was as follows.

Trade receivables ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Neither past due nor impaired	144.97	149.29	85.14
Past due 1–90 days	48.24	97.62	49.93
Past due 91–120 days	2.23	5.65	2.65
Past due 120 days	13.89	24.38	5.22
	209.33	**276.94**	**142.94**

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

	Trade receivables Impairments
Balance as at April 1, 2015	6.74
Impairment loss recognised	0.18
Amounts written off	**(3.92)**
Balance as at March 31, 2016	3.00
Impairment loss recognised	2.07
Balance as at March 31, 2017	**5.07**

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Company may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Company's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Company closely monitors its liquidity position and has a robust cash management system. The Company maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments.

₹ Crore

March 31, 2017	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Commercial papers	148.97	150.00	150.00	-	-	-
Trade and other payables	1,120.36	1,120.36	1,120.36	-	-	-
Other Financial Liabilities	33.84	33.84	33.84	-	-	-
Derivative financial liabilities						
Forward exchange contracts used for hedging						
- Outflow	37.43	37.43	37.43	-	-	-
- Inflow	37.10	37.10	37.10	-	-	-

₹ Crore

March 31, 2016	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Export packing credit	2.75	2.75	2.75	-	-	-
Trade and other payables	851.32	851.32	851.32	-	-	-
Other Financial Liabilities	21.36	21.36	21.36	-	-	-
Derivative financial liabilities						
Forward exchange contracts used for hedging						
- Outflow	53.07	53.07	53.07	-	-	-
- Inflow	52.55	52.55	52.55	-	-	-

₹ Crore

April 1, 2015	Carrying amount	Contractual cash flows				
		Total	Less than 1 Year	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Zero Coupon, Unsecured, Redeemable, Non Convertible Debenture	260.20	277.64	277.64	-	-	-
Working capital loans from banks	0.34	0.34	0.34	-	-	-
Trade and other payables	992.12	992.12	992.12	-	-	-
Other Financial Liabilities	31.47	31.47	31.47	-	-	-
Derivative financial liabilities						
Forward exchange contracts used for hedging						
- Outflow	41.40	41.40	41.40	-	-	-
- Inflow	42.86	42.86	42.86	-	-	-

NOTE 50 : HEDGE ACCOUNTING

The objective of hedge accounting is to represent, in the Company's financial statements, the effect of the Company's use of financial instruments to manage exposures arising from particular risks that could affect profit or loss. As part of its risk management strategy, the Company makes use of financial derivative instruments, including foreign exchange forward contracts, for hedging the risk embedded in some of its highly probable forecast investment.

For derivative contracts designated as hedge, the Company documents, at inception, the economic relationship between the hedging instrument and the hedged item, the hedge ratio, the risk management objective for undertaking the hedge and the methods used to assess the hedge effectiveness. The derivative contracts have been taken to hedge foreign currency risk on our highly probable forecast investment. The tenor of hedging instrument may be less than or equal to the tenor of underlying highly probable forecast investment.

Financial contracts designated as hedges are accounted for in accordance with the requirements of Ind AS 109 depending upon the type of hedge. The Company applies cash flow hedge accounting to hedge the variability in the future cash flows on the overseas remittance to its subsidiaries subject to foreign exchange risk.

The Company has a Board approved policy on assessment, measurement and monitoring of hedge effectiveness which provides a guideline for the evaluation of hedge effectiveness, treatment and monitoring of the hedge effective position from an accounting and risk monitoring perspective. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Company assesses hedge effectiveness on prospective basis. The prospective hedge effectiveness test is a forward looking evaluation of whether or not the changes in the fair value or cash flows of the hedging position are expected to be highly effective in offsetting the changes in the fair value or cash flows of the hedged position over the term of the relationship.

Hedge effectiveness is assessed through the application of critical terms match method & dollar off-set method. Any ineffectiveness in a hedging relationship is accounted for in the statement of profit and loss.

The table below enumerates the Company's hedging strategy, typical composition of the Company's hedge portfolio, the instruments used to hedge risk exposures and the type of hedging relationship:

Sr No	Type of risk/ hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
1	Currency risk hedge	Highly Probable Foreign currency (FCY) denominated investment in Overseas Subsidiary	FCY denominated highly probable forecast investment is converted into functional currency using a plain vanila foreign currency forward contract.	Foriegn Exchange forward contracts	Forward contracts are contractual agreements to buy or sell a specified financial instrument at a specific price and date in the future. These are customized contracts transacted in the over–the–counter market.	Cash flow hedge

The tables below provide details of the derivatives that have been designated as cash flow hedges for the year presented:

For the period ended 31 March 2017

Hedging Instrument	Notional principal amounts	Derivative Financial Instruments - Assets	Derivative Financial Instruments – Liabilities	Gain/ (Loss) due to change in fair value	Change in fair value for the year recognized in OCI	Ineffectiveness recognized in profit or loss	Line item in profit or loss that includes hedge ineffectiveness	Amount reclassified from the hedge reserve to profit or loss	Line item in profit or loss affected by the reclassification
Foreign exchange forward contracts	-	-	-	(1.16)	(1.16)	-	NA	NA	NA

The following table provides a reconciliation by risk category of the components of equity and analysis of OCI items resulting from hedge accounting:

	Movement in Cash flow hedge reserve for the years ended	
	31 March 2017	31 March 2016
Opening balance	-	-
Effective portion of changes in fair value:	-	-
a) Interest rate risk	-	-
b) Currency risk	(1.16)	-
Net amount reclassified to profit or loss:	-	-
a) Interest rate risk	-	-
b) Currency risk	-	-
Tax on movements on reserves during the year	0.41	-
Closing balance	(0.75)	-

Disclosure of effects of hedge accounting on financial performance for the year ended March 31, 2017

Type of hedge	Change in the value of the hedging instrument recognised in OCI	Hedge ineffectiness recognisd in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash Flow Hedge				
Foreign exchange risk	(1.16)	-	-	NA
Interest rate risk	-	-	-	NA

NOTE 51 : FIRST TIME ADOPTION TO IND AS

As stated in Note 2, the Company's financial statements for the year ended March 31, 2017 are the first annual financial statements prepared in compliance with Ind AS. The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. Ind AS 101 requires that all Ind AS standards that are effective for the first Ind AS financial statements for the year ended March 31, 2017, be applied consistently and retrospectively for all fiscal years presented.

All applicable Ind AS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Previous GAAP as of the transition date have been recognized directly in equity at the transition date.

In preparing these financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with Ind AS 101 as explained below:

a) Optional Exemptions from retrospective application availed:

(i) Business combination exemption: The Company has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to the date of transition (April 1, 2015). Pursuant to this exemption, goodwill arising from business combination has been stated at the carrying amount under Previous GAAP IND AS 103 will be applied prospectively to business combinations occurring after its transition date.

(ii) Share-based payment exemption: The Company has elected not to apply Ind AS 102, "Share Based Payment", to grants that vested prior to the date of transition i.e. April 1, 2015

(iii) Property, plant and equipment exemption: The Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (April 1, 2015).

(iv) Investment in subsidiaries and associates: The Company has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries and associates property as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP as at the date of transition (April 1, 2015).

b) Mandatory exceptions from retrospective application

(i) Estimates: On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

(ii) Classification and measurement of financial assets: The Company has classified and measured the financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) Derecognition of financial assets and financial liabilities: The Company has opted to apply the exemption available under Ind AS 101 to apply the derecognition criteria of Ind AS 109 prospectively for the transactions occurring on or after the date of transition to Ind AS.

c) Transition to Ind AS Reconciliations:

The following reconciliations provide the explanations and quantifications of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

I. Reconciliation of Total Equity as at March 31, 2016 and April 1, 2015

II. Reconciliation of Total Comprehensive income for the year ended March 31, 2016

III. Adjustments to Statement of Cash Flows for the year ended March 31, 2016

i) **Reconciliation of Total Equity** ₹ Crore

Particulars	Footnote ref.	As at March 31, 2016	As at April 1, 2015
Total Equity as per Indian GAAP		**3,823.25**	**3,383.05**
Summary of Ind AS adjustments			
Reversal of Amortisation of brands under IGAAP	1	52.75	-
Deferred tax on Ind AS Adjustments	2	(204.54)	(181.35)
Interim dividend recognised on approval	3	112.71	102.44
Other Ind AS adjustments*		(0.28)	(21.99)
Total Ind AS adjustments		**(39.36)**	**(100.90)**
Total Equity as per Ind AS		**3,783.89**	**3,282.15**

* Other IND AS adjustments include notional income from corporate guarantees in favour of subsidiaries, fair valuation of financial instruments, discounting of trade payables on deferred settlement basis, accounting for sales return, etc.

ii) **Reconciliation of Comprehensive income for the year ended on 31 March 2016**

₹ Crore

Particulars	Footnote ref.	Year ended March 31, 2016
Profit After Tax as per Indian GAAP		**739.72**
Summary of Ind AS adjustments		
Fair value gains on financial instruments	4	(0.12)
Redemption Premium on Debentures	5	(17.68)
Notional Income from Corporate Guarantees in favour of subsidiaries	6	18.60
Deferred tax on Ind AS Adjustments	2	(23.20)
Other Ind AS adjustments**		5.35
Other Comprehensive Income (Net of Tax)	7	(1.61)
Total Ind AS adjustments		**(18.66)**
Total Comprehensive income as per Ind AS		**721.06**

** Other IND AS adjustments include provision for sales return, reversal of purchased goodwill amortised under Indian GAAP, etc

iii) Adjustment to the Statement of Cash Flows for the year ended 31st March, 2016

There were no material differences between the Statement of Cash Flows presented under Ind AS and previous GAAP

Note:

Previous GAAP figures have been reclassified/regrouped wherever necessary to conform with Financial Statments prepared under Ind AS

Notes to the reconciliation:

1 **Reversal of amortisation of brands and goodwill under IGAAP:**

Under Indian GAAP, brands and goodwill were amortized on a straight line basis considering a finite useful life, the amortisation of Goodknight and Hit brands was being debited to reserves under HIgh Court Order. However, under Ind AS, an intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. Hence, intangible assets are assessed as having indefinite useful life and are not amortised but are tested for impairment at least annually.

2 **Deferred tax on Ind AS adjustments**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of the balance sheet approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

3 **Interim dividend recognised on approval**

Under Indian GAAP, interim dividends are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under Ind AS, interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

4 Fair value gains on financial instruments

Under Indian GAAP, the Company accounted for current investments at lower of cost or fair value. Under Ind AS, the Company has classified the mutual funds as subsequently measured at FVTPL. Such instruments are fair valued at each reporting date and the changes in fair value are recorded through profit and loss account. At the date of transition to Ind AS, difference between the instruments' fair value and Indian GAAP carrying amount has been recognised in retained earnings.

5 Redemption premium on debentures

Under Indian GAAP, redemption premium on debentures and bonds was debited to securities premium account i.e. through equity. However under Ind AS, debentures are a financial liability carried at amortised cost. Accordingly, the same are measured using effective interest rate method. Such finance cost related to a financial liability has to be recorded through profit and loss account instead of equity.

6 Notional income from corporate guarantees in favour of subsidiaries

The Company has given financial guarantees on behalf of subsidiaries which were disclosed as contingent liabilities under Indian GAAP. Under Ind AS, financial guarantee contracts are accounted as financial liabilities and measured initially at fair value. Subsequently, the guarantee income is recognised over the period of the guarantee on a straight line basis.

7 Other comprehensive income

Both under Indian GAAP and Ind AS the Company recognised costs related to post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, actuarial gains and losses are charged to profit or loss, however in Ind AS the actuarial gains and losses are recognised through other comprehensive income.

NOTE 52 : DISCLOSURE U/S 186 (4) OF THE COMPANIES ACT, 2013

Details of Investments made are disclosed under Note 5 and details of corporate guarantees given to banks on behalf of other body corporates are disclosed under Note 40.

NOTE 53 : SUBSEQUENT EVENTS

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

NOTE 54 :

The financial statements were authorised for issue by the Board of Directors on May 9, 2017.

NOTE 55 : GENERAL

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per the requirements of Schedule III, unless otherwise stated.

Consolidated Financials

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GODREJ CONSUMER PRODUCTS LIMITED

Report on the Consolidated IND AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **GODREJ CONSUMER PRODUCTS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the "Group") and an associate, comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with relevant rules issued thereunder.

The respective Board of Directors of the companies included in the Group and associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the consolidated financial position of the Group, and its associate as at March 31, 2017, their consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Other Matters

a) We did not audit the financial statements of 60 subsidiaries, whose consolidated Ind AS financial statements reflect total assets of Rs. 9,032.87 crore as at March 31, 2017, total revenues of Rs. 4,647.28 crore and net cash flows amounting to Rs. 204.44 crore for the year ended on that date, as considered in the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries; and our report in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

b) The consolidated Ind AS financial statements also include the Group's share of net profit of Rs. 0.82 crore for the year ended March 31, 2017, as considered in the consolidated Ind AS financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate and our report in terms of sub-sections (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit and on the consideration of the report of other auditors on the separate financial statements of certain subsidiaries, as noted in sub-paragraph (a) of the Other Matters paragraph above, we report, to the extent applicable that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant rules issued thereunder.

e) On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2017 and taken on record by the Board of Directors of the Holding Company, none of the Directors of the Holding Company, is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**". We have not commented on the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls in respect of the subsidiaries since all the subsidiaries are incorporated outside India.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on the separate financial statements of certain subsidiaries, as noted in sub-paragraph (a) of the Other Matters paragraph above:

   i) The Group has disclosed the impact of pending litigations on its consolidated financial position in its consolidated Ind AS financial statements - Refer Note 42 to the consolidated Ind AS financial statements.

   ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts requiring provision under the applicable law or accounting standards.

   iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 09, 2017

Annexure A to the Independent Auditor's Report

Referred to in Para (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Consolidated Ind AS Financial Statements for the year ended March 31, 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Godrej Consumer Products Limited (hereinafter referred to as "the Holding Company"), as of March 31, 2017 in conjunction with our audit of the consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Holding Company's Management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KALYANIWALLA & MISTRY LLP**
Chartered Accountants
Firm Registration No. 104607W/W100166

Roshni R. Marfatia
Partner
M. No.: 106548

Mumbai: May 9, 2017

BALANCE SHEET AS AT MARCH 31, 2017

₹ Crore

	Note No.	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I. ASSETS				
1. Non-current assets				
(a) Property, Plant and Equipment	3	**942.58**	847.09	558.11
(b) Capital work-in-progress		**101.18**	41.49	217.66
(c) Goodwill	4	**4,662.56**	4,142.36	4,046.44
(d) Other Intangible assets	4	**2,477.75**	941.96	946.40
(e) Intangible assets under development		**2.32**	2.17	6.95
(f) Investments in associate	5	**35.24**	34.42	34.31
(g) Financial Assets				
(i) Investments	6	**216.51**	0.53	1.21
(ii) Loans	7	**19.28**	15.45	17.95
(iii) Others	8	**5.35**	5.75	6.63
(h) Deferred tax assets (net)	9D	**96.28**	74.99	58.17
(i) Other non-current assets	10	**210.61**	121.98	140.41
(j) Non-Current Tax Assets (Net)	9C	**44.52**	32.74	30.37
Total Non Current Assets		**8,814.18**	6,260.93	6,064.61
2. Current assets				
(a) Inventories	11	**1,412.50**	1,306.98	1,071.71
(b) Financial Assets				
(i) Investments	12	**681.79**	154.55	158.75
(ii) Trade receivables	13	**1,028.74**	1,118.01	804.58
(iii) Cash and cash equivalents	14A	**895.05**	612.59	554.93
(iv) Bank balances other than (iii) above	14B	**17.61**	141.20	339.53
(v) Loans	15	**3.61**	4.57	1.83
(vi) Others	16	**22.70**	4.74	4.74
(c) Other current assets	17	**148.65**	150.16	146.16
		4,210.65	3,492.80	3,082.23
(d) Non Current Assets held for sale	18	**6.49**	-	-
Total Current Assets		**4,217.14**	3,492.80	3,082.23
TOTAL ASSETS		**13,031.32**	9,753.73	9,146.84
II. EQUITY AND LIABILITIES				
1. EQUITY				
(a) Equity Share Capital	19	**34.06**	34.05	34.04
(b) Other Equity	20			
Equity attributable to the owners of the parent		**5,267.89**	4,232.91	3,695.56
Non-controlling interest		**-**	10.02	0.69
Total Equity		**5,301.95**	4,276.98	3,730.29
2. LIABILITIES				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	21	**3,108.25**	2,449.03	2,023.03
(ii) Other financial liabilities	22	**911.24**	67.19	6.36
(b) Provisions	23	**39.78**	34.71	26.34
(c) Deferred tax liabilities (Net)	9E	**286.11**	211.17	187.76
(d) Other non-current liabilities	24	**1.05**	0.05	0.10
Total Non Current Liabilities		**4,346.43**	2,762.15	2,243.59
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	25	**232.55**	181.89	146.66
(ii) Trade payables	26	**1,723.90**	1,485.08	1,467.63
(iii) Other financial liabilities	27	**1,022.64**	629.09	1,249.88
(b) Other current liabilities	28	**307.05**	315.43	215.07
(c) Provisions	29	**90.42**	70.39	54.07
(d) Current tax liabilities (net)	9C	**6.38**	32.72	39.65
Total Current Liabilities		**3,382.94**	2,714.60	3,172.96
TOTAL EQUITY AND LIABILITIES		**13,031.32**	9,753.73	9,146.84

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

₹ Crore

Particulars	Note No.	Year ended March 31, 2017	Year ended March 31, 2016
Revenue			
I. Revenue from Operations	30	**9,608.80**	8,753.06
II. Other income	31	**75.30**	83.90
III. Total Income (I+II)		**9,684.10**	8,836.96
IV. Expenses			
Cost of Materials Consumed	32	**3,801.91**	3,457.78
Purchases of Stock-in-Trade		**463.94**	501.36
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	33	**(133.33)**	(91.90)
Excise Duty		**340.89**	329.18
Employee Benefits Expenses	34	**988.46**	944.13
Finance Costs	35	**145.22**	119.01
Depreciation and Amortization Expenses	36	**141.57**	100.63
Other Expenses	37	**2,249.21**	1,976.69
Total Expenses		**7,997.87**	7,336.88
V. Profit before Exceptional Items, Share of Net Profits of equity accounted investees and Tax (III-IV)		**1,686.23**	1,500.08
VI. Share of Profit of equity accounted investees (net of income tax)		**0.82**	0.10
VII Profit before Exceptional Items and Tax (V+VI)		**1,687.05**	1,500.18
VIII. Exceptional Items	38	**0.08**	(333.51)
IX. Profit before Tax (VII+VIII)		**1,687.13**	1,166.67
X. Tax expense:			
(i) Current Tax	9A	**369.17**	327.12
(ii) Deferred Tax	9A	**9.99**	8.93
Total Tax Expense		**379.16**	336.05
XI. Profit for the Year (IX-X)		**1,307.97**	830.62
XII. Other Comprehensive Income			
A (i) *Items that will not be reclassified to profit or loss*			
Remeasurements of defined benefit plans		**(12.95)**	(6.52)
(ii) Income tax relating to items that will not be reclassified to profit or loss	9A	**6.60**	1.74
		(6.35)	(4.78)
B (i) *Items that will be reclassified to profit or loss*			
a) Exchange differences in translating financial statements of foreign operations		**(90.67)**	(66.15)
b) The effective portion of gains and loss on hedging instruments in a cash flow hedge		**13.20**	-
(ii) Income tax relating to items that will be reclassified to profit or loss	9A	**0.41**	
		(77.06)	(66.15)
Other Comprehensive Income (net of income tax)		**(83.41)**	(70.93)
XIII. Total Comprehensive Income for the year		**1,224.56**	759.69
Profit attributable to:			
Owners of the Company		**1,304.08**	827.61
Non-controlling interests		**3.89**	3.01
Other Comprehensive Income attributable to:			
Owners of the Company		**(83.41)**	(70.93)
Non-controlling interests		**-**	-
Total Comprehensive Income attributable to:			
Owners of the Company		**1,220.67**	756.68
Non-controlling interests		**3.89**	3.01
XIV. Earnings per equity share			
1. Basic	39	**38.29**	24.30
2. Diluted		**38.28**	24.30

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2017

₹ Crore

		Year ended March 31, 2017	Year ended March 31, 2016
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before Exceptional Items and Tax	**1,687.05**	1,500.18
	Adjustments for :		
	Depreciation and amortization Expenses	**141.57**	100.63
	Bad Debts Written off	**2.35**	7.67
	Provision / (Write-back) for Doubtful Debts / Advances	**12.55**	4.75
	Write in of Old Balances	**(0.89)**	(0.57)
	Expenses on Employee Stock Grant Scheme (ESGS)	**7.59**	6.06
	(Profit) / Loss on Fixed Assets Sold / Discarded (Net)	**(1.84)**	11.20
	Interest Expense and Discounting Charges	**145.22**	119.01
	Interest Income	**(40.81)**	(44.76)
	Share of profit of an associate	**(0.82)**	(0.10)
	Fair value (Gain) / Loss on financial assets measured at FVTPL	**(11.60)**	(0.16)
	(Profit) / Loss on Sale of Investments (Net)	**(9.07)**	(13.17)
		244.25	190.56
	Operating Cash Flows Before Working Capital Changes	**1,931.30**	1,690.74
	Effect of exchange difference on translation of assets and liabilities on Consolidation	**(55.23)**	(21.91)
	Adjustments for :		
	Inventories	**46.09**	(235.27)
	Trade Receivables	**171.92**	(322.71)
	Loans and Advances	**(2.87)**	1.20
	Other Assets	**(86.80)**	(56.73)
	Trade and other payables	**205.86**	17.45
	Other Liabilities and Provisions	**22.10**	131.53
		356.30	(464.53)
	Cash generated from Operations	**2,232.37**	1,204.20
	Direct Taxes paid	**(407.29)**	(336.03)
	Cash Flow before exceptional items	**1,825.08**	868.27
	Exceptional Items:		
	Restructuring Cost	**(20.09)**	(20.90)
	Net Cash Flows From Operating Activities	**1,804.99**	847.37
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant & Equipment and Intangible assets (Net)	**(180.29)**	(208.13)
	Investments in Mutual Funds (Net)	**(367.11)**	91.63
	Investments in Deposits with NBFCs	**(149.00)**	(80.00)
	Investments in Non Convertible Debentures with NBFCs	**(206.44)**	-
	Investments in Subsidiaries (Net)	**(1,431.32)**	(647.34)
	Investments in Fixed Deposits having maturities greater than 3 months (Net)	**123.59**	198.79
	Interest Received	**40.81**	42.80
	Net Cash Flows From Investing Activities	**(2,169.76)**	(602.25)

₹ Crore

		Year ended March 31, 2017	Year ended March 31, 2016
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Allotment of Equity Shares under ESGS	**0.01**	0.01
	Issue of Debentures (Net of Expenses)	**-**	(0.25)
	Loans and borrowings (Net)	**1,024.34**	419.61
	Redemption of Debentures (including Premium on Redemption)	**-**	(277.64)
	Interest expense and Discounting Charges Paid	**(124.05)**	(118.81)
	Dividend Paid	**(195.78)**	(187.27)
	Dividend Tax Paid	**(39.87)**	(38.12)
	Net Cash Flows from Financing Activities	**664.65**	(202.47)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**299.88**	42.65
	CASH AND CASH EQUIVALENTS:		
	As at the beginning of the year (Refer Note 14A)	**612.59**	554.93
	Less: Cash credit	**(34.35)**	(19.34)
	Acquired pursuant to Business Combination	**16.09**	-
	As at the end of the year (Refer Note 14A)	**895.05**	612.59
	Less: Cash credit	**(0.84)**	(34.35)
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	**299.88**	42.65

Note:

1. The above cash flow statement includes amount of ₹ 16.52 crore (previous year ₹ 14.57 crore) on account of Corporate Social Responsibility expenditure which has been fully paid.
2. The above statement of cash flow has been prepared under the 'Indirect Method' as set out in IND AS 7, 'Statement of Cash Flows'.

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2017

(a) Equity Share Capital

₹ Crore

	Note No.	
As at April 1, 2015		**34.04**
Changes in equity share capital on exercise of share options	19	0.01
As at March 31, 2016		**34.05**
Changes in equity share capital on exercise of share options	19	0.01
As at March 31, 2017		**34.06**

(b) Other Equity

₹ Crore

	Reserves & Surplus				Other Comprehensive Income				
Particulars	Securities Premium Reserve	General Reserve	Other Reserves	Retained Earnings	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements of foreign operations	Total	Non-Controlling Interests	Total Equity
Balance as at April 1, 2015	**1,439.88**	**154.05**	**34.61**	**2,067.02**	**-**	**-**	**3,695.56**	**0.69**	**3,696.25**
Profit for the year	-	-	-	827.61	-	-	827.61	3.01	830.62
Remeasurements of defined benefit plans	-	-	-	(4.78)	-	-	(4.78)	-	(4.78)
Other comprehensive income for the year	-	-	-	-	-	(66.15)	(66.15)	-	(66.15)
Total comprehensive income for the year	**-**	**-**	**-**	**822.83**	**-**	**(66.15)**	**756.68**	**3.01**	**759.69**
Premium received on allotment of shares	6.39	-	-	-	-	-	6.39	-	6.39
Exercise of Share options	-	-	(6.39)	-	-	-	(6.39)	-	(6.39)
Deferred employee compensation expense	-	-	6.06	-	-	-	6.06	-	6.06
Cash dividends	-	-	-	(187.27)	-	-	(187.27)	-	(187.27)
Dividend Distribution Tax (DDT)	-	-	-	(38.12)	-	-	(38.12)	-	(38.12)
Additions on account of acquisitions	-	-	-	-	-	-	-	6.32	6.32
Transfer from / (to) Debenture Redemption Reserve	-	-	(24.39)	24.39	-	-	-	-	-
Balance as at March 31, 2016	**1,446.27**	**154.05**	**9.89**	**2,688.85**	**-**	**(66.15)**	**4,232.91**	**10.02**	**4,242.93**
Profit for the year			-	1,304.08	-	-	1,304.08	3.89	1,307.97
Remeasurements of defined benefit plans	-	-	-	(6.35)	-	-	(6.35)	-	(6.35)
Other comprehensive income for the year	-	-	-	-	13.61	(90.67)	(77.06)	-	(77.06)
Total comprehensive income for the year	**-**		**-**	**1,297.73**	**13.61**	**(90.67)**	**1,220.67**	**3.89**	**1,224.56**

(b) Other Equity

₹ Crore

Particulars	Reserves & Surplus				Other Comprehensive Income		Total	Non-Controlling Interests	Total Equity
	Securities Premium Reserve	General Reserve	Other Reserves	Retained Earnings	Effective portion of Cash Flow Hedges	Exchange differences on translating the financial statements of foreign operations			
Premium Received on Allotment of Shares	6.04	-	-	-	-	-	6.04	-	6.04
Exercise of Share options	-	-	(6.04)	-	-	-	(6.04)	-	(6.04)
Deferred employee compensation expense	-	-	7.59	-	-	-	7.59	-	7.59
Cash dividends	-	-	-	(195.78)	-	-	(195.78)	-	(195.78)
Dividend Distribution Tax (DDT)	-	-	-	(39.87)	-	-	(39.87)	-	(39.87)
Revaluation of call/put option liability	-	-	-	46.42	-	-	46.42	-	46.42
Acquisition of balance stake in a subsidiary	-	-	-	(4.05)	-	-	(4.05)	(13.91)	(17.96)
Balance as at March 31, 2017	**1,452.31**	**154.05**	**11.44**	**3,793.30**	**13.61**	**(156.82)**	**5,267.89**	**-**	**5,267.89**

As per our Report attached
For Kalyaniwalla & Mistry LLP
Chartered Accountants
Firm Regn No. 104607W/W100166

Signatures to the Financial Statements
For and on behalf of the Board

Adi Godrej
Chairman

Roshni R. Marfatia
Partner
M. No. 106548

V Srinivasan
Chief Financial Officer
& Company Secretary

Vivek Gambhir
Managing Director & CEO

Mumbai: May 9, 2017

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

1) CORPORATE INFORMATION

Godrej Consumer Products Limited (the Company) was incorporated on November 29, 2000, to take over as a going concern the consumer products business of Godrej Soaps Limited (subsequently renamed as Godrej Industries Limited), pursuant to a Scheme of Arrangement as approved by the High Court, Mumbai.

The Company is a fast moving Consumer Goods Company, manufacturing and marketing Household and Personal Care products. The Company is a public company limited by shares, incorporated and domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). The Company's registered office is at 4th Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli (east), Mumbai – 400 079.

2) BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and measurement

a. Basis of preparation

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act.

The Consolidated financial statements upto year ended March 31, 2016 were prepared in accordance with the accounting standards notified under the Companies (Accounting Standard) Rules 2006 and other relevant provisions of the Act, considered as the "Previous GAAP"

These Consolidated financial statements are the Company's first Ind AS financial statements and are covered by Ind AS 101, First-time adoption of Indian Accounting Standards. An explanation of how the transition to Ind AS has affected the Company's equity financial position, financial performance and its cash flows is provided in Note 57.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

b. Basis of measurement

These Consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities (including derivative instruments) measured at fair value (refer accounting policy regarding financial instruments),
- Defined benefit plans – plan assets and shared based payments measured at fair value
- Assets held for sale – measured at lower of carrying value or fair value less cost to sell

c. Principles of consolidation

i. Subsidiaries

Subsidiaries are all entities over which the group has control. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investees).
- Exposure, or rights, to variable returns from its involvement with the investee,

- The ability to use its power over the investee to affect its returns.

  Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over and investee, including
- The Contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights.

  The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liability, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

  A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

  If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liability, non-controlling interest and other components of equity while any resultant gain or loss is recognized in statement of profit and loss. Any investment retained is recognized at fair value.

  Non-controlling interest in the results and equity of subsidiaries as shown separately in the consolidated statement of profit and loss, consolidated statement of change in equity and balance sheet respectively.

  For a written put or forward with non controlling interests, the Company applies the anticipated acquisition method for consolidation i.e as if the put option has been exercised already or the forward had been satisfied by the non controlling sharheolders. Such put options are recognised as financial liabilities and recognised at present value of the expected payments. Changes in the subsequent measurement of the liability is recorded through equity. However, in case of a forward contract or call and put option together, the changes are recorded in the profit and loss account

ii. The consolidated financial statements relate to Godrej Consumer Products Limited, the Holding Company and its subsidiaries. The consolidation of accounts of the Company with its subsidiaries (collectively known as "Group") has been prepared in accordance with (Ind AS) 110 - Consolidated Financial Statements. The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transactions and unrealized profits or losses are fully eliminated.

iii. The consolidated financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statements unless stated otherwise.

iv. The Audited financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as of the Holding Company i.e. up to March 31, 2017.

v. In the consolidated financial statements, 'Goodwill' represents the excess of the cost to the Company of its investment in the subsidiaries over its share of equity, at the respective dates on which the investments are made. Alternatively, where the share of equity as on the date of investment is in excess of cost of investment, it is recognized as 'Capital Reserve' in the Consolidated financial statements.

vi. Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parents of the Group and to the non-controlling interest, even if this results in the non-controlling interests have a deficit balances. When necessary, adjustments are made to the financial statements of subsidiary to bring their accounting policies into line with the Group's accounting policies. All intra group assets and liabilities, equity, income, expenses and cash flow relating to transactions between members of Group are eliminated in full on consolidation.

d. Business combination and goodwill

Business combination are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs incurred are expensed to Profit & Loss account.

When the group acquire a business, it assess the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economics circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contract by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognized in profit and loss. If the contingent consideration is not within the scope of Ind AS 109 Financial Instruments, it is measured in accordance with the appropriate Ind AS.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in business combination is from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, the only adjustments that are made are to harmonize accounting policies.

The Consolidated financial information in the financial statements in respect of prior periods are restated as if the business combination has occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of combination. However, if business combination has occurred after that date, the prior period information is restated only from that date.

The difference, if any, between the amounts recorded as share capital issued plus any additional considered in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and presented separately from other capital reserve with disclosures of its nature and purpose in the notes.

e. Investment in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decision of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint ventures. Joint control is the contractually agreed sharing of control of an arrangement, which exist only when decisions about the relevant activities required unanimous consent of the parties sharing control.

The Group's investments in its associate are accounted for using the equity method.

Under the equity method, the investment in an associates or joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognized changes in the Group's share of net assets of the associates or joint ventures since the acquisition date. Goodwill relating to the associates or a joint venture is included in the carrying amount of the investment and is not tested for impairment individually.

The Consolidated statement of profit and loss reflects the Group's share of the results of operations of the associates or a joint venture. Any change in other comprehensive income of those investees is presented as part of the Group's other comprehensive income. In addition, when there has been a change recognized directly in the equity of the associates or a joint venture, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity Unrealised gains and losses resulting from transactions between the Group and the associated are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit and loss of an associate and a joint venture is shown on the face of the Consolidated statement of profit and loss outside operating profit and represents profit and loss after tax of the associate.

The Consolidated financial statement of the associate are prepared for the same reporting period as of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associates or a joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associates and its carrying value, and recognises the loss as 'Share of profit of an associate or joint venture' in the consolidated statement of profit and loss

2.2 Key estimates and assumptions

In preparing these Consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The areas involving critical estimates or judgements are:

i. Determination of the estimated useful lives of tangible assets and the assessment as to which components of the cost may be capitalized; (Note 3)
ii. Determination of the estimated useful lives of intangible assets and determining intangible assets having an indefinite useful life; (Note 4)
iii. Recognition and measurement of defined benefit obligations, key actuarial assumptions; (Note 46)
iv. Recognition of deferred tax assets, availability of future taxable profit against which tax losses carried forward can be used; (Note 9D)
v. Recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources; (Note 23 & 29)
vi. Fair valuation of employee share options, Key assumptions made with respect to expected volatility; (Note 47)
vii. Rebates and sales incentives accruals
viii. Fair value of financial instruments (Note 50)

2.3 Measurement of fair values

The Group accounting policies and disclosures require financial instruments to be measured at fair values.

The Group has an established control framework with respect to the measurement of fair values. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices

(unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirely in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

2.4 Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows'. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, 'Statement of cash flows'. The amendments are applicable to the Group from April 1, 2017. The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment.' The amendments are applicable to the Company from April 1, 2017. Amendment to Ind AS 7: The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The effect on the financial statements is being evaluated by the Company.

Amendment to Ind AS 102: The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity settled awards. The amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement.

The Group is currently evaluating the effect of the above amendments.

2.5 Significant Accounting Policies

a. Property, Plant and Equipment

Recognition and measurement

Items of property, plant and equipment, other than Freehold Land, are measured at cost less accumulated depreciation and any accumulated impairment losses. Freehold land is carried at cost.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable costs of bringing the asset to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on derecognition of an item of property, plant and equipment is included in profit or loss when the item is derecognised.

Subsequent expenditure

Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate only if it is probable that the future economic benefits associated with the item will flow to the Group and that the cost of the item can be reliably measured. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repair and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Depreciation

Depreciation is provided, under the Straight Line Method, pro rata to the period of use, based on useful lives specified in Schedule II to the Companies Act, 2013 except the following items where useful lives estimated by the management based on internal technical assessment, past trends and expected operational lives differ from those provided in Schedule II of the Companies Act 2013:

- Leasehold land is amortised equally over the lease period.
- Leasehold Improvements are depreciated over the shorter of the unexpired period of the lease and the estimated useful life of the assets.
- Office Equipments are depreciated over 5 to 10 years.
- Tools are depreciated over a period of 9 years, and dies and moulds over 3 years.
- Vehicles are depreciated over a period ranging from 5 years to 8 years depending on the use of vehicles.
- In some of the subsidiaries, useful lives are estimated to be lower or higher as compared to useful lives defined in Schedule II of the Companies Act 2013 for certain class of assets due to geographical environment.

  Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate

b. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated impairment losses. Internally generated intangibles, excluding eligible development costs are not capitalized and the related expenditure is reflected in profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Other intangible assets

Intangible assets with definite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization method and period are reviewed at least at the end of each reporting period. Changes in the expected useful life or expected pattern of consumption of future economic benefits embodied in the assets are considered to modify amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Goodwill

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset may be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

The estimated useful lives for current and comparative periods are as follows:

Software licences 6 years

Technical knowhow 10 years

Trademarks acquired are amortised equally over the best estimate of their useful life not exceeding a period of 10 years, except in the case of Soft & Gentle, Pamela Grant & Milleofiori, Non-Valon brands like Pride, Climax, Odonil, Supalite, Twilite, Lavik, Peurex, Corawwi and Simba brands where the brands are amortised equally over a period 20 years.

Goodknight, Hit, Valon, Abuja and Darling Class-3, are assessed as intangibles having indefinite useful life and are not amortised in the financial statements.

Residual value, is estimated to be immaterial by management and hence has been considered at ₹ 1.

c. Borrowing Cost

Interest and other borrowing costs attributable to qualifying assets are capitalized. Other interest and borrowing costs are charged to revenue.

d. Impairment of Non-Financial Assets

An impairment loss is recognised whenever the carrying value of an asset or a cash-generating unit exceeds its recoverable amount. Recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. An impairment loss, if any, is recognised in the Statement of Profit and Loss in the period in which the impairment takes place. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit, pro-rata based on the carrying amount of each asset in the unit. Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events and changes in circumstances indicate the carrying amount may not be recoverable.

e. Assets held for sale

Non-current assets or disposal comprising of assets and liabilities are classified as ‘held for sale’ when all of the following criteria’s are met (i) decision has been made to sell (ii) the assets are available for immediate sale in its present condition (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be conducted within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

f. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and futures.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost,

- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through Profit and Loss account (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

  on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Debt instruments at amortised cost

- A 'debt instrument' is measured at the amortised cost if both the following conditions are met. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

  After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 51B.

Debt instrument at fair value through profit and loss (FVTPL)

Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may, at initial recognition, irrevocably designate a debt instrument, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments all equity investments within the scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group balance sheet) when:

- The contractual rights to receive cash flows from the financial asset have expired, or

  The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

  When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assess on a forward looking basis the expected credit losses associated with its financial assets that are debt instruments and are carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies a simplified approach. It recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Loans & Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require specified payments to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to to realise the assets and settle the liabilities simultaneously

g. Derivative financial instruments and hedge accounting

The Group uses derivative financial instruments, such as forward currency contracts, futures and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit and loss, except for the effective portion of cash flow hedges, which is recognized in other comprehensive income and later reclassified to profit and loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group risk management objective and strategy for undertaking the hedge, the hedging economic relationship the hedged item or transaction the nature of the risk being hedged, hedge ration and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they are designated.

Cash flow hedges

When a derivative is designed as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in other comprehensive income and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognized in other comprehensive income is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, the hedge accounting is discontinued prospectively. When hedge accounting for a cash flow hedge is discontinued, the amount the has been accumulated in other equity remains there until is reclassified to profit and loss account in the same period or periods as the hedged expected future cash flows affect profit or loss.

h. Inventories

Inventories are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Costs are computed on the weighted average basis and are net of recoverable tax credits.

Raw materials, Packing materials and Stores; Costs includes cost of purchase and other costs incurred in bringing each product to its present location and condition.

Finished goods and work-in-progress: In the case of manufactured inventories and work-in-progress, cost includes all costs of purchases, an appropriate share of production overheads based on normal operating capacity and other costs incurred in bringing each product to its present location and condition.

Finished goods valuation also includes excise duty. Provision is made for cost of obsolescence and other anticipated losses, whenever considered necessary.

If payment for inventory is deferred beyond normal credit terms then cost is determined by discounting the future cash flows at an interest rate determined with reference to market rates. The difference between the total cost and the deemed cost is recognised as interest expense over the period of financing under the effective interest method

i. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet includes cash at bank and on hand, deposits held at call with financial institutions, other short term highly liquid investments, with original maturities less than three months which are readily convertible into cash and which are subject to insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents cash and short term deposits as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group cash management.

j. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent Assets are not recognised till the realization of the income is virtually certain. However the same are disclosed in the financial statements where an inflow of economic benefit is possible.

k. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from Sale of goods is recognised when significant risks and rewards of ownership in the goods are transferred to the buyer. The Group recognizes revenues on the sale of products, net of returns, discounts, sales incentives/rebate, amounts collected on behalf of third parties (such as sales tax) and payments or other consideration given to the customer that has impacted the pricing of the transaction. Accumulated experience is used to estimate and provide for the discounts and returns. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice.

Customer Loyalty Programme

Sales consideration is allocated between the loyalty programme and the other components of the transaction. The amount allocated to the loyalty programme is deferred, and is recognised as revenue when the Group has fulfilled its obligations to supply the products under the terms of the programme or when it is no longer probable that the points under the programme will be redeemed.

Royalty & Technical Fees

Royalty is recognized on accrual basis in accordance with the substance of the relevant agreement.

Interest income

For all debt instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate which exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset. When calculating the EIR the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions, call and similar options). The expected credit losses are considered if the credit risk on that financial instrument has increased significantly since initial recognition.

Dividend income

Dividends are recognised in profit or loss on the date on which the Group right to receive payment is established.

I. Employee Benefit

i. Short-term Employee benefits

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are classified as short term employee benefits and are recognized as an expense in the Statement of Profit and Loss as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Share-based payments

The cost of equity settled transactions is determined by the fair value at the grant date. The fair value of the employee share options is based on the Black Scholes model used for valuation of options.

The grant-date fair value of equity-settled share-based payment granted to employees is recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

iii. Post-Employment Benefits

Defined Contribution Plans

Payments made to a defined contribution plan such as Provident Fund maintained with Regional Provident Fund Office and Superannuation Fund are charged as an expense in the Statement of Profit and Loss as they fall due.

Defined Benefit Plans

Gratuity Fund

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is payable to all eligible employees on death or on separation/termination in terms of the provisions of the payment of the Gratuity (Amendment) Act, 1997 in India or as applicable in the respective geography as per the Group scheme whichever is more beneficial to the employees.

Provident Fund

Provident Fund Contributions which are made to a Trust administered by the Company are considered as Defined Benefit Plans. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 or as applicable in the respective geography and shortfall, if any, shall be made good by the Group. The Group liability towards interest shortfall, if any, is actuarially determined at the year end.

The Group net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iv. **Other Long Term Employee Benefits**

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method.

Re-measurements are recognised in profit or loss in the period in which they arise. Actuarial gains and losses in respect of such benefits are charged to the profit or loss account in the period in which they arise

m. **Leases**

Lease payments

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

As a lessee

Leases of assets where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset.

Leases of assets under which significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments /receipts under operating leases are recognised as an expense / income on a straight-line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As lessor

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the term of the relevant lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

n. Income Tax

Income tax expense /income comprises current tax expense income and deferred tax expense income. It is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income. In which case, the tax is also recognized directly in equity or other comprehensive income, respectively.

Current Tax

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. It is measured using tax rates enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretations and establishes provisions where appropriate.

- Current tax assets and liabilities are offset only if, the Group has a legally enforceable right to set off the recognised amounts; and
- Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred Tax

Deferred Income tax is recognized in respect of temporary difference between the carrying amount of assets and liabilities for financial reporting purpose and the amount considered for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised such reductions are reversed when it becomes probable that sufficient taxable profits will be available.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be recovered.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax base of investments in subsidiaries, branches, associates and interest in joint arrangements where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset only if:

i. the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
ii. the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.
iii. Deferred tax asset / liabilities in respect of temporary differences which originate and reverse during the tax holiday period are not recognised. Deferred tax assets / liabilities in respect of temporary differences that originate during the tax holiday period but reverse after the tax holiday period are recognised.

MAT credit is recognized as an asset only when and to the extent there is a convincing evidence that the company will pay normal tax during specified period.

o. Foreign Currency Transactions and Translation

i. Functional and Presentation currency

The Consolidated financial statements are prepared in Indian Rupees (INR) which is also the Parent Company's functional currency.

ii. Transactions and balances

Foreign currency transactions are recorded on initial recognition in the functional currency using the exchange rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value is determined.

Exchange differences arising on the settlement or translation of monetary items are recognized in profit or loss in the year in which they arise except for the qualifying cash flow hedge, which are recognized in other comprehensive income to the extent that the hedges are effective.

- tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income, qualifying cash flow hedge to the extent that the hedges are effective.

In respect of non-monetary items, where a gain or loss is recognized in other comprehensive income as required by other Ind AS, the exchange component of that gain or loss is also recognized in other comprehensive income.

Group Companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at average rate during the year. The exchange differences arising on translation for consolidation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in profit and loss. On disposal or partial disposal of the foreign subsidiary, the foreign exchange difference recognized in other comprehensive income is reclassified to Statement of profit and loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amount of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate of exchange at the reporting date

p. Government grants

Government grants, including non-monetary grants at fair value are recognised when there is reasonable assurance that the grants will be received and the Group will comply with all the attached conditions.

When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods necessary to match them with the costs that they are intended to compensate

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected lives of the related assets

q. Dividend

The Group recognises a liability for any dividend declared but not distributed at the end of the reporting period, when the distribution is authorised and the distribution is no longer at the discretion of the Group on or before the end of the reporting period. A corresponding amount is recognized directly in equity.

r. Earnings Per Share

Basic Earnings per share is calculated by dividing the profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and Weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

s. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) as defined in Ind AS-108 'Operating Segments' for allocating resources and assessing performance. The Group has identified geographical segments as its reporting segments based on the CODM approach. Refer Note 55 in the financial statements for additional disclosures on segment reporting.

t. Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expenses, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements

u. Rounding of amount

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per requirement of Schedule III, unless other-wise stated.

NOTE 3: PROPERTY, PLANT AND EQUIPMENT

₹ Crore

PARTICULARS	Owned Assets									Assets held under lease		Total
	Freehold Land	Leasehold Land	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Building	Vehicles	
Year ended March 31, 2017												
Gross carrying amount												
Opening gross carrying amount	37.14	49.04	269.71	29.78	342.55	20.74	39.14	14.22	24.22	90.26	2.15	918.95
Additions	-	0.20	15.87	9.36	54.05	4.98	13.15	4.60	15.34		-	117.55
Additions on acquisition of Subsidiary	-	24.84	21.00	-	53.67	-	-	-	-	-	-	99.51
Assets classified as held for sale (Note 18)	-	-	-	-	-	-	(1.78)	-	-	-	-	(1.78)
Disposals	-	-	(0.37)	(0.24)	(2.61)	(0.74)	(1.19)	(0.32)	(0.05)	-	(0.36)	(5.88)
Other Adjustments	(0.72)	(2.00)	(4.39)	(0.70)	(13.07)	(0.20)	(4.47)	(1.23)	(1.23)	-	0.40	(27.61)
Closing Gross Carrying Amount	**36.42**	**72.08**	**301.82**	**38.20**	**434.59**	**24.78**	**44.85**	**17.27**	**38.28**	**90.26**	**2.19**	**1,100.74**
Accumulated Depreciation												
Opening Accumulated Depreciation	-	0.65	9.43	3.05	40.57	1.47	6.79	1.84	5.62	1.32	1.12	71.86
Depreciation charge during the year	-	1.91	10.48	4.92	58.64	3.57	9.39	2.84	9.41	1.50	0.30	102.96
Assets classified as held for sale (Note 18)	-	-	-	-	-	-	(0.76)	-	-	-	-	(0.76)
Disposals	-	-	(0.27)	(0.01)	(0.39)	(0.37)	(0.95)	(0.07)	(0.58)	-	-	(2.64)
Other Adjustments	-	(0.50)	(1.28)	(0.49)	(9.05)	0.13	(1.94)	(0.59)	0.02		0.44	(13.26)
Closing Accumulated Depreciation	**-**	**2.06**	**18.36**	**7.47**	**89.77**	**4.80**	**12.53**	**4.02**	**14.47**	**2.82**	**1.86**	**158.16**
Net Carrying Amount	**36.42**	**70.02**	**283.46**	**30.73**	**344.82**	**19.98**	**32.32**	**13.25**	**23.81**	**87.44**	**0.33**	**942.58**
Year ended March 31, 2016												
Gross Carrying Amount												
Deemed Cost as at April 1, 2015	36.28	16.97	179.23	11.86	258.42	11.91	23.55	7.83	12.06	-	-	558.11
Additions	4.73	32.34	89.95	18.20	101.95	11.31	20.46	8.26	13.49	90.26	-	390.95
Disposals	(0.04)	-	(0.08)	(0.48)	(11.47)	(0.17)	(2.48)	(0.79)	(0.34)	-	-	(15.85)
Other Adjustments	(3.83)	(0.27)	0.61	0.20	(6.35)	(2.31)	(2.39)	(1.08)	(0.99)	-	2.15	(14.26)
Closing Gross Carrying Amount	**37.14**	**49.04**	**269.71**	**29.78**	**342.55**	**20.74**	**39.14**	**14.22**	**24.22**	**90.26**	**2.15**	**918.95**

₹ Crore

PARTICULARS	Owned Assets									Assets held under lease		Total
	Freehold Land	Leasehold Land	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Building	Vehicles	
Accumulated Depreciation												
Depreciation charge during the year	-	0.66	9.48	3.08	43.02	2.75	7.85	2.22	6.41	1.32	0.22	77.01
Disposals	-	-	-	(0.07)	(0.56)	(0.01)	(0.19)	(0.13)	(0.04)	-	-	(1.00)
Other Adjustments	-	(0.01)	(0.05)	0.04	(1.89)	(1.27)	(0.87)	(0.25)	(0.75)	-	0.90	(4.15)
Closing Accumulated Depreciation	**-**	**0.65**	**9.43**	**3.05**	**40.57**	**1.47**	**6.79**	**1.84**	**5.62**	**1.32**	**1.12**	**71.86**
Net Carrying Amount	**37.14**	**48.39**	**260.28**	**26.73**	**301.98**	**19.27**	**32.35**	**12.38**	**18.60**	**88.94**	**1.03**	**847.09**

Note:

Adjustments comprises of forex conversion on consolidation

The Company has availed the deemed cost exemption in relation to the property plant and equipment on the date of transition and hence the net carrying amount has been considered as the gross block on that date. Refer note below for the gross block and accumulated depreciation on April 1, 2015 under the previous GAAP

Deemed cost as on 1 April 2015

₹ Crore

PARTICULARS	Owned Assets									Assets held under lease		Total
	Freehold Land	Leasehold Land	Buildings	Leasehold Improvements	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Building	Vehicles	
Gross Block as on April 1, 2015	36.28	18.03	233.62	15.41	546.84	29.11	49.29	19.02	33.69	-	-	981.29
Accumulated Depreciation till March 31, 2015	-	1.06	54.39	3.55	288.42	17.20	25.74	11.19	21.63	-	-	423.18
Net Block treated as Deemed cost upon transition	36.28	16.97	179.23	11.86	258.42	11.91	23.55	7.83	12.06	-	-	558.11

NOTE 4 : INTANGIBLE ASSETS

₹ Crore

PARTICULARS	Goodwill	Other Intangible assets			Total Other Intangible assets
		Trademarks and Brands	Computer Software	Technical Knowhow	
Year ended March 31, 2017					
Gross carrying amount	4,142.36	906.09	54.84	1.85	962.78
Additions		49.05	14.35	-	63.40
Additions on acquisition of Subsidiary	488.08	1,557.54	-	-	1,557.54
Disposals		(1.40)	-	-	(1.40)
Other Adjustments	32.12	(52.50)	(2.13)	-	(54.63)
Closing Gross Carrying Amount	**4,662.56**	**2,458.78**	**67.06**	**1.85**	**2,527.69**
Accumulated Amortisation					
Opening Accumulated Amortisation	-	11.96	8.60	0.26	20.82
Amortisation during the year	-	24.87	12.85	0.89	38.61
Additions on acquisition of Subsidiary	-	0.76	-	-	0.76
Disposals	-	(0.05)	-	-	(0.05)
Other Adjustments	-	(8.78)	(0.79)	(0.63)	(10.20)
Closing Accumulated Amortisation	**-**	**28.76**	**20.66**	**0.52**	**49.94**
Net Carrying Amount	**4,662.56**	**2,430.02**	**46.40**	**1.33**	**2,477.75**
Year ended March 31, 2016					
GROSS CARRYING AMOUNT					
Deemed Cost as at April 1, 2015	4,046.44	907.48	37.07	1.85	946.40
Additions	-	0.29	20.60	-	20.89
Disposals	-	(0.01)	(0.77)	-	(0.78)
Other Adjustments	95.92	(1.67)	(2.06)	-	(3.73)
Closing Gross Carrying Amount	**4,142.36**	**906.09**	**54.84**	**1.85**	**962.78**
Accumulated Amortisation					
Depreciation charge for the year	-	13.43	9.93	0.26	23.62
Disposals	-	-	(0.17)	-	(0.17)
Other Adjustments	-	(1.47)	(1.16)	-	(2.63)
Closing Accumulated Amortisation	**-**	**11.96**	**8.60**	**0.26**	**20.82**
Net Carrying Amount	**4,142.36**	**894.13**	**46.24**	**1.59**	**941.96**

The Company has availed the deemed cost exemption in relation to the intangible assets on the date of transition and hence the net carrying amount has been considered as the gross block on that date. Refer note below for the gross block and accumulated amortisation on April 1, 2015 under the previous GAAP

Deemed cost as on 1 April 2015

₹ Crore

PARTICULARS	Goodwill	Trademarks and Brands	Computer Software	Technical Knowhow	Total
Gross Block as on April 1, 2015	4,056.56	1,225.28	67.23	2.64	1,295.15
Accumulated Amortisation till March 31, 2015	10.12	317.80	30.16	0.79	348.75
Net Block treated as Deemed cost upon transition	4,046.44	907.48	37.07	1.85	946.40

NOTE 5: INVESTMENTS IN ASSOCIATES

₹ Crore

	Face Value	Numbers			Amounts		
		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unquoted, fully paid up:							
Carried at cost							
(a). Investments in Equity Instruments of Associate Company							
Bhabhani Blunt Hairdressing Pvt. Ltd.	₹ 10	**5,546**	5,546	5,546	**23.24**	22.42	22.31
(b) Investments in Compulsorily Convertible Debentures of Associate Company							
Bhabhani Blunt Hairdressing Pvt. Ltd.	₹ 10	**3,060**	3,060	3,060	**12.00**	12.00	12.00
TOTAL					**35.24**	34.42	34.31
Aggregate amount of unquoted investments					**35.24**	34.42	34.31
Aggregate amount of quoted investments					**-**	-	-
Aggregate Market Value of quoted Investments					**-**	-	-
Aggregate amount of Provision for Impairment in the value of Investments					**-**	-	-

NOTE 6: OTHER INVESTMENTS (NON-CURRENT)

₹ Crore

	Amounts		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unquoted, fully paid up:			
At Amortised Cost			
Investments in Deposits with Non-Banking Financial Companies	**62.85**	-	-
At Fair Value through Profit or Loss	**-**	-	-
Investment in Equity Instruments*	**-**	-	-
Quoted, fully paid up:			
At Amortised Cost			
Investments in Non-convertible Debentures with Non-Banking Financial Companies	**153.66**	-	-
At Fair Value through Profit or Loss			
Godrej Industries Ltd.	**-**	0.53	1.21
TOTAL	**216.51**	0.53	1.21
Aggregate Amount of Unquoted Investments	**62.85**	-	-
Aggregate Amount of Quoted Investments	**153.66**	0.53	1.21
Aggregate Market Value of Quoted Investments	**153.89**	0.53	1.21
Aggregate Provision for Impairment in the Value of Investments	**-**	-	-

** amount less than ₹ 0.01 crore*

NOTE 7: LOANS (NON-CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured, Considered Good, Unless Otherwise Stated			
Security Deposits	**18.33**	15.40	17.90
Others	**0.95**	0.05	0.05
TOTAL	**19.28**	15.45	17.95

NOTE 8 : OTHER NON-CURRENT FINANCIAL ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Fixed Deposits with maturity of more than 12 months (under lien against Bank Guarantees)	**0.06**	0.06	0.06
Others	**5.29**	5.69	6.57
TOTAL	**5.35**	5.75	6.63

NOTE 9: INCOME TAXES

A The income tax expense consists of the following:

i Tax expense recognised in the Statement of Profit and Loss

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Current Tax:		
Current tax on profits for the year	369.17	327.12
Deferred tax (net)	9.99	8.93
Total income tax expense	**379.16**	**336.05**

ii Current Tax and Deferred Tax related to items recognised in Other Compresensive Income during in the year :

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Deferred Tax:		
Net (gain) / loss on remeasurements of defined benefit plans	(6.60)	(1.74)
Net (gain) / loss on revaluation of cash flow hedges	(0.41)	-
TOTAL	**(7.01)**	**(1.74)**

Reconciliation of tax expense and the accounting profit

B The reconciliation between estimated income tax expense at statutory income tax rate and income tax expense reported in Statement of Profit and Loss is given below:

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Profit Before Tax	1,687.13	1,166.67
Statutory Income tax rate	27.45%	35.71%
Expected income tax expense	463.15	416.67
Tax effect of adjustments to reconcile expected Income Tax Expense to reported Income Tax Expense:		
Deduction under Sec 80IC & 80IE of Indian Income Tax Act, 1961	(213.22)	(206.32)
Incremental deduction allowed for research and development costs	(0.03)	(0.63)
Tax impact of income not subject to tax	(0.05)	(0.21)
Tax effects of amounts which are not deductible for taxable income	11.61	26.34
Additional tax paid on book profits	77.98	83.65
Unclaimed witholding tax credit	23.21	13.19
Adjustment in respect to current income tax of previous years	-	(0.46)
Effect of different tax rates	(3.15)	(1.53)
Deferred Tax Asset not recognised on losses	19.74	8.09
Previously unrecognised tax losses now recouped to reduce income tax expense	(0.08)	-
Others	-	(2.74)
Total income tax expense	**379.16**	336.05

The Company benefits from the tax holiday available to units set up under section 80-IC and 80-IE of Income Tax Act, 1961. These tax holidays are available for a period of ten years from the date of commencement of operations.

C Tax Assets And Liabilities

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Non-Current Tax Assets (Net)	44.52	32.74	30.37
Current Tax Liabilities (Net)	6.38	32.72	39.65

D Deferred Tax Assets (Net of Liabilities):

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Liability on account of :			
Property, Plant and Equipment	**(2.20)**	(3.27)	(2.36)
Intangible assets	**(0.52)**	(2.29)	-
Others	**-**	(0.82)	(0.37)
Deferred Tax Asset on account of :			
Provisions	**52.60**	34.93	30.87
Others	**46.40**	46.44	30.03
Total Deferred tax Assets	**96.28**	74.99	58.17

E Deferred Tax Liabilities (Net of Assets):

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Liability on account of :			
Property, Plant and Equipment	**(31.85)**	(28.69)	(22.92)
Intangible assets	**(290.09)**	(208.85)	(183.85)
Others	**(5.40)**	(1.26)	(0.75)
Deferred Tax Asset on account of :			-
Defined benefit obligations	**2.28**	1.84	2.31
Provisions	**35.91**	25.52	17.34
Others	**3.04**	0.27	0.11
Total Deferred tax (Liabilities)	**(286.11)**	(211.17)	(187.76)
Net Deferred Tax (Liabilities) / Assets	**(189.83)**	(136.18)	(129.59)

F. Movement in Deferred Tax (Liabilities) / Asset

₹ Crore

	Property, plant and equipment	Intangible assets	Other Deferred Tax Liability	Defined benefit obligations	Provisions	Other Deferred Tax Asset	Deferred Tax Liability / Asset (net)
At at April 1, 2015	**(25.28)**	**(183.85)**	**(1.12)**	**2.31**	**48.21**	**30.14**	**(129.59)**
Charged/(credited) :							
- to profit or loss	(6.68)	(27.29)	(0.96)	(0.47)	10.50	15.97	(8.93)
- foreign currency translation	-	-	-	-	-	0.60	0.60
- to other comprehensive income	-	-	-	-	1.74	-	1.74
As at March 31, 2016	**(31.96)**	**(211.14)**	**(2.08)**	**1.84**	**60.45**	**46.71**	**(136.18)**
Charged/(credited) :							
- to profit or loss	(2.09)	(33.37)	(3.32)	0.44	25.07	3.28	(9.99)
- increase due to acquisition	-	-	(46.10)	-	-	-	(46.10)
- foreign currency translation	-	-	-	-	(1.10)	(0.95)	(2.05)
- to other comprehensive income	-	-	-	-	4.08	0.41	4.49
As at March 31, 2017	**(34.05)**	**(244.51)**	**(51.50)**	**2.28**	**88.50**	**49.45**	**(189.83)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

The Group has not recognized deferred tax liability on undistributed profits of its subsidiaries and associates amounting to ₹ 459.94 crores (PY ₹ 107.95 crores) because it is able to control the timing of the reversal of temporary differences associated with such undistributed profits and it is probable that such differences will not reverse in the foreseeable future.

During the year, the Company has not accounted for tax credits in respect of Minimum Alternative Tax (MAT credit) of ₹ 77.98 crores (March 31, 2016 : ₹ 83.65 crores, April 1, 2015 ₹ 94.72 crores). The Company is not reasonably certain of availing the said MAT credit in future years against the normal tax expected to be paid in those years and accordingly has not recognised a deferred tax asset for the same.

Tax Credits carried forward	31 March 2017	Expiry Date	31 March 2016	Expiry Date	1 April 2015	Expiry Date
2006-07			14.28	31st March, 2017	14.28	31st March, 2017
2007-08	**12.02**	31st March, 2018	12.02	31st March, 2018	12.02	31st March, 2018
2008-09	**8.30**	31st March, 2019	8.30	31st March, 2019	8.30	31st March, 2019
2009-10	**29.72**	31st March, 2020	29.72	31st March, 2020	29.72	31st March, 2020
2010-11	**100.08**	31st March, 2021	100.08	31st March, 2021	100.08	31st March, 2021
2011-12	**40.09**	31st March, 2022	40.09	31st March, 2022	40.09	31st March, 2022
2012-13	**60.60**	31st March, 2023	60.60	31st March, 2023	60.60	31st March, 2023
2013-14	**84.35**	31st March, 2024	84.35	31st March, 2024	84.35	31st March, 2024
2014-15	**94.72**	31st March, 2025	94.72	31st March, 2025	94.72	31st March, 2025
2015-16	**83.65**	31st March, 2026	83.65	31st March, 2026		
2016-17	**77.98**	31st March, 2027				

NOTE 10: OTHER NON-CURRENT ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Capital Advances	**34.99**	8.74	27.25
Balances with Government Authorities			
Considered Good	**174.62**	112.93	112.66
Considered Doubtful	**13.62**	13.62	12.23
Less: Provision for Doubtful Advances	**(13.62)**	(13.62)	(12.23)
	174.62	112.93	112.66
Other non-current assets			
Considered Good	**1.00**	0.31	0.50
Considered Doubtful	**1.22**	1.22	-
Less: Provision for Doubtful Advances	**(1.22)**	(1.22)	-
	1.00	0.31	0.50
TOTAL	**210.61**	121.98	140.41

NOTE 11: INVENTORIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(Valued at lower of cost and net realizable value)			
Raw Materials (Including Packing Materials)	**643.32**	678.17	541.10
Goods-in Transit	**7.80**	2.54	-
	651.12	680.71	541.10
Work-in-Process	**40.10**	49.32	63.12
Finished goods	**619.71**	470.42	391.10
Stock-in-Trade	**86.82**	93.56	67.18
Stores and Spares	**14.75**	12.97	9.21
TOTAL	**1,412.50**	1,306.98	1,071.71

NOTE 12: INVESTMENTS (CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unquoted, fully paid up:			
At Fair Value through Profit or Loss			
Investments in Mutual Funds	454.49	73.10	158.75
At Amortised Cost			
Investments in Deposits with Non-Banking Financial Companies	174.52	81.45	-
Quoted, fully paid up:			
At Amortised Cost			
Investments in Non-convertible Debentures with Non-Banking Financial Companies	52.78	-	-
TOTAL	**681.79**	**154.55**	**158.75**

Aggregate amount of unquoted investments	629.01	154.55	158.75
Aggregate amount of quoted investments	52.78	-	-
Aggregate Market Value of quoted Investments	52.89	-	-
Aggregate amount of Provision for Impairment in the value of Investments	-	-	-

NOTE 13: TRADE RECEIVABLES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Secured			
Considered Good	**6.64**	6.93	6.33
Unsecured			
Considered Good	**1,022.10**	1,111.08	798.25
Considered Doubtful	**32.33**	20.62	19.02
Less: Provision for Doubtful Debts	**(32.33)**	(20.62)	(19.02)
	1,022.10	1,111.08	798.25
TOTAL	**1,028.74**	1,118.01	804.58

NOTE 14A: CASH AND CASH EQUIVALENTS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with Banks			
- In Current Accounts	**452.05**	398.71	251.13
- Deposits with less than 3 months original maturity	**421.51**	204.27	288.97
	873.56	602.98	540.10
Cheques, Drafts on Hand	**14.97**	6.66	5.27
Cash on hand	**6.52**	2.95	9.56
TOTAL	**895.05**	612.59	554.93

NOTE 14B: OTHER BANK BALANCES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deposits with maturities more than 3 months but less than 12 months (Refer Note (a))	**10.09**	133.99	332.78
In Unpaid Dividend Accounts	**7.52**	7.21	6.75
TOTAL	**17.61**	141.20	339.53

NOTE:

a) The fixed deposits include deposits under lien against bank guarantees ₹ 2.94 crore (31-Mar-16 ₹ 1.93 crore; 01-Apr-15 ₹ 2.05 crore)

b) There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods

NOTE 15: LOANS (CURRENT)

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured, Considered Good, Unless Otherwise Stated			
Security Deposits	**3.54**	4.48	1.72
Other Loans and Advances	**0.07**	0.09	0.11
TOTAL	**3.61**	4.57	1.83

NOTE 16: OTHER CURRENT FINANCIAL ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Derivative asset	**16.49**	1.27	2.48
Others	**6.21**	3.47	2.26
TOTAL	**22.70**	4.74	4.74

NOTE 17: OTHER CURRENT ASSETS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with Government Authorities	**47.75**	80.48	67.41
Right to receive inventory	**11.36**	10.49	9.25
Other Advances			
Considered Good	**89.54**	59.19	69.50
Considered Doubtful	**1.74**	0.90	0.36
Less: Provision for Doubtful Advances	**(1.74)**	(0.90)	(0.36)
	89.54	59.19	69.50
TOTAL	**148.65**	150.16	146.16

NOTE 18: NON CURRENT ASSETS HELD FOR SALE

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Vehicles held for sale	**6.49**	-	-
	6.49	-	-

NOTE:

In March 2017, the Management decided to dispose off vehicles which were no longer in use. The negotiations for sale to interested parties are in process.

NOTE 19 : SHARE CAPITAL

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Authorised			
410,000,000 Equity Shares *(31-Mar-16: 410,000,000; 01-Apr-15: 410,000,000) of ₹ 1 each*	**41.00**	41.00	41.00
10,000,000 Preference Shares *(31-Mar-16: 10,000,000; 01-Apr-15: 10,000,000) of ₹ 1 each*	**1.00**	1.00	1.00
Issued			
340,631,940 Equity Shares *(31-Mar-16: 340,564,947; 01-Apr-15: 340,478,025) of ₹ 1 each*	**34.06**	34.06	34.04
Subscribed and Fully Paid up			
340,600,816 Equity Shares (31-Mar-16: 340,533,823; 01-Apr-15: 340,446,901) of ₹ 1 each fully paid up	**34.06**	34.05	34.04
TOTAL	**34.06**	34.05	34.04

NOTES:

a) During the year, the Company has issued 66,993 equity shares *(previous year 86,922)* under the Employee Stock Grant Scheme.

b) 31,124 Right Issue equity shares *(previous year 31,124 equity shares)* are kept in abeyance due to various suits filed in courts / forums by third parties for which final order is awaited.

c) The reconciliation of number of equity shares outstanding and the amount of share capital at the beginning and at the end of the reporting period:

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of Shares	₹ Crore	No. of Shares	₹ Crore	No. of Shares	₹ Crore
Shares outstanding at the beginning of the year	340,533,823	34.05	340,446,901	34.04	340,378,310	34.04
Add : Shares Issued during the year *	66,993	0.01	86,922	0.01	68,591	0.00
Shares outstanding at the end of the year	**340,600,816**	**34.06**	**340,533,823**	**34.05**	**340,446,901**	**34.04**

** amount less than ₹ 0.01 crore*

d) **Terms / rights attached to equity shares**

The Company has issued only one class of equity shares having a par value of ₹ 1 each. Each equity shareholder is entitled to one vote per share.

During the year ended March 31, 2017 the amount of per share dividend recognised as distribution to equity shareholders was ₹ 5.75 *(previous year ₹ 5.50).*

e) Shares held by Holding Company and Subsidiary of Holding Company and details of shareholders holding more than 5% shares in the Company:

Name of the Shareholder	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Godrej & Boyce Manufacturing Co Ltd *	25,003,815	7.34	118,503,815	34.80	119,163,815	35.00
Godrej Industries Limited	80,937,620	23.76	80,937,620	23.77	80,277,620	23.58
Godrej Seeds & Genetics Limited	93,500,000	27.45		-		-

** Godrej & Boyce Manufacturing Company has ceased to be the holding company with effect from March 30, 2017 owing to reorganisation of shareholding within promoter group.*

f) **Shares Reserved for issue under options**

The Company has 128,895 *(previous year 141,096)* equity shares reserved for issue under Employee Stock Grant Scheme as at March 31, 2017. *(As detailed in Note 47)*

g) Information regarding aggregate no. of equity shares during the five years immediately preceding the date of Balance Sheet:

The Company has not issued any bonus shares or shares for consideration other than cash and has not brought back any shares during the past five years.

The Company has not allotted any shares pursuant to contract without payment being received in cash.

h) There are no calls unpaid on equity shares, other than shares kept in abeyance as mentioned in Note (b) above.

i) No equity shares have been forfeited.

j) **Capital Management**

The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios to support its business and maximize shareholder value. The Group makes adjustments to its capital structure based on economic conditions or its business requirements. To maintain / adjust the capital structure the Group may make adjustments to dividend paid to its shareholders or issue new shares.

The Group monitors capital using the metric of Net Debt to Equity. Net Debt is defined as borrowings less cash and cash equivalents, fixed Deposits and investments readily redeemable.

NOTE 20: OTHER EQUITY

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Securities Premium Account	**1,452.31**	1,446.27	1,439.88
General Reserve	**154.05**	154.05	154.05
Other Reserves			
Capital Investment Subsidy Reserve	**0.15**	0.15	0.15
Capital Redemption Reserve	**1.46**	1.46	1.46
Debenture Redemption Reserve	**-**	-	24.39
Employee Stock Options Outstanding	**9.83**	8.28	8.61
	11.44	9.89	34.61
Retained Earnings	**3,793.30**	2,688.85	2,067.02
Other Comprehensive Income	**(143.21)**	(66.15)	-
Equity attributable to the owners of the parent	**5,267.89**	4,232.91	3,695.56
Non-controlling interest	**-**	10.02	0.69
TOTAL	**5,267.89**	4,242.93	3,696.25

OTHER RESERVES MOVEMENT

	As at March 31, 2017	As at March 31, 2016
Capital Investment Subsidy Reserve		
Balance as per last financial statements	**0.15**	0.15
Closing Balance	**0.15**	0.15
Capital Redemption Reserve		
Balance as per last financial statements	**1.46**	1.46
Closing Balance	**1.46**	1.46
Debenture Redemption Reserve		
Balance as per last financial statements	**-**	24.39
(+) Transfer to retained earnings	**-**	(24.39)
Closing Balance	**-**	-
Employee Stock Options Outstanding		
Gross Employee Compensation for Options granted	**8.28**	8.61
(-) Exercise of Share options	**(6.04)**	(6.39)
(+) Deferred Employee Compensation Expense	**7.59**	6.06
Closing Balance	**9.83**	8.28
	11.44	9.89

Nature and purpose of reserves

1) Securities Premium Reserve

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. The reserve is utilised in accordance with the provisions of the Companies Act.

2) General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

3) Capital Investment Subsidy Reserve

Capital Investment Subsidy Reserve represents subsidy received from the government for commissioning of Malanpur plant in the nature of capital investment.

4) Capital Redemption Reserve

Capital Redemption reserve represents amount set aside by the company for future redemption of capital.

5) Debenture Redemption Reserve

The Company had issued debentures in India and as per the provisions of the Companies Act, 2013, is required to create debenture redemption reserve out of the profits of the Company available for the payment of dividend. The debenture redemption reserve has been transferred to retained earning during the year ended 31 March 2016 on redemption of the debentures.

6) Employee Stock Options Outstanding

The shares option outstanding account is used to recognise the grant date fair value of options issued to employees under the Employee Stock Option Plan and the Employee Stock Grant Scheme which are unvested as on the reporting date and is net of the deferred employee compensation expense.
Refer note 47 for details on ESOP Plans.

7) Effective portion of Cash Flow Hedges

The cash flow hedging reserve represents the cumulative portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognised and accummulated under the heading of cash flow reserve will be reclassified to Statement of Profit and Loss only when the hedged transaction affects the profit or loss or included as a basis adjustment to the non financial hedged item.

8) Exchange differences on translating the financial statements of foreign operations

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

NOTE 21: NON-CURRENT BORROWINGS

₹ Crore

	Maturity Date	Terms of Repayment	Coupon/ Interest rate	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Unsecured						
Bonds / Debentures						
Zero Coupon, Unsecured, Redeemable, Non-Convertible Debenture	18-Dec-2015	Single repayment at the end of the term	9.35%	-	-	260.20
A				-	-	260.20
Term loans						
a) From Banks in USD	Upto July 2021	Payable in Multiple Installments every year	1.6% - 2.25%	3,755.29	2,698.74	2,299.32
b) Term Loans from Banks	Upto March 2021	Payable in Multiple Installments every year	7% - 32%	11.76	6.83	10.29
c) Others				1.33	3.66	0.24
B				3,768.38	2,709.23	2,309.85
A+B				3,768.38	2,709.23	2,570.05
Less: Current maturities of long term debt				(660.13)	(260.20)	(547.02)
TOTAL				**3,108.25**	**2,449.03**	**2,023.03**

NOTE 22: OTHER NON-CURRENT FINANCIAL LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Liabilities for business combinations	**911.24**	67.19	6.36
	911.24	67.19	6.36

NOTE 23 :PROVISIONS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Provision for Employee Benefits			
Gratuity	**36.01**	31.99	22.35
Compensated Absences	**3.77**	2.72	3.99
TOTAL	**39.78**	34.71	26.34

NOTE 24: OTHER NON-CURRENT LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Others	**1.05**	0.05	0.10
	1.05	0.05	0.10

NOTE 25: CURRENT BORROWINGS

₹ Crore

		Maturity Date	Terms of Repayment	Coupon/ Interest rate	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A.	**Secured**						
	Loans repayable on demand from banks (Secured) *(Refer Note (a) below)*	Cash Credit	Payable on demand	9% - 11%	**0.84**	34.35	19.34
					0.84	34.35	19.34
B.	**Unsecured**						
	Loans repayable on demand from banks	Upto 12 months	Mulitple dates	2.50%-13.00%	**8.24**	21.40	18.50
	Packing Credit from Bank *(Refer Note (b) below)*	May, June 2016	Packing credit repayable on demand	6.10%	**-**	2.75	-
	USD Overdraft from banks	On demand	On demand	2.00%-2.50%	**54.08**	123.39	94.19
	Overdraft from banks	On demand	On demand	9% - 11%	**20.42**		14.63
	Commercial Paper	Multiple dates in May' 2017	Payable on commercial paper maturity date	6.49%	**148.97**	-	-
					231.71	147.54	127.32
	TOTAL				**232.55**	181.89	146.66

NOTES:

a) Cash Credit from Banks are secured by hypothecation of Inventories and Book debts repayable on demand

b) The packing credit is granted by banks for a maximum tenure of 180 days at Bank's base rate less interest subvention of 3% per annum as per Interest Equalisation Scheme of Government of India.

c) The Company does not have any default as on the Balance Sheet date in the repayment of any loan or interest.

NOTE 26: TRADE PAYABLES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Other Payables	**1,723.90**	1,485.08	1,467.63
TOTAL	**1,723.90**	**1,485.08**	**1,467.63**

NOTE 27: OTHER CURRENT FINANCIAL LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current Maturities of Long Term Debt *(Refer Note (a) below)*	**660.13**	260.20	547.02
Security deposit received	**4.19**	4.66	4.41
Unpaid Dividends *(Refer Note (b) below)*	**7.52**	7.21	6.75
Option liability	**303.06**	329.70	649.88
Interest accrued	**3.35**	5.37	8.58
Derivative liability	**21.47**	11.94	12.94
Other payables	**22.92**	10.01	20.30
TOTAL	**1,022.64**	629.09	1,249.88

a) Current Maturities of Long term Debt as at April 1, 2015 include 2,500 zero-coupon, unsecured, redeemable, non-convertible debentures having a face value of ₹ 10 lac each, redeemable at a premium, which will yield 9.35% p.a. at maturity. These debentures have been redeemed on December 18, 2015.

b) There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013 as at the year end.

NOTE 28: OTHER CURRENT LIABILITIES

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Statutory Dues	**67.14**	60.68	65.53
Other Payables	**239.91**	254.75	149.54
TOTAL	**307.05**	315.43	215.07

NOTE 29: PROVISIONS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Provision for Employee Benefits			
Gratuity (Net)	**47.77**	30.47	21.54
Compensated Absences	**2.81**	2.59	2.79
Other Provisions :			
Provision for Sales Returns	**31.94**	29.89	23.86
Provision towards Litigations	**7.90**	7.44	5.88
TOTAL	**90.42**	70.39	54.07

Movements in each of the class of other provisions during the financial year are set out below:

	Sales Return	Provision towards Litigation
As at April 1, 2015	**23.86**	5.88
Additional provisions recognised	**6.03**	2.16
Unused amounts reversed	**-**	(0.60)
As at March 31, 2016	**29.89**	7.44
As at April 1, 2016	**29.89**	7.44
Additional provisions recognised	**2.05**	0.74
Unused amounts reversed	**-**	(0.28)
As at March 31, 2017	**31.94**	7.90

Sales Returns:

When a customer has a right to return the product within a given period, the Group recognises a provision for sales return. This is measured basis average past trend of sales return as a percentage of sales. Revenue is adjusted for the expected value of the returns and cost of sales are adjusted for the value of the corresponding goods to be returned.

Legal Claims:

The provisions for indirect taxes and legal matters comprises of numerous separate cases that arise in the ordinary course of business. A provision is recognised for legal cases; if Group assesses that it is possible/probable that an outflow of economic resources will be required. These provisions have not been discounted as it is not practicable for the Group to estimate the timing of the provision utilisation and cash outflows, if any, pending resolution.

NOTE 30 : REVENUE FROM OPERATIONS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Sale of products (including Excise duty)	**9,583.70**	8,742.40
Other Operating Income	**25.10**	10.66
TOTAL	**9,608.80**	8,753.06

NOTE 31 : OTHER INCOME

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Interest Income on:		
Non-convertible debentures and fixed deposits with Non-Banking Financial Companies at amortised cost	**18.74**	2.03
On Advances and Deposits	**22.07**	42.73
Net Gain on Sale of Investments	**9.07**	13.17
Fair Value Gain on financial assets measured at fair value through profit or loss	**11.60**	0.16
Net Gain on Foreign Currency Transactions and Translations	**-**	17.50
Other Non-Operating Income		
Profit on Sale of Fixed Assets	**1.86**	1.33
Miscellaneous non operating income	**11.96**	6.98
TOTAL	**75.30**	83.90

NOTE 32: COST OF MATERIALS CONSUMED

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Raw material and packing material		
Opening Inventory	**680.71**	541.10
Add : Purchases (Net)	**3,772.32**	3,597.39
	4,453.03	4,138.49
Less: Closing Inventory	**(651.12)**	(680.71)
Cost of Materials Consumed	**3,801.91**	3,457.78

NOTE 33: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Opening Inventory		
Finished Goods	**470.42**	391.10
Stock-in-Trade	**93.56**	67.18
Work-in-Progress	**49.32**	63.12
	613.30	521.40
Less: Closing Inventory		
Finished Goods	**619.71**	470.42
Stock-in-Trade	**86.82**	93.56
Work-in-Progress	**40.10**	49.32
	746.63	613.30
(Increase) in Inventories	**(133.33)**	(91.90)

NOTE 34: EMPLOYEE BENEFITS EXPENSES

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Salaries and Wages	**914.35**	885.64
Contribution to Provident and Other Funds	**18.96**	18.23
Share based payments to Employees (Employee Stock Grant Scheme) (Refer Note 47)	**7.59**	6.06
Staff Welfare Expenses	**47.56**	34.20
TOTAL	**988.46**	944.13

NOTE 35: FINANCE COSTS

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Premium on Redemption of Debentures	**-**	17.68
Interest Expense		
Unwinding of interest on liabilities	**18.81**	1.05
Interest on loans	**94.32**	62.52
Bill Discounting Charges	**32.09**	37.76
TOTAL	**145.22**	119.01

NOTE 36: DEPRECIATION AND AMORTIZATION EXPENSES

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Depreciation on property, plant and equipment	**102.96**	77.01
Amortisation of intangible assets	**38.61**	23.62
TOTAL	**141.57**	100.63

NOTE 37: OTHER EXPENSES

₹ Crore

		Year ended March 31, 2017	Year ended March 31, 2016
Consumption of Stores and Spares		**27.11**	27.33
Power and Fuel		**89.02**	109.99
Rent (Net) (Refer Note (a) below)		**84.76**	65.21
Repairs and Maintenance			
Plant and Equipment	**21.80**		11.46
Buildings	**9.63**		8.34
Others (Net)	**42.63**		38.56
		74.06	58.36
Insurance		**19.07**	14.34
Rates and Taxes		**34.81**	36.76
Processing and Other Manufacturing Charges		**201.68**	150.54
Travelling and Conveyance		**65.15**	62.65
Legal and Professional Charges		**101.90**	78.15
Donations		**1.98**	8.26
Sales Promotion		**202.77**	169.41
Advertising and Publicity		**718.14**	669.42
Selling and distribution expenses		**121.42**	95.61
Freight		**277.76**	261.68
Royalty		**1.69**	1.64
Commission		**21.92**	10.11
Bank charges		**8.97**	9.03
Net Loss on Sale / write off of Fixed Assets		**0.02**	12.53
Net Loss on Foreign Currency Transactions and Translations		**15.68**	-
Bad Debts Written Off		**2.35**	7.67
Provision for Doubtful Debts / Advances		**12.55**	4.75
Miscellaneous Expenses (Net)		**166.40**	123.25
		2,249.21	1,976.69

NOTE :

a) During the year, the Company has netted off the rental income in respect of corporate office premises amounting to ₹ 9.12 crore for the year ended on March 31, 2017 (Previous Year ₹ 7.99 crore) with rental expenses amounting to ₹ 9.12 crore for the year ended on March 31, 2017 (Previous Year ₹ 7.99 crore) in respect of similar premises in the same building.

b) Miscellaneous Expenses include the Company's share of various expenses incurred by group companies for sharing of services and use of common facilities.

NOTE 38: EXCEPTIONAL ITEMS GAIN/(LOSS)

₹ Crore

	Year ended March 31, 2017	Year ended March 31, 2016
Restructuring Cost	**(20.09)**	(26.83)
Change in fair value of call/ put options for Darling and Chile businesses	**-**	(181.20)
Dividend paid to Non-controlling shareholders	**-**	(55.90)
Acquisition related (costs)/reversals	**5.83**	(69.58)
Change in exit liability relating to Darling business	**14.34**	-
TOTAL	**0.08**	(333.51)

NOTE 39: EARNINGS PER SHARE

	As at March 31, 2017	As at March 31, 2016
Net Profit After Tax (₹ Crore)	**1,304.08**	827.61
Number of Shares outstanding at the beginning of the year	**340,533,823**	340,446,901
Add : Shares Issued during the year	**66,993**	86,922
Number of Shares outstanding at the end of the year	**340,600,816**	340,533,823
Weighted Average Number of Equity Shares		
For calculating Basic EPS	**340,578,974**	340,513,052
Effect of dilution:		
Shared based payments	**85,924**	91,992
For calculating Diluted EPS	**340,664,898**	340,605,044
Earnings Per Share Before and After Extraordinary Items *(Face Value ₹ 1)*		
Basic (₹)	**38.29**	24.30
Diluted (₹)	**38.28**	24.30

NOTE 40 : COMMITMENTS

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Estimated value of contracts remaining to be executed on capital account to the extent not provided, net of advances there against of ₹ 15.80 crore (previous year ₹ 3.40 crore).	**50.52**	40.27	45.61
TOTAL	**50.52**	40.27	45.61

NOTE 41 : DIVIDEND

The Board has declared a fourth interim dividend for the year 2016-17 on May 9, 2017 at the rate of ₹ 12 per share (1200% of the face value of ₹ 1 each) amounting to ₹ 408.68 crore. The dividend distribution tax on the said dividend is ₹ 83.20 crore.

NOTE 42 : CONTINGENT LIABILITIES

₹ Crore

			As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a)	**CLAIMS FOR EXCISE DUTIES, TAXES AND OTHER MATTERS**				
	i)	Excise duty demands aggregating ₹ 64.20 crore (31-Mar-16 ₹ 69.14 crore, 1-April-15 ₹ 69.70 crore)against which the Company has preferred appeals (net of tax).	**41.98**	45.64	46.01
	ii)	Sales tax demands aggregating against which the Company has preferred appeals (net of tax).	**34.23**	33.31	41.23
	iii)	Income-tax matters			
		Demand notices issued by Income-tax Authorities.	**72.52**	71.13	16.01
	iv)	Other matters	**4.11**	4.22	1.98

₹ Crore

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
b)	**GUARANTEES**			
	Guarantees against Borrowings (in excess of Loans outstanding) / Bank facilities			
i)	Guarantee amounting to GBP 30.0 million (31-Mar-16 & 1-April-15 GBP 30.0 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong against loan provided to Godrej Netherlands BV.	**48.59**	57.28	55.48
ii)	Guarantee amounting to USD 67.3 million (31-Mar-16 & 1-April-15 USD 84.0 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong (1-April-15 guarantee provided to The Hongkong and Shanghai Banking Corporation Limited, Hongkong & Standard Chartered Bank Mauritius Limited) against loan provided to Godrej East Africa Holdings Limited	**41.63**	53.00	50.00
iii)	Guarantee amounting to GBP Nil (FY 16 GBP 0.55 million & 1-April-15 GBP 4.95 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong against loan provided to Godrej Netherlands BV.	**-**	0.48	4.16
iv)	Guarantee amounting to USD 145.20 million (31-Mar-16 USD 145.2 Million, 1-April-15 Nil) given by the Company to DBS Bank Limited, The Hongkong and Shanghai Banking Corporation Limited, Hongkong & Standard Chartered Bank Mauritius Limited against loan provided to Godrej Mauritius Africa Holding Limited	**85.85**	87.46	-
v)	Guarantee amounting to USD 42.90 million (31-Mar-16 USD 57.2 Million, 1-April-15 Nil) given by the Company to DBS Bank Limited, Singapore against loan provided to Godrej Mauritius Africa Holding Limited	**25.37**	34.45	-
vi)	Guarantee amounting to USD 34.3 million (31-Mar-16 USD 45.76 Million, 1-April-15 NIL) given by the Company to Barclays Bank PLC, London against loan provided to Godrej Mauritius Africa Holding Limited	**20.29**	27.56	-
vii)	Guarantee amounting to USD 57.2 million (31-Mar-16 USD 57.2 Million, 1-April-15 NIL) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong & Standard Chartered Bank Mauritius Limited against loan provided to Godrej East Africa Holdings Limited	**33.82**	34.45	-
viii)	Guarantee amounting to Nil (31-Mar-16 & 1-April-15 USD 5 million) given by the Company to The Hongkong and Shanghai Banking Corporation Limited, Hongkong towards interest rate swap / derivative facilities provided to Godrej Netherlands BV	**-**	33.13	31.25
ix)	Guarantee amounting to USD 10 million given by the Company to HSBC Bank (Mauritius) Limited towards bank facilities provided to Godrej Consumer Products Mauritius Limited	**65.04**	-	-
x)	Guarantee amounting to USD 88 million (previous year's NIL) given by the Company to DBS Bank Limited, Singapore and Sumitomo Mitsui Banking Corporation, Singapore Branch towards loan provided to Godrej Consumer Products Holding (Mauritius) Limited	**52.03**	-	-
xi)	Guarantee amounting to USD 1.20 million (previous year's NIL) given by the Company to Sumitomo Mitsui Banking Corporation, Singapore Branch towards interest rate swap / derivative facilities provided to Godrej Consumer Products Holding (Mauritius) Limited	**7.80**	-	-

₹ Crore

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
xii)	Guarantee amounting to USD 1.20 million (previous year's NIL) given by the Company to DBS Bank Limited towards interest rate swap / derivative facilities provided to Godrej Consumer Products Holding (Mauritius) Limited	**7.80**	-	-
xiii)	Guarantee amounting to USD 27.50 (previous year's NIL) million given by the Company to The Hongkong and Shanghai Banking Corporation Limited towards loan raised by Godrej East Africa Holdings Limited	**16.26**	-	-
xiv)	Guarantee amounting to USD 1.60 million given by the Company to JP Morgan Chase Bank NA towards interest rate swap / derivative facilities provided to Godrej East Africa Holdings Limited	**10.41**	-	-
xv)	Guarantee amounting to USD 121 million (previous year's NIL) given by the Company to The Bank of Tokyo-Mitsubishi UFJ Ltd, London Branch towards loan provided to Godrej SON Holdings, Inc.	**71.54**	-	-
xvi)	Guarantee given by the Company to secure credit facilities extended by Citibank Sri Lanka and Citibank Bangladesh to Godrej Household Products (Lanka) Private Limited and Godrej Household Products (Bangladesh) Private Limited respectively.	**-**	-	2.96
Others				
i)	Guarantees issued by banks [secured by bank deposits under lien with the bank ₹ 2.99 crore (31-Mar-16 ₹ 1.98 crore, 1-April-15 ₹ 2.10 cr).	**13.24**	8.81	7.61
ii)	Guarantee given by the Company to Yes Bank for credit facilities extended to M/s. Broadcast Audience Research Council.	**0.80**	0.80	0.80
c)	**Claims against the Company not acknowledged as debt**			
i)	Claims by various parties on account of unauthorized, illegal and fraudulent acts by an employee.	**32.22**	32.22	32.22
ii)	Others	**0.86**	0.28	0.28
d)	The Group has received all its pending litigations and proceedings and has adequately made provisions wherever required and disclosed as contingent liability wherever applicable in financial statements. The Group does not expect the outcome of the proceedings to have a materially adverse effect on its financial results.			

NOTE 43 : RELATED PARTY DISCLOSURES

A) Related Parties and their Relationship

a) Holding Company:

Godrej & Boyce Mfg. Co. Ltd. *(upto March 29, 2017)*

b) Fellow Subsidiaries with whom transactions have taken place during the year *(upto March 29, 2017)*:

i) Godrej Industries Limited
ii) Godrej Agrovet Limited
iii) Godrej Tyson Foods Limited
iv) Godrej Properties Limited
v) Natures Basket Limited
vi) Godrej Vikhroli Properties LLP
vii) Godrej Infotech Limited
viii) Godrej Projects Development Private Limited
ix) Godrej Anandan
x) Godrej One Premises Management Pvt Ltd
xi) Godrej Seeds & Genetics Limited
xii) Godrej Seaview Properties Private Limited

d) Joint Venture:

Name of the Joint Venture	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Godrej Easy IP Holdings (FZC) (Dubai)	Dubai	50%	50%	50%

e) Associate Company:

Name of the Associate Company	Country	% Holding as at March 31, 2017	% Holding as at March 31, 2016	% Holding as at April 1, 2015
Bhabhani Blunt Hairdressing Pvt Limited	India	30%	30%	30%

e) Investing Entity in which the reporting entity is an Associate *(w.e.f. March 30, 2017)*

i) Godrej Industries Limited
ii) Godrej Seeds & Genetics Limited

f) Companies under common Control with whom transactions have taken place during the year *(w.e.f March 30, 2017)*

i) Godrej & Boyce Mfg. Co. Limited
ii) Godrej Agrovet Limited
iii) Godrej Tyson Foods Limited
iv) Godrej Properties Limited
v) Natures Basket Limited
vi) Godrej Vikhroli Properties LLP
vii) Godrej Infotech Limited
viii) Godrej Projects Development Private Limited
ix) Godrej Anandan
x) Godrej One Premises Management Private Limited
xi) Godrej Seaview Properties Private Limited

g) Key Management Personnel and Relatives:

i)	Mr. Adi Godrej	Chairman
ii)	Ms. Nisaba Godrej	Executive Director / Daughter of Mr. Adi Godrej
iii)	Mr. Vivek Gambhir	Managing Director & CEO
iv)	Mr. V. Srinivasan	Chief Financial Officer and Company Secretary
v)	Ms. Parmeshwar Godrej	Wife of Mr. Adi Godrej *(Deceased on October 10, 2016)*
vi)	Mr. Pirojsha Godrej	Son of Mr. Adi Godrej
vii)	Mr. Nadir Godrej	Non Executive Director/ Brother of Mr. Adi Godrej
viii)	Ms. Tanya Dubash	Non Executive Director/ Daughter of Mr. Adi Godrej
ix)	Mr. Jamshyd Godrej	Non Executive Director
x)	Mr. D Shivakumar	Independent Director
xi)	Mr. Aman Mehta	Independent Director
xii)	Mr.Omkar Goswami	Independent Director
xiii)	Ms. Ireena Vittal	Independent Director
xiv)	Mr. Bharat Doshi	Independent Director
xv)	Mr. Narendra Ambvani	Independent Director
xvi)	Mr. Burjis Godrej	Son of Mr.Nadir Godrej
xvii)	Ms. Rati Godrej	Wife of Mr.Nadir Godrej
xviii)	Mr. Sohrab Godrej	Son of Mr.Nadir Godrej
xix)	Mr. Hormazd Godrej	Son of Mr.Nadir Godrej
xx)	Mr.Navroze Godrej	Son of Mr. Jamshyd Godrej
xxi)	Mr. Arvind Dubash	Husband of Ms. Tanya Dubash

i) Post employment Benefit Trust where the reporting entity exercises significant influence

i) Godrej Consumer Products Employees' Provident Fund

B) The Related Party Transactions are as under :

₹ Crore

	Holding Company		Fellow Subsidiaries		Associate Company		Investing Entity in which the reporting entity is an associate		Companies Under Common Control		Key Management Personnel and Relatives		Post employment benefit trust		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Sale of Goods	0.53	0.60	11.87	13.37	0.54	0.63	0.16	-	-	-	-	-	-	-	13.10	14.60
Sale of Capital Asset	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	-
Purchase of Materials and Spares	0.03	0.70	35.83	35.07	-	-	0.22	-	-	-	-	-	-	-	36.08	35.77
Payments made towards Fixed Asset including Assets under Construction	1.59	8.60	3.82	1.60	-	-	-	-	-	-	-	-	-	-	5.41	10.20
Advance Paid	0.37	0.50	0.20	-	-	-	-	-	-	-	-	-	-	-	0.57	0.50
Royalty and Technical Fees Paid	-	-	-	-	0.62	0.28	-	-	-	-	-	-	-	-	0.62	0.28
Establishment and Other Expenses Paid (including provision for doubtful debts if any)	0.23	0.51	39.97	19.71	0.24	0.20	5.14	-	0.02	-	-	-	-	-	45.60	20.42
Establishment and Other Expenses Received	-	-	1.69	1.76	-	-	-	-	-	-	-	-	-	-	1.69	1.76
Guarantees / Surety Bonds Obtained / (Cancelled)	-	-	-	(13.63)	-	-	-	-	-	-	-	-	-	-	-	(13.63)
Dividend Paid	68.14	65.41	46.54	44.22	-	-	-	-	-	-	5.65	5.38	-	-	120.33	115.01
Commission on Profits and Sitting Fees	-	-	-	-	-	-	-	-	-	-	1.83	1.75	-	-	1.83	1.75
Lease Rentals Received	-	-	9.20	8.04	-	-	-	-	-	-	-	-	-	-	9.20	8.04
Lease Rentals Paid	-	-	12.71	9.88	-	-	-	-	-	-	2.46	2.46	-	-	15.17	12.34
Contribution during the year (including Employees' share)	-	-	-	-	-	-	-	-	-	-	-	-	13.73	11.90	13.73	11.90
Short Term Employment Benefits	-	-	-	-	-	-	-	-	-	-	34.44	46.06	-	-	34.44	46.06
Post Employment Benefits	-	-	-	-	-	-	-	-	-	-	1.82	1.36	-	-	1.82	1.36
Other Long Term Benefits	-	-	-	-	-	-	-	-	-	-	0.27	0.25	-	-	0.27	0.25
Share Based Payment	-	-	-	-	-	-	-	-	-	-	3.06	1.51	-	-	3.06	1.51

Outstanding Balances

₹ Crore

	Receivables			Payables			Guarantees Outstanding			Commitments		
	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Holding Company	-	0.66	3.04	-	-	2.99	-	-	-	-	1.86	4.13
Fellow Subsidiaries	-	1.58	3.97	-	2.62	1.14	-	(27.71)	(41.35)	-	15.42	0.62
Associate Company	0.08	0.07	0.07	-	-	0.03	-	-	-	0.01	0.01	-
Investing Entity in which the reporting entity is an associate	2.45	-	-	1.12	-	-	(26.88)	-	-	0.50	-	-
Companies under Common Control	0.32	-	-	-	-	-	(1.21)	-	-	-	-	-
Key Management Personnel and Relatives	-	-	-	22.81	27.35	15.57	-	-	-	12.08	-	-
Post employment benefit trust	-	-	-	1.14	1.00	0.84	-	-	-	-	-	-
Total	**2.85**	**2.31**	**7.08**	**25.07**	**30.97**	**20.57**	**(28.09)**	**(27.71)**	**(41.35)**	**12.59**	**17.29**	**4.75**

NOTE 44 : LEASES

The Group's significant leasing agreements are in respect of operating lease for Computers and Premises (office, godown, etc.) and the aggregate lease rentals payable are charged as rent. The Total lease payments accounted for the year ended March 31, 2017 is ₹ 47.41 crore (previous year ₹ 41.87 crore).

The future minimum lease payments outstanding under non-cancellable operating leases are as follows:

Operating Lease ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Not later than one year	**35.16**	32.70	22.12
Later than one year and not later than five years	**68.73**	70.69	70.24
Later than five years	**7.24**	9.90	2.01
TOTAL	**111.13**	113.29	94.37

The Group has entered into an agreement to give one of its office building on operating lease effective May 2015. Total lease rentals earned during the year ended March 31, 2017 amounting to ₹ 9.12 crore have been netted off against rent expense of ₹ 9.12 in Note 37 for similar premises in the same building.

The future minimum lease rental receivable under the non-cancellable operating lease is as follows:

₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Not later than one year	**9.12**	9.12	7.99
Later than one year and not later than five years	**19.39**	28.52	36.50
Later than five years	**-**	-	1.14
TOTAL	**28.51**	37.64	45.63

Finance Lease ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Not later than one year	**0.79**	0.01	0.78
Later than one year and not later than five years	**0.09**	-	0.25
Later than five years	**-**	-	-
TOTAL	**0.88**	0.01	1.03

NOTE 45 : HEDGING CONTRACTS

The Company uses forward exchange contracts to hedge its foreign exchange exposure relating to the underlying transactions and firm commitment in accordance with its forex policy as determined by its Forex Committee. The Company does not use foreign exchange forward contracts for trading or speculation purposes.

Forward/ Spot Contracts outstanding as at March 31, 2017: In million

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
Forward Contracts to Purchase (USD)	US $	16.80	US $	6.28	US $	5.76
[30 contracts (previous year 19 contract)]						
Spot Contract to Purchase (USD)	$	-	US $	0.25		-
[Nil contract (previous year 1 contract)]						
Forward Contracts to Purchase (CNH)		5.95				
[13 contracts (previous year NIL)]						
Forward Contracts to Sell (EUR)	€	1.05	€	4.76	€	2.00
[2 contracts (previous year 11 contract)]						

NOTE 46 : EMPLOYEE BENEFITS

a) DEFINED CONTRIBUTION PLAN

Provident Fund:

The contributions to the Provident Fund of certain employees (including some employees of the erstwhile Godrej Household Products Ltd) are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution. The Superannuation Fund constitutes an insured benefit, which is classified as a defined contribution plan as the Company contributes to an Insurance Company and has no further obligation beyond making payment to the insurance company.

b) DEFINED BENEFIT PLAN

Gratuity:

The Company participates in the Employees' Group Gratuity-cum-Life Assurance Scheme of HDFC Standard Life Insurance Co. Ltd., a funded defined benefit plan for qualifying employees. Gratuity is payable to all eligible employees on death or on separation / termination in terms of the provisions of the Payment of Gratuity (Amendment) Act, 1997, or as per the Company's scheme whichever is more beneficial to the employees.

The Gratuity scheme of the erstwhile Godrej Household Products Ltd., which was obtained pursuant to the Scheme of Amalgamation, is funded through Unit Linked Gratuity Plan with HDFC Standard Life Insurance Company Limited.

The liability for the Defined Benefit Plan is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the Balance Sheet date, carried out by an independent actuary.

The Company has a gratuity trust. However, the Company funds its gratuity payouts from its cash flows. Accordingly, the Company creates adequate provision in its books every year based on actuarial valuation.

These benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and investment risk.

Provident Fund:

The Company manages the Provident Fund plan through a Provident Fund Trust for its employees which is permitted under The Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and is actuarially valued. The plan envisages contribution by the employer and employees and guarantees interest at the rate notified by the Provident Fund authority. The contribution by employer and employee, together with interest, are payable at the time of separation from service or retirement, whichever is earlier.

c) Amounts Recognised as Expense:

i) Defined Contribution Plan

Employer's Contribution to Provident Fund including contribution to Family Pension Fund amounting to ₹ 9.93 crore (previous year ₹ 8.80 crore)has been included under Contribution to Provident and Other Funds.

ii) Defined Benefit Plan

Gratuity cost amounting to ₹ 4.52 crore (previous year ₹ 3.07 crore) has been included in Note 35 under Contribution to Provident and Other Funds.

d) The amounts recognised in the Company's financial statements as at year end are as under:

₹ Crore

		As at March 31, 2017	As at March 31, 2016
i)	**Change in Present Value of Obligation**		
	Present value of the obligation at the beginning of the year	**67.07**	50.78
	Current Service Cost	**6.56**	5.74
	Interest Cost	**5.34**	5.07
	Benefits Paid	**(4.07)**	(2.99)
	Exchange difference	**(2.53)**	2.14
	Actuarial (Gain) / Loss on Obligation	**13.07**	6.33
	Actuarial (Gain) / Loss on Obligation- Due to Change in Demographic Assumptions	**3.71**	-
	Actuarial (Gain) / Loss on Obligation- Due to Change in Financial Assumptions	**7.60**	4.27
	Actuarial (Gain) / Loss on Obligation- Due to Experience	**1.76**	2.06
	Present value of the obligation at the end of the year	**85.44**	67.07
ii)	**Change in Plan Assets**		
	Fair value of Plan Assets at the beginning of the year	**4.68**	6.89
	Interest Income	**0.44**	0.57
	Return on plan assets excluding interest income	**0.12**	(0.19)
	Actuarial Gain / (Loss) on Plan Assets	**-**	-
	Contributions by the Employer	**0.49**	0.32
	Benefits Paid	**(4.07)**	(2.99)
	Fair value of Plan Assets at the end of the year	**1.66**	4.60
iii)	**Amounts Recognised in the Balance Sheet:**		
	Present value of Obligation at the end of the year (as at 1-April-15 ₹ 50.78 crore)	**85.45**	67.07
	Fair value of Plan Assets at the end of the year (as at 1-April-15 ₹ 6.88 crore)	**1.66**	4.60
	Funded status - Deficit	**83.79**	62.47
	Net Liability recognised in the Balance Sheet (as at 1-April-15 ₹ 43.90 crore)	**83.79**	62.47
iv)	**Amounts Recognised in the Statement of Profit and Loss:**		
	Current Service Cost	**6.56**	5.74
	Interest Cost on Obligation	**4.90**	4.50
	Net Cost Included in Personnel Expenses	**11.46**	10.24
v)	**Recognised in other comprehensive income for the year**		
	Actuarial (Gain) / Loss on Obligation	**13.07**	6.33
	Return on plan assets excluding interest income	**(0.12)**	0.19
	Recognised in other comprehensive income	**12.95**	6.52
vi)	**Weighted average duration of Present Benefit Obligation**	**6 years**	10 years
vii)	**Estimated contribution to be made in next financial year**	**6.98**	6.35
viii)	**Major categories of Plan Assets as a % of total Plan Assets**	**100%**	100%
	Insurer Managed Funds (as at 1-April-15 100%)		
ix)	**Actuarial Assumptions**		
	i) Discount Rate (as at 1-April-15 7.00%-15.00% P.A.)	6.82%-16.50% P.A.	8.01%-15.00% P.A.
	ii) Salary Escalation Rate (as at 1-April-15 5.50%-11.00% P.A.)	7.00%-13.00% P.A.	5.50%-11.00%% P.A.
	iii) Mortality for domestic plan	Indian Assured Lives Mortality (2006-08) Ultimate	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

x) **Maturity Analysis of Projected Benefit Obligation: From the Fund**

	As at March 31, 2017	As at March 31, 2016
Projected Benefits Payable in Future Years From the Date of Reporting		
Within the next 12 months	**12.34**	5.92
2nd Following Year	**6.11**	2.14
3rd Following Year	**6.00**	3.81
4th Following Year	**6.21**	2.32
5th Following Year	**5.82**	3.11
Sum of Years 6 To 10	**27.14**	16.28

xi) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2017		March 31, 2016	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2.53)	2.85	(2.74)	3.20
Future salary growth (1% movement)	2.82	(2.55)	3.25	(2.83)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Other details	
Methodology Adopted for ALM	Projected Unit Credit Method
Usefulness and Methodology adopted for Sensitivity analysis	Sensitivity analysis is an analysis which will give the movement in liability if the assumptions were not proved to be true on different count. This only signifies the change in the liability if the difference between assumed and the actual is not following the parameters of the sensitivity analysis.
Comment on Quality of Assets	Since investment is with insurance company, Assets are considered to be secured.

NOTE 47 : EMPLOYEE STOCK BENEFIT PLANS

I. EMPLOYEE STOCK OPTION PLAN OF ERSTWHILE GODREJ HOUSEHOLD PRODUCTS LTD

a) Under the Scheme of Amalgamation, the Company has obtained the ‘Godrej Sara Lee Limited Employees Stock Option Plan’ set up for eligible employees of the erstwhile Godrej Household Products Limited. The equity shares of Godrej Industries Limited (GIL) are the underlying equity shares for the stock option plan. The ESOP Scheme is administered by an independent ESOP Trust created with IL&FS Trust Company Limited. The independent ESOP Trust has purchased shares of GIL from the market against which the options have been granted. The purchases have been financed by loans from the erstwhile Godrej Household Products Limited, which together with interest amounted to ₹ 1.95 crore as at beginning of the year. The ESOP Trust has made a net repayment of the loan amounting to ₹ 0.60 crore during the year. The total amount of loans outstanding together with interest thereon as at March 31, 2016 amounts to ₹ 1.35 crore which had been fully adjusted against the reserves in accordance with the scheme of amalgamation duly approved by the Hon’ble High Court of Judicature at Bombay in FY 2010-11. The repayment of the loans granted to the ESOP Trust and interest thereon is dependent on the exercise of the options by the employees and the market price of the underlying shares of the unexercised options at the end of the exercise period.

b) The status of the above plan (since inception) is as under:

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Options Granted	-	2,129,000	2,129,000
Options Vested	-	-	-
Options Exercised	-	20,000	-
Options Lapsed / Forfeited, pending sale	-	15,000	-
Options Lapsed / Forfeited and sold	-	2,094,000	2,094,000
Total Number of Options Outstanding	-	-	35,000

II. EMPLOYEE STOCK GRANT SCHEME

a) The Company set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders on March 18, 2011.

b) The ESGS Scheme is effective from April 1, 2011, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.

c) The Scheme applies to the Eligible Employees of the Company or its Subsidiaries. The entitlement of each employee will be decided by the Compensation Committee of the Company based on the employee's performance, level, grade, etc.

d) The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 2,500,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 500,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.

e) The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year or as may be decided by the Compensation Committee from the date on which the Stock Grants are awarded for a period of three consecutive years subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.

g) The Exercise Price of the shares has been fixed at ₹ 1 per share. The fair value value is treated as Employee Compensation Expenses and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

h) The details of the scheme are as below:

Scheme	Grant Date	No. of Options	Vesting Condition	Exercise Price (₹) per share	Weighted average Exercise Price (₹) per share	Exercise period
Employees Stock Grant Scheme 2011	From 2011 to 2016	523,595	Vested in the proportion of 1/3rd at the end of each year	1.00	1.00	within 1 month from the date of vesting

Movement in the number of share options during the year:		
	As at March 31, 2017	As at March 31, 2016
Outstanding at the beginning of the year	**141,096**	174,121
Add: Granted during the year	**58,376**	71,230
Less: Exercised during the year	**66,993**	86,922
Less: Forfeited/ lapsed during the year	**3,584**	17,333
Outstanding at the end of the year	**128,895**	141,096

Weighted average remaining contractual life of options as at 31st March, 2017 was 1.56 years *(31-Mar-16: 1.95 years and 01-Apr-15: 2.09 years).*

Weighted average equity share price at the date of exercise of options during the year was ₹ 1,558.62 *(previous year ₹ 1223.84).*

The fair value of the employee share options has been measured using the Black-Scholes formula. The following assumptions were used for calculation of fair value of grants:

	Year ended March 31, 2017	Year ended March 31, 2016
Risk-free interest rate (%)	**7.04%**	8.71%
Expected life of options (years)	**2.00**	2.00
Expected volatility (%)	**32.21%**	33.20%
Dividend yield	**0.39%**	0.51%
The price of the underlying share in market at the time of option grant (₹)	**1,481.60**	1,124.20

III. Pursuant to SEBI notification dated January 17, 2013, no further securities of the Company will be purchased from the open market.

NOTE 48 : DISCLOSURE U/S 186 (4) OF THE COMPANIES ACT, 2013

Details of Investments made are disclosed under Note 13 and details of corporate guarantees given to banks on behalf of other body corporates are disclosed under Note 42.

NOTE 49 : SUBSEQUENT EVENTS

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the balance sheet date.

NOTE 50 : FINANCIAL INSTRUMENTS

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

₹ Crore

	Carrying amount				Fair value			
As at March 31, 2017	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Non-convertible Debentures with Non-Banking Financial Companies	-	-	153.66	153.66	-	-	-	-
Deposits with Non-Banking Financial Companies	-	-	62.85	62.85	-	-	-	-
Loans								
Security Deposits and Others	-	-	19.28	19.28	-	-	-	-
Other Financial Assets	-	-	5.35	5.35	-	-	-	-
Current								
Current investments								
Deposits with Non-Banking Financial Companies	-	-	174.52	174.52	-	-	-	-
Mutual Fund	454.49	-	-	454.49	-	454.49	-	454.49
Non-convertible Debentures with Non-Banking Financial Companies	-	-	52.78	52.78	-	-	-	-
Trade receivables	-	-	1,028.74	1,028.74	-	-	-	-
Cash and cash equivalents	-	-	895.05	895.05	-	-	-	-
Bank balances others			17.61	17.61	-	-	-	-
Loans								
Security Deposits and Others	-	-	3.61	3.61	-	-	-	-
Derivative Asset	-	16.49	-	16.49	-	16.49	-	16.49
Others	-	-	6.21	6.21	-	-	-	-
	454.49	**16.49**	**2,419.66**	**2,890.64**	**-**	**470.98**	**-**	**470.98**
Financial liabilities								
Non-Current								
Borrowings	-	-	3,108.25	3,108.25	-	-	-	-
Liabilities for business combinations	911.24	-	-	911.24	-	-	911.24	911.24
Current								
Borrowings	-	-	232.55	232.55	-	-	-	-
Trade and other payables	-	-	1,723.90	1,723.90	-	-	-	-
Option Liability *	-	-	-	303.06	-	-	303.06	303.06
Current Maturities of Long Term Debt	-	-	660.13	660.13	-	-	-	-
Derivative liability			21.47	21.47	-	-	-	-
Others	-	-	37.98	37.98	-	-	-	-
	911.24	**-**	**5,784.28**	**6,998.58**	**-**	**-**	**1,214.30**	**1,214.30**

₹ Crore

	Carrying amount				Fair value			
As at March 31, 2016	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Investments								
Shares	0.53	-	-	0.53	0.53	-	-	0.53
Loans	-	-	-	-	-	-	-	-
Security Deposits	-	-	15.45	15.45	-	-	-	-
Other financial assets	-	-	5.75	5.75	-	-	-	-
Current								
Current investments								
Mutual Fund	73.10	-	-	73.10	-	73.10	-	73.10
Deposits	-	-	81.45	81.45	-	-	-	-
Trade receivables	-	-	1,118.01	1,118.01	-	-	-	-
Cash and cash equivalents	-	-	612.59	612.59	-	-	-	-
Bank balances others			141.20	141.20	-	-	-	-
Loans								
Security Deposits and Others	-	-	4.57	4.57	-	-	-	-
Derivative Asset	-	-	1.27	1.27	-	-	-	-
Others	-	-	3.47	3.47	-	-	-	-
	73.63	**-**	**1,983.76**	**2,057.39**	**0.53**	**73.10**	**-**	**73.63**
Financial liabilities								
Non-Current								
Borrowings	-	-	2,449.03	2,449.03	-	-	-	-
Liabilities for business combinations	67.19	-	-	67.19	-	-	67.19	67.19
Current								
Borrowings	-	-	181.89	181.89	-	-	-	-
Trade and other payables	-	-	1,485.08	1,485.08	-	-	-	-
Option Liability	329.70	-	-	329.70	-	-	329.70	329.70
Current Maturities of Long Term Debt	-	-	260.20	260.20	-	-	-	-
Derivative liability			11.94	11.94	-	-	-	-
Others	-	-	27.25	27.25	-	-	-	-
	396.89	**-**	**4,415.39**	**4,812.28**	**-**	**-**	**396.89**	**396.89**

₹ Crore

As at April 1, 2015	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current								
Investments	1.21	-	-	1.21	1.21	-	-	1.21
Loans	-	-	-	-	-	-	-	-
Security Deposits	-	-	17.95	17.95	-	-	-	-
Other financial assets	-	-	6.63	6.63	-	-	-	-
Current								
Current investments								
Mutual funds	158.75	-	-	158.75	-	158.75	-	158.75
Trade receivables	-	-	804.58	804.58	-	-	-	-
Cash and cash equivalents	-	-	554.93	554.93	-	-	-	-
Bank balances others			339.53	339.53	-	-	-	-
Loans								
Security Deposits and Others	-	-	1.83	1.83	-	-	-	-
Derivative Asset	-	-	2.48	2.48	-	-	-	-
Others	-	-	2.26	2.26	-	-	-	-
	159.96	**-**	**1,730.19**	**1,890.15**	**1.21**	**158.75**	**-**	**159.96**
Financial liabilities								
Non Current								
Borrowings	-	-	2,023.03	2,023.03	-	-	-	-
Liabilities for business combinations	-	-	6.36	6.36	-	-	6.36	6.36
Current								
Borrowings	-	-	146.66	146.66	-	-	-	-
Trade and other payables	-	-	1,467.63	1,467.63	-	-	-	-
Option Liability	649.88	-	-	649.88	-	-	649.88	649.88
Current Maturities of Long Term Debt	-	-	547.02	547.02	-	-	-	-
Derivative liability			12.94	12.94	-	-	-	-
Others	-	-	40.04	40.04	-	-	-	-
	649.88	**-**	**4,243.68**	**4,893.56**	**-**	**-**	**656.24**	**656.24**

Level - 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities
Level - 2 : Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
Level - 3 : Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

** The put option liability is fair valued at each reporting date through equity*

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Mutual Fund Investments	NAV quoted by the Mutual Fund	NA	NA

Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

₹ Crore

Particulars	Option liability	Contingent consideration	Total
As at April 1, 2015	656.24	-	656.24
Net change in fair value	237.15	-	237.15
Payment of liability	(521.74)	-	(521.74)
Exchange difference	25.24	-	25.24
As at March 31, 2016	**396.89**	**-**	**396.89**
As at April 1, 2016	396.89	-	396.89
Net change in fair value through reserves	(46.42)	-	(46.42)
Net change in fair value through PL	(5.99)	9.92	3.93
Payment of liability	(51.76)	-	(51.76)
Acquisition	60.99	864.03	925.02
Exchange difference	6.42	(19.79)	(13.37)
As at March 31, 2017	**360.13**	**854.16**	**1,214.29**

Valuation processes

The main level 3 inputs for put option, contingent considerations are derived and evaluated as follows :

Contingent consideration -The key inputs used in the determination of fair value of contingent consideration are the discount rate and expected future performance of the business.

Sensitivity analysis

For the fair values of put option and contingent consideration, reasonably possible changes at the reporting date to one of the significant observable inputs, holding other inputs constant, would have the following effects.

₹ Crore

	Year ended March 31, 2017			
	Profit or loss		Equity	
Significant observable inputs	Increase	Decrease	Increase	Decrease
Achievement of financial target (10% movement)	(95.00)	95.00	(32.98)	32.98

	Year ended March 31, 2016			
	Profit or loss		Equity	
Significant observable inputs	Increase	Decrease	Increase	Decrease
Achievement of financial target (10% movement)	(31.77)	31.77	-	-

NOTE 51 : FINANCIAL RISK MANAGEMENT

The activities of the Group exposes it to a number of financial risks – market risk, credit risk and liquidity risk. The Group seeks to minimize the potential impact of unpredictability of the financial markets on its financial performance. The risk management policy which is approved by the Board, is closely monitored by the senior management.

A. MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risks: currency rate risk, interest rate risk and price risk. Financial instruments affected by market risk includes borrowings, investments and derivative financial instruments. The Group has international operations and is exposed to a variety of market risks, including currency and interest rate risks.

(i) Management of price risk:

The Company invests its surplus funds in various debt instruments including liquid and short term schemes of debt mutual funds, deposits with banks and financial institutions and non-convertible debentures (NCD's). Investments in mutual funds and NCD's are susceptible to market price risk, arising from changes in interest rates or market yields which may impact the return and value of the investments. This risk is mitigated by the Company by investing the funds in various tenors depending on the liquidity needs of the Company.

(ii) Management of Currency risk:

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The Group mitigates the foreign exchange risk by setting appropriate exposure limits, periodic monitoring of the exposures and hedging exposures using derivative financial instruments like foreign exchange forward contracts. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Group may be impacted due to volatility of the rupee against foreign currencies.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e. ₹)

The currency profile of financial assets and financial liabilities as at March 31, 2017, March 31, 2016 and April 1, 2015 are as below:

₹ Crore

As at 31st March 2017	GBP	USD	EURO	ZAR	AED	Others
Financial assets						
Cash and cash equivalents	0.38	97.49	0.79	0.57	-	0.22
Current investments	-	0.57	-	-	-	-
Long-term loans and advances	-	12.75	-	-	-	-
Short-term loans and advances	-	0.20	-	-	-	-
Trade and other receivables	1.29	264.77	28.69	0.45	1.11	0.47
Less: Forward contracts for trade receivables			(7.28)	-	-	-
Other Non-Current financial assets	-	14.54	-	-	-	-
Other Current financial assets	-	3.94	-	-	-	-
	1.67	**394.26**	**22.20**	**1.02**	**1.11**	**0.69**
Financial liabilities						
Long term borrowings	-	15.26	-	-	-	-
Short term borrowings	-	2.46	-	-	-	-
Trade and other payables	0.68	439.62	6.11	-	-	5.78
Less: Forward contracts for trade payables		(122.97)	-	-	-	(5.61)
Other Current financial liabilities	-	0.18	-	-	-	-
	0.68	**334.55**	**6.11**	**-**	**-**	**0.17**
Net Exposure	**0.99**	**59.71**	**16.09**	**1.02**	**1.11**	**0.52**

₹ Crore

As at 31st March 2016	GBP	USD	EURO	ZAR	AED	Others
Financial assets						
Cash and cash equivalents	-	62.86	0.46	0.26		-
Current investments	-	1.46	-	-		-
Short-term loans and advances	-	1.65	-	-		-
Trade and other receivables	0.27	301.09	34.30	0.43		0.33
Less: Forward contracts for trade receivables			(32.12)			
Other Non-Current financial assets	-	23.01	-	-		-
	0.27	**390.07**	**2.64**	**0.68**	**-**	**0.33**
Financial liabilities						
Long term borrowings	-	11.03	-	-	-	-
Short term borrowings	-	5.91	-	-	-	-
Trade and other payables	0.67	377.40	6.32	0.03	-	-
Less: Forward contracts for trade payables	-	(16.78)	-	-	-	-
Other Current financial liabilities	-	0.48	0.05	-	-	-
	0.67	**378.04**	**6.37**	**0.03**	**-**	**-**
Forecasted sales			3.77			
Less: Forward contracts on forecasted sales			(3.77)			
Net Exposure	**(0.40)**	**12.03**	**(3.73)**	**0.66**	**-**	**0.33**

₹ Crore

As at April 1, 2015	GBP	USD	EURO	ZAR	AED	Others
Financial assets						
Cash and cash equivalents	0.31	121.56	5.25	0.22		-
Trade and other receivables	0.05	227.99	17.05	0.39		0.97
Less: Forward contracts for trade receivables			(13.44)			
Other Non-Current financial assets	-	4.27	-	-		-
	0.36	**353.82**	**8.86**	**0.61**	**-**	**0.97**
Financial liabilities						
Long term borrowings	-	4.27	-	-		-
Short term borrowings	-	26.66	-	-		-
Trade and other payables	0.46	406.93	4.65	-		-
Less: Forward contracts for trade payables		(36.00)				
Other Current financial liabilities	-	(0.05)	0.12	-		-
	0.46	**401.81**	**4.77**	**-**	**-**	**-**
Net Exposure	**(0.10)**	**(47.99)**	**4.09**	**0.61**	**-**	**0.97**

The following significant exchange rates have been applied during the year.

	Year-end spot rate		
	March 31, 2017	March 31, 2016	April 1, 2015
GBP INR	**80.98**	95.09	92.87
USD INR	**65.04**	66.18	62.60
EUR INR	**69.29**	75.40	67.51
ZAR INR	**5.00**	4.46	5.18
AED INR	**18.49**	-	-

Sensitivity analysis

A reasonably possible 5% strengthening (weakening) of the Indian Rupee against GBP/USD/EURO/ZAR/AED at March 31 would have affected the measurement of financial instruments denominated inGBP/USD/EURO/ZAR/AED and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2017		
GBP	0.05	(0.05)
USD	2.99	(2.99)
EURO	0.80	(0.80)
ZAR	0.05	(0.05)
AED	0.06	(0.06)
Others - CNH/KWD	0.03	(0.03)
	3.98	**(3.98)**

Effect in INR	Profit or loss	
	Strengthening	Weakening
March 31, 2016		
GBP	(0.02)	0.02
USD	0.60	(0.60)
EURO	(0.19)	0.19
ZAR	0.03	(0.03)
Others - CNH/KWD	0.02	(0.02)
	0.44	**(0.44)**

(iii) Management of interest risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Exposure to interest rate risk

The Group's exposure to interest rate risks relates primarily to the Group's interest obligations on its borrowings. To mitigate this risk the Group enters into derivative financial instruments like interest rate swaps.

₹ Crore

	As at March 31, 2017	As at March 31, 2016
Borrowings		
Fixed rate instruments	**250.81**	149.02
Variable-rate instruments	**3,748.79**	2,738.45
Investments		
Fixed rate investments	**860.59**	418.26
	3,139.01	2,469.21

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

The Company manages its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Under theses swaps, the Company agrees with banks to pay amounts as per fixed contracted rates and recieve as per floating interest rates with reference to the agreed notional principal amounts.

A change of 50 basis points in interest rates would have increased or decreased the equity by ₹ 11.48 crores after tax (March 31, 2016 : ₹ 2.65 crores).

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points (bp) in interest rate at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

The risk estimates provided assume a parallel shift of 50 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

₹ Crore

	Profit or loss	
	50 bp increase	50 bp decrease
As at March 31, 2017		
Variable-rate instruments	(18.74)	18.74
Less : Interest-rate swap on Variable rate instrument	9.85	(9.85)
Cash flow sensitivity (net)	**(8.89)**	**8.89**
As at March 31, 2016		
Variable-rate instruments	(13.69)	13.69
Less : Interest-rate swap on Variable rate instrument	4.37	(4.37)
Cash flow sensitivity (net)	**(9.32)**	**9.32**

B. MANAGEMENT OF CREDIT RISK:

Credit risk refers to the risk of default on its obligations by a counterparty to the Group resulting in a financial loss to the Group. The Group is exposed to credit risk from its operating activities (trade receivables) and from its investing activities including investments in mutual funds, deposits with banks and financial institutions and NCD's, foreign exchange transactions and financial instruments.

Credit risk from trade receivables is managed by each business unit subject to the Group's policies, procedures and controls relating to customer credit risk management by establishing credit limits, credit approvals and monitoring creditworthiness of the customers to which the Group extends credit in the normal course of business. Outstanding customer receivables are regularly monitored. The Group has no concentration of credit risk as the customer base is widely distributed.

Credit risk from investments of surplus funds is managed by the Group's treasury in accordance with the Board approved policy and limits. Investments of surplus funds are made only with those counterparties who meet the minimum threshold requirements prescribed by the Board. The Group monitors the credit ratings and financial strength of its counter parties and adjusts its exposure accordingly.

At March 31, 2017, the ageing for the trade receivables as mentioned in the note below & that were not impaired (not provided for) was as follows:

Trade Receivables ₹ Crore

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Neither past due nor impaired	**676.41**	695.46	516.57
Past due 1–90 days	**293.60**	320.35	235.20
Past due 91–120 days	**29.94**	26.06	19.53
Past due more than 120 days	**28.79**	76.14	33.28
	1,028.74	1,118.01	804.58

Loans and advances given are monitored by the Group on a regular basis and these are neither past due nor impaired.

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

₹ Crore

	Trade receivables Impairments
Balance as at April 1, 2015	**19.02**
Impairment loss recognised	9.27
Amounts written off	(7.67)
Balance as at March 31, 2016	**20.62**
Impairment loss recognised	14.06
Amounts written off	(2.35)
Balance as at March 31, 2017	**32.33**

C. MANAGEMENT OF LIQUIDITY RISK:

Liquidity risk is the risk that the Group may not be able to meet its present and future cash obligations without incurring unacceptable losses. The Group's objective is to maintain at all times, optimum levels of liquidity to meet its obligations. The Group closely monitors its liquidity position and has a robust cash management system. The Group maintains adequate sources of financing including debt and overdraft from domestic and international banks and financial markets at optimized cost.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

₹ Crore

As at March 31, 2017	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-3 years	More than 3 years
Non-derivative financial liabilities					
Term loans from banks	3,851.96	4,021.42	818.18	2,065.01	1,138.23
Commercial papers	148.97	150.00	150.00	-	-
Trade and other payables	1,723.90	1,723.90	1,723.90	-	-
other financial liabilities	1,273.75	1,273.75	362.51	911.24	-
Derivative financial liabilities					
Interest rate swaps	21.47	64.20	39.13	25.07	
Forward exchange contracts used for hedging					
- Outflow	-	136.88	136.88	-	-
- Inflow	-	136.55	136.55	-	-

₹ Crore

As at March 31, 2016	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-3 years	More than 3 years
Non-derivative financial liabilities					
Term loans from banks	2,891.12	3,014.20	498.15	1,761.75	754.30
Trade and other payables	1,485.08	1,485.08	1,485.08	-	-
other financial liabilities	436.08	436.08	368.89	67.19	-
Derivative financial liabilities					
Interest rate swaps	11.94	26.56	26.56	-	-
Forward exchange contracts used for hedging					
- Outflow	-	53.07	53.07	-	-
- Inflow	-	52.55	52.55	-	-

₹ Crore

As at April 1, 2015	Carrying amount	Contractual cash flows			
		Total	Less than 1 year	1-3 years	More than 3 years
Non-derivative financial liabilities					
Rupee term loans from banks	2,456.07	2,601.01	489.76	1,075.53	1,035.72
Non-Convertible Debenture	260.64	277.64	277.64	-	-
Trade and other payables	1,467.63	1,467.63	1,467.63	-	-
other financial liabilities	709.22	708.88	708.88	-	-
Derivative financial liabilities					
Interest rate swaps	12.94	48.22	23.10	25.12	-
Forward exchange contracts used for hedging					
- Outflow	-	52.48	52.48	-	-
- Inflow	-	53.93	53.93	-	-

NOTE 52 : HEDGE ACCOUNTING

The objective of hedge accounting is to represent, in the Group's financial statements, the effect of the Group's use of financial instruments to manage exposures arising from particular risks that could affect profit or loss. As part of its risk management strategy, the Group makes use of financial derivative instruments namely foreign exchange forward contracts & interest rate swaps for hedging the risk embedded in some of its highly probable forecast investment & interest rate fluctuation on variable rate loans.

For derivative contracts designated as hedge, the Group documents, at inception, the economic relationship between the hedging instrument and the hedged item, the hedge ratio, the risk management objective for undertaking the hedge and the methods used to assess the hedge effectiveness. The derivative contracts have been taken to hedge foreign currency risk on our highly probable forecast investment & interest rate risk on our variable rate loans. The tenor of hedging instrument may be less than or equal to the tenor of underlying.

Financial contracts designated as hedges are accounted for in accordance with the requirements of Ind AS 109 depending upon the type of hedge. The Group applies cash flow hedge accounting to hedge the variability in a) the future cash flows on the overseas remittance to its subsidiary subject to foreign exchange risk; b) interest payments on variable rate loans.

The Group has a Board approved policy on assessment, measurement and monitoring of hedge effectiveness which provides a guideline for the evaluation of hedge effectiveness, treatment and monitoring of the hedge effective position from an accounting and risk monitoring perspective. Hedge effectiveness is ascertained at the time of inception of the hedge and periodically thereafter. The Group assesses hedge effectiveness on prospective basis. The prospective hedge effectiveness test is a forward looking evaluation of whether or not the changes in the fair value or cash flows of the hedging position are expected to be highly effective on offsetting the changes in the fair value or cash flows of the hedged position over the term of the relationship.

Hedge effectiveness is assessed through the application of critical terms match method & dollar off-set method. Any ineffectiveness in a hedging relationship is accounted for in the statement of profit and loss.

The table below enumerates the Group's hedging strategy, typical composition of the Group's hedge portfolio, the instruments used to hedge risk exposures and the type of hedging relationship:

Sr No	Type of risk/ hedge position	Hedged item	Description of hedging strategy	Hedging instrument	Description of hedging instrument	Type of hedging relationship
1	Currency risk hedge	Highly Probable Foreign currency (FCY) denominated investment into Overseas Subsidiary	FCY denominated highly probable forecast investment is converted into functional currency using a plain vanila foreign currency forward contract.	Fx forward contracts	Forward contracts are contractual agreements to buy or sell a specified financial instrument at a specific price and date in the future. These are customized contracts transacted in the over–the–counter market.	Cash flow hedge
2	Interest rate hedge	Floating rate loans	Floating rate financial liability is converted into a fixed rate financial liability using a floating to fixed interest rate swap.	Interest rate swap	Interest rate swap is a derivative instrument whereby the Group recieves at a floating rate in return for a fixed rate liability.	Cash flow hedge

The tables below provide details of the derivatives that have been designated as cash flow hedges for the periods presented:

For the period ended 31 March 2017 ₹ Crore

	Notional principal amounts outstanding	Derivative Financial Instruments - Assets outstanding	Derivative Financial Instruments – Liabilities outstanding	Gain/ (Loss) due to change in fair value for the year	Change in fair value for the year recognized in OCI	Ineffectiveness recognized in profit or loss	Line item in profit or loss that includes hedge ineffectiveness	Amount reclassified from the hedge reserve to profit or loss	Line item in profit or loss affected by the reclassification
Foreign exchange forward contracts	-	-	-	(1.16)	(1.16)	-	NA	NA	NA
Interest rate swaps	1,970.71	14.36	-	14.36	14.36	-	NA	NA	NA

The table below provides a profile of the timing of the notional amounts of the Group's hedging instruments (based on residual tenor) along with the average price or rate as applicable by risk category:

₹ Crore

	As at 31 March 2017			
	Total	Less than 1 year	1-5 years	Over 5 years
Interest rate risk:				
Notional principal amount	1,970.71	-	1,970.71	-
Average rate	1.83%	-	1.83%	-

The following table provides a reconciliation by risk category of the components of equity and analysis of OCI items resulting from hedge accounting:

Particulars	Movement in Cash flow hedge reserve for the year ended March 31, 2017
Opening balance	-
Gain / (Loss) on the Effective portion of changes in fair value:	
a) Interest rate risk	14.36
b) Currency risk	(1.16)
Net amount reclassified to profit or loss:	
a) Interest rate risk	-
b) Currency risk	-
Tax on movements on reserves during the year	0.40
Closing balance	**13.60**

Disclosure of effects of hedge accounting on financial performance

For the period ended March 31, 2016 ₹ Crore

Type of hedge	Gain/(Loss) due to change in the value of the hedging instrument recognised in OCI	Hedge ineffectieness recognisd in profit or loss	Amount reclassified from cash flow hedging reserve to profit or loss	Line item affected in statement of profit and loss because of the reclassification
Cash Flow Hedge				
Foreign exchange risk	(1.16)	-	-	NA
Interest rate risk	14.36	-	-	NA

NOTE 53 : BUSINESS COMBINATIONS

(a) Summary of acquisitions

On 28th April 2016, the Group acquired 100% equity stake in Strength of Nature (SON), a manufacturer and marketer of hair care products for women of African descent. The acquisition will help the group expand its Wet Hair Care presence in Africa.

On 5th May 2016, the Group acquired 75% equity stake in Canon Chemicals limited (Canon), a Kenya based home and personal care company. This acquisition helps GCPL in further building its presence in the Sub Saharan Africa market. The group or the sellers have an option to buy or sell the balance stake on or after 15th May, 2019 at a price determined by a multiple of the future operating profit of the business. If any of the parties do not exercise their option within a year from 15th May, 2019, then the sellers need to mandatorily sell their stake to the Group on 15th May, 2020. The Group has accounted for the balance 25% stake by applying the anticipated acquisition method. This liabiliy for the put option is reported under the head Other financial liabilities

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

The following table summarises the acquisition date fair value of major class of consideration transferred

₹ Crore

Particulars	SON	Canon
Cash paid	1,239.84	133.77
Contingent consideration	864.03	-
Liability to acquire balance stake	-	60.99
Total purchase consideration	**2,103.87**	**194.76**

For SON, the total purchase conideration comprises of the initial purchase consideration plus the estimated value of the earnout payment of ₹ 864.03 cr. This consideration is payable on 31st March, 2019 and is based on a multiple of future EDITDA of this business . The fair value of contingent consideration is determined by discounting the estimated amount payable to the sellers of SON based on expected future performance.

For Canon, the total purchase consideration comprises of the initial purchase consideration plus the estimated payment of ₹ 60.99 cr for the liability to be paid for acquiring balance stake. The amount payable is is determined by discounting the estimated amount payable based on expected future performance.

Acquisition-related cost

SON: The net transaction costs of ₹ 33.12 cr related to the acquisition was recognized as and when incurred in FY 16 and FY 17. These are reporting under the line item exceptional items in the statement of profit and loss for the year ended March 31, 2016 and March 31, 2017.

Canon: The net transaction costs of ₹ 2.32 cr related to the acquisition was recognized under the line item exceptional items in the statement of profit and loss for the year ended March 31, 2016, when they were incurred.

Identifiable assets acquired and liabilities assumed

The assets and liabilities recognised as a result of the acquisition are as follows:

₹ Crore

Particulars	SON	Canon
	Fair value	Fair value
Land & building	-	45.84
Property, plant and Equipment	49.22	4.45
Intangible assets	1,431.40	126.14
Inventories	137.69	13.93
Trade receivables	83.14	14.41
Cash and cash equivalents	13.97	2.13

₹ Crore

Particulars	SON Fair value	Canon Fair value
Prepaid assets	2.66	-
Accrued expenses	(14.63)	-
Loans and borrowings	-	(28.66)
Deferred tax liabilities	-	(46.09)
Trade payables	(19.29)	(5.75)
Total identifiable net assets acquired	**1,684.16**	**126.39**

Calculation of Goodwill ₹ Crore

Particulars	SON	Canon
Consideration transferred	2,103.87	194.76
Less: Net identifiable assets acquired	(1,684.16)	(126.39)
Goodwill	**419.71**	**68.37**

SON and Canon: The Goodwill reflects growth opportunities in the business and synergy benefits from integrating the business.

Contingent consideration:

SON: The key inputs used in the determination of fair value of contingent consideration are the discount rate and expected future performance of the business.

Canon: The key inputs used in the determination of liability towards NCI is the discount rate and expected future performance of the business. The consideration also includes a component of excise duty which becomes payable to sellers if excise duty on petroleum jelly is not reintroduced. As the excise duty was reintroduced, the contingent consideration is no longer payable and consequently this income was recorded under the line item exceptional items in the statement of profit and loss for the year ended March 31, 2017.

Goodwill is deductible for tax purposes in the case of SON and not deductible for Canon.

There were no business combinations in the year ending 31 March 2016.

Significant Judgement:

Acquired receivables

The gross amount of trade receivables acquired and their fair value is ₹ 83.14 cr and ₹ 14.41 cr from SON and Canon respectively. These amounts are fully collectible.

Revenue (Sales) and profit after tax contribution

The acquired businesses contributed revenues and profits to the group for the period 31st March 2017 as follows:

(i) SON: Revenue of ₹ 528.27 cr and profit of ₹ 35.59 cr

(ii) Canon: Revenue of ₹ 69.85 cr and profit of ₹ 7.73 cr

If the acquisitions had ocurred on 1 April 2016, consolidated proforma revenue and profit for the year ended 31 March 2017 would have been ₹ 9,640.78 and ₹ 1,310.31 respectively

(b) Purchase Consideration-Cash outflow

Particulars	31st March 2017	31st March 2016
Outflow of cash to acquire subsidiaries, net of cash acquired		
Cash consideration	1,373.61	-
Less: Balances acquired		
Cash and cash equivalents	(16.10)	-
Net outflow of cash-investing activities	**1,357.51**	**-**

NOTE 54 : GOODWILL AND OTHER INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIFE

For the purposes of impairment testing, goodwill has been allocated to the Group's CGU as follows:

₹ Crore

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
India	**2.47**	2.47	2.47
Indonesia	**1,345.36**	1,298.58	1,308.56
Africa (including SON)	**2,766.29**	2,248.20	2,167.29
Argentina	**298.80**	305.11	275.91
Others	**249.64**	288.00	292.21
Total	**4,662.56**	4,142.36	4,046.44

For the purposes of impairment testing, brand has been allocated to the Group's CGU as follows:

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
India	**791.42**	791.42	791.42
Africa (including SON)	**1,301.41**	-	-

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 5 years. Cash flows beyond 5 years is estimated by capitalising the future maintainable cash flows by an appropriate capitalisation rate and then discounted using pre tax discount rate.

Operating margins and growth rates for the five year cash flow projections have been estimated based on past experience and after considering the financial budgets/ forecasts approved by management. Other key assumptions used in the estimation of the recoverable amount are set out below.The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Pre Tax discount rate	16.79% - 26.45%	16.79% - 26.45%	16.79% - 26.45%
Long term growth rate beyond 5 years	2%-3%	2%-3%	2%-3%

The pre tax discount rate is based on risk free rate, beta variant adjusted for market premium and company specific risk factors.

As at March 31, 2017; March 31, 2016 & April 1, 2015, there was no impairment for goodwill and other intangible assets.

With regard to the asessment of value in use, no reasonably possible change in any of the above key assumptions would cause the carrying amount of the CGUs to exceed their recoverable amount.

NOTE 55 : SEGMENT REPORTING

Description of segments and principal activities:

The Group has identified geographical segments as reportable segments which are as follows:

- Segment-1,India
- Segment-2, Indonesia
- Segment-3, Africa (Including Strength of Nature)
- Segment-4, others

The Chief Operating Decision Maker ("CODM") evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by operating segments. The CODM reviews revenue and profit as the performance indicator for all of the operating segments.

The group is engaged in manufacturing of personal and household care products.

Information about reportable segments for the year ended March 31, 2017; March 31, 2016 and April 1, 2015 is as follows:

₹ Crore

Particluars	Year ended March 31, 2017				
	India	Indonesia	Africa (including Strength of Nature)	Others	Total
Segment Revenue	5,088.99	1,527.49	1,993.59	1,121.21	9,731.28
Add/(Less): Inter segment revenue	(101.84)	(3.43)	(9.24)	(7.97)	(122.48)
Income from Operations	4,987.15	1,524.06	1,984.35	1,113.24	9,608.80
Segment result	1,138.48	310.59	309.51	139.14	1,897.72
Add/(Less): Inter segment	(19.74)	-	(0.85)	(0.16)	(20.75)
Other income	40.84	4.70	7.40	2.30	55.24
Depreciation & Amortization	(56.68)	(20.80)	(41.01)	(23.08)	(141.57)
Interest income	20.90	15.43	3.65	0.83	40.81
Finance costs (Unallocable)					(145.22)
Exceptional items					0.08
Share of Profit of Equity Accounted Investees (net of income tax)					0.82
Profit Before Tax					**1,687.13**
Tax expense					(379.16)
Profit After Tax					**1,307.97**

₹ Crore

Particluars	Year ended March 31, 2016				
	India	Indonesia	Africa (including Strength of Nature)	Others	Total
Segment Revenue	4,883.40	1,451.19	1,341.25	1,193.33	8,869.17
Add/(Less): Inter segment revenue	(99.15)	(6.94)	(1.49)	(8.53)	(116.11)
Income from Operations	4,784.25	1,444.25	1,339.76	1,184.80	8,753.06
Segment result	985.23	290.49	226.35	150.79	1,652.86
Add/(Less): Inter segment	(19.75)	-	(5.99)	(0.04)	(25.78)
Other income	34.56	3.53	9.01	0.78	47.88
Depreciation & Amortization	(44.90)	(17.75)	(15.38)	(22.60)	(100.63)
Interest income	28.00	10.86	5.65	0.25	44.76
Finance costs (Unallocable)					(119.01)
Exceptional items					(333.51)
Share of Profit of Equity Accounted Investees (net of income tax)					0.10
Profit Before Tax					**1,166.67**
Tax expense					(336.05)
Profit After Tax					**830.62**

₹ Crore

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Segment Assets			
a) India	**3,404.21**	2,692.24	2,806.99
b) Indonesia	**2,326.03**	2,252.92	2,112.92
c) Africa (including Strength of Nature)	**6,120.21**	3,678.13	3,137.49
d) Others	**1,292.57**	1,347.35	1,269.40
Less: Intersegment Eliminations	**(111.70)**	(216.91)	(179.96)
	13,031.32	9,753.73	9,146.84
Segment Liabilities			
a) India	**1,634.82**	1,339.48	1,379.15
b) Indonesia	**327.94**	334.89	367.15
c) Africa (including Strength of Nature)	**382.25**	322.47	86.85
d) Others	**288.48**	322.57	273.67
Less: Intersegment Eliminations	**(119.36)**	(130.67)	(63.22)
	2,514.13	2,188.74	2,043.60
Add: Unallocable liabilities	**5,215.24**	3,288.01	3,372.95
Total Liabilities	**7,729.37**	5,476.75	5,416.55

Information about major customers:

No Single customer represents 10% or more of the Group's total revenue for the year March 31, 2017 and March 31, 2016

Capital expenditure

₹ Crore

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
a) India	**90.68**	115.56
b) Indonesia	**15.40**	28.27
c) Africa (including Strength of Nature)	**1,764.34**	65.65
d) Others	**27.48**	21.40

NOTE 56 : ASSETS PLEDGED AS SECURITY

The carrying amounts of assets pledged as security for current and non-current borrowings are:

₹ Crore

Particulars		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Current				
Financial assets				
Floating charge				
Receivables		**0.81**	1.10	0.34
Total	**(a)**	**0.81**	1.10	0.34
Non Financial assets				
First charge				
Inventories	**(b)**	**16.69**	21.73	11.43
Total current assets pledged as security	**(c) = (a) + (b)**	**17.50**	22.83	11.77
Non Current				
First charge				
Others		**14.58**	15.20	-
Total non-current assets pledged as security	**(d)**	**14.58**	15.20	-
Total assets pledged as security	**(e) = (c) + (d)**	**32.08**	38.03	11.77

NOTE 57 : FIRST TIME ADOPTION OF IND AS

As stated in Note 2, the Group's financial statements for the year ended March 31, 2017 are the first annual financial statements prepared in compliance with Ind AS.

The adoption of Ind AS was carried out in accordance with Ind AS 101, using April 1, 2015 as the transition date. Ind AS 101 requires that all Ind AS standards that are effective for the first Ind AS financial statements for the year ended March 31, 2017, be applied consistently and retrospectively for all fiscal years presented.

All applicable Ind AS have been applied consistently and retrospectively wherever required. The resulting difference between the carrying amounts of the assets and liabilities in the financial statements under both Ind AS and Previous GAAP as of the transition date have been recognized directly in equity at the transition date.

In preparing these financial statements, the Group has availed itself of certain exemptions and exceptions in accordance with Ind AS 101 as explained below:

a) Optional Exemptions from retrospective application availed:

(i) Business combination exemption: The Group has applied the exemption as provided in Ind AS 101 on non-application of Ind AS 103, "Business Combinations" to business combinations consummated prior to the date of transition (April 1, 2015). Accordingly, the group has not restated any of the past business combinations. Pursuant to this exemption, goodwill arising from business combination has been stated at the carrying amount under Previous GAAP IND AS 103 will be applied prospectively to business combinations occurring after its transition date.

(ii) Share-based payment exemption: The Group has elected not to apply Ind AS 102, "Share Based Payment", to grants that vested prior to the date of transition i.e. April 1, 2015

(iii) Property, plant and equipment exemption: The Group has elected to apply the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (April 1, 2015). Investment in subsidiaries and associates: The Group has elected to apply the exemption available under Ind AS 101 to continue the carrying value for its investments in subsidiaries and associates property as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP as at the date of transition (April 1, 2015).

(iv) Cumulative translation differences: As per Ind AS 101, an entity may deem that the cumulative translation differences for all foreign operations to be zero as at the date of transition by transferring any such cumulative differences to retained earnings. The group has elected to avail of the above exemption.

b) Mandatory exceptions from retrospective application

(i) Estimates: On assessment of the estimates made under the Previous GAAP financial statements, the Group has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence of an error in those estimates. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Group for the relevant reporting dates reflecting conditions existing as at that date.

(ii) Classification and measurement of financial assets: Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(iii) Derecognition of financial assets and financial liabilities: The Group has opted to apply the exemption available under Ind AS 101 to apply the derecognition criteria of Ind AS 109 prospectively for the transactions occurring on or after the date of transition to Ind AS.

(iv) Non-controlling interests (NCI) : Ind AS 110 requires that total comprehensive income should be attributed to the owners of the parent and the NCI even if this results in the NCI having a negative balance. Ind AS 101 requires this requirement to be applied prospectively from the date of transition to Ind AS. However, if an entity elects to apply Ind AS 103 retrospectively to past business combinations, it has to also apply Ind AS 110 from the same date. Since the Group has elected to apply Ind AS 103 prospectively to business combinations that occurred on or after April 1, 2015, it does not have any impact on the carrying value of NCI.

c) Transition to Ind AS:

The following reconciliations provide the explanations and quantifications of the differences arising from the transition from Indian GAAP to Ind AS in accordance with Ind AS 101:

I. Reconciliation of Total Equity as at March 31, 2016 and April 1, 2015

II. Reconciliation of Comprehensive income for the year ended March 31, 2016

III. Adjustments to Statement of Cash Flows for the year ended March 31, 2016

Transition to Ind AS:

I. Reconciliation of Total Equity

₹ Crore

Particulars	Footnote ref.	As at March 31, 2016	As on 1 April 2015
Total Equity as per Indian GAAP		**5,097.68**	**4,310.69**
Summary of Ind AS adjustments			
Change in fair value of call/ put options for Darling & Chile businesses	1	(709.67)	(494.88)
Dividend paid to Non-controlling shareholders	2	(55.90)	-
Acquisition related costs	3	(69.57)	-
Share of profits of Non controlling shareholders	4	36.57	-
Reversal of Amortisation of brands under IGAAP	5	52.75	-
Deferred tax on Ind AS Adjustments	6	(177.54)	(160.80)
Interim dividend recognised on approval	7	112.71	102.44
Other Ind AS adjustments		(20.07)	(27.85)
Non-Controlling Interest	9	10.02	0.69
Total Ind AS adjustments		**(820.70)**	**(580.40)**
Total Equity as per Ind-AS		**4,276.98**	**3,730.29**

II. Reconciliation of Comprehensive income for the year ended on 31 March 2016

(₹ Crore)

Particulars	Footnote ref.	As on 31 March 2016
		INR (Net of deferred tax)
Profit After Tax as per Indian GAAP		**1,119.41**
Summary of Ind AS adjustments		
Change in fair value of call/ put options for Darling & Chile businesses*	1	(181.20)
Dividend paid to Non-controlling shareholders*	2	(55.90)
Acquisition related costs *	3	(69.58)
Fair value gains on financial instruments	8	(0.03)
Redemption Premium on Debentures	11	(17.68)
Share of profits of Non controlling shareholders	4	36.57
Other Ind AS adjustments		14.97
Deferred tax on Ind AS Adjustments	6	(18.95)
Other Comprehensive Income (Net of Tax)	10	(70.93)
Total Ind AS adjustments		**(362.73)**
Total Comprehensive Income as per Ind AS		**756.68**

iii) Adjustment to the Statement of Cash Flows for the year ended 31st March, 2016

There were no material differences between the Statement of Cash Flows presented under Ind AS and Previous GAAP.

Ind AS adjustments

1 **Changes in fair value of put option**

Group subsidiaries have granted put option to minority interests, which gives the counter part a right to sell their interests to the Group on agreed terms. On transition to Ind AS, such put option has been classified as a financial liability payable to the investor and is re-measured at fair value at each reporting date. The minority interest under previous GAAP has been de-recognised for such subsidiaries and the difference between the fair value of the put option and the carrying value of the minority interest under previous GAAP has been adjusted through retained earnings on the date of transition. Subsequently the financial liability is measured at fair value at each reporting date.

Any contingent consideration payable is measured at its acquisition date fair value and included as part of consideration transferred in the business combination. Subsequently, such a financial liability is measured at fair value at each reporting date and changes in the fair value are recorded through the profit or loss account.

2 **Dividend paid to NCI**

Since NCI is recognised as a financial liability, dividend paid to them has been routed through profit and loss account.

3 **Acquisition related costs**

Under Indian GAAP, acquisition related costs were capitalised and consequently resulted in recognition of higher goodwill or other current assets. Under Ind AS, acquisition related costs are required to be expensed off and accordingly recorded in the Statement of Profit and Loss.

4 **Share of profits of NCI**

Since NCI is recognised as a financial liability, share of profits earlier attributable to NCI have been reversed.

5 **Reversal of amortisation of brands under IGAAP**

Under Indian GAAP, trademarks and goodwill were amortized on a straight line basis considering a finite useful life. However under Ind AS, an intangible asset shall be regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity. Also intangible assets having indefinite useful life are not amortised but are tested for impairment at least annually. Accordingly amortisation of such brands has been reversed.

6 **Deferred tax on Ind AS adjustments**

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of the balance sheet approach has resulted in recognition of deferred tax on temporary differences which was not required under Indian GAAP. Also all Ind AS adjustments may have a correspnding deferred tax impact.

7 **Interim Dividend recognised on approval**

Under Indian GAAP, dividends are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under Ind AS, interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors. Accordingly, the tax on the same is also recognised when the liability is recognised.

8 **Fair value gains on financial instruments**

Under Indian GAAP, the Company accounted for current investments at lower of cost or fair value. Under Ind AS, the Company has classified the mutual funds and equity investment as subsequently measured at FVTPL. Such instruments are fair valued at each reporting date and the changes in fair value are recorded through profit and loss account. At the date of transition to Ind AS, difference between the instruments' fair value and Indian GAAP carrying amount has been recognised in retianed earnings.

9 Non-Controlling Interest

Under Indian GAAP, non-controlling interests were presented in the consolidated balance sheet separately (as minority interests) from the equity and liabilities. Under Ind AS, non-controlling interests are presented in the consolidated balance sheet within total equity, separately from the equity attributable to the owners of the Company.

10 Other comprehensive income

Both under Indian GAAP and Ind AS the Company recognised costs related to post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, actuarial gains and losses are charged to profit or loss, however in Ind AS the actuarial gains and losses are recognised through other comprehensive income.

11 Redemption premium on debentures

Under Indian GAAP, redemption premium on debentures and bonds was debited to securities premium account i.e. through equity. However under Ind AS, debentures are a financial liability carried at amortised cost. Accordingly, the same are measured using effective interest rate method. Such finance cost related to a financial liability has to be recorded through profit and loss account instead of equity.

NOTE 58 : ADDITIONAL INFORMATION , AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY/ASSOCIATES

	Net Assets (i.e. total assets minus total liabilities)		Share in Profit/Loss account		Share in Other comprehensive income		Share in Total comprehensive income	
Name of the Enterprise	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)
Parent								
Godrej Consumer Products Limited (India)	82.95%	4,397.95	64.84%	848.03	7.12%	(5.94)	68.77%	842.09
Subsidiaries								-
Foreign								-
Argencos SA	0.30%	16.07	0.00%	(0.01)			(0.00)	(0.01)
Beleza Mozambiqe LDA	0.01%	0.30	0.02%	0.30			0.02%	0.30
Consell SA	0.00%	0.16	0.00%	0.02			0.00%	0.02
Cosmetica Nacional	2.67%	141.51	1.41%	18.41			1.50%	18.41
Charm Industries Limited	0.30%	15.79	0.02%	0.21			0.02%	0.21
Canon Chemicals	1.18%	62.57	0.43%	5.68			0.46%	5.68
Darling Trading Company Mauritius Ltd	1.58%	83.55	11.38%	148.88			12.16%	148.88
Deciral Uruguay	0.22%	11.85	0.05%	0.65			0.05%	0.65
DGH Phase2	4.94%	261.79	0.19%	2.45			0.20%	2.45
DGH Tanzania Limited	1.17%	61.90	-0.01%	(0.11)			-0.01%	(0.11)
DGH Uganda	-	-	-	-			-	-
Frika Weave (PTY) LTD	0.05%	2.53	-0.08%	(1.08)			-0.09%	(1.08)
Godrej Africa Holding Limited	42.52%	2,254.20	2.99%	39.13			3.20%	39.13
Godrej Consumer Products Mauritius Ltd	12.01%	637.02	-0.02%	(0.31)			-0.03%	(0.31)

Name of the Enterprise	Net Assets (i.e. total assets minus total liabilities)		Share in Profit/Loss account		Share in Other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)
Godrej Consumer Holdings (Netherlands) BV	12.13%	643.09	7.30%	95.51			7.80%	95.51
Godrej Consumer Investments (Chile) Spa	4.91%	260.40	0.00%	-			0.00%	-
Godrej Consumer Products (UK) Ltd	2.22%	117.76	2.27%	29.70			2.43%	29.70
Godrej Consumer Products (Netherlands) BV	0.70%	37.13	0.01%	0.12			0.01%	0.12
Godrej Consumer Products Bangladesh Limited	0.00%	(0.01)	0.00%	(0.05)			0.00%	(0.05)
Godrej Consumer Products Dutch Coöperatief U.A.	13.05%	691.92	7.74%	101.20			8.26%	101.20
Godrej Consumer Products Holding (Mauritius) Ltd	35.21%	1,866.88	3.63%	47.48	-4.10%	3.42	4.16%	50.90
Godrej Consumer Products International (FZCO)	-	-	-	-			-	-
Godrej Consumer Products US Holding Limited	9.51%	504.07	0.00%	(0.06)			0.00%	(0.06)
Godrej East Africa Holdings Ltd	2.60%	137.98	-2.09%	(27.32)	-2.90%	2.42	-2.03%	(24.90)
Godrej Global Mid East FZE	0.21%	11.21	0.18%	2.37			0.19%	2.37
Godrej Hair Care Nigeria Limited	-	-	-	-			-	-
Godrej Hair Weave Nigeria Limited	-	-	-	-			-	-
Godrej Holdings (Chile) Limitada	5.50%	291.64	1.29%	16.89			1.38%	16.89
Godrej Household Products (Bangladesh) Pvt. Ltd.	0.77%	40.74	-1.81%	(23.62)			-1.93%	(23.62)
Godrej Household Products (Lanka) Pvt. Ltd.	0.31%	16.44	-0.35%	(4.59)			-0.38%	(4.59)
Godrej Household Insecticide Nigeria Limited	-	-	-	-			-	-
Godrej Indonesia IP Holdings Ltd	22.41%	1,188.39	4.27%	55.85			4.56%	55.85
Godrej International Trading Company (Sharjha)	0.00%	(0.19)	-0.01%	(0.19)			-0.02%	(0.19)
Godrej Mauritius Africa Holding Ltd	17.12%	907.70	4.71%	61.67	-10.21%	8.52	5.73%	70.19
Godrej MID East Holding Limited	22.91%	1,214.62	4.29%	56.14			4.58%	56.14
Godrej Netherlands BV	2.06%	109.00	1.52%	19.88			1.62%	19.88
Godrej Nigeria Ltd.	0.39%	20.49	-0.08%	(1.06)			-0.09%	(1.06)
Godrej SON Holdings Inc	9.29%	492.43	-0.94%	(12.28)			-1.00%	(12.28)
Godrej South Africa (Pty) Ltd.	2.17%	115.02	0.24%	3.12			0.25%	3.12
Godrej Tanzania Holdings LTD.	1.37%	72.77	-0.03%	(0.40)			-0.03%	(0.40)
Godrej UK Limited	3.59%	190.14	1.85%	24.25			1.98%	24.25

Name of the Enterprise	Net Assets (i.e. total assets minus total liabilities)		Share in Profit/Loss account		Share in Other comprehensive income		Share in Total comprehensive income	
	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)	As % of consolidated profits	Amount (₹ in crore)
Godrej West Africa Holdings Ltd.	2.00%	105.93	-0.01%	(0.11)			-0.01%	(0.11)
Hair Credentials Zambia Limited	0.06%	3.36	-0.27%	(3.50)			-0.29%	(3.50)
Hair Trading (offshore) S. A. L	0.70%	36.97	4.10%	53.60			4.38%	53.60
Indovest Capital	0.02%	1.00	-0.01%	(0.19)			-0.02%	(0.19)
Issue Brazil	-0.06%	(2.98)	0.01%	0.09			0.01%	0.09
Kinky Group (Pty) Ltd	0.14%	7.28	-0.35%	(4.51)			-0.37%	(4.51)
Laboratoria Cuenca	1.86%	98.86	2.36%	30.88			2.52%	30.88
Lorna Nigeria Ltd.	4.11%	218.05	-1.31%	(17.11)	1.34%	(1.12)	-1.49%	(18.23)
Old Pro International Inc	2.26%	119.74	0.00%	-			-	-
Panamar Producciones S.A.	0.06%	3.14	0.00%	(0.05)			0.00%	(0.05)
Plasticos Nacional	0.09%	4.56	-0.01%	(0.17)			-0.01%	(0.17)
PT Ekamas Sarijaya PTES	0.22%	11.57	0.31%	4.02			0.33%	4.02
PT Indomas Susemi Jaya	0.77%	40.76	0.67%	8.74			0.71%	8.74
PT Intrasari Raya	1.16%	61.48	1.28%	16.80			1.37%	16.80
PT Megasari Makmur	10.14%	537.68	11.51%	150.60	0.05%	(0.04)	12.29%	150.56
PT Sarico Indah	0.20%	10.73	0.00%	(0.05)			0.00%	(0.05)
Sigma Hair Industries Limited	0.58%	30.67	0.01%	0.11			0.01%	0.11
Style Industries Uganda Limited	-	-	-	-			-	-
Strength of Nature LLC	37.55%	1,991.07	4.46%	58.40			4.77%	58.40
Strength of Nature South Africa Proprietary Limited	0.06%	3.19	0.07%	0.88			0.07%	0.88
Style Industries Limited	4.22%	223.94	-1.19%	(15.52)			-1.27%	(15.52)
Subinite (Pty) Ltd.	1.01%	53.40	-0.63%	(8.20)			-0.67%	(8.20)
Weave Ghana Ltd	1.16%	61.52	-0.27%	(3.52)			-0.29%	(3.52)
Weave IP Holdings Mauritius Pvt. Ltd.	0.01%	0.33	-0.15%	(2.00)			-0.16%	(2.00)
Weave Mozambique Limitada	2.77%	146.94	5.24%	68.55			5.60%	68.55
Weave Senegal	0.00%	0.19	-0.18%	(2.35)			-0.19%	(2.35)
Weave Trading Mauritius Pvt. Ltd.	0.00%	0.11	5.96%	77.96			6.37%	77.96
Adjustment arising out of consolidation	-	-	-	-	108.70%	(90.67)	-7.40%	(90.67)
Associates (Investment accounted as per Equity method)								
Bhabani Blunt Hairdressing Pvt. Ltd.	-	-	0.06%	0.82			0.07%	0.82
Eliminations	-289%	(15,344.39)	-46.87%	(613.03)			-50.06%	(613.03)
Joint Ventures								
Godrej Easy IP Holding Ltd	0%	0.04	0.00%	(0.03)			0.00%	(0.03)
Grand Total	**100.00%**	**5,301.95**	**100.00%**	**1,307.97**	**100.00%**	**(83.41)**	**100.00%**	**1,224.56**

NOTE 59 : DETAILS OF SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE

The companies considered in the consolidated financial statements are :

Name of the entity	Country of Incorporation	Ownership interest held by the group			Ownership interest held by non-controlling interest		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Godrej Household Products (Lanka) Pvt. Ltd.	Srilanka	100%	100%	100%	-	-	-
Godrej South Africa (Pty) Ltd.	South Africa	100%	100%	100%	-	-	-
Godrej Consumer Products Bangladesh Ltd	Bangladesh	100%	100%	100%	-	-	-
Godrej Household Products (Bangladesh) Pvt. Ltd.	Bangladesh	100%	100%	100%	-	-	-
Bhabhani Blunt Hairdressing Private Limited	India	30%	30%	30%	-	-	-
Argencos SA	Argentina	100%	100%	100%	-	-	-
Beleza Mozambique LDA	Mozambique	100%	100%	-	-	-	-
Consell SA	Argentina	100%	100%	100%	-	-	-
Cosmetica Nacional	Chile	100%	100%	60%	-	-	-
Charm Industries Limited	Kenya	100%	51%	-	-	49%	-
Canon Chemicals	Kenya	100%	-	-	-	-	-
Darling Trading Company Mauritius Ltd	Mauritius	100%	90%	90%	-	10%	10%
Deciral Uruguay	Uruguay	100%	100%	100%	-	-	-
DGH Phase Two Mauritius	Mauritius	100%	100%	100%	-	-	-
DGH Angola	Mauritius	-	100%	-	-	-	-
DGH Tanzania Limited	Mauritius	100%	100%	100%	-	-	-
DGH Uganda	Mauritius	100%	-	-	-	-	-
Frika Weave (PTY) LTD	South Africa	100%	100%	100%	-	-	-
Godrej Africa Holding Limited	Mauritius	100%	100%	100%	-	-	-
Godrej Argentina Dutch Cooperatief U.A.	Netherlands	-	-	100%	-	-	-
Godrej Consumer Products Mauritius Ltd	Mauritius	100%	100%	100%	-	-	-
Godrej Consumer Holdings (Netherlands) BV	Netherlands	100%	100%	100%	-	-	-
Godrej Consumer Investments (Chile) Spa	Chile	100%	100%	100%	-	-	-
Godrej Consumer Products (Netherlands) BV	Netherlands	100%	100%	100%	-	-	-
Godrej Consumer Products (UK) Ltd	UK	100%	100%	100%	-	-	-
Godrej Consumer Products Dutch Coöperatief U.A.	Netherlands	100%	100%	100%	-	-	-
Godrej Consumer Products Holding (Mauritius) Ltd	Mauritius	100%	100%	100%	-	-	-
Godrej Consumer Products International (FZCO)	Dubai	100%	-	-	-	-	-
Godrej Consumer Products US Holding Limited	Mauritius	100%	100%	-	-	-	-

Name of the entity	Country of Incorporation	Ownership interest held by the group			Ownership interest held by non-controlling interest		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Godrej East Africa Holdings Ltd	Mauritius	100%	100%	100%	-	-	-
Godrej Global Mid East FZE	Sharjah	100%	100%	100%	-	-	-
Godrej Hair Care Nigeria Limited	Nigeria	100%	100%	-	-	-	-
Godrej Hair Weave Nigeria Limited	Nigeria	100%	100%	-	-	-	-
Godrej Holdings (Chile) Limitada	Chile	100%	100%	100%	-	-	-
Godrej Household Insecticide Nigeria Limited	Nigeria	100%	100%	-	-	-	-
Godrej Indonesia IP Holdings Ltd	Mauritius	100%	100%	100%	-	-	-
Godrej International Trading Company (Sharjha)	Sharjha	100%	-	-	-	-	-
Godrej Megasari Holding Ltd	Mauritius	-	-	100%	-	-	-
Godrej Mauritius Africa Holding Ltd.	Mauritius	100%	100%	100%	-	-	-
Godrej MID East Holding Limited	Dubai	100%	100%	-	-	-	-
Godrej Netherlands Argentina BV	Netherlands	-	-	100%	-	-	-
Godrej Netherlands Argentina Holdings BV	Netherlands	-	-	100%	-	-	-
Godrej Netherlands BV	Netherlands	100%	100%	100%	-	-	-
Godrej Nigeria Ltd.	Nigeria	100%	100%	100%	-	-	-
Godrej SON Holdings INC	USA	100%	100%		-	-	-
Godrej Tanzania Holdings Ltd	Mauritius	100%	100%	100%	-	-	-
Godrej UK Limited	UK	100%	100%	100%	-	-	-
Godrej West Africa Holdings Ltd.	Mauritius	100%	100%	100%	-	-	-
Hair Credentials Zambia Limited	Zambia	100%	100%	-	-	-	-
Hair Trading (offshore) S. A. L	Lebanon	100%	100%	100%	-	-	-
Indovest Capital	Labuan	100%	100%	100%	-	-	-
Issue Brazil	Brazil	100%	100%	100%	-	-	-
Kinky Group (Pty) Ltd	South Africa	100%	100%	100%	-	-	-
Laboratoria Cuenca	Argentina	100%	100%	100%	-	-	-
Lorna Nigeria Ltd.	Nigeria	100%	100%	100%	-	-	-
Old Pro International Inc	USA	100%	-	-	-	-	-
Panamar Producciones S.A.	Argentina	100%	100%	100%	-	-	-
Plasticos Nacional	Chile	100%	100%	60%	-	-	-
PT Ekamas Sarijaya	Indonesia	100%	100%	100%	-	-	-
PT Indomas Susemi Jaya	Indonesia	100%	100%	100%	-	-	-
PT Intrasari Raya	Indonesia	100%	100%	100%	-	-	-
PT Megasari Makmur	Indonesia	100%	100%	100%	-	-	-
PT Sarico Indah	Indonesia	100%	100%	100%	-	-	-
Sigma Hair Industries Limited	Tanzania	100%	100%	100%	-	-	-
Style Industries Uganda Limited	Uganda	100%	-	-	-	-	-
Strength of Nature LLC	USA	100%	-	-	-	-	-
Strength of Nature South Africa Proprietary Limited	South Africa	100%	-	-	-	-	-
Style Industries Limited	Kenya	100%	100%	100%	-	-	-

Name of the entity	Country of Incorporation	Ownership interest held by the group			Ownership interest held by non-controlling interest		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Subinite (Pty) Ltd.	South Africa	100%	100%	100%	-	-	-
Weave Ghana Ltd	Ghana	100%	100%	100%	-	-	-
Weave IP Holdings Mauritius Pvt. Ltd.	Mauritius	100%	100%	100%	-	-	-
Weave Mozambique Limitada	Mozambique	100%	100%	100%	-	-	-
Weave Senegal	Senegal	100%	-	-	-	-	-
Weave Trading Mauritius Pvt. Ltd.	Mauritius	100%	100%	100%	-	-	-
Godrej Easy IP Holdings (FZC)	Dubai	50%	50%	50%	-	-	-

NOTE 60 : GENERAL

a) All amounts disclosed in the financial statements and notes have been rounded off to the nearest crore as per the requirements of Schedule III, unless otherwise stated.

b) Figures for the previous year have been regrouped / restated wherever necessary to conform to current year's presentation.

FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
				Reporting Currency	Exchange rate											
1	Argencos SA	2/Jun/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	0.77	15.30	18.69	2.62	-	7.33	(0.03)	(0.01)	(0.01)	-	100%
2	Beleza Mozambique LDA	13/Oct/11	01-Apr-2016 To 31-Mar-2017	MZN	0.953	-	0.30	29.64	29.34	-	0.38	0.30	0.00	0.30	-	100%
3	Consell SA	2/Jun/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	1.21	(1.05)	0.22	0.06	-	0.05	0.04	0.02	0.02	-	100%
4	Cosmetica Nacional	20/Apr/12	01-Apr-2016 To 31-Mar-2017	CPeso	0.098	125.56	15.95	210.07	68.56	3.23	182.08	24.47	6.07	18.41	-	100%
5	Charm Industries Limited	9/Sep/14	01-Apr-2016 To 31-Mar-2017	KES	0.631	0.63	15.16	28.26	12.47	-	29.76	0.32	0.10	0.21	-	100%
6	Canon Chemicals	5/May/16	05-May-2016 To 31-Mar-2017	KES	0.631	8.54	54.04	85.19	22.61	-	71.15	7.92	2.24	5.68	-	75%*
7	Darling Trading Company Mauritius Ltd	22/Jan/15	01-Apr-2016 To 31-Mar-2017	USD	65.040	6.50	77.05	220.07	136.52	-	522.00	148.88	0.00	148.88	-	90%*
8	Deciral Uruguay	2/Jun/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	10.18	1.67	19.71	7.86	-	21.42	0.72	0.07	0.65	-	100%
9	DGH Phase Two Mauritius	9/May/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	226.80	34.99	261.86	0.07	259.98	3.00	2.84	0.39	2.45	-	90%*
10	DGH Tanzania Limited	6/Dec/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	62.36	(0.46)	61.94	0.04	29.27	-	(0.11)	-	(0.11)	-	100%
11	DGH Uganda	31/Jan/17	31-Jan-2017 To 31-Mar-2017	UGX	0.181	-	-	-	-	-	-	-	-	-	-	51%*
12	Frika Weave (PTY) LTD	6/Jan/15	01-Apr-2016 To 31-Mar-2017	ZAR	5.003	5.54	(3.01)	18.10	15.57	-	17.90	(1.45)	(0.38)	(1.08)	-	100%

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
				Reporting Currency	Exchange rate											
13	Godrej Africa Holding Limited	19/Jan/15	01-Apr-2016 To 31-Mar-2017	USD	65.040	2092.40	161.81	2254.56	0.36	2253.47	39.80	39.13	-	39.13	-	100%
14	Godrej Consumer Products Mauritius Ltd	15/Feb/08	01-Apr-2016 To 31-Mar-2017	USD	65.040	294.87	342.15	637.02	0.00	635.09	0.80	(0.31)	-	(0.31)	-	100%
15	Godrej Consumer Holdings (Netherlands) BV	31/Mar/10	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.17	642.92	643.09	0.00	643.09	115.61	115.20	19.69	95.51	-	100%
16	Godrej Consumer Investments (Chile) Spa	28/Mar/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	275.35	(14.95)	260.40	0.00	260.13	0.00	(0.00)	0.00	(0.00)	-	100%
17	Godrej Consumer Products (Netherlands) BV	31/Mar/10	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.15	36.98	37.13	0.00	37.10	0.38	0.16	0.04	0.12	-	100%
18	Godrej Consumer Products (UK) Ltd	31/Oct/05	01-Apr-2016 To 31-Mar-2017	GBP	80.981	0.24	117.52	220.22	102.46	-	379.00	37.47	7.77	29.70	-	100%
19	Godrej Consumer Products Bangladesh Ltd	13/Apr/10	01-Apr-2016 To 31-Mar-2017	Taka	0.810	0.04	(0.05)	0.04	0.05	-	-	(0.05)	-	(0.05)	-	100%
20	Godrej Consumer Products Dutch Coöperatief U.A.	24/Mar/10	01-Apr-2016 To 31-Mar-2017	USD	65.040	553.10	138.82	694.17	2.24	694.04	104.06	101.20	-	101.20	-	100%
21	Godrej Consumer Products Holding (Mauritius) Ltd	23/Apr/10	01-Apr-2016 To 31-Mar-2017	USD	65.040	1686.09	180.79	2428.16	561.27	2361.98	55.93	47.48	0.00	47.48	-	100%
22	Godrej Consumer Products International (FZCO)	28/Feb/17	28-Feb-2017 To 31-Mar-2017	USD	65.040	0.00	0.00	0.89	0.89	-	-	-	-	-	-	90%*
23	Godrej Consumer Products US Holding Limited	29/Mar/16	01-Apr-2016 To 31-Mar-2017	USD	65.040	504.13	(0.06)	504.07	-	504.06	-	(0.06)	-	(0.06)	-	100%

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
				Reporting Currency	Exchange rate											
24	Godrej East Africa Holdings Ltd	20/Jul/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	207.56	(69.58)	1109.50	971.52	1091.48	1.43	(27.32)	0.00	(27.32)	-	100%
25	Godrej Global Mid East FZE	5/Jul/11	01-Apr-2016 To 31-Mar-2017	AED	17.710	8.12	3.09	28.07	16.86	-	44.73	2.37	-	2.37	-	100%
26	Godrej Hair Care Nigeria Limited	2/Mar/16	01-Apr-2016 To 31-Mar-2017	Naira	0.212	-	-	-	-	-	-	-	-	-	-	100%
27	Godrej Hair Weave Nigeria Limited	2/Mar/16	01-Apr-2016 To 31-Mar-2017	Naira	0.212	-	-	-	-	-	-	-	-	-	-	100%
28	Godrej Holdings (Chile) Limitada	29/Mar/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	260.37	31.26	399.09	107.45	398.27	19.11	16.89	-	16.89	-	100%
29	Godrej Household Products (Bangladesh) Pvt. Ltd.	1/Apr/10	01-Apr-2016 To 31-Mar-2017	Taka	0.810	111.45	(70.71)	50.03	9.29	-	47.20	(23.32)	0.30	(23.62)	-	100%
30	Godrej Household Products (Lanka) Pvt. Ltd.	1/Apr/10	01-Apr-2016 To 31-Mar-2017	LKR	0.428	19.51	(3.07)	36.37	19.93	-	38.58	(4.92)	(0.33)	(4.59)	-	100%
31	Godrej Household Insecticide Nigeria Limited	12/Jan/16	01-Apr-2016 To 31-Mar-2017	Naira	0.212	-	-	-	-	-	-	-	-	-	-	100%
32	Godrej Indonesia IP Holdings Ltd	17/Mar/15	01-Apr-2016 To 31-Mar-2017	USD	65.040	1188.35	0.04	1188.42	0.03	1188.02	55.93	55.85	-	55.85	-	100%
33	Godrej International Trading Company (Sharjah)	1/Sep/16	01-Sept-2016 To 31-Mar-2017	USD	65.040	0.00	(0.19)	0.00	0.19	0.00	0.00	(0.19)	0.00	(0.19)	-	51%*
34	Godrej Mauritius Africa Holding Ltd.	14/Mar/11	01-Apr-2016 To 31-Mar-2017	USD	65.040	911.04	(3.35)	2280.15	1372.45	2181.08	98.01	61.67	-	61.67	-	100%
35	Godrej MID East Holding Limited	28/Jul/15	01-Apr-2016 To 31-Mar-2017	USD	65.040	1188.02	26.59	1216.20	1.59	-	57.73	56.14	-	56.14	-	100%
36	Godrej Netherlands BV	19/Oct/05	01-Apr-2016 To 31-Mar-2017	GBP	80.981	3.78	105.22	303.44	194.43	284.83	24.30	19.30	(0.58)	19.88	-	100%

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries: Reporting Currency	Exchange rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
37	Godrej Nigeria Ltd.	26/Mar/10	01-Apr-2016 To 31-Mar-2017	Naira	0.212	0.32	20.17	46.69	26.20	-	61.54	(1.25)	(0.18)	(1.06)	-	100%
38	Godrej SON Holdings INC	22/Mar/16	01-Apr-2016 To 31-Mar-2017	USD	65.040	504.71	(12.28)	1237.18	744.75	1212.22	13.01	(12.28)	-	(12.28)	-	100%
39	Godrej South Africa (Pty) Ltd.	1/Sep/06	01-Apr-2016 To 31-Mar-2017	ZAR	5.003	9.03	105.99	127.45	12.43	-	116.77	4.33	1.21	3.12	-	100%
40	Godrej Tanzania Holdings Ltd	30/Nov/12	01-Apr-2016 To 31-Mar-2017	USD	65.040	73.82	(1.05)	119.47	46.70	72.31	-	(0.40)	-	(0.40)	-	100%
41	Godrej UK Limited	24/Oct/05	01-Apr-2016 To 31-Mar-2017	GBP	80.981	91.78	98.36	190.14	0.00	189.35	24.29	24.25	0.00	24.25	-	100%
42	Godrej West Africa Holdings Ltd.	11/Feb/14	01-Apr-2016 To 31-Mar-2017	USD	65.040	105.89	0.04	105.98	0.04	105.90	0.00	(0.11)	0.00	(0.11)	-	90%*
43	Hair Credentials Zambia Limited	23/Dec/15	01-Apr-2016 To 31-Mar-2017	ZMK	6.849	0.01	3.35	10.34	6.98	0.00	3.28	(3.50)	0.00	(3.50)	-	100%
44	Hair Trading (offshore) S. A. L	23/Dec/15	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.13	36.83	60.00	23.04	-	172.00	53.61	0.00	53.60	-	51%*
45	Indovest Capital	17/May/10	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.08	0.92	1.11	0.12	-	0.00	(0.17)	0.02	(0.19)	-	100%
46	Issue Brazil	23/May/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	22.71	(25.69)	0.62	3.60	-	0.26	0.09	0.00	0.09	-	100%
47	Kinky Group (Pty) Ltd	1/Apr/08	01-Apr-2016 To 31-Mar-2017	ZAR	5.003	0.00	7.28	30.59	23.31	-	28.70	(4.35)	0.16	(4.51)	-	100%
48	Laboratoria Cuenca	2/Jun/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	4.59	94.27	195.15	96.29	6.52	352.21	47.04	16.15	30.88	-	100%
49	Lorna Nigeria Ltd.	6/Sep/11	01-Apr-2016 To 31-Mar-2017	Naira	0.212	142.05	76.00	382.54	164.48	-	306.68	(19.87)	(2.76)	(17.11)	-	100%
50	Old Pro International Inc	28/Apr/16	28-Apr-2016 To 31-Mar-2017	USD	65.040	0.00	119.74	119.74	(0.00)	0.00	0.00	0.00	0.00	0.00	-	100%
51	Panamar Producciones S.A.	2/Jun/10	01-Apr-2016 To 31-Mar-2017	ARS	4.172	0.23	2.91	3.14	0.00	2.35	-	(0.05)	-	(0.05)	-	100%

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries: Reporting Currency	Exchange rate	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
52	Plasticos Nacional	20/Apr/12	01-Apr-2016 To 31-Mar-2017	CPeso	0.098	2.93	1.63	5.60	1.04	-	7.04	(0.09)	0.08	(0.17)	-	100%
53	PT Ekamas Sarijaya	17/May/10	01-Apr-2016 To 31-Mar-2017	IDR	0.005	1.22	10.35	12.76	1.19	-	54.58	5.49	1.47	4.02	-	100%
54	PT Indomas Susemi Jaya	17/May/10	01-Apr-2016 To 31-Mar-2017	IDR	0.005	1.41	39.35	48.27	7.51	-	41.04	11.11	2.37	8.74	-	100%
55	PT Intrasari Raya	17/May/10	01-Apr-2016 To 31-Mar-2017	IDR	0.005	0.49	60.99	393.71	332.23	-	1580.16	21.85	5.05	16.80	-	100%
56	PT Megasari Makmur	17/May/10	01-Apr-2016 To 31-Mar-2017	IDR	0.005	71.66	466.02	847.80	310.12	-	1319.29	200.93	50.33	150.60	-	100%
57	PT Sarico Indah	17/May/10	01-Apr-2016 To 31-Mar-2017	IDR	0.005	3.28	7.45	13.50	2.77	-	22.39	(0.12)	(0.07)	(0.05)	-	100%
58	Sigma Hair Industries Limited	19/Dec/12	01-Apr-2016 To 31-Mar-2017	TZS	0.029	28.65	2.01	54.73	24.06	-	61.74	0.30	0.19	0.11	-	100%
59	Style Industries Uganda Limited	15/Jun/16	01-June-2016 To 31-Mar-2017	UGX	0.181	-	-	-	-	-	-	-	-	-	-	51%*
60	Strength of Nature LLC	28/Apr/16	28-Apr-2016 To 31-Mar-2017	USD	65.040	0.00	1991.07	2036.53	45.46	29.45	504.81	80.48	22.08	58.40	-	100%
61	Strength of Nature South Africa Proprietary Limited	28/Apr/16	28-Apr-2016 To 31-Mar-2017	ZAR	5.003	0.00	3.19	9.81	6.62	-	10.46	1.22	0.34	0.88	-	100%
62	Style Industries Limited	1/Nov/12	01-Apr-2016 To 31-Mar-2017	KES	0.631	0.77	223.17	255.52	31.58	-	292.94	(20.03)	(4.51)	(15.52)	-	90%*
63	Subinite (Pty) Ltd.	6/Sep/11	01-Apr-2016 To 31-Mar-2017	ZAR	5.003	0.00	53.40	151.98	98.58	-	341.49	(10.65)	(2.44)	(8.20)	-	90%*
64	Weave Ghana Ltd	16/Sep/14	01-Apr-2016 To 31-Mar-2017	CEDI	14.920	63.31	(1.78)	75.57	14.05	-	97.31	(3.79)	(0.27)	(3.52)	-	100%

₹ (Crore)

Sl. No.	Name of the Subsidiary	Date when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries		Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share holding
				Reporting Currency	Exchange rate											
65	Weave IP Holdings Mauritius Pvt. Ltd.	11/Jul/11	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.01	0.32	0.38	0.05	-	0.00	(2.00)	0.00	(2.00)	-	90%*
66	Weave Mozambique Limitada	13/Oct/11	01-Apr-2016 To 31-Mar-2017	MZN	0.953	11.76	135.18	194.93	47.99	-	266.09	69.81	1.26	68.55	-	90%*
67	Weave Senegal	8/Apr/16	08-Apr-2016 To 31-Mar-2017	XOF	0.106	2.54	(2.35)	3.78	3.59	-	1.16	(2.35)	0.00	(2.35)	-	100%
68	Weave Trading Mauritius Pvt. Ltd.	5/Jul/11	01-Apr-2016 To 31-Mar-2017	USD	65.040	0.01	0.11	0.29	0.17	0.13	78.05	77.96	0.00	77.96	-	51%*

** Financial of subsidiaries, associate and joint venture were considered 100% in Consolidated Financial Statements.*

Names of subsidiaries which are yet to commence operations:

DGH Uganda

Godrej Consumer Products Bangladesh Limited

Godrej Hair Care Nigeria Limited

Godrej Household Insecticide Nigeria Limited

Godrej Hair Weave Nigeria Limited

Style Industries Uganda Limited

Names of subsidiaries which have been liquidated or sold during the year:

DGH Angola

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

₹ Crore

Sl. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for FY 17	
			No.	Amount of Investment in Associates/Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
1.	Bhabhani Blunt Hairdressing Private Limited	Year ended March 31, 2016	5546 Equity Instruments & 3060 Debentures	₹ 22.32 cr & ₹ 12 cr	30%	Godrej Consumer Products Ltd is holding more than 20% of share capital	Godrej Consumer Products Ltd stake is less than 51%	2.48	0.82	1.92
2.	Godrej Easy IP Holdings (FZC)	Year ended March 31, 2017	50 Equity Instruments	₹ 0.14 cr	50%	Godrej Consumer Products Ltd is holding more than 20% of share capital	Godrej Consumer Products Ltd stake is less than 51%	(0.03)	(0.03)	(0.03)

1. **Names of associates or joint ventures which are yet to commence operations -NIL**
2. **Names of associates or joint ventures which have been liquidated or sold during the year - NIL**

For and on behalf of the Board

Adi Godrej	**Vivek Gambhir**	**V Srinivasan**
Chairman	Managing Director & CEO	Chief Financial Officer & Company Secretary

Date: May 9, 2017

Corporate Information

Registered Office

4th floor, Godrej One,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079.
Phone: 022-25188010,
022-25188020,
022-25188030

Fax: 022-25188040
Website: www.godrejcp.com
CIN: L24246MH2000PLC129806

Company Secretary

V. Srinivasan

Auditors

Kalyaniwalla & Mistry

Registrar

Computech Sharecap Ltd.

Bankers

Central Bank of India,
HDFC Bank Limited,
State Bank of India,
The Hongkong & Shanghai Banking Corporation Limited,
Citibank N. A.

Branches

Delhi	Kolkata	Chennai	Mumbai

Factories in India

Assam	Jammu & Kashmir	Puducherry
Goa	Madhya Pradesh	Sikkim
Himachal Pradesh	Meghalaya	Tamil Nadu

International Operations

Asia	Middle East	Africa	Europe	North America	Latin America
Indonesia	UAE	South Africa	United Kingdom	United States of America	Argentina
Bangladesh		Mozambique			Uruguay
Sri Lanka		Nigeria			Chile
		Kenya			
		Ghana			
		Tanzania			

GODREJ CONSUMER PRODUCTS LIMITED

Registered Office:
Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079
Tel.: +91 22 25188010/20/30 **Fax:** +91 22 25188040
Website: www.godrejcp.com **E-mail:** investor.relations@godrejcp.com
CIN: L24246MH2000PLC129806

Notice of the AGM

NOTICE is hereby given that the 17th ANNUAL GENERAL MEETING (AGM) of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Monday, July 31, 2017, at 3.00 p.m. at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai- 400079 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements (both standalone and consolidated) of the Company for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2017, the Balance Sheet as on that date, the Auditors' Report thereon, and the Directors' Report;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment;
5. To appoint Statutory Auditors and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   'Resolved That pursuant to Section 139, Section 142, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) be appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 17th AGM, (i.e. this AGM) of the Company to the conclusion of the 22nd AGM, to be held in 2022 (subject to ratification of appointment by the members at every AGM held after this AGM), on a remuneration as may be agreed upon by the Board of Directors and the Auditors.'

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

6. **Ordinary Resolution for the ratification of remuneration payable to M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), appointed as Cost Auditors of the Company for the fiscal year 2017-18**

   'Resolved That pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and

Auditors) Rules, 2014, M/s. P. M. Nanabhoy & Co. (Firm Membership number 000012), Cost Accountants, appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the fiscal year 2017-18, be paid a remuneration of ₹ 6,21,000/- per annum plus applicable taxes and out-of-pocket expenses that may be incurred.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to perform all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution'.

7. **Ordinary Resolution for appointment of Mr Pirojsha Godrej (DIN: 00432983) as a Non-Executive Director**

'**Resolved That** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr Pirojsha Godrej (DIN: 00432983), who was appointed as an Additional Director of the Company with effect from April 1, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation.

8. **Ordinary Resolution for appointment of Ms Ndidi Nwuneli (DIN: 07738574) as an Independent Director**

'**Resolved That** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms Ndidi Nwuneli (DIN: 07738574), who was appointed as an Additional & Independent Director of the Company with effect from April 1, 2017, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing along with a deposit from a member proposing her candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from April 1, 2017.'

9. Ordinary Resolution for fixing Commission on Profits to Non-Executive Directors and Independent Directors

'**Resolved That** pursuant to Section 197, 198, and all other applicable provisions of the Companies Act, 2013, provisions of Listing Regulations and the Articles of Association of the Company, in addition to the sitting fees being paid/payable for attending the meetings of the Board of Directors of the Company and its Committees thereof, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director and Whole-time Director of the Company) for a period of 3 years commencing from April 1, 2017, such commission as the Board of Directors may from time to time determine (to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination) but so that such commission shall not exceed 1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Section 198 of the Companies Act, 2013) plus taxes at an applicable rate OR ₹ 20 Lakhs per director per annum plus taxes at applicable rate, whichever is less.'

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer & Company Secretary

Mumbai, June 23, 2017

Notes:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote on his/her behalf. Such a proxy need not be a member of the Company. The enclosed proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.

   A person shall not act as a Proxy for more than 50 members and holding, in aggregate, not more than 10 per cent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 per cent of the total voting share capital of the Company provided that such a person shall not act as a proxy for any other person.
3. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
4. Members are requested to bring their copy of the Annual Report to the AGM.
5. Members are requested to send in their queries at least a week in advance to the Chief Financial Officer & Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
6. The route map for the venue of the meeting has been provided in the attendance slip.
7. Members are requested to note that as per Section 124 of the Companies Act, 2013, dividends 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the 'Investor Education and Protection Fund' (IEPF) of the Government. Unclaimed Dividends, as per the details given in the table below, will be transferred to the IEPF on the dates mentioned in the table. Those members who have not, so far, encashed these dividend warrants or any subsequent dividend warrants may claim or approach our Registrars, M/s Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400001 (e-mail: gcpl@computechsharecap.in) or the Company for payment thereof.

Dividend Period	Type of Dividend	Paid in	Due date for transfer
2010-11	1st Interim	August 2010	August 29, 2017
2010-11	2nd Interim	November 2010	December 05, 2017
2010-11	3rd Interim	February 2011	February 27, 2018
2010-11	4th Interim	May 2011	June 07, 2018
2011-12	1st Interim	August 2011	August 28, 2018

Please note that Section 124(6) of the Companies Act, 2013 also provides that all shares in respect of the unclaimed dividend shall also be transferred to the IEPF.

Hence, it is in the shareholders' interest to claim any uncashed dividends and for future dividends, opt for Electronic Credit of dividend so that dividends paid by the Company are credited to the investor's account on time.

8. Details as stipulated under Listing Regulations in respect of the Directors being appointed/re-appointed are attached herewith to the Notice.

9. **E-voting**

   In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 17th AGM through electronic means and the business may be transacted through the e-voting services provided by the Central Depository Services Limited **(CDSL)**.

   The instructions for members for voting electronically are as follows:-

   (i) The e-voting facility is available from **9.00 a.m. (IST) on Wednesday, July 26, 2017 to 5.00 p.m. (IST) on Sunday, July 30, 2017.** The e-voting module shall be disabled by CDSL for voting thereafter. During this period, shareholders of the Company, holding shares either in physical or dematerialised (demat) form, as on the cut-off date, **Monday, July 24, 2017**, may cast their vote electronically.

   (ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on Shareholders.

(iv) Enter their User ID

a. For CDSL use the 16-digit beneficiary ID,

b. For NSDL use the 8-character DP ID followed by a 8-digit Client ID,

c. Members holding shares in the physical Form should enter the Folio Number registered with the Company.

(v) Next, enter the Image Verification as displayed and Click on Login.

(vi) If shareholders hold shares in demat form and have previously logged on to www.evotingindia.com and have voted earlier on a poll of any company, then the existing password is to be used.

(vii) First time users should follow the following steps:

	For Members holding shares in demat and physical forms
PAN	Enter your 10-digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in the dd/mm/yyyy format) as recorded in your demat account or in the Company records to login. • If both the details are not recorded with the depository or Company please enter the member ID/ folio number in the Dividend Bank details field as mentioned in instruction (iv)

(viii) After entering these details appropriately, click on 'SUBMIT' tab.

(ix) Members holding shares in the physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach the 'Password Creation' menu, wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

(x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for **GODREJ CONSUMER PRODUCTS LIMITED** to vote.

(xii) On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same the option 'YES/ NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.

(xiv) After selecting the resolution, you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

(xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on 'Click here to print' option on the voting page.

(xvii) If a demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on 'FORGOT PASSWORD' and enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) Note for Non-Individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than Individuals, including HUFs, NRIs, etc.) and Custodians are required to log on to www. evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User will be able to link the account(s) for which they wish to vote.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com, and on approval of the accounts, they will be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in the PDF format in the system for the scrutiniser to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and the e-voting manual available on www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

10. In case of members who are attending the AGM and are entitled to vote but have not exercised their right to vote electronically, the Executive Chairperson of the Company will order a poll on her own motion for all businesses specified in the accompanying Notice. Poll papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, please note that the members who have exercised their right to vote electronically shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/record date i.e. July 24, 2017. The poll process shall be conducted and scrutinised and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Rules made thereunder.
11. Mr Kalidas Vanjpe, Practising Company Secretary, (Membership No. FCS 7132) or, failing him, Ms Bhavana Shewakramani (Membership No. FCS 8636) has been appointed as the Scrutiniser to scrutinise the e-voting process (including the votes cast at the poll by the Members at the AGM) in a fair and transparent manner.
12. The Scrutiniser shall, within a period not exceeding 3 working days from the date of close of e-voting, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and shall forthwith prepare the Scrutiniser's Report of the votes cast in favour of or against, if any, on the resolutions and submit the same to the Chairman Emeritus, the Executive Chairperson, or the Managing Director & CEO of the Company.
13. The results of e-voting and the poll on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to the receipt of the requisite numbers of votes in favour of the resolutions.
14. The results declared along with the Scrutiniser's Report shall be placed on the Company website www.godrejcp.com within 2 days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges, where the shares of the Company are listed and traded.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer
& Company Secretary

Mumbai, June 23, 2017

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM 5

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants have been the Statutory Auditors of the Company since incorporation in the year 2000. Pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company is required to appoint new Statutory Auditors of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 9, 2017, the Board considered and approved the appointment of B S R & Co, LLP, Chartered Accountants (Firm Regn. No. 101248W/W-100022) as the Statutory Auditors to hold office from the conclusion of the 17th AGM on July 31, 2017 (i.e. the forthcoming AGM), until the conclusion of the 22nd AGM in the year 2022, at a remuneration as may be agreed upon by the Board of Directors and the Auditors.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, the said resolution.

A brief profile of B S R & Co. LLP, is as follows:

B S R & Co. ('the firm ') was constituted on 27th March, 1990 having firm registration no. 101248W. It was converted into a limited liability partnership i.e. B S R & Co. LLP on 14th October, 2013 with firm registration no. 101248W/W-100022. The registered office of the firm is at 5th Floor, Lodha Excelus, Apollo Mills Compound , N. M. Joshi Marg, Mahalaxmi, Mumbai, Maharashtra - 400 011 .

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The other entities which are part of the B S R & Affiliates network include B S R & Associates LLP, B S R & Company, B S R and Co, B S R and Associates, B S R and Company, B S R R & Co, B S S R & Co and B B S R & Co. B S R & Co. LLP has access to the international knowledge and methodology of KPMG International.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida and Kochi.

ITEM 6

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

On the recommendation of the Audit Committee, at its meeting held on May 9, 2017, the Board considered and approved the appointment of M/s. P. M. Nanabhoy & Co., Cost Accountants as the Cost Auditor for the fiscal year 2017-18 at a remuneration of ₹ 6,21,000/- per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, the said resolution.

ITEM 7

The Board of Directors, at its meeting held on January 30, 2017, approved the appointment of Mr Pirojsha Godrej as an Additional Director, on the Board of the Company with effect from April 1, 2017, subject to the shareholders' approval.

The details of Mr Pirojsha Godrej, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

The Board of Directors recommend the Ordinary Resolution as detailed in Item No. 7 of the Notice for the approval of the shareholders.

Mr Adi Godrej, Chairman Emeritus; Ms Tanya Dubash, Director; Ms Nisaba Godrej, Executive Chairperson; and Mr Pirojsha Godrej himself, are interested in the resolution under Item No. 7.

ITEM 8

The Board of Directors, at its meeting held on January 30, 2017, approved the appointment of Ms Ndidi Nwuneli as an Additional & Independent Director on the Board of the Company with effect from April 1, 2017, subject to the shareholders' approval.

The details of Ms Ndidi Nwuneli, as required to be given pursuant to the Listing Regulations and the Secretarial Standards, are attached to the Notice.

Godrej Consumer Products Limited (GCPL) has a significant presence in the sub-Saharan African sub-continent and Africa is expected to be a major growth engine for the Company going forward. Ndidi Nwuneli is the Founder of LEAP Africa; Co-Founder of AACE Food Processing & Distribution, an indigenous agroprocessing company; and a partner at Sahel Capital, an advisory and private equity firm focused on the agribusiness sector in West Africa. She is also the director of the African Philanthropy Forum. A detailed resume is provided below. Ndidi's professional expertise, significant experience and perspectives will be very helpful in the Company's journey towards becoming the leading home and personal care player in Africa. Ndidi's appointment will enable GCPL to leverage her strong expertise and background to guide GCPL's growth in Africa.

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 8 of the Notice for the approval of the shareholders, as in the opinion of the Board, Ms Ndidi Nwuneli fulfils the conditions for appointment as specified in the Companies Act, 2013.

Ms Ndidi Nwuneli herself is interested in the resolution under Item No. 8.

ITEM 9

The Non-Executive Directors and the Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, corporate strategy, information systems, and finance.

The Board is of the view that it is necessary that adequate compensation be given to the Non-Executive Directors and the Independent Directors so as to compensate them for their time and efforts.

The shareholders of the Company have at the AGM held on July 28, 2014, accorded their consent for payment of commission on profits to the Non-Executive Directors and the Independent Directors of the Company at a rate not exceeding 1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Sections 197 and 198 of the Companies Act, 2013) plus service tax at an applicable rate OR ₹15 lakhs per Non-Executive Director or Independent Director per annum plus service tax as applicable, whichever is less, for the fiscal years 2014-15, 2015-16, and 2016-17.

For fiscal years 2017-18, 2018-19, and 2019-20, the payment of commission on profits is proposed at a rate not exceeding 1 per cent of the net profits of the Company in any fiscal year (computed in the manner provided in Section 198 of the Companies Act, 2013), plus taxes at an applicable rate, subject to a maximum amount of ₹ 20 lakhs per annum plus taxes at applicable rate per director.

All the Non-Executive Directors and the Independent Directors of the Company are concerned or interested financially in the resolution because the resolution relates to payment of commission to self. Mr Adi Godrej, Chairman Emeritus, and Ms Nisaba Godrej, Executive Chairperson, who are KMP are also concerned or interested in the resolution because the resolution relates to the payment of commission to their relatives. Save and except these persons, no other Director or KMP of the Company or their relatives are, in any way, concerned with or interested in, financially or otherwise.

By Order of the Board of Directors

V Srinivasan
Chief Financial Officer
& Company Secretary

Mumbai, June 23, 2017

Information pursuant to the Listing Regulations and Secretarial Standards in respect to Appointment/ Re-appointment of Directors

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Category	Non-Executive Director	Non-Executive Director	Non-Executive Director	Independent Director
DIN	00076250	00066195	00432983	07738574
Date of Birth and Age	January 24, 1949 68 years	August 26, 1951 66 years	October 27, 1980 37 years	March 22, 1975 42 years
Qualification	B.S, IIT, Chicago,U.S.A	• B.S Chem Engg (M.I.T, U.S.A) • M.S Chem Engg (Stanford, U.S.A)	• MBA, Columbia Business School • Masters-International Affairs, School of International & Public Affairs at Columbia University • Graduate-Economics, Wharton School of Business	• MBA from Harvard Business School • Undergraduate Degree with Honours in Multinational and Strategic Management from the Wharton School of the University of Pennsylvania
Nature of Expertise/ Experience	Industrialist	Industrialist	Management	Social Entrepreneur/ Managing Consultant
Brief Resume	Appended at end of this table	Appended at end of this table	Appended at end of this table	Appended at end of this table
First Appointment on the Board	March 1, 2001	November 29, 2000	April 1, 2017	April 1, 2017
Terms & Conditions of Appointment/ re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as a Non-Executive Director subject to retirement by rotation	Appointment as an Independent Director for 5 years
Last Drawn Remuneration Details along with remuneration sought to be paid	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report. As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	As a Non-Executive Director, he is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013	As a Non-Executive Independent Director, she is entitled to sitting fees for attending meetings of the Board/Committee and Commission on Profits as may be approved by the shareholders from time-to-time within the limits set out in the Companies Act, 2013
No. of shares held in GCPL as at March 31, 2017	16,06,808 (As a trustee of Raika Godrej Famliy Trust, beneficial interest is of Raika Godrej)	9,17,454	10,71,075	Nil
Relationship with other Directors/ Manager/KMP	Not related	Brother of Adi Godrej	Son of Adi Godrej Brother of Tanya Dubash and Nisaba Godrej	Not related
No. of Board meetings attended out of 4 meetings held during the year	All 4	All 4	NA	NA

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Directorship details	**Listed Public Companies:** Godrej Consumer Products Limited Godrej Industries Limited Godrej Properties Limited **Public Companies:** Godrej & Boyce Manufacturing Company Limited Godrej Agrovet Limited **Private Companies:** Godrej Investments Private Limited Illinois Institute of Technology (India) Private Limited **Foreign Companies:** Godrej (Singapore) Pte. Ltd. Godrej (Vietnam) Company Ltd. Godrej & Khimji (Middle East) LLC Urban Electric Power Inc. Singapore-India Partnership Foundation, Singapore World Resources Institute, USA **Section 8 Companies:** Breach Candy Hospital Trust Singapore-India Partnership Foundation, India Shakti Sustainable Energy Foundation Raptor Research and Conservation Foundation Indian Machine Tool Manufacturers Association IMTMA Machine Tool Industry Park **LLPs:** Godrej & Boyce Enterprise LLP JNG Enterprise LLP RKN Enterprise LLP	**Listed Public Companies:** Godrej Consumer Products Limited Godrej Industries Limited Godrej Properties Limited Mahindra And Mahindra Limited The Indian Hotels Company Limited Astec Lifesciences Limited **Public Companies:** Godrej & Boyce Manufacturing Company Limited Godrej Agrovet Limited Creamline Dairy Products Limited Godrej Tyson Foods Limited **Private Companies:** Isprava Vesta Private Limited **Foreign Companies:** Godrej International Limited ACI Godrej Agrovet Private Limited **LLPs:** ABG Venture LLP NBG Enterprise LLP Anamudi Real Estate LLP **Partnership Firms:** Partner in RKN Enterprises	**Listed Public Companies:** Godrej Consumer Products Limited Godrej Properties Limited **Private Companies:** Swaddle Projects Private Limited Godrej Investments Advisers Private Limited Godrej One Premises Management Private Limited **LLPs:** Designated partner in Anamudi Real Estates LLP **Partnership Firms:** Partner in RKN Enterprises	**Listed Public Companies:** Godrej Consumer Products Limited **Foreign Companies:** Nestle Nigeria Plc Nigerian Breweries Plc LEAP Africa Ltd/GTE Fairfax Africa Holdings AACE Food Processing & Distribution Ltd Sahel Capital Partners & Advisory

Name of Director	Jamshyd Godrej	Nadir Godrej	Pirojsha Godrej	Ndidi Nwuneli
Committee Positions	**Member:** Stakeholders' Relationship Committee: Godrej Consumer Products Limited CSR Committee: Godrej & Boyce Manufacturing Company Limited	**Chairman:** Stakeholders' Relationship Committee: Godrej Consumer Products Limited The Indian Hotels Company Limited CSR Committee: Godrej Consumer Products Limited Godrej Agrovet Limited **Member:** Stakeholders' Relationship Committee: Godrej Industries Limited Audit Committee: Mahindra And Mahindra Limited The Indian Hotels Company Limited CSR Committee: The Indian Hotels Company Limited Nomination & Remuneration Committee: The Indian Hotels Company Limited Mahindra And Mahindra Limited	**Chairman:** CSR Committee: Godrej Properties Limited **Member:** Stakeholders' Relationship Committee: Godrej Properties Limited	**Member:** Audit Committee: Godrej Consumer Products Limited Nomination & Remuneration Committee: Godrej Consumer Products Limited

Brief Resume of the Directors proposed to be appointed/re-appointed:

Mr Jamshyd Godrej

Jamshyd Godrej is the Chairman of the Board of Godrej & Boyce Manufacturing Company Limited. He graduated in Mechanical Engineering from Illinois Institute of Technology, USA.

Jamshyd Godrej is the former Chairman of Ananta Aspen Centre (previously known as Aspen Institute India), Chairman & Trustee of Ananta Centre. He is the President of World Wide Fund for Nature – India. He is the Chairman of the Board of Directors of Shakti Sustainable Energy Foundation, India Resources Trust and Council on Energy, Environment and Water. He is a Director of World Resources Institute, USA. He is also a Trustee of the Asia Society, USA. He is a member of Toyota Motor's Global Advisory Board and Asia Pacific Regional Advisory Committee. He is the Past President of Confederation of Indian Industry and also the Past President of the Indian Machine Tool Manufacturers' Association.

Jamshyd Godrej is the Chairman of the CII Sohrabji Godrej Green Business Centre. The Centre is housed in a LEED Platinum demonstration building which is the first green building in India and the greenest building in the world at the time when it was rated. The Green Business Centre is a Centre of Excellence for green buildings, energy efficiency, energy conservation, non-conventional energy sources, water policy, water conservation, etc.

Godrej and Boyce Mfg. Co. Ltd. manufactures and markets refrigerators; washing machines; air conditioners; office furniture; home furniture; security equipment for banks (such as safes, strong room doors, bank lockers, etc.) and for commercial establishments and homes; locks and latches, forklift trucks and warehousing equipment; process equipment for chemical, petrochemical, refineries and allied industries; precision tools for sheet metal, zinc, aluminium; real estate development.

The Godrej group are leaders in home appliances, consumer durables, office equipment, industrial products, consumer products and services.

Jamshyd Godrej is an ardent yachting enthusiast and has done extensive cruising along the west coast of India, the Baltic & North Sea, the Atlantic Ocean and in the Mediterranean Sea.

The President of India conferred on Jamshyd Godrej the "Padma Bhushan" on 3rd April 2003.

Mr Nadir Godrej

Nadir Godrej is a Non-Executive Director of the Company. He is the Managing Director of Godrej Industries and Chairman of Godrej Agrovet. He is also a Director of numerous firms including Godrej & Boyce Co Ltd, Indian Hotels Co Ltd, and Mahindra & Mahindra Ltd.

A veteran of the Indian industry, Nadir Godrej has played an important role in developing the animal feed, agricultural input, and chemicals businesses owned by Godrej. His active interest in research related to these areas has resulted in several patents in the field of agricultural chemicals and surfactants.

With his tremendous experience and expertise, Nadir Godrej has also contributed to the development of a variety of industries by participating keenly in industry bodies such as the Compound Livestock Feed Manufacturers Association of India, Indian Chemical Manufacturers Association, and Oil Technologists' Association of India.

Currently, Nadir Godrej is the President of Alliance Française de Bombay. For his contribution to Indo-French relations, the French Government has honoured him with the awards of 'Chevalier de l'Ordre National du Mérite' and 'Chevalier de la Légion d'Honneur'.

A Bachelor of Chemical Engineering from the Massachusetts Institute of Technology and a Master of Chemical Engineering from Stanford University, Nadir Godrej completed his MBA from the Harvard Business School. He lives in Mumbai, India with his wife and three children.

Mr Pirojsha Godrej

Pirojsha Godrej is an Additional Non-Executive Director of the Company. In 2012, Pirojsha Godrej took over as the CEO of Godrej Properties and in April 2017, as the Chairman of Godrej Properties. In the years that he has led the Company, Godrej Properties has been one of the fastest growing real estate developers in India and, for the first time, emerged in fiscal year 2016 as India's largest publicly listed real estate developer on the basis of sales.

He is the recipient of considerable recognition in recent years, including the 'Green Champion Award from the Indian Green Building Council' in 2016, 'Best CEO of the Year at the Construction Times Awards' in 2015, and 'Best People CEO Award by the National Human Resource Development Network' in 2014. Pirojsha holds a bachelor's degree in Economics from the Wharton Business School at the University of Pennsylvania, a master's degree in International Affairs from the School of International and Public Affairs (SIPA) at Columbia University, and an MBA from Columbia Business School.

Ms Ndidi Nwuneli

Ndidi Nwuneli is an Independent Director of the Company. She is the Founder of LEAP Africa; Co-Founder of AACE Food Processing & Distribution, an indigenous agroprocessing company; and co-founder of Sahel Capital; an advisory and private equity firm focused on the agribusiness sector in West Africa. She is also the Director of the African Philanthropy Forum.

Ndidi Nwuneli was recognised as a Young Global Leader by the World Economic Forum and received a National Honour-Member of the Federal Republic from the Nigerian Government. She was listed as one of the 20 Youngest Power African Women by Forbes. She serves on numerous international and local boards including Nestle Nigeria Plc., Nigerian Breweries Plc., and Royal DSM Sustainability Board. She is the author of 'Social Innovation in Africa: A Practical Guide to Scaling Impact', published by Routledge in 2016. Ndidi Nwuneli started her career as a management consultant with McKinsey & Company, working in their Chicago, New York, and Johannesburg offices. She holds an MBA from Harvard Business School and an undergraduate degree with honours in Multinational and Strategic Management from the Wharton School of University of Pennsylvania.

NOTES

NOTES

NOTES

NOTES

NOTES

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Godrej Consumer Products Limited

Registered Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai - 400079 **CIN:** L24246MH2000PLC129806

17th Annual General Meeting (AGM) – July 31, 2017

Name of the Member(s):	Email:
Registered Address:	Folio No/Client ID:
	DP ID:
	No. of shares held:

I/We being the holders of ________________________ shares of the above named Company hereby appoint

Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	
Or failing him	
Name	
Email	
Address	

as my/our proxy, whose signature is appended overleaf, to attend and vote (on a poll) for me/us on my/our behalf in respect of such resolutions as are indicated overleaf, at the 17th AGM of the Company to be held on Monday, July 31, 2017, at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai- 400079.

P.T.O.

Resolution No.		Vote		
	Resolution	For	Against	Abstain
Ordinary Business				
1.	To consider and adopt the audited financial statements (both standalone and consolidated) for the year ended March 31, 2017, which include the Statement of Profit & Loss and Cash Flow Statement, the Balance Sheet, the Auditors' Report thereon, and the Directors' Report			
2.	To declare dividend on equity shares			
3.	To appoint a Director in place of Mr Jamshyd Godrej (DIN: 00076250), who retires by rotation, and being eligible, offers himself for re-appointment			
4.	To appoint a Director in place of Mr Nadir Godrej (DIN: 00066195), who retires by rotation, and being eligible, offers himself for re-appointment			
5.	To appoint B S R & Co, LLP (Firm Registration. No. 101248W/W-100022) as Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in 2022 and to authorise the Board of Directors of the Company to fix their remuneration			
Special Business				
6.	Ratification of remuneration payable to M/s. P. M. Nanabhoy & Co., appointed as Cost Auditors of the Company for fiscal year 2017-18			
7.	Appointment of Mr Pirojsha Godrej (DIN: 00432983) as Non-Executive Director			
8.	Appointment of Ms Ndidi Nwuneli (DIN: 07738574) as Independent Director			
9.	To fix commission on profits for Non-Executive Directors and Independent Directors of the Company			

Signed this ______________________ day of ______________________, 2017.

Signature of the Member

Affix revenue stamp of not less than ₹ 1/-

Signature of First Proxy Holder **Signature of Second Proxy Holder** **Signature of Third Proxy Holder**

Notes:

1. This form, in order to be effective, should be duly stamped, signed, completed, and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against, or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Members are requested to note that a person can act as proxy on behalf of not more than 50 members and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10 per cent of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other member.

ATTENDANCE SLIP

Godrej Consumer Products Limited

Registered Office: Godrej One, 4th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400079 **CIN:** L24246MH2000PLC129806

17th Annual General Meeting (AGM) – July 31, 2017

Registered Folio No./DP ID No./Client ID No.: ______________________________

No. of Shares held: ______________________________

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 17th Annual General Meeting of the Company on Monday, July 31, 2017, at 3.00 p.m. at Godrej One, 1st Floor Auditorium, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400079.

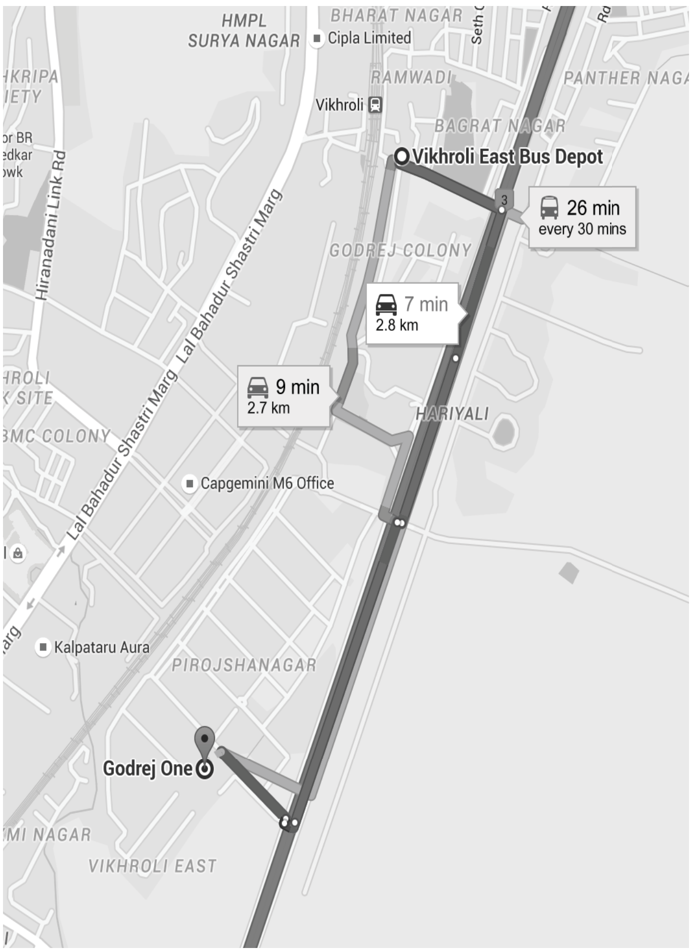
______________________	______________________
Name of Member/Proxy (in block letters)	Signature of Member/Proxy

Note:

1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the AGM.
2. The map to reach the AGM venue is given overleaf.

Venue of the AGM

Godrej One
1st Floor Auditorium
Pirojshanagar
Eastern Express Highway
Vikhroli (E), Mumbai- 400 079.



Note: The Company has arranged for a bus service to the venue from Vikhroli railway station (East). The bus will pick you up near the station auto rickshaw stand at 2:30 PM. A drop back facility will also be available.


Godrej
Good knight
FABRIC
ROLL-ON
PERSONAL REPELLENT
GO OUT AND PLAY
WITHOUT THE FEAR OF
MOSQUITOES
1
2
3
4
100% NATURAL CITRONELLA AND EUCALYPTUS OIL
JUST APPLY 4 DOTS ON CLOTHES
8 HOUR PROTECTION
SAFE FOR CHILDREN

www.sapprints.com

Godrej | CONSUMER PRODUCTS

Godrej One, Pirojshanagar,
Eastern Express Highway,
Vikhroli (East), Mumbai
www.godrejcp.com