



DIRECTORS

REPORT

To The Shareholders,

Your Directors have pleasure in presenting their Report along with the Audited Accounts for the year ended on March 31, 2010.

Operating Results

Your Company's financial performance for the year under review has been encouraging and is summarised below:

	This year Rs. Crore	Previous Year Rs. Crore
Sales (net of excise duty)	1267.9	1084.3
Other operating income	-	3.7
Other Income	50.6	44.0
Total Income	1318.5	1132.0
Total Expenditure other than Interest and Depreciation	1001.9	922.9
Profit before Interest, Depreciation and Tax	316.6	209.1
Depreciation	13.7	14.4
Profit before Interest and Tax	302.9	194.7
Interest and Financial Charges (net)	3.7	8.8
Profit before Tax	299.2	185.9
Provision for tax:		
Current tax	48.9	21.1
Deferred tax	2.2	3.2
Fringe Benefit Tax	-	0.7
Profit after tax	248.1	160.9
Tax adjustments in respect of previous years	-	0.6
Profit after tax and tax adjustments for previous years	248.1	161.5
Surplus brought forward	98.1	73.2
Amount available for appropriation	346.2	234.7

Appropriation

Your Directors recommend appropriation as under:

	This Year Rs. Crore	Previous Year Rs. Crore
Interim Dividend	125.9	83.7
Proposed Final Dividend	-	19.3
Tax on distributed profits	21.4	17.5
Transfer to General Reserve	24.8	16.2
Surplus Carried Forward	174.1	98.0
Total Appropriation	346.2	234.7

Dividend

For the year 2009-10, three interim dividends were paid on shares of face value Re.1 each – Re.1 per share on August 17, 2009, Re.1 per share on November 24, 2009 and Re.1 per share on February 15, 2010.

In addition to the above, the Board of Directors has also declared a fourth interim dividend on April 26, 2010 at the rate of Rs.1.25 per share on equity shares of nominal value Re.1 each. The record date for the same has been fixed as May 4, 2010.

The total dividend payout for the year ended March 31, 2010 stands at Rs.4.25 per share (425% on shares of the face value of Re.1/- each).

Your Directors recommend that the aforesaid interim dividends aggregating to Rs.4.25 per share on shares of face value Re.1 each be declared as final dividend for the year ended on March 31, 2010.

Review of Operations

During the year under review your Company earned Profit After Tax (PAT) of Rs.248.1 crore.

The comparison of the current year's Sales with the previous year is given in table 1 below.

Sales of Godrej brands have increased by 19 percent from Rs.1040.9 crore in 2008-09 to Rs.1239.4 crore in 2009-10.

A detailed analysis of your Company's performance is contained in the Management Discussion and Analysis Report.

Table 1: Comparison of Current year sales with the previous year

(Rs. Crore)

Particulars of Sale	Year ended 31-Mar-10	Year ended 31-Mar-09	% Increase /(decrease)
Soaps	828.4	705.6	17%
Hair Colour	274.5	230.4	19%
Toiletries	83.2	62.0	34%
Liquid Detergents	53.3	42.9	24%
Godrej Brands	1239.4	1040.9	19%
Contract Manufacturing	–	8.2	–
By-products	28.5	35.2	(19%)
Total	1267.9	1084.3	17%

Acquisitions

49% stake in Godrej Sara Lee Ltd.

The Honorable High Court of Judicature at Bombay has vide order dated October 8, 2009, sanctioned the Scheme of amalgamation of Godrej ConsumerBiz Ltd. (GCBL) and Godrej Hygiene Care Ltd. (GHCL) with Godrej Consumer Products Ltd. (GCPL). The appointed date of the Scheme was June 1, 2009 and the effective date, was October 15, 2009 (being the date on which the certified copy of the court order was filed with the Registrar of Companies, Mumbai).

GCBL and GHCL held 29% and 20% respectively in Godrej Sara Lee Ltd. (GSLL), which is a 49:51 unlisted joint venture company between the Godrej Group and Saralee Corporation, USA.

Pursuant to the amalgamation, the assets and liabilities of GCBL and GHCL have been transferred to GCPL with effect from the appointed date and therefore GCPL holds 49% stake in the equity of GSLL.

In terms of the Scheme, Godrej & Boyce Mfg. Co. Ltd., (G&B) and Godrej Industries Ltd. (GIL), the shareholders of GCBL and GHCL respectively, were to be issued and allotted 10 shares in GCPL for every 11 shares held by them in GCBL and GHCL respectively. Accordingly, GCPL has issued and allotted 3,02,96,727 equity shares of face value Re.1 each to G&B and 2,09,39,409 equity shares of face value Re.1 each to GIL. The new shares

aggregating to 5,12,36,136 rank *pari passu* with the existing equity shares.

Consequent to the above allotment of shares, the issued and paid-up equity share capital of GCPL stands increased to 30,81,90,044 equity shares of face value of Re.1 each aggregating Rs.30,81,90,044.

Performance of GSLL in FY 2009-10

Godrej Sara Lee Ltd. has recorded a growth of 20% in gross sales and 31% in Profit after Tax over the previous year. Good knight Active plus initiative was a great success and recorded a good sales growth. Other new initiatives in household insecticides category viz., GoodKnight Naturals and GK Advanced Coils were able to get a good consumer response. The Company witnessed a strong market share increase in Electrics and Aerosol formats in household insecticide category during the year.

Bangladesh witnessed doubling of sales on the back of the new distribution model. The Company maintained its focus of growing South East Asian markets including Bangladesh, Sri Lanka and Nepal.

Tura, Nigeria

In March 2010, your Company entered into an agreement to acquire Tura from the Tura Group, Nigeria. Tura, a household name in many African markets, is a market-leading personal care brand with a range of products that distributes a range of products including soaps, moisturising lotions and skin-toning creams. Its medicated bar soap is amongst the top three in its category in Nigeria. The acquisition will serve as a strong platform for introducing your Company's portfolio into Nigeria and other Western African countries.

Megasari, Indonesia

After the close of the financial year, your Company has entered in to an agreement to acquire PT. Megasari Makmur Group and its distribution company in Indonesia. Megasari Group manufactures and distributes a wide range of household products including household insecticides, wet tissues and air fresheners. Megasari Group's products are market leaders in Indonesia in most of the categories that the company participates in. Megasari Group provides your Company a strong platform to establish a significant foothold in Indonesia, which is among the largest consumer markets in Asia. Given Megasari Group's leading position in household product categories in Indonesia and the Godrej Group's strong presence in this category in India, we believe this acquisition will provide significant synergies and create value for shareholders.

Subsidiaries

Keyline Brands Limited, UK posted a turnover of GBP 29.0 million and a profit after tax of GBP 2.8 million (as per local GAAP).

Rapidol Pty. Limited, South Africa posted a turnover of ZAR 113.2 million and a profit after tax of ZAR 20.6 million.

Godrej Global Mideast FZE posted a turnover of AED 13.6 million and a profit after tax of AED 0.7 million.

Kinky Group Pty. Ltd. posted a turnover of ZAR 117.6 million and a profit after tax of ZAR 14.9 million (as per local GAAP).

Your Company had made an application to the Central Government pursuant to Section 212 of the Companies Act, 1956 for seeking exemption from attaching with its accounts the individual accounts of each of the subsidiaries. The application was made in respect of the following 10 subsidiaries as on the date of the application viz., Godrej Netherlands B.V, Godrej Consumer Products (UK) Limited, Keyline Brands Limited, Inecto Manufacturing Limited, Rapidol Pty. Limited, Godrej Global Mideast FZE, Godrej Consumer Products (Mauritius) Limited, Godrej Kinky Holdings Limited, Kinky Group Pty. Ltd. and Godrej Hygiene Products Limited.

Accordingly the Central Government gave its approval and exempted your Company from attaching to its accounts, the individual accounts of each of the above subsidiaries.

The accounts of the subsidiary companies and the related detailed information will be made available to any shareholder seeking such information at any point of time. The accounts of the subsidiary companies are uploaded in the website of the Company viz., www.godrejcp.com and are also available for inspection by any shareholder at the registered office of the Company or at the registered offices of the subsidiary companies.

In respect of the following companies which were incorporated as subsidiaries of your Company during the last quarter of the current financial year, your Company did not prefer an application to the Central Government pursuant to Section 212 of the Companies Act, 1956.

Name of the Company	Place of incorporation	Date of incorporation as subsidiary
Godrej Nigeria Holdings Limited	Mauritius	February 24, 2010
Godrej Consumer Products Holding (Mauritius) Ltd.	Mauritius	February 23, 2010

Name of the Company	Place of incorporation	Date of incorporation as subsidiary
Godrej Nigeria Limited	Nigeria	March 26, 2010
Godrej Consumer Products Dutch Cooperatief U.A. (Netherlands)	Netherlands	March 24, 2010
Godrej Consumer Holdings (Netherlands) B.V	Netherlands	March 31, 2010
Godrej Consumer Products (Netherlands) B.V	Netherlands	March 31, 2010

Out of the above six subsidiaries, the following companies viz., Godrej Nigeria Limited, Godrej Consumer Products Dutch Cooperatief U.A. (Netherlands), Godrej Consumer Holdings (Netherlands) B.V and Godrej Consumer Products (Netherlands) B.V are yet to issue their capital and they did not carry out any operations during the year under review. Hence, the financial statements of these subsidiaries were not required to be prepared and annexed to your Company's Annual Report. The accounts of the balance two subsidiaries viz., Godrej Nigeria Holdings Limited and Godrej Consumer Products Holding (Mauritius) Ltd. forms part of the Annual Report and the accounts of Godrej Consumer Products Ltd.

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, also forms part of the Annual Report and accounts of your Company.

In accordance with the conditions stipulated by the Ministry of Corporate Affairs, while granting exemption from attaching the individual accounts of some of the subsidiaries, a one page financial summary for those subsidiaries is disclosed in the consolidated balance sheet.

Employee Stock Option Plan

The shareholders of the Company vide special resolution passed on March 14, 2007 approved the setting up of Godrej Consumer Products Ltd. Employee Stock Option Plan (GCPL ESOP). Pursuant to the approvals received in the above meeting and in the meeting dated April 24, 2008, the Company can grant 45,00,000 stock options convertible into 45,00,000 equity shares of the nominal value Re.1 each to the eligible employees/directors of the Company and of the Company's subsidiaries.

The GCPL ESOP is administered by a trust set up for this purpose viz., Godrej Consumer Products Ltd. Employee Stock Option Trust.

As on March 31, 2010, 28,34,000 options convertible into 28,34,000 shares of nominal value of Re.1 each are outstanding in respect of options granted to employees of the Company.

Date of Grant	Unvested Options outstanding
02-04-07	5,50,000
12-07-07	1,10,000
11-12-07	25,000
25-03-08	5,55,000
05-05-08	50,000
06-06-08	4,50,000
23-06-08	2,40,000
05-01-09	60,000
18-06-09	3,04,000
30-06-09	3,40,000
13-08-09	1,00,000
03-09-09	34,000
15-12-09	16,000
Total	28,34,000

The details of the Options allotted under GCPL ESOP, as also the disclosures in compliance with Clause 12 of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are set out in **Annexure A** to this report.

Since the exercise price of GCPL options is the last closing price on the stock exchange, there is no compensation cost in Financial Year 2009-10 based on the intrinsic value of the options.

Ratings

The Company continues to enjoy a Corporate Governance Rating of CGR2+. (pronounced as CGR2 plus) and a Stakeholder Value Creation and Governance Rating of SVG1 (pronounced as SVG 1). The + sign indicates relatively higher standing within the category indicated by the rating. The above ratings are on a rating scale of 1 to 6, where 1 is the highest rating.

The two ratings evaluate 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 rated Company has adopted and follows such practices, conventions and codes as would provide its financial stakeholders a high level of assurance on 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.

Directors

Mr. Hoshedar Press is retiring from your Company with effect from close of business hours on April 30, 2010 after a long and illustrious career with the Godrej Group. The Board places on record his valuable contributions made at all levels during his career with the group.

In accordance with Article 130 and 131 of the Articles of Association of your Company, Ms Rama Bijapurkar, Mr. Bharat Doshi and Mr.Nadir Godrej retire by rotation and being eligible, offer themselves for reappointment.

Listing

The shares of your Company are listed at The Bombay Stock Exchange Limited and The National Stock Exchange of India Ltd. The annual listing fee has been paid to each of the above exchanges before the due date.

Auditors

The auditors, Kalyaniwalla & Mistry, Chartered Accountants, Mumbai, retire and offer themselves for re-appointment.

Pursuant to directions from the Department of Company Affairs, P. M. Nanabhoy & Co. Cost Accountants have been appointed as Cost Auditors for the year 2009-10. They are required to submit the report to the Central Government within 180 days from the end of the accounting year.

Directors' Responsibility Statement

Pursuant to the provisions contained in Section 217 (2AA) of the Companies Act, 1956, your Directors, based on the representation received from the Operating Management, and after due enquiry, confirm:

- a) that 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) that they have selected such accounting policies and applied them consistently and made judgements 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) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- d) that they have prepared the annual accounts on a going concern basis.

Additional Information

Annexure B to this Report gives the information in respect of conservation of Energy, Technology absorption and Foreign Exchange earnings and outgo, required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forms a part of the Directors' Report.

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 forms part of this Report. As per provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Report and Accounts are being sent to the Shareholders of the Company, excluding the statement of particulars of the employee under Section 217(2A) of the Companies Act, 1956. Any shareholder interested in obtaining a copy of the statement may write to the Company Secretary at the Registered Office of the Company.

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

Group for Interse Transfer of Shares

As required under Clause 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 persons constituting "Group" (within the meaning as defined in the Monopolies and Restrictive Trade Practices Act, 1969) for the purpose of availing exemption from applicability of the provisions of Regulation 10 to 12 of the aforesaid Regulations, are given in the **Annexure C** attached herewith and forms part of this Annual Report.

Corporate Governance

Pursuant to Clause 49 of the Listing Agreements, the Management Discussion and 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 Clause 49 of the Listing Agreement, is attached as Annexure D and forms part of this Annual Report.

Acknowledgement

Your Directors wish to place their sincere thanks to the Union Government and the Governments of Maharashtra, Madhya Pradesh, Assam, Himachal Pradesh and Sikkim, as also to all the Government agencies, banks, customers, shareholders, vendors and other related organisations who, through their continued support and co-operation, have helped, as partners, in your Company's progress.

For and on behalf of the Board of Directors

Adi Godrej

Chairman

Mumbai, April 26, 2010

Annexure A forming part of the Directors' Report

As per the Securities & Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 following information is disclosed in respect of Godrej Consumer Products Limited Employee Stock Option Plan:

Sr. No.	Heading	Particulars				
a	Options granted	3,553,000				
b	The pricing formula	Market Price plus Interest at such a rate not being less than the Bank Rate then prevailing compoundable on an annual basis for the period commencing from the date of Grant of the Option and ending on the date of intimating Exercise of the Option to the Company.				
c	Options vested upto March 31, 2010	100,000				
d	Options exercised upto March 31, 2010	100,000				
e	The total number of shares arising as a result of exercise of option;	Nil - Since no fresh issue of shares by the Company.				
f	Options lapsed;	619,000 lapsed and forfeited (on account of employees leaving the service of the Company before the date of vesting).				
g	Variation of terms of options	See Note 1 below				
h	Money realized by exercise of options	Rs. 19,415,800				
i	Total number of options in force	2,834,000				
j	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% or more of option granted during that year. iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant;	<table border="0"> <tr> <td style="vertical-align: middle;">}</td> <td>See Note 2 below</td> </tr> <tr> <td style="vertical-align: middle;">}</td> <td>Nil</td> </tr> </table>	}	See Note 2 below	}	Nil
}	See Note 2 below					
}	Nil					
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with <i>Accounting Standard (AS) 20 'Earnings Per Share'</i> .	There is no fresh issue of shares arising on account of exercise of options. Hence, not applicable.				

Sr. No.	Heading	Particulars
l	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	The Company has calculated the employee compensation cost using the intrinsic value of stock options. Had the fair value method been used, in respect of stock options granted the employee compensation cost would have been higher by Rs.4.43 crore, Profit after tax lower by Rs.4.43 crore and basic EPS would have been lower by Rs.0.16.
m	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 Rs.148.17 plus interest as mentioned in pricing formula Fair Value Rs.46.9
n	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,	5.50%
	ii) expected life,	4 years
	iii) expected volatility,	50%
	iv) expected dividends	1.46% – 2.38%
	v) the price of the underlying share in market at the time of option grant	Rs. 167.75 – 273.85

Note: 1 - Variation of terms of options

1. Amendment to clause 5.7(c) the GCPL ESOP

Clause before the amendment

“In the event of separation from employment for reasons of normal Retirement or Retirement specifically approved by a Participating Company, (i) all Vested Options should be Exercised by the Option Grantee immediately after, but in no event later than six months from the date of such Option Grantee’s Retirement, (ii) all Unvested Options will lapse as on the date of such Retirement, unless otherwise determined by the Compensation Committee and which determination will be final and binding”

Clause after the amendment

“In the event of separation from employment for reasons of normal Retirement or Retirement specifically approved by a Participating Company, (i) all Unvested Options shall vest in the employee on the date of retirement or at an earlier date as may be decided by the Compensation Committee, subject to the requirement of minimum vesting period specified in clause 5.4 of the GCPL ESOP (ii) all Vested Options should be Exercised by the Option Grantee immediately on retirement, but in no event later than six months from the date of such Option Grantee’s Retirement.

2. Change in vesting date of options

The HR & Compensation Committee of the Company approved the change in vesting dates in respect of options granted to certain employees.

Note: 2 - Employee wise details of options granted

Name of senior managerial persons to whom stock options have been granted	Number of options granted
Mr Dalip Sehgal *	300,000
Dr R K Sinha	110,000
Mr A Rangarajan	100,000
Mr B S Sodhi	100,000
Mr Jimmy Anklesaria	100,000
Mr Rajesh Tiwari	100,000
Mr Sumit Mitra	100,000
Dr Sunder Nurani Mahadevan	50,000
Mr Raj Shahaney	50,000
Mr Keith Harrison	50,000
Mr P Ganesh	50,000
Mr Naveen Gupta	150,000

* More than 5% of Options granted during financial year 2009-10.

Annexure B forming part of the Directors' Report

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956, READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO.

A. Conservation of Energy

I. (A) Energy Conservation measures undertaken:

1. Right sizing of following pumps done based on process requirement
 - a) Chilling cooling tower pumps
 - b) FADP # 3 tempered cooling tower pumps
 - c) SWEP # 3 cooling tower pumps
 - d) FADP & FSP # 3 feed pumps
 - e) FADP # 3 steam separator water feed pump.
2. Two numbers of Energy efficient motor EEF-1 provided in place of low efficient EEF-0 motors.
3. Provided oxygen analyzer in 10 TPH medium pressure boiler.
4. Provided arrangements for utilizing the surplus waste heat of FADP # 2 for the preheating of feed water of LP boiler # 2.
5. Modifications done in steam network for improving the boiler loadings.
6. Started collecting waste condensate in Raw Oil storage tank farm and using for process purpose.

(B) Proposed energy conservation measures:

1. Provision of Air Pre-heater in TP-25.
2. Provision of LED lights in place of conventional lights.
3. Provision of VFD in induction motors.
4. Optimization of high pressure steam generators in order to reduce fuel consumption.

5. Provision of Energy efficient motors in place of low efficiency motors.
6. Optimization of brine chilling plants.

II. Impact of measures on reduction of energy consumption and consequent impact on the cost of production of goods:-

Saving in energy costs during the period under consideration.

B. Technology Absorption

Research and Development (R&D)

GCPL R&D operates on a strategy that moves in tandem with the long-term organizational goals. It aims to cater to the demands of the market place and growing consumer expectations. The continuous focus of efforts at R&D is on creating distinctively new products that are also consumer centric and backs it with a strong quality assurance process.

I. Specific areas in which R&D carried out by the Company -

1. Hair Care
2. Skin Care
3. Customer Centricity
4. Packaging Development
5. Fabric care
6. Hygiene Products

II. Benefits derived as a result of the above R&D efforts -

During the financial year, your Company derived several benefits from its R&D operations, resulting in the launch of several products.

1. Godrej No.1 'Moisturising Soap' and Godrej No. 1 with Lime and Aloe vera.
2. Godrej Protekt range consisting of Hand Sanitizer, Hand wash and Hand Wipes.
3. Two new shades in Renew Hair colour range – Wine Red and Plum Crazy.
4. Cinthol Skin Protection Talc.

III. Future Plan of Action:

1. Focus on new categories.
2. Exploration of new technologies in existing categories.
3. Explore a variety of fashion hair colours with added benefits, hair colour highlights and newer formats for hair colouring.

IV. Expenditure on R&D

	This Year Rs. Crore	Previous Year Rs. Crore
(a) Capital	0.2	0.4
(b) Recurring	4.7	2.5
(c) Total	4.9	2.9
(d) Total R&D expenditure as a percentage of total sales turnover	0.38%	0.27%

Technology Absorption, Adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, adaptation and innovation:

Commercialization of new product formats such as Hand Sanitizer gels and wipes.

2. **Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:**

The above efforts helped in cost reduction, customer satisfaction and top line and bottom line improvements.

3. **Imported Technology:**

The Company has not imported any technology since incorporation.

C. Foreign Exchange earnings and outgo:

(Rs. in Crore)

	This Year	Previous Year
I. Foreign exchange used	155.2	223.4
II. Foreign exchange earned	32.0	21.5

Annexure C forming part of the Directors' Report

“Group” for interse transfer of shares under Clause 3(1)(e)of the Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,1997.

1	Godrej & Boyce Mfg. Co. Ltd.	32	Golden Feed Products Ltd.
2	Godrej Industries Ltd.	33	Godrej Oil Palm Ltd.
3	Cartini India Ltd.	34	Cauvery Palmoil Ltd.
4	Godrej Investments Pvt. Ltd.	35	Natures Basket Ltd.
5	Godrej Efacec Automation & Robotics Ltd.	36	Godrej Tyson Foods Limited
6	Godrej Holdings Pvt. Ltd.	37	Aadhaar Retailing Limited
7	Godrej Infotech Ltd.	38	Godrej IJM Palm Oil Ltd.
8	Geometric Ltd.	39	Godrej Gold Coin Aquafeed Ltd.
9	Mercury Manufacturing Co. Ltd.	40	Polychem Hygiene Laboratories Pvt. Ltd.
10	Godrej (Malaysia) Sdn. Bhd.	41	Creamline Dairy Products Ltd.
11	Godrej (Singapore) Pte. Ltd.	42	ACI Godrej agrovet Pvt. Ltd.
12	J T Dragon Pte. Ltd.	43	Wadala Commodities Ltd.
13	Godrej Vietnam Company Ltd.	44	Mr. Adi B. Godrej
14	Veromatic International BV	45	Mrs. Parmeshwar A. Godrej
15	Veromatic Services BV	46	Ms. Nisa A. Godrej
16	Water Wonder Benelux BV	47	Mr. Pirojsha A. Godrej
17	Ensemble Holdings & Finance Ltd.	48	Mrs Tanya A. Dubash
18	Swadeshi Detergents Ltd.	49	Mr. Jamshyd N. Godrej
19	Vora Soaps Ltd.	50	Mrs. Pheroza J. Godrej
20	Godrej International Ltd.	51	Ms. Raika J. Godrej
21	Godrej Properties Ltd.	52	Mr. Navroze J. Godrej
22	Godrej Reality Pvt. Ltd.	53	Mr. Nadir B. Godrej
23	Godrej Waterside Properties Pvt. Ltd.	54	Mrs Rati N. Godrej
24	Godrej Real Estate Pvt. Ltd.	55	Master Burjis N. Godrej
25	Godrej Developers Pvt. Ltd.	56	Master Sohrab N. Godrej
26	Godrej Seaview Properties Pvt. Ltd.	57	Master Hormuzd N. Godrej
27	Godrej Estate Developers Pvt. Ltd.	58	Mr. Vijay M. Crishna
28	Happy Highrises Ltd.	59	Mrs. Smita V. Crishna
29	Tahir Properties Ltd.	60	Ms. Freyan V. Crishna
30	Godrej Agrovet Ltd.	61	Ms. Nyrika V. Crishna
31	Bahar Agro Chem & Feeds Pvt. Ltd.	62	Mr. Rishad K. Naorji

Annexure D forming part of the Directors' Report

To the Members of
Godrej Consumer Products Limited,
Mumbai.

We have examined the compliance of conditions of Corporate Governance by Godrej Consumer Products Limited (the Company) for the year ended on March 31, 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. 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.

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 the above-mentioned Listing Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

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 and on behalf of
Kalyaniwalla & Mistry
Chartered Accountants

Darius Z. Fraser
Partner
M. No.: 42454

Mumbai, April 26, 2010