

Subsidiary Financials

Godrej Consumer Products Holding (Mauritius) Limited

FINANCIAL STATEMENTS

31 March 2010

Corporate Information

		Date appointed
DIRECTORS:	Ashraf Ramtoola	23 February, 2010
	Rooksana Shahabally	23 February, 2010
	Kalamam Rungapadiachy	23 February, 2010
	Adi Burjor Godrej	23 February, 2010
	Dalip Sehgal	23 February, 2010
ADMINISTRATOR & SECRETARY:	International Management (Mauritius) Ltd. Les Cascades Edith Cavell Street Port Louis REPUBLIC OF MAURITIUS	
REGISTERED OFFICE:	Les Cascades Edith Cavell Street Port Louis REPUBLIC OF MAURITIUS	
AUDITORS:	Morison (Mauritius) Public Accountants 1st Floor, Fairfax House 21, MgrGonin Street Port Louis REPUBLIC OF MAURITIUS	

COMMENTARY OF THE DIRECTORS

The directors have pleasure in submitting their first annual report together with the audited financial statements for the period ended 31 March 2010.

INCORPORATION

The Company was incorporated in the Republic of Mauritius on 23 February 2010 as a private company limited by shares under the Mauritius Companies Act, 2001.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

RESULTS AND DIVIDENDS

The results for the period are as shown in the statement of comprehensive income.

The directors do not recommend the payment of dividend for the period under review.

DIRECTORS

The present membership of the Board is set out on page 137 of the Annual Report.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period, which present fairly the financial position, financial performance, changes in equity and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritius Companies Act, 2001. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the board:

for **International Management (Mauritius) Ltd.**

Corporate Secretary

Date 22 April 2010

Certificate from the Secretary

We certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required of the Company under the Mauritius Companies Act, 2001 in terms of Section 166(d) for the period ended 31 March 2010.

for **International Management (Mauritius) Ltd.**

Corporate Secretary

Date: 22 April 2010

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF GODREJ CONSUMER PRODUCTS HOLDING (MAURITIUS) LIMITED

This report is made solely to the shareholders of Godrej Consumer Products Holding (Mauritius) Limited, the "Company", as a body in accordance with Section 205 of the Mauritius Companies Act, 2001. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Report on the Financial Statements

We have audited the financial statements of the Company, which comprise the statement of financial position at 31 March 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act, 2001. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements on page 140 to 147 give a true and fair view of the financial position of the Company at 31 March 2010, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards and comply with the Mauritius Companies Act, 2001.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act, 2001

- we have no relationship with, or any interests in, the Company other than in our capacity as auditors;
- we have obtained all the information and explanations we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Morison (Mauritius)
Public Accountants

Nazeer Bhugaloo, FCCA
Signing Partner

Date: 22 April 2010
Port Louis, Mauritius

Statement of financial position at 31 March 2010

	Notes	Current Year	
		US \$	Rs. Lac
ASSETS			
Non-current assets			
Advance against investment	4	61,160	27.54
		61,160	27.54
Current assets			
Other receivable	5	7,540	3.40
Cash and cash equivalents		29,536	13.30
		37,076	16.70
Total assets		98,236	44.24
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	6	2	–
Share premium	7	99,999	45.03
Revenue deficit		(4,935)	(2.22)
		95,066	42.81
Current liabilities			
Other payables	8	3,170	1.43
Total equity and liabilities		98,236	44.24

Approved by the Board of Directors on 22 April 2010 and signed on its behalf by

Rooksana Shahabally
Director

Ashraf Ramtoola
Director

The notes on pages 143 to 147 form an integral part of these financial statements. Independent Auditors' report on page 139.

Statement of Comprehensive Income for the period from 23 February 2010 (Date of Incorporation) to 31 March 2010

	Notes	Current Year	
		US \$	Rs. Lac
INCOME		-	-
EXPENSES			
Administration fees		4,015	1.81
Audit fees		920	0.41
		<u>4,935</u>	<u>2.22</u>
Loss for the period before taxation		(4,935)	(2.22)
Taxation	9	-	-
Loss for the period		(4,935)	(2.22)
Other comprehensive income		-	-
Total comprehensive loss for the period		<u>(4,935)</u>	<u>(2.22)</u>

Note: The Rupee equivalent of US \$ have been given at Rs. 45.03 per US Dollar.

The notes on pages 143 to 147 form an integral part of these financial statements.
Independent Auditors' report on pages 139.

Statement of Changes in Equity for the period from 23 February 2010 (Date of Incorporation) to 31 March 2010

	Stated capital		Share premium		Revenue deficit		Total	
	USD	Rs. Lac	USD	Rs. Lac	USD	Rs. Lac	USD	Rs. Lac
At 23 February 2010	-	-	-	-	-	-	-	-
Issue of shares	2	-	99,999	45.03	-	-	100,001	45.03
Total comprehensive loss for the period	-	-	-	-	(4,935)	(2.22)	(4,935)	(2.22)
At 31 March 2010	2	-	99,999	45.03	(4,935)	(2.22)	95,066	42.81

The notes on pages 143 to 147 form an integral part of these financial statements.
Independent Auditors' report on page 139.

Statement of Cash Flows for the period from 23 February 2010 (Date of Incorporation) to 31 March 2010

	Current Year	
	US \$	Rs. Lac
Operating activities		
Loss for the period before taxation	(4,935)	(2.22)
Adjustments for:		
Increase in other receivable	(7,540)	(3.40)
Increase in other payables	3,170	1.43
Net cash used in operating activities	<u>(9,305)</u>	<u>(4.19)</u>
Investing activities		
Advance against investment	(61,160)	(27.54)
Net cash used in investing activities	<u>(61,160)</u>	<u>(27.54)</u>
Financing activities		
Proceeds from issue of shares	2	–
Proceeds from share premium	99,999	45.03
Net cash generated from financing activities	<u>100,001</u>	<u>45.03</u>
Net increase in cash and cash equivalents	29,536	13.30
Cash and cash equivalents at beginning of the period	–	–
Cash and cash equivalents at end of the period	<u>29,536</u>	<u>13.30</u>
Cash and cash equivalents consist of:		
Cash at bank	<u>29,536</u>	<u>13.30</u>

The notes on pages 143 to 147 form an integral part of these financial statements. Independent Auditors' report on page 139.

Notes to the Financial Statements for the period from 23 February 2010 (Date of Incorporation) to 31 March 2010

1. COMPANY PROFILE

Godrej Consumer Products Holding (Mauritius) Limited is a private company, limited by shares and incorporated in the Republic of Mauritius on 23 February 2010 under the Mauritius Companies Act, 2001. Godrej Consumer Products Holding (Mauritius) Limited holds a Category 1 Global Business Licence under Section 72(6) of the Financial Services Act, 2007 and is regulated by the Financial Services Commission.

The principal activity of the Company is that of investment holding and its registered office is at Les Cascades, Edith Cavell Street, Port Louis, Mauritius.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

In the current period, the Company has adopted all of the new and revised standards and interpretations issued by the International Accounting Standards Board (the "IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 23 February, 2010.

At the date of authorisation of these financial statements, the following Standards and Interpretations were in issue and effective as per the following dates:

IFRS 1	First-time Adoption of International Financial Reporting Standards - Limited Exemption from Comparative IFRS 7 Disclosures for First-time Adopters (<i>effective on or after 1 January 2011</i>)
IFRS 9	Financial Instruments - New standard that forms the first part of a three part project to replace IAS 39 Financial Instruments: Recognition and Measurement (<i>effective on 1 July 2010</i>)
IAS 24	Related Party Disclosures - Simplification of the disclosure requirements for government-related entities and clarification of the definition of a related party (<i>effective on or after 1 January 2011</i>)
IAS 39	Financial Instruments: Recognition and Measurement - Treating loan prepayment penalties as closely related embedded derivatives, scope exemption for business combination contracts and Cash flow hedge accounting (<i>effective on or after 1 January 2010</i>)

The directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial statements of the Company as at 31 March 2010.

3. ACCOUNTING POLICIES

(a) Statement of compliance

The financial statements have been prepared in accordance with and comply with International Financial Reporting Standards.

(b) Basis of preparation

The financial statements are prepared under the historical cost convention.

The preparation of financial statements in accordance with International Financial Reporting Standards requires the directors to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

(c) Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future. The validity of this assumption depends upon the continued support of the parent company.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The financial statements are presented in United States Dollar ('USD'), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(e) Cash and cash equivalents

Cash comprises cash at bank. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(f) Revenue recognition

Interest income is recognised on a time proportion basis using the effective interest rate method. Dividend income is recognised when the Company's right to receive payment is established.

(g) Provision

A provision is recognised when there is 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, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

(h) Current and Deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations is subject to interpretations and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

(i) Expense recognition

Expenses are accounted for in the statement of comprehensive income on an accrual basis.

(j) Financial instruments

Financial assets and liabilities are recognised on the statement of financial position when the Company has become a party to the contractual measures of the financial instruments. Financial instruments are initially measured at cost, which include transaction costs.

Subsequent to initial recognition, these instruments are measured as set out below:

- **Other payables**
Other payables are stated at their nominal values.
- **Other receivables**
Other receivables are stated at their nominal value.
- **Cash resources**
Cash resources are measured at fair values.
- **Equity instruments**
Equity instruments are recorded at the proceeds received, net of direct issue costs.

(k) Related party transactions

For the purpose of these financial statements, parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or where the Company is subject to common control or common significant influence. Related parties may be individual or other entities.

4. ADVANCE AGAINST INVESTMENT

Godrej Consumer Products Dutch Cooperatief U.A

Current Year

USD	Rs. Lac
61,160	27.54

The above represent share application money pending allotment of EUR 45,000 in Godrej Consumer Products Dutch Cooperatief U. A, a company incorporated in Netherland.

5. OTHER RECEIVABLE

Prepayments

Current Year

USD	Rs. Lac
7,540	3.40

6. STATED CAPITAL

2 ordinary shares of USD 1 each

2	–
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7. SHARE PREMIUM

Shares issued at a premium

99,999	45.03
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8. OTHER PAYABLES

Accruals

3,170	1.43
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The loan is unsecured, interest free and payable within one year.

9. TAXATION

The Company is liable to pay tax in Mauritius at the rate of 15%. The effective tax rate after foreign tax credit, would be at most 3% of gross foreign source income. Foreign tax credit is the higher of:

- (a) deemed foreign tax credit of 80% of Mauritius tax charge, and
- (b) withholding tax suffered on foreign source income. In addition to the withholding tax credit, in the case of dividend income, tax credit is available for any foreign tax imposed on the profits out of which that dividend income was directly and indirectly received.

No provision for tax has been made in the period due to availability of tax losses.

10. FINANCIAL INSTRUMENTS

(a) Values of financial instruments

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction. The Company has financial assets and liabilities which includes advance against investment, cash at bank and other payables. The carrying amounts of these assets and liabilities approximate their fair values.

(b) Currency profile

The currency profile of the Company's financial assets and liabilities is summarised as follows:

	Financial Assets 2010		Financial Liabilities 2010	
	USD	Rs. Lac	USD	Rs. Lac
Euro	61,160	27.54	-	-
United States Dollars	29,536	13.30	3,170	1.43
	90,696	40.84	3,170	1.43

Prepayments of USD 7,540 have been excluded from financial assets.

(c) Financial risks

(i) Currency risk

The Company has assets denominated in Euro (EUR). Consequently, the Company is exposed to the risk that the exchange rate of the USD relative to the EUR may change in a manner which has a material effect on the reported values of the Company's assets which are denominated in EUR.

The Company's exposure to foreign currency risk was as follows:

	2010		2010	
	USD	Rs. Lac	USD	Rs. Lac
	USD		EUR	
Advance against investment	-	-	61,160	27.54
Cash at Bank	29,536	13.30	-	-
Accruals	(3,170)	(1.43)	-	-
	26,366	11.87	61,160	27.54

Sensitivity analysis

Foreign currency sensitivity analysis

A 1 percent strengthening of USD against EUR at 31 March would have decreased loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	USD/EUR	Rs. Lac
<i>Rate</i>		
Before sensitivity analysis	0.736	-
Increase 1%	0.743	-
<i>Amount</i>		
Before sensitivity analysis	61,160	27.54
Increase 1%	60,557	27.27
Difference	603	0.27

A 1 percent weakening of USD against EUR at 31 March would have had equal but opposite effect on EUR to the amounts shown above, on the basis that all other variables remain constant.

(ii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from investment securities.

At period end the Company had no significant concentration of credit risk which had been adequately provided for.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they falls due. The Company maintains sufficient cash and manages liquidity risk through the ability to close out market position.

	2010					
	Less than 1 year		Over 1 year		Total	
	USD	Rs. Lac	USD	Rs. Lac	USD	Rs. Lac
Liabilities						
Accruals	3,170	1.43	–	–	3,170	1.43

(iv) Market risk

Market risk is the risk that changes in market price, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(v) Concentration risk

At 31 March 2010, a significant portion of the Company's net assets consisted of advance against investment in a Dutch company and policies have been established to mitigate any potential loss arising from such concentration.

11. RELATED PARTY TRANSACTIONS

For the period ended 31 March 2010, the Company does not have any balance receivable or payable from/to related parties.

12. CONTINGENT LIABILITIES

At 31 March 2010, the Company has no material litigation claims outstanding, pending or threatened against, which could have a material effect on the Company's financial position or results of operations.

13. EVENTS AFTER THE REPORTING PERIOD

There have been no material events after the reporting period, which would require disclosure or adjustment to the financial statements at 31 March 2010.

14. COMPARATIVES

There are no comparatives as these are the first set of financial statements prepared by the Company since its incorporation on 23 February 2010.

15. HOLDING AND ULTIMATE HOLDING COMPANIES

The directors consider Godrej Consumer Products Ltd. a company incorporated in India as the holding and ultimate holding company.

16. REPORTING CURRENCY

The financial statements are presented in United States Dollars (USD).

Godrej Nigeria Holdings Limited

FINANCIAL STATEMENTS

31 March 2010

Corporate Information

		Date Appointed
DIRECTORS:	Ashraf Ramtoola	24 February, 2010
	Rooksana Shahabally	24 February, 2010
	Kamalam Rungapadiachy	24 February, 2010
	Adi Godrej	24 February, 2010
	Dalip Sehgal	24 February, 2010
ADMINISTRATOR & SECRETARY:	International Management (Mauritius) Ltd Les Cascades Edith Cavell Street Port Louis REPUBLIC OF MAURITIUS	
REGISTERED OFFICE:	Les Cascades Edith Cavell Street Port Louis REPUBLIC OF MAURITIUS	
AUDITORS:	Morison (Mauritius) Public Accountants 1st Floor, Fairfax House 21, Mgr Gonin Street Port Louis REPUBLIC OF MAURITIUS	

Commentary of the Directors

The directors present their first annual report together with the audited financial statements of Godrej Nigeria Holdings Limited (the "Company") for the period ended 31 March 2010.

INCORPORATION

The Company was incorporated in the Republic of Mauritius on 24 February 2010 as a private company limited by shares under the Mauritius Companies Act, 2001.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

RESULTS AND DIVIDENDS

The results for the period are as shown in the statement of comprehensive income.

The directors do not recommend the payment of dividend for the period under review.

DIRECTORS

The present membership of the Board is set out on page 149.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period, which present fairly the financial position, financial performance, changes in equity and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritius Companies Act, 2001. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the board:

For **International Management (Mauritius) Ltd**

Corporate Secretary

Date: 22 April 2010.

Certificate from the Secretary

We certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required of the Company under the Mauritius Companies Act, 2001 in terms of Section 166(d) for the period ended 31 March 2010.

For **International Management (Mauritius) Ltd**

Corporate Secretary

Date: 22 April 2010.

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF GODREJ NIGERIA HOLDINGS LIMITED

This report is made solely to the shareholders of Godrej Nigeria Holdings Limited, the "Company", as a body in accordance with Section 205 of the Mauritius Companies Act, 2001. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Report on the Financial Statements

We have audited the financial statements of the Company, which comprise the statement of financial position at 31 March 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act, 2001. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements on pages 152 to 157 give a true and fair view of the financial position of the Company at 31 March 2010, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards and comply with the Mauritius Companies Act, 2001.

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act, 2001

- we have no relationship with, or any interests in, the Company other than in our capacity as auditors;
- we have obtained all the information and explanations we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Morison (Mauritius)

Public Accountants

Nazeer Bhugaloo, FCCA

Signing Partner

Date: 22 April 2010.

Port Louis, Mauritius

Statement of Financial Position at 31 March 2010

	Notes	Current year	
		USD	Rs. Lac
ASSETS			
Current assets			
Other receivable	4	7,540	3.40
Cash and cash equivalents		1,518	0.68
		9,058	4.08
Total assets		9,058	4.08
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	5	2	–
Share premium	6	9999	4.50
Revenue deficit		(4,113)	(1.85)
		5,888	2.65
Current liabilities			
Other payables	7	3,170	1.43
Total equity and liabilities		9,058	4.08

Approved by the Board of Directors on 22 April 2010 and signed on its behalf by

Rooksana Shahabally
Director

Ashraf Ramtoola
Director

The notes on pages 154 to 157 form an integral part of these financial statements. Independent Auditors' report on page 151.

Statement of Comprehensive Income for the period from 24 February 2010 (Date of Incorporation) to 31 March 2010

	Notes	Current Year	
		USD	Rs. Lac
INCOME		-	-
EXPENSES			
Administrative expenses		3,193	1.44
Audit fees		920	0.41
		4,113	1.85
Loss for the period before taxation		(4,113)	(1.85)
Taxation	8	-	-
Loss for the period		(4,113)	(1.85)
Other comprehensive income		-	-
Total comprehensive loss for the period		(4,113)	(1.85)

Note: The Rupee equivalent of US \$ have been given at Rs. 45.03 per US Dollar.

The notes on pages 154 to 157 form an integral part of these financial statements.
Independent Auditors' report on page 151.

Statement of Changes in Equity for the period from 24 February 2010 (Date of Incorporation) to 31 March 2010

	Stated capital		Share Premium		Revenue deficit		Total	
	USD	Rs. Lac	USD	Rs. Lac	USD	Rs. Lac	USD	Rs. Lac
At 24 February 2010	-	-	-	-	-	-	-	-
Issue of shares	2	-	9999	4.5	-	-	10,001	4.5
Total comprehensive loss for the period	-	-	-	-	(4,113)	(1.85)	(4,113)	(1.85)
At 31 March 2010	2	-	9999	4.5	(4,113)	(1.85)	5,888	2.65

The notes on pages 154 to 157 form an integral part of these financial statements.
Independent Auditors' report on page 151.

Statement of Cash Flows for the period from 24 February 2010 (Date of Incorporation) to 31 March 2010

	Current Year	
	USD	Rs. Lac
Operating activities		
Loss for the period before taxation	(4,113)	(1.85)
<i>Adjustments for:</i>		
Increase in other receivable	(7,540)	(3.40)
Increase in other payables	3,170	1.43
<i>Net cash used in operating activities</i>	(8,483)	(3.82)
Financing activities		
Proceeds from issue of shares	2	–
Proceeds from share premium	9999	4.50
<i>Net cash generated from financing activities</i>	10001	4.50
Net increase in cash and cash equivalents	1,518	0.68
Cash and cash equivalents at beginning of the period	–	–
Cash and cash equivalents at end of the period	1,518	0.68
Cash and cash equivalents consist of:		
Cash at bank	1,518	0.68

The notes on pages 154 to 157 form an integral part of these financial statements. Independent Auditors' report on page 151.

Notes to the Financial Statements for the period from 24 February 2010 (Date of Incorporation) to 31 March 2010

1. COMPANY PROFILE

Godrej Nigeria Holdings Limited is a private company, limited by shares and incorporated in the Republic of Mauritius on 24 February 2010 under the Mauritius Companies Act, 2001. Godrej Nigeria Holdings Limited holds a Category 1 Global Business Licence under Section 72(6) of the Financial Services Act, 2007 and is regulated by the Financial Services Commission which requires it to carry on its business in a currency other than the Mauritian Rupee. Since the Company operates in an international environment and conducts most of its transactions in foreign currencies, the Company uses the United States Dollar (USD) as its functional currency.

The principal activity of the Company is that of investment holding and its registered office is at Les Cascades, Edith Cavell Street, Port Louis, Mauritius.

2. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

In the current period, the Company has adopted all of the new and Revised Standards and interpretations issued by the International Accounting Standards Board (the "IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 24 February 2010.

At the date of authorisation of these financial statements, the following Standards and Interpretations were in issue but not yet effective.

- IFRS 1 First-time Adoption of International financial Report Standards - Limited Exemption from comparative IFRS 7. Disclosures for first-time adopters (*effective on or after 1 July 2010*)
- IFRS 9 Financial Instruments - New standard that forms the first part of a three part project to replace IAS 39 Financial Instruments: Recognition and Measurement (*effective on or after 1 January 2013*)
- IAS 24 Related Party Disclosures - Simplification of the disclosure requirements for government-related entities and clarification of the definition of a related party (*effective on or after 1 January 2011*)

3. ACCOUNTING POLICIES

(a) Statement of compliance

The financial statements have been prepared in accordance with and comply with International Financial Reporting Standards.

(b) Basis of preparation

The financial statements are prepared under the historical cost convention.

The preparation of financial statements in accordance with International Financial Reporting Standards requires the directors to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

(c) Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future. The validity of this assumption depends upon the continued support of the shareholders.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in United States Dollar ("USD"), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

(e) Cash and cash equivalents

Cash comprises cash at bank. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(f) Provision

A provision is recognised when there is 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, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

(g) Current and Deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations is subject to interpretations and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable

profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

(h) Revenue recognition

Interest income is recognised on a time proportion basis using the effective interest rate method. Dividend income is recognised when the Company’s right to receive payment is established.

(i) Expense recognition

Expenses are accounted for in the statement of comprehensive income on an accrual basis.

(j) Financial instruments

Financial assets and liabilities are recognised on the statement of financial position when the Company has become a party to the contractual measures of the financial instruments. Financial instruments are initially measured at cost, which include transaction costs.

Subsequent to initial recognition, these instruments are measured as set out below:

- **Other payables**
Other payables are stated at their nominal values.
- **Other receivables**
Other receivables are stated at their nominal value.
- **Cash resources**
Cash resources are measured at fair values.

(k) Related party transactions

For the purpose of these financial statements, parties are considered to be related to the Company if they have the ability, directly or indirectly, to control the Company or exercise significant influence over the Company in making financial and operating decisions, or vice versa, or where the Company is subject to common control or common significant influence. Related parties may be individual or other entities.

4. OTHER RECEIVABLE

Prepayments

5. STATED CAPITAL

2 ordinary shares of USD 1 each

6. SHARE PREMIUM

Issue of share at a premium

7. OTHER PAYABLES

Accruals

		Current Year	
		USD	Rs. Lac
	Prepayments	7,540	3.40
	2 ordinary shares of USD 1 each	2	–
	Issue of share at a premium	9999	4.50
	Accruals	3,170	1.43

8. TAXATION

The Company is liable to pay tax in Mauritius at the rate of 15%. The effective tax rate after foreign tax credit, would be at most 3% of gross foreign source income. Foreign tax credit is the higher of:

- (a) deemed foreign tax credit of 80% of Mauritius tax charge, and
- (b) withholding tax suffered on foreign source income. In addition to the withholding tax credit, in the case of dividend income, tax credit is available for any foreign tax imposed on the profits out of which that dividend income was directly and indirectly received.

No provision for tax has been made in the period due to availability of tax losses.

9. FINANCIAL INSTRUMENTS

(a) Values of financial instruments

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction. The Company has financial assets and liabilities which include other receivables, cash and cash equivalent and other payables. The carrying amounts of these assets and liabilities approximate their fair values.

(b) Currency profile

The currency profile of the Company's financial assets and liabilities is summarised as follows:

	Financial assets Current Year		Financial liabilities Current Year	
	USD	Rs. Lac	USD	Rs. Lac
United States Dollars	1,518	0.68	3,170	1.43

Prepayments of USD 7,540 (Rs. 3.4 Lac) have been excluded from financial assets.

(c) Financial risks

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from investment securities.

At period end the Company had no significant concentration of credit risk which had been adequately provided for.

(ii) Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company maintains sufficient cash and manages liquidity risk through the ability to close out market position.

(iii) Market risk

Market risk is the risk that changes in market price, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

At period end the Company had no significant concentration of market risk which had been adequately provided for.

10. RELATED PARTY TRANSACTIONS

The Company has no related party transactions during the year.

11. CONTINGENT LIABILITIES

At 31 March 2010, the Company has no material litigation claims outstanding, pending or threatened against, which could have a material effect on the Company's financial position or results of operations.

12. EVENTS AFTER THE REPORTING PERIOD

There have been no material events after the reporting period, which would require disclosure or adjustment to the financial statements at 31 March 2010.

13. HOLDING AND ULTIMATE HOLDING COMPANY

The holding company of Godrej Nigeria Holdings Limited is Godrej Consumer Products Mauritius Ltd, a company incorporated in the Mauritius and the ultimate holding company is Godrej Consumer Products Ltd, a company incorporated in India.

14. REPORTING CURRENCY

The financial statements are presented in United States Dollars (USD).

15. COMPARATIVES

There are no comparatives as these are the first set of financial statements prepared by the Company since its incorporation on 24 February 2010.