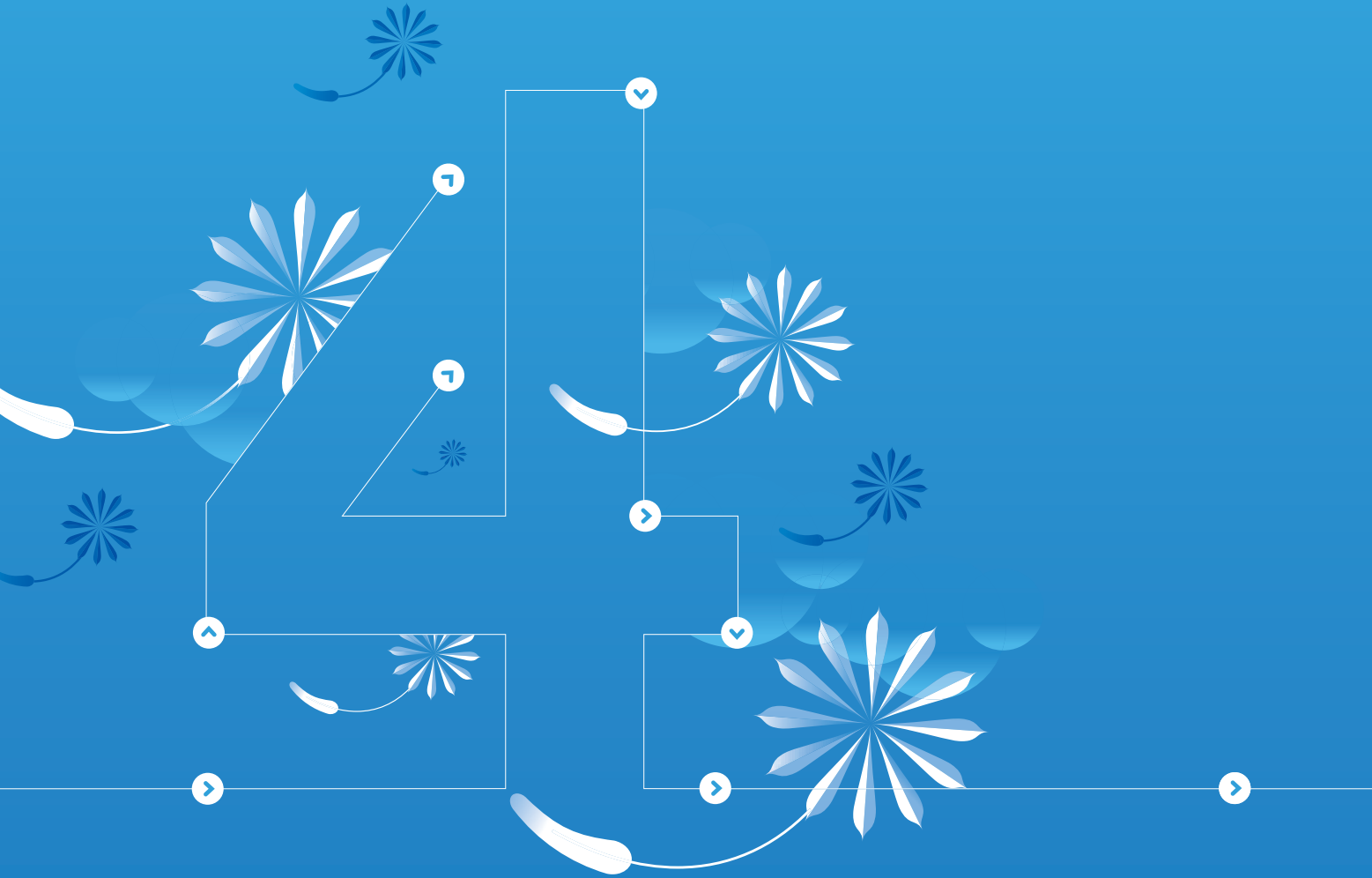


Directors Report



To The Shareholders,

Your Directors have pleasure in presenting their Report along with the Audited Accounts for the year ended on March 31, 2011.

Financial Highlights

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

Standalone	FY 2010-11 ₹ Crore	FY 2009-10 ₹ Crore
Sales (net of excise duty)	2395.2	1267.9
Other Income	80.6	49.6
Total Income	2475.8	1317.5
Total Expenditure other than Interest and Depreciation	1940.4	1000.9
Profit before Interest, Depreciation, Tax and exceptional items	535.4	316.6
Depreciation	22.0	13.8
Profit before Interest and Tax and exceptional items	513.4	302.8
Interest and Financial Charges	8.8	3.7
Profit before Tax & exceptional items	504.6	299.1
Tax expenses	102.0	51.0
Profit after Tax before exceptional items	402.6	248.1
Exceptional Items (Net of Tax)	32.3	-
Net Profit after tax	434.9	248.1
Surplus brought forward	174.2	98.1
Amount available for appropriation	609.1	346.2

Appropriation

Your Directors recommend appropriation as under:

	FY 2010-11 ₹ Crore	FY 2009-10 ₹ Crore
Interim Dividend	163.2	125.9
Tax on distributed profits	33.4	21.4
Transfer to General Reserve	65.1	24.8
Surplus Carried Forward	347.4	174.1
Total Appropriation	609.1	346.2

Dividend

For the year 2010-11, three interim dividends were paid on shares of face value ₹ 1/- each – as follows: ₹ 1/- per share on July 24, 2010, ₹ 1/- per share on October 30, 2010 and ₹ 1/- per share on January 22, 2011.

In addition to the above, the Board of Directors has also declared a fourth interim dividend on May 2, 2011 at the rate of ₹ 1.50 per share on equity shares of nominal value ₹ 1/- each. The record date for the same has been fixed as May 10, 2011.

The total dividend payout for the year ended March 31, 2011 stands at ₹ 4.50 per share (450 % on shares of the face value of ₹ 1/- each). The erstwhile Godrej Household Products Ltd. had declared an interim dividend of ₹ 13.50 per share in May 2010. The interim dividend amount of ₹ 163.2 crore includes dividend of ₹ 17.5 crore paid by erstwhile Godrej Household Products Limited to its JV shareholder in May 2010.

Your Directors recommend that the aforesaid interim dividends aggregating to ₹ 4.50 per share on shares of face value ₹ 1/- each and the interim dividend of ₹ 13.50 per share paid by the erstwhile Godrej Household Products Ltd. on its shares of face value ₹ 4/- each, be declared as final dividend for the year ended on March 31, 2011.

Issue of Shares to Qualified Institutional Buyers

During the year your Company issued 15,400,100 equity shares of face value ₹ 1/- each at a premium of ₹ 344 per equity share to Qualified Institutional Buyers (QIB's). The pricing was equal to the floor price of ₹ 345 calculated in accordance with SEBI guidelines. The issue proceeds aggregating to ₹ 531.30 crore has been utilized to retire debt and for general corporate purpose.

Issue of Non-Convertible Debentures

During the year your Company had issued a series of unsecured non convertible debentures on a private

placement basis upto a maximum outstanding amount of ₹ 760 crore. The said debentures had a credit rating of "A1+" (pronounced as A one plus) by ICRA. As at March 31, 2011, non-convertible debentures aggregating to ₹ 200 crore are outstanding. Out of these, Debentures amounting to ₹ 45 crore is redeemable in December 2011 and the balance ₹ 155 crore is redeemable in January 2012.

Mergers and Acquisitions

During the year under review, your Company has consolidated its presence in the domestic market by acquiring the remaining 51% stake in Godrej Sara Lee from the erstwhile JV partner Sara Lee Corp. After the acquisition, GSLL was renamed Godrej Household Products Limited (GHPL). Subsequently GHPL was legally merged into Godrej Consumer Products Ltd. (GCPL) pursuant to a scheme of arrangement sanctioned by the High Court of Judicature at Bombay. The appointed date for the merger is April 1, 2010 and the effective date is March 31, 2011.

The merger consolidates your Company's position in the Indian FMCG space, giving GCPL the largest home grown home and personal care portfolio in India and making GCPL the second largest household insecticides market in Asia excluding Japan. As far as the synergies for the integration of both companies are concerned, GCPL's focus is on value synergy improvement rather than preplanned cost synergies. Because of the distribution reach of the Companies, GCPL can now capitalize on GHPL's reach throughout urban and rural India, giving your Company significant opportunities.

Towards the second half of FY11 your Company, acquired two brands, Genteel and Swastik, owned by Essence Consumer Care Products Pvt. Limited (ECCPL) and Naturesse Consumer Care Products Pvt. Limited (NCCPL) respectively. The acquisition extends our leadership presence specifically in the liquid detergents category and reaffirms its position as a domestic leader in the Personal Wash category. The Board of Directors of your Company, ECCPL and NCCPL have approved the merger of ECCPL and NCCPL with GCPL subject to the approval of Hon'ble High Court of Judicature at Bombay. The appointed date for the merger is December 3, 2010.

In the International front, your Company acquired PT. Megasari Makmur in Indonesia. Megasari is in the manufacturing and distribution of Household Insecticides, Wet Tissues and Air Freshners.

Your Company also acquired two businesses in Latin America viz., Issue Group and Argencos. Both companies are focused on hair colours and the acquisitions have complemented each other.

During the financial year, your Company also concluded the acquisition of Tura from Tura Group in Nigeria. Tura is a household name in Nigeria and leading personal care company.

Review of Operations

During the year under review your Company earned Profit After Tax (PAT) of ₹ 434.9 crore.

Net Sales have increased by 89% from ₹ 1267.8 crore in 2009-10 to ₹ 2395.2 crore in 2010-11. Current year Sales includes sales of Godrej Household Products Limited which was merged with your Company with appointed date being April 1, 2010.

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

Particulars of Sales	₹ Crore		
	FY 2010-11	FY 2009-10	% Increase/ (decrease)
Soaps	795.9	828.4	(4%)
Hair Colour & Toiletries	388.2	357.7	9%
Repellents & Others	1102.7		
Liquid Detergents	64.4	53.3	21%
By-products	44.0	28.5	54%
Total	2395.2	1267.9	89%

The Company has commenced commercial production of Personal care products at its factory at Plot No. 52, Brahmaputra Industrial Park, Dol Gobinda Mandir Road, Village Sila, Guwahati on March 23, 2011.

The license for the Kiwi Shoe Care and Kiwi Kleen Brands in India and Sri Lanka by the erstwhile Godrej Household Products Ltd. with Sara Lee Corporation has been terminated with effect from April 3, 2011 for which

the Company has received a consideration of ₹ 158.80 crore and its wholly owned subsidiary Godrej Household Products Lanka (Private) Ltd. has received ₹ 18.20 crore as a one time exit compensation in the financial year 2011-12.

Subsidiaries

Your Company has enhanced its global presence through its various subsidiaries.

The details of business of the subsidiaries are given in Management Discussion and Analysis section which forms part of this Annual Report, under the heading 'International Businesses'.

In line with the General Circular No. 2 /2011 dated February 8, 2011 issued by the Ministry of Corporate affairs, the Board of Directors of your Company has passed a resolution for giving its consent for not attaching the financial statements of subsidiaries of the Company to the Balance sheet of the Company for the year ended March 31, 2011.

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. A one page financial summary for all the subsidiaries giving the required information is disclosed in the consolidated balance sheet.

As directed by the aforesaid circular 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 also available for inspection by any shareholder at the registered office of the Company or at the registered offices of the subsidiary companies.

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 4,500,000 stock options convertible into 4,500,000 equity shares of the nominal value ₹ 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, 2011, 1,903,500 options convertible into 1,903,500 shares of nominal value of ₹ 1/- each

are outstanding in respect of options granted under the GCPL ESOP to employees of the Company.

Date of Grant of Options	Outstanding Unvested options
2-Apr-07	150,000
12-Jul-07	60,000
25-Mar-08	458,500
5-May-08	50,000
6-Jun-08	345,000
23-Jun-08	220,000
5-Jan-09	60,000
18-Jun-09	99,000
30-Jun-09	340,000
3-Sep-09	14,000
15-Dec-09	12,000
30-Oct-10	80,000
22-Jan-11	15,000
Grand Total	1,903,500

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 2010-11 based on the intrinsic value of the options.

Under the Scheme of Amalgamation between your Company and Godrej Household Products Limited(GHPL), the Employee Stock Option Scheme of the erstwhile unlisted GHPL has now become part of your Company. The equity shares of 'Godrej Industries Limited' are the underlying equity shares for the stock option scheme. As at March 31, 2011, 21,29,000 options convertible into 21,29,000 equity shares of Godrej Industries Ltd are outstanding.

Employee Stock Purchase Plan

The Board of Directors at its meeting held on January 22, 2011 had approved an Employee Stock Purchase Plan (GCPL ESPL) under the provisions of Section 77 of the Companies Act, 1956. The GCPL ESPL is administered by the GCPL ESOP Trust. Employees in the cadre of Vice Presidents and above, are eligible to be covered under the plan.

Under the GCPL ESPL, the Company provides loan to the GCPL ESOP Trust at an interest rate which is not less than the bank rate, to enable the GCPL ESOP trust

to acquire upto 1,000,000 shares of the Company from the secondary market.

Under the GCPL ESPL, 980,000 shares have been granted till March 31, 2011 and the balance 20,000 shares have been granted after the close of the financial year.

The shares so granted are held by the trust for the benefit of the employee. The shares shall vest with the employee on March 30, 2012. Thereafter within the exercise period of two years, the employee shall compulsorily exercise the shares by acquiring the shares from the GCPL ESOP trust. The exercise price shall be the market price on the day prior to the date of grant plus interest at a rate not less than the bank rate till the date of exercise.

Employee Stock Grant Scheme

The shareholders have on March 18, 2011, approved a new Employee Stock Grant Scheme(ESGS 2011). The Scheme envisages the issue of up to 25,00,000 fully paid equity shares at a nominal value of ₹ 1 each in the Company to certain eligible employees of the Company and / or its subsidiaries. In terms of the ESGS 2011, the HR & Compensation Committee has approved the granting of 1,09,632 Stock Grants to eligible employees of the Company with effect from June 1, 2011. In terms of the above scheme, one stock grant represents one equity share of the Company.

The equity shares shall vest in the employees on the dates as given hereunder.

No. of grants	Vesting date
36,544	May 31, 2012
36,544	May 31, 2013
36,544	May 31, 2014
Total Grant:	1,09,632

The eligible employees shall be entitled to exercise the options vested in them, within one month from the date of vesting or such dates as may be determined by the HR & Compensation Committee. The exercise price shall be ₹ 1/- per equity share. The equity shares vested in the eligible employees shall be allotted on payment of the exercise price. Since the options have been allotted after the financial year to which this report relates, the details of the options allotted under ESGS 2011, 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 not applicable for the financial year 2010-11.

Directors

Ms. Rama Bijapurkar resigned from the Board of your Company with effect from close of business hours on October 30, 2010. The Board places on record her extra-ordinary service to the Board and Company over a period of nine years.

In accordance with Article 130 and 131 of the Articles of Association of your Company, Dr. Omkar Goswami and Mr. Jamshyd Godrej retire by rotation and being eligible, offer themselves for re-appointment.

Ms Tanya Dubash, Ms Nisaba Godrej and Mr Narendra Ambwani were appointed additional directors with effect from May 2, 2011 and will hold office upto the date of the Annual General Meeting pursuant to Section 260 of the Companies Act, 1956. Pursuant to Section 257 of the Companies Act, 1956, the Company has received a notice from a member signifying his intention to propose the candidature of Ms Tanya Dubash, Ms Nisaba Godrej and Mr. Narendra Ambwani as directors in the ensuing Annual General Meeting. Accordingly resolutions for all the aforesaid reappointments/appointments are included in the notice of the Annual General Meeting.

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, M/s. P. M. Nanabhoy & Co., Cost Accountants have been appointed as Cost Auditors for the year 2010-11. 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:

- 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;
- 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 (Particulars 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

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

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, Tamil Nadu, Pondicherry, Jammu & Kashmir, Himachal Pradesh, Assam, Meghalaya 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, May 2, 2011

Annexure A forming part of the Directors' Report

As per the Securities and Exchange Board of India (Employee Stock Option Scheme and 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	3,667,000
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, 2011	2,810,000
d	Options exercised upto March 31, 2011	1,001,500
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	7,62,000 lapsed and forfeited (on account of employees leaving the service of the Company before the date of vesting).
g	Variation of terms of options	In case of certain employees vesting date was accelerated subject to the completion of minimum one year from date of grant of options.
h	Money realized by exercise of options	₹ 303,702,800
i	Total number of options in force	1,903,500
j	Employee wise details of options granted to:-	
	i) senior managerial personnel	As per note below
	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	Nil
	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	Nil
k	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings Per Share'.	There is no fresh issue of shares arising on account of exercise of options. Hence, not applicable.

Sr. No.	Heading	Particulars
I	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 ₹ 2.58 crore, Profit after tax lower by ₹ 2.58 crore and basic EPS would have been lower by ₹ 0.08
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 ₹ 228.12 plus interest as mentioned in pricing formula Fair Value ₹ 25.90
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	7.39%
	ii) expected life	4 years
	iii) expected volatility	39%
	iv) expected dividends, and	1% - 3.01%
	v) the price of the underlying share in market at the time of option grant	₹ 129.65- ₹ 401.05

Note - Employee wise details of outstanding options

Name of senior managerial persons	Number of options outstanding
Mr. B S Sodhi	70,000
Dr R K Sinha	10,000
Dr Sunder Nurani Mahadevan	25,000
Mr. P Ganesh	5,000

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 AND OUTGO.

A. Conservation of Energy

I. (A) Energy Conservation measures undertaken:

1. Provided Air Pre-heater in TP-25 (Thermic fluid heater) of Cp # 2 to recover waste heat. This has resulted in a fuel saving of ₹ 3 Lac during FY 10-11 (Equivalent to 17 MT).
2. Right sizing of pumps and motors in Chemical Plant # 3. This has resulted in a saving of ₹ 7.5 Lac / annum (1.5 Lac KWH/ annum).
3. Provided LED lights in place of conventional lights for street light and in QA lab and canteen building resulting in a saving of ₹ 600 / day (120 KWH / day).
4. Provided energy saver for lighting load in CP# 3 and allied tank farm and utility sections. This has resulted in a saving of ₹ 800 / day (160 KWH /day).
5. Provided condensate heat recovery system to raise the boiler feed water temperature. This has resulted in a fuel saving of 100 Kg / day (₹ 1800 / day).

(B) Proposed energy conservation measures:

1. Provision of Air Pre-heater for waste heat recovery in TP-10 (Thermic Fluid Heater) of FADP # 1.
2. Unification of high pressure steam network of High Pressure steam generators in order to reduce fuel consumptions in Fat splitting plants.

3. Provision of Energy efficient motors in place of low efficiency motors.
4. Provision of LED lights in place of conventional lights in plant Area and street lights.
5. Provision of Energy efficient air compressors equipped with VFD.
6. Provision of waste heat recovery system for process condensate.

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)

Research and Development plays an integral role for GCPL. Your Company has integrated its R & D practices to operate in tandem with the long-term strategy and cater to the demands of the market-place. The focus of the R & D team is to implement knowledge management and drive quality assurance while maintaining customer centricity in the entire process.

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

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

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

On the back of strong R & D initiatives, a number of new products were launched successfully in the market in the current financial year.

1. Godrej No.1 'Saffron and Milk Cream" soap.
2. FairGlow soap relaunched.
3. Ten new shades in Renew Hair colour range – launched in South Africa
4. Three new shades in Inecto powder hair colour for Black hair launched in South Africa.
5. Abha Herbal Black Henna launched in Sri Lanka.

III. Future Plan of Action:

1. Focus on new categories.
2. Explore 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

₹ Crore

	FY 2010-11	FY 2009-10
(a) Capital	-	0.2
(b) Recurring	7.9	4.7
(c) Total	7.9	4.9
(d) Total R & D expenditure as a percentage of total sales turnover	0.32%	0.38%

Technology absorption, adaptation and innovation

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

Commercialization of new product formats such as Abha Herbal Black henna.

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:

₹ Crore

	FY 2010-11	FY 2009-10
I. Foreign exchange used	177.3	155.2
II. Foreign exchange earned	161.6	32.0

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.	38	Golden Feed Products Ltd.
2	Godrej Industries Ltd.	39	Godrej Oil Palm Ltd.
3	Cartini India Ltd.	40	Cauvery Palmoil Ltd.
4	Godrej Investments Pvt. Ltd.	41	Natures Basket Ltd.
5	Godrej Efacec Automation & Robotics Ltd.	42	Godrej Tyson Foods Limited
6	Godrej Holdings Pvt. Ltd.	43	Aadhaar Retailing Limited
7	Godrej Infotech Ltd.	44	Godrej IJM Palm Oil Ltd.
8	Geometric Ltd.	45	Polychem Hygiene Laboratories Pvt. Ltd.
9	Mercury Manufacturing Co. Ltd.	46	Creamline Dairy Products Ltd.
10	Godrej (Malaysia) Sdn. Bhd.	47	ACI Godrej Agrovet Pvt. Ltd.
11	Godrej (Singapore) Pte. Ltd.	48	Wadala Commodities Ltd.
12	J. T. Dragon Pte. Ltd.	49	Godrej Hershey Limited
13	Godrej Vietnam Company Ltd	50	Mr. Adi Godrej
14	Veromatic International BV	51	Mrs. Parmeshwar Godrej
15	Veromatic Services BV	52	Ms. Nisaba Godrej
16	Water Wonder Benelux BV	53	Mr. Pirojsha Godrej
17	Ensemble Holdings & Finance Ltd.	54	Mrs. Tanya Dubash
18	Swadeshi Detergents Ltd.	55	Mr. Jamshyd Godrej
19	Vora Soaps Ltd.	56	Mrs. Pheroza Godrej
20	Godrej International Ltd.	57	Ms. Raika Godrej
21	Godrej Properties Ltd.	58	Mr. Navroze Godrej
22	Godrej Reality Pvt. Ltd.	59	Mr. Nadir Godrej
23	Godrej Waterside Properties Pvt. Ltd.	60	Mrs. Rati Godrej
24	Godrej Real Estate Pvt. Ltd.	61	Master Burjis Godrej thru father and natural guardian Mr. Nadir Godrej
25	Godrej Developers Pvt. Ltd.	62	Master Sohrab Godrej thru mother and natural guardian Mrs. Rati Godrej
26	Godrej Seaview Properties Pvt. Ltd.	63	Master Hormuzd Godrej
27	Godrej Estate Developers Pvt. Ltd.	64	Mr. Vijay Crishna
28	Happy Highrises Ltd.	65	Mrs. Smita Crishna
29	Godrej Buildwell Pvt. Ltd.	66	Ms. Freyan Crishna
30	Godrej Buildcon Pvt. Ltd.	67	Ms. Nyrika Crishna
31	Godrej Garden City Properties Pvt. Ltd.	68	Mr. Rishad Naoroji
32	Tahir Properties Ltd.	69	Godrej & Boyce Enterprise LLP
33	Godrej Projects Development Pvt. Ltd.	70	ABG Enterprise LLP
34	Godrej Premium Builders Pvt. Ltd.	71	JNG Enterprise LLP
35	Udhay-GK Realty Private Ltd.	72	SVC Enterprise LLP
36	Godrej Agrovet Ltd.	73	RKN Enterprise LLP
37	Bahar Agro Chem & Feeds Pvt. Ltd.	74	NBG Enterprise LLP

Annexure D forming part of the Directors' Report

Auditors' Certificate on Corporate Governance

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, 2011, 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
Firm Registration No. 104607W
Chartered Accountants

Daraius Z. Fraser

Partner

Membership No.: 42454

Mumbai, May 2, 2011