



Godrej & Boyce Manufacturing Company Limited

**Annual Report**

**Year ended 31st March, 2016**







# GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

Established 1897

(Incorporated with limited liability on 3rd March, 1932 under the Indian Companies Act, 1913)

## ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2016

### CORPORATE INFORMATION

#### Board of Directors

JAMSHYD N. GODREJ, Chairman & Managing Director  
ADI B. GODREJ  
NADIR B. GODREJ  
VIJAY M. CRISHNA, Executive Director (Lawkim Motors Group)  
KAVAS N. PETIGARA  
PRADIP P. SHAH  
ANITA RAMACHANDRAN  
PHIROZE D. LAM, Executive Director (w.e.f. 1st October, 2015)  
KYAMAS A. PALIA, Executive Director (Finance)  
ANIL G. VERMA, Executive Director & President (w.e.f. 1st October, 2015)  
NAVROZE J. GODREJ, Executive Director  
KEKI M. ELAVIA

#### Company Secretary

PERCY E. FOUZDAR

#### Chief Financial Officer

PURVEZ K. GANDHI

#### Auditors

KALYANIWALLA & MISTRY  
Chartered Accountants

#### Bankers

CENTRAL BANK OF INDIA  
UNION BANK OF INDIA  
STATE BANK OF PATIALA  
CITIBANK N.A.

ICICI BANK LTD.  
AXIS BANK LTD.  
HDFC BANK LTD.  
EXPORT-IMPORT BANK OF INDIA

#### Registered Office and Head Office

Pirojshanagar, Vikhroli, Mumbai 400 079  
Telephone: (022) 6796 5656, 6796 5959; Fax: (022) 6796 1518  
E-mail: [info@godrej.com](mailto:info@godrej.com) | Website: <http://www.godrej.com>

#### Corporate Identity Number (CIN)

U28993MH1932PLC001828



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighty-Fifth Annual General Meeting of the Members of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED will be held on Tuesday, 27th September, 2016 at 10.00 a.m. at Pirojshanagar, Vikhroli, Mumbai, 400079 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of the Board of Directors and Auditors thereon.
2. To confirm payment of interim dividends declared by the Board of Directors on equity shares of the Company.
3. To appoint a Director in place of Mr. A. B. Godrej (DIN: 00065964), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. N. B. Godrej (DIN: 00066195), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of Auditors and fix their remuneration, and to consider, and if thought fit, pass with or without modification, the following Resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W), the retiring Auditors, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this 85th Annual General Meeting till the conclusion of the 86th Annual General Meeting of the Company to be held in 2017, and to authorize the Board of Directors to fix their remuneration as may be mutually agreed upon with the Auditors, in addition to reimbursement of service tax and all out of pocket expenses incurred in connection with the audit of accounts of the Company."

### SPECIAL BUSINESS

6. To ratify the remuneration of Cost Auditors and to consider, and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :-  
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 –
  - (a) Remuneration of Rs. 16,00,000 (excluding all taxes and reimbursement of out-of-pocket expenses) payable to M/s. P. D. Dani & Co., Cost Accountants, appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records of the Company in respect of Appliances, Vending Machines and Electric Motors businesses, for the financial year 2016-17, as approved by the Board of Directors, be and is hereby ratified; and
  - (b) Remuneration of Rs. 22,00,000 (excluding all taxes and reimbursement of out-of-pocket expenses) payable to Mr. A. N. Raman, Cost Accountant, appointed by the Board of Directors as the Cost Auditor of the Company to conduct of the audit of the cost records of the Company in respect of Construction, Electricals & Electronics, Material Handling Equipment, Aerospace, Process Equipment, Precision Engineering, Toolings, Interio, and Security Solutions businesses, for the financial year 2016-17, as approved by the Board of Directors, be and is hereby ratified.FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

### NOTES:

- (a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item No. 6 as set out in the Notice is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxies in order to be effective should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Proxies submitted on behalf of the limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.

- (c) The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting. A proxy so appointed shall not have any right to speak at the Meeting. A Proxy Form is annexed to this Report and marked Enclosure 4.

- (d) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, upto the date of the Annual General Meeting.
- (e) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (f) Members may please note that in terms of Section 124 of the Companies Act, 2013 (the Act), any dividend which has not been paid or claimed within thirty days from the date of declaration, shall be transferred within seven days from the date of expiry of the said period of thirty days to the Unpaid Dividend Account with a scheduled bank. Any money transferred to the Unpaid Dividend Account which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) set up by the Government of India under Section 125 of the Act.

For and on behalf of the Board

J. N. GODREJ  
Chairman & Managing Director

Mumbai, 26th August, 2016  
*Registered Office:*  
Pirojshanagar, Vikhroli,  
Mumbai 400 079.

#### ANNEXURE TO NOTICE OF ANNUAL GENERAL MEETING

##### EXPLANATORY STATEMENT:

The following Explanatory Statement, as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under Item No. 6 of the accompanying Notice dated 26th August, 2016.

##### Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, approved the appointment of (i) M/s. P. D. Dani & Co., Cost Accountants, and (ii) Mr. A N Raman, Cost Accountant, as the Cost Auditors of the Company for the financial year 2016-17, for conducting the audit of the cost records of certain applicable businesses of the Company (as specified in the Resolution), at a remuneration of Rs 16,00,000 and Rs. 22,00,000, respectively, (excluding all taxes and reimbursement of out-of-pocket expenses). The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought by passing an Ordinary Resolution as set out at item No. 6 of the Notice.

No Director, whole-time key managerial personnel or their relatives are concerned with or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No. 6 of this Notice. The Directors commend the Ordinary Resolution to the Members for their acceptance.

For and on behalf of the Board

J. N. GODREJ  
Chairman & Managing Director

Mumbai, 26th August, 2016  
*Registered Office:*  
Pirojshanagar, Vikhroli,  
Mumbai 400 079.

## DIRECTORS' REPORT

TO THE MEMBERS,

The Directors hereby present the Eighty Fifth Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL RESULTS (STANDALONE):

The Company's performance during the financial year ended 31st March, 2016 as compared to the previous financial year, is summarized below:

	(Rupees in crore)	
		Previous Year
Sales (Products and Services) (gross)	9,284.27	8,604.43
Other Operating Revenue	138.01	131.15
Revenue from Operations (gross)	9,422.28	8,735.58
Less: Excise Duty	593.25	495.75
Revenue from Operations (net)	8,829.03	8,239.83
Other Income	160.86	162.60
<b>TOTAL REVENUE</b>	<b>8,989.89</b>	<b>8,402.43</b>
Profit before Interest, Depreciation, and Tax	616.48	565.38
Less: (i) Interest and Finance Costs	193.00	145.54
Less: (ii) Depreciation and Amortization Expense	147.57	165.90
Profit before Exceptional Items and Tax	275.91	253.94
Add: Profit on Sale of Immovable Property	-	5.36
Add: Profit on Sale of Non-current Investments	77.48	307.85
Profit before Tax	353.39	567.15
Less: Provision for Current/Deferred Taxes	30.00	110.00
Less: Prior Years' Tax Adjustments	0.54	4.41
Add: Minimum Alternate Tax credit entitlement	7.00	59.00
Profit after Tax	329.85	511.74
Surplus brought forward	2,325.83	2,097.72
Amount available for appropriation	2,655.68	2,609.46
Which the Directors recommend should be appropriated as follows:		
(a) First Interim Equity Dividend: 700% (Previous Year: 700%)	46.40	46.40
(b) Second Interim Equity Dividend: 2500% (Previous Year: 700%)	165.73	46.40
(c) Proposed Final Equity Dividend: Nil (Previous Year: 1600%)	-	106.07
(d) Dividend Distribution Tax (Net)	29.71	32.76
(e) Transfer to General Reserve	-	52.00
(f) Surplus carried forward	2,413.84	2,325.83
<b>TOTAL</b>	<b>2,655.68</b>	<b>2,609.46</b>

The Scheme of Amalgamation of three wholly-owned subsidiary companies, East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. with the Company, with effect from 1<sup>st</sup> April, 2015, has been given effect to in these accounts (see Note 39 for details).

Pursuant to Section 129(3) of the Companies Act, 2013 (the Act), read with Rule 2A of the Companies (Accounts) Rules, 2014, the Company has also prepared consolidated financial statements of the Company and its subsidiaries, joint ventures and associates.

The Company's Board of Directors is responsible for the preparation of the consolidated financial statements of the Company, its subsidiaries, associates and joint venture entities ("the Group"), in terms of the requirements of the Act, and in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors, of the subsidiary companies included in the Group and of its associates and joint venture entities, are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Company, as aforesaid.

The Consolidated Financial Statements of the Company and the Auditors' Report thereon, are enclosed separately with, and form part of this Report (Enclosure 1). The Consolidated Financial Statements presented by the Company include the financial results of its subsidiaries, associates and joint ventures.

**2. DIVIDEND:**

During the financial year 2015-16, the Board of Directors declared and paid two Interim Dividends, the first Interim Dividend at the rate of Rs. 700 and the second Interim Dividend at the rate of Rs. 2,500 (total Rs.3,200) per equity share of Rs. 100 each, absorbing an aggregate Rs.241.84 crore inclusive of taxes. The Directors do not recommend payment of any final dividend for the financial year 2015-16. The dividend for the financial year 2014-15 was Rs. 3,000 per equity share.

**3. STATE OF THE COMPANY'S AFFAIRS:**

During the year under review, the Company's Revenue from Operations (net) was up by 7% to Rs. 8829.03 crore. Profit before Exceptional Items and Tax was Rs. 275.91 crore for the year under review as against Rs. 253.94 crore for the previous year, registering an increase of 9%. The Company has been in the consumer durables segment for more than 100 years and enjoys a strong brand image and recall with its customers. Management believes that growth in consumer segment will remain moderate over the medium term, given the slowdown in consumer demand and high interest rates. Growth in industrial segment will remain muted till the large industrial clients increase their investment gradually as the economic scenario improves. This might impact the profitability in short run, however, the management believes that Company's cash accruals will remain healthy over the medium term, driven by its diversified revenue profile and increasing contribution of stable lease rental and dividend income, supported by comfortable gearing and debt protection metrics. Further, its healthy listed equity portfolio and valuable real estate holding will continue to support its strong financial flexibility.

**4. EXTRACT OF ANNUAL RETURN:**

The Extract of Annual Return to be attached with this Report, as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014, enclosed separately with this Report (Enclosure 2).

**5. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the Articles of Association of the Company and the provisions of Section 152(6)(e) of the Companies Act, 2013 (the Act), Mr. A. B. Godrej (DIN : 00065964) and Mr. N. B. Godrej (DIN : 00066195), will retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment.

In terms of Section 149 of Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company was required to have at least 2 Directors as Independent Directors. Mr. K. N. Petigara (DIN : 00066162), Mr. P. P. Shah (DIN : 00066242), Mrs. A. Ramachandran (DIN : 00118188) and Mr. K. M. Elavia (DIN : 00003940) have been appointed as Independent Directors of the Company, to hold office for a period of five consecutive years with effect from the 84th Annual General Meeting i.e. from 15th September, 2014, and they are not liable to retire by rotation. The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed by Section 149(6) of the Act.

The Nomination and Remuneration Committee, in terms of the provisions of Section 178 of the Act, had recommended to the Board framing of a Policy for selection and appointment of Directors & Senior Management and their remuneration. In terms of the Policy framework recommended by the Nomination and Remuneration Committee to the Board in terms of the provisions of Section 178 of the Act, and which was adopted by the Company, for the appointment, remuneration and removal of the Executive Directors, Key Managerial Personnel and other Senior Management Personnel of the Company, Mr. A. G. Verma, Executive Director (Personnel and Administration) took over as President Designate from 1st April, 2015 and as President from 1st October, 2015; and Mrs. Harpreet Kaur Bhuie, Senior Vice President & Head – Corporate Human Resources took over as Senior Vice President & Head – Corporate Personnel & Administration with effect from 1st April, 2015. The resulting changes in the organization were based on the professional qualifications and relevant experience, proven track record of performance in the current assignments and leadership competencies articulated by the Company and were in alignment with the Company's values.

The Company's Policy on Appointment of Directors, is stated below:

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

The Company recognizes merit and continuously seeks to enhance the effectiveness of its Board. The Company believes that for effective corporate governance, it is important that the Board has the appropriate balance of skills, experience and diversity of perspectives.

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

The Board will review this Policy on a regular basis to ensure its effectiveness.

The Act provides for a major overhaul in the corporate governance norms for all companies in order to adopt best practices on corporate governance and to make the corporate governance framework more effective. Pursuant thereto, the Company was required to formulate Governance Guidelines on Board Effectiveness. As a part of the Board Effectiveness Review, it was the responsibility of the Board to annually evaluate the individual Directors, the Board Committees and also the entire Board as a whole. It was the responsibility of the Nomination and Remuneration Committee to organize the evaluation process and determine the evaluation criteria/ framework for the Board and individual Directors, which would include the Chairman, Independent Directors, Non-Independent Non-Executive Directors, the Managing Director and the Executive Directors.

The Company conducted a formal Board Effectiveness Review as part of its efforts to evaluate, identify improvements and thus enhance the effectiveness of the Board, its Committees, and individual Directors, in line with the requirements of the provisions of the Act. The Nomination and Remuneration Committee took up the design and execution of this process which enabled providing vital feedback on how the Board currently operates and how it might improve its effectiveness. Compiled feedback and suggestions on (i) Board processes (including Board composition, strategic orientation and team dynamics) (ii) individual committees (iii) individual Board members and (iv) chairperson's feedback report, were shared by the Nomination and Remuneration Committee with the Board. The criteria for evaluation of the Board Committees covered whether the Committee has well defined objectives, the right composition and whether it delivers its objectives. The criteria for evaluation of all the individual Directors included skills, experience and level of preparedness of the Directors, attendance and extent of contribution to Board discussion and how the Director leverages his/ her expertise and networks to meaningfully contribute to the Company. The criteria for the Chairman's evaluation included leadership style, conduct of Board Meetings, etc. The individual Board Member Feedback Report and overall Board Feedback Report was facilitated by Mrs. Anita Ramachandran, Chairperson of the Nomination and Remuneration Committee, with the Independent Directors. The Independent Directors were appreciative about the effective functioning of the Board, but also identified other areas which could show scope for improvement. The feedback was shared with the Chairman and based on his evaluation, a Chairman's Feedback Report was also compiled.

With effect from 1<sup>st</sup> April, 2014, Mr. P. K. Gandhi, Chief Financial Officer and Mr. P. E. Fouzdar, Executive Vice President (Corporate Affairs) and Company Secretary, have been appointed as whole-time key managerial personnel of the Company.

6. NUMBER OF MEETINGS OF THE BOARD:

The Board met six times during the financial year 2015-16, viz., 24th April, 2015, 21st August, 2015, 22nd September, 2015, 26th November, 2015, 1st March, 2016 and 8th March, 2016.

7. DIRECTORS' RESPONSIBILITY STATEMENT:

The Company has in place Internal Financial Controls (IFCs) within the meaning of Section 134(5)(e) of the Companies Act, 2013 (the Act). The Board believes that the Company has proper and adequate IFCs commensurate with the nature and size of its business, business being dynamic and varied. The Board is seized of the fact that IFCs are not static but dynamic and evolve over time as the business, technology, cyber security and fraud environment changes in response to competition, industry practices, legislation, regulation and current economic conditions. The Company has an audit and review process in place to continuously identify gaps and ensure that IFCs are strengthened on an ongoing basis.

As required under Section 134(3)(c) of the Act, the Directors, based on the representations received from the Operating Management, and after due enquiry, confirm that:

(a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for the year ended on 31st March, 2016;

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

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and operating effectively;

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

(g) the annual accounts have been audited by the Company's Auditors M/s. Kalyaniwalla & Mistry, Chartered Accountants, and their report is appended thereto.



## 8. FIXED DEPOSITS FROM SHAREHOLDERS &amp; FROM PUBLIC:

During the current financial year, the Company accepted/ renewed Fixed Deposits from its Members (Shareholders) and from Public, in accordance with the provisions of Sections 73 and 76, and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Acceptance of Deposits) Rules, 2014.

The details relating to deposits in terms of Rule 8(5)(v) of the Companies (Accounts) Rules, 2014, are given hereunder :

	Rupees in Crore
a. Deposits from Members and from Public accepted during the year	589.12
b. Deposits from Public remaining unpaid or unclaimed as at the end of the year	9.55
c. Whether there has been any default in repayment of deposits or payment of interest thereon during the year, and if so, number of such cases and the total amount involved :-	
(i) at the beginning of the year	Nil
(ii) maximum during the year	Nil
(iii) at the end of the year	Nil
d. Details of deposits which are not in compliance with the requirements of Chapter V of the Act	Nil

## 9. NON-CONVERTIBLE DEBENTURES:

Pursuant to the provisions of Section 71 and other applicable provisions of the Companies Act, 2013, the Company has issued and allotted 100 Secured, Redeemable, Rated, Unlisted, Non-Convertible Debentures of face value of Rs. 5 Crore each, for cash, at par, aggregating to Rs. 500 Crore, having a credit rating of 'CRISIL AA-/ Positive' meaning high degree of safety regarding timely servicing of financial obligations, on a private placement basis, in 2 series comprising of (i) 50 Debentures aggregating to Rs. 250,00,00,000/- and carrying a Coupon Rate of 8.90% payable quarterly ("Series I Debentures") maturing on 22nd April, 2019; and (ii) 50 Debentures aggregating to Rs. 250,00,00,000/- and carrying a Coupon Rate of 9% payable quarterly ("Series II Debentures") maturing on 22nd April, 2021, to Kotak Mahindra Bank Limited.

## 10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has formulated a Related Party Transaction Policy for entering into transactions by the Company with related parties, pursuant to the requirements of the Companies Act, 2013 (the Act).

All transactions entered into during the financial year 2015-16 with related parties as defined under the Act, were in the ordinary course of business and on an arm's length basis, details of which are given in the notes to the financial statements, except transactions entered into by the Company with related parties referred to in Section 188(1) of the Act, which have been disclosed under item 1 of Form AOC-2, pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014; the said Form AOC-2 is enclosed separately with this Report (Enclosure 3). Since there have been no material contracts or arrangements or transactions on arm's length basis, disclosure under item 2 of Form AOC-2 is not applicable.

## 11. PARTICULARS OF INVESTMENTS MADE, GUARANTEES PROVIDED AND LOANS GIVEN BY THE COMPANY:

a. The following are the particulars of Investments made by the Company during the financial year under review:

Sr. No.	Name of the Company	Particulars of Investment	Rs.
1	Proboscis Inc, USA	Subscription to 25,000 shares of common stock of par value USD 0.01 each @ USD 40 per share	62,300,000
2	Global Innovation and Technology Alliance (Section 8 company)	Subscription to 5,000 shares of Rs. 1,000 each	5,000,000
3	Urban Electric Power, USA	Subscription to 7,29,231 common units of no par value @ USD 3.25 per unit	157,439,166
4	Godrej Properties Limited	Purchase of 12,55,000 equity shares of Rs. 5 each	395,847,213
5	Sheetak Inc., USA	Subscription to 1,81,251 Class B Preferred Stock	32,917,435
6	India Circus Retail Pvt. Ltd.	Purchase of 2,00,000 equity shares of Rs. 10 each at face value	2,000,000
		Subscription to 1,50,00,000 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10 each	150,000,000
7	Veromatic International BV, Netherlands	Subscription to 43,470 Ordinary (Class A) shares of Euro 46 each	145,062,433
8	Godrej One Premises Management Pvt. Ltd.	Subscription to 1,400 shares of the face value of Rs. 10 each	14,000

Sr. No.	Name of the Company	Particulars of Investment	Rs.
9	Sheetak Inc., USA	Subscription to 1,81,251 Class B Preferred Stock	34,034,933
10	India Circus Retail Pvt. Ltd.	Subscription to 30,00,000 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10 each	30,000,000
11	Mercury Manufacturing Co. Ltd.	Transfer of 12,50,000 Equity Shares by the liquidator of a wholly-owned subsidiary company Godrej (Malaysia) Sdn. Bhd. (under voluntary liquidation), by way of distribution in specie.	5,22,00,000
12	Verseon Corporation, USA	Purchase of 68,65,666 common shares of par value of \$ 0.001 per share from Godrej Industries Ltd.	1,005,831,139

b. The following are the particulars of Guarantee provided by the Company during the financial year under review:

Sr. No.	Name of the Company	Particulars of Guarantee	Rs.
1	Veromatic International BV, Netherlands – a subsidiary company	Issuance of Corporate Guarantee of Euro 4.4 million in favour of CitiBank N. A. New York to secure banking facilities extended by them to Veromatic International BV	325,942,160
2	Sheetak Inc., USA – an Associate	a) Issuance of Corporate Guarantee upto an amount of USD 1 million in favour of CitiBank N. A. New York to secure banking facilities extended by them to Sheetak Inc.	63,250,000
		b) Issuance of Corporate Guarantee upto an amount of USD 1 million in favour of CitiBank N. A. New York to secure banking facilities extended by them to Sheetak Inc.	67,183,500
		c) Issuance of Corporate Guarantee upto an amount of USD 2 million in favour of CitiBank N. A. New York to secure banking facilities extended by them to Sheetak Inc.	134,947,000

#### 12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company, which have occurred between 31<sup>st</sup> March, 2016 and the date of this Report.

#### 13. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant material orders passed by the regulators/ courts/ tribunals which would impact the going concern status of the Company and its future operations.

#### 14. INTERNAL CONTROL SYSTEMS:

The Company maintains Internal Controls Systems which are designed to provide reasonable assurance on:

- (i) Effectiveness and efficiency of operations.
- (ii) Adequacy of safeguards for assets.
- (iii) Prevention and detection of frauds and errors.
- (iv) Reliability and timely preparation of financial and accounting information.
- (v) Compliance with applicable laws and regulations.

The integrity and reliability of the internal control systems are achieved through clear policies and procedures, process automation, an organisation structure that segregates responsibilities and careful selection, training and development of employees.

The Company has in place adequate internal financial controls with reference to the Financial Statements. The system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

The financial statements are prepared on the basis of the significant accounting policies that are adopted by management and approved by the Audit Committee and the Board. The accounting policies are reviewed from time to time and updated as may be required. Nonetheless, the Company recognises that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

The Company, through its own, independent Internal Audit Department (ISO 9001:2008 certified), carries out periodic audits at all locations and functions based on the annual risk based audit plan approved by the Audit Committee, and inter alia, tests the design, adequacy and operating effectiveness of the internal controls. Significant observations including recommendation for improvement of business processes are reviewed by the Management before reporting to the Audit Committee, which reviews the Internal Audit reports, and monitors the implementation of audit recommendations.

The Information Security Management Systems (ISMS) for all the information assets and processing activities coming under the purview of the Data centre at the Company's head office, are ISO/IEC 27001:2005 certified. The certification ensures highest level of security of data and best practices implementation. The mission-critical applications like the ERP system has local Disaster Recovery set-up.

**15. RISK MANAGEMENT:**

The Company has implemented a structured & disciplined Enterprise Risk Management (ERM) system, aligning strategy, processes, people, technology and knowledge with the purpose of evaluating and managing the uncertainties that the Company faces. It is a holistic, integrated, future-focused and process oriented approach that helps the Company to manage key business risks and opportunities in the context of its strategies and business plans with the intent of enhancing shareholder's value for the enterprise. The framework for ERM and the Risk management policy has been reviewed by the Audit Committee and the Board has approved the same.

ERM framework is also used extensively for business planning and control, for identifying risks to the achievement of business objectives, potential risks and concerns are identified and mitigation steps and initiatives are firmed up. Risk Management concepts are also applied in "project" businesses, in contract management, cost estimation and project selection for better project execution and profitability.

The Company's response framework categorizes risks into preventable, strategic and external. The risks are identified at businesses and functions and consolidated at the entity level. For each of the risk identified, corresponding controls are assessed and policies and procedures are put in place for monitoring, mitigating and reporting the risks on a periodic basis. The Risk Management Executive Committee helps to prioritize entity-wide risks and steer mitigation efforts in line with the Company's risk capacity and appetite which in turn are reported to the Audit Committee and the Board.

**16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is appended as Annexure I to this Report.

**17. CORPORATE SOCIAL RESPONSIBILITY:**

The Corporate Social Responsibility (CSR) Committee as constituted by the Board of Directors of the Company, in accordance with Section 135 of the Companies Act, 2013 (the Act), comprises of Mr. J. N. Godrej, Chairman, Mr. V. M. Crishna, Mr. N. J. Godrej, Mr. A. G. Verma, Mr. K. M. Elavia and Mr. P. P. Shah. During the financial year under review, Mr. V. M. Crishna was nominated as the Chairman of the CSR Committee in place of Mr. J. N. Godrej, who continues to be a member of the CSR Committee.

The Company Secretary acts as the Secretary of the CSR Committee.

The CSR Committee met twice during the year under review.

The Godrej Group has always aspired to be a responsible corporate citizen by pursuing business strategy for long-term growth and strong financial position, to attain twin goals of shareholder value enhancement and societal value creation. Since the establishment of the Company's business in 1897, the Godrej Group has been at the forefront of philanthropic and national welfare activities.

In the context of CSR, it is worth noting that about 24% of the Company's share capital is held by a public charitable trust which ploughs back its annual dividend income to support a wide range of philanthropic activities. The Company, along with another such trust, has protected, developed and maintained a large tract of mangrove forests, near its Vikhroli township for several decades, which have served as a second set of lungs for the city. Yet another such trust has supported initiatives in healthcare through its Godrej Memorial Hospital (NABH and NABL Accredited) at Vikhroli which aims to provide comprehensive quality healthcare at affordable costs.

Immediately after the Company built factory premises to start its plants in Vikhroli, it set up Udayachal School in Vikhroli in 1955, to focus on all-round development of the employees' children. The School has been accredited with the International School Award in recognition of the School incorporating global education into its curriculum and innovation into classroom teaching.

The Company continuously strives to attain world-class standards in its management of Environment, Occupational Health and Safety by working closely with employees at all levels. The Company also strives to align its operations and activities with the national mission on environmentally sustainable growth.

The Godrej Group has developed a long-term vision, for playing an active part in creating a more inclusive and greener India, called "Godrej Good & Green"; the Group aspires to create a more skilled workforce, a greener India, and innovate for good and green products. For this purpose, specific goals at the Group level for 2020 have been spelt out, and focused activities are planned by the Company to address environmental and business issues, and the needs of underserved populations.

Based on the recommendation of the CSR Committee, the Board has approved the CSR Policy of the Company, including the CSR activities and the projects proposed to be undertaken by the Company, and its governance structure and the same is placed on the website of the Company.

The details required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in the CSR Report, which is appended as Annexure II to this Report.

**18. AUDIT COMMITTEE:**

The Audit Committee as constituted by the Board of Directors of the Company, in accordance with the provisions of the Companies Act, 1956, comprises of Mr. K. M. Elavia, Chairman, Mr. K. N. Petigara, Mr. K. A. Palia and Mrs. A. Ramachandran. In accordance with the provisions of Section 177 of the Companies Act, 2013 (the Act) the scope and terms of reference of the Audit Committee have been amended as mandated by the Act. The Chief Financial Officer, Internal Auditor and Statutory Auditors of the Company are the permanent invitees to the meetings of the Audit Committee.

The Company Secretary acts as the Secretary of the Audit Committee.

The Audit Committee met four times during the year under review.

The Audit Committee had at its meeting held on 22nd August, 2016, met with the Company's Statutory Auditors and taken up the review of the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements for the financial year 2015-16, for further approval of the Board and the Members of the Company.

The Company has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. The Whistleblower Policy has also been formulated with a view to provide a mechanism for employees of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

**19. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has adopted the Code of Ethics & Business Conduct, which lays down the principles and standards that should govern the action of the Company and its employees. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

As per the provisions of Section 177(9) of the Companies Act, 2013, the Company is required to establish an effective Vigil Mechanism for Directors and employees to report genuine concerns.

The Company has a Whistle-blower Policy in place to report concerns about unacceptable, improper and/or unethical behavior and practices, actual/suspected frauds and violation of Company's Code of Ethics and Business Conduct. For protected disclosure and protection to the Whistle Blower, the policy provides for adequate safeguards against victimisation of persons who avail the same, and provides for direct access to the designated Executive Director.

The Company has disclosed information about the establishment of the Whistle Blower Policy on its website at the Weblink: [www.connect.godrej.com/corporate/connect/corporate/policies/whistleblower-policy](http://www.connect.godrej.com/corporate/connect/corporate/policies/whistleblower-policy).

**20. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee as constituted by the Board of Directors of the Company, in accordance with the provisions Section 178 of the Companies Act, 2013, comprises of Mrs. A Ramachandran, Chairperson, Mr. K. N. Petigara and Mr. K. M. Elavia.

The Company Secretary acts as the Secretary of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee met once during the year under review.

**21. STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee as constituted by the Board of Directors of the Company, in accordance with the provisions of Section 178 of the Companies Act, 2013, comprises of Mr. K. M. Elavia, Chairman, Mr. P. D. Lam and Mr. K. A. Palia. During the financial year under review, Mr. K. N. Petigara was appointed as a Member of the Stakeholders Relationship Committee and also nominated as its Chairman in place of Mr. K. M. Elavia, who continues to be a member of the Stakeholder Relationship Committee.

The Company Secretary acts as the Secretary of the Stakeholders Relationship Committee.

The Stakeholders Relationship Committee met once during the year under review.

**22. PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES:**

In terms of Section 129 of the Companies Act, 2013, the consolidated financial statements have been prepared by the Company in accordance with the applicable accounting standards, and form part of this Report. A statement containing the salient features of the financial statements of the Company's subsidiaries, joint ventures and associates, in Form AOC-1 as required under Rule 5 of the Companies (Accounts) Rules, 2014 forms part of the notes to the consolidated financial statements, and provides details on the performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statements.

## 23. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES :

During the financial year under review, the following changes have taken place :

(i) India Circus Retail Pvt. Ltd. became a subsidiary of the Company w.e.f. 16th December, 2015

(ii) Mercury Manufacturing Co. Ltd. became a wholly-owned subsidiary of the Company w.e.f. 18th March, 2016

Prowama Trading BV and Veromatic Services BV, subsidiaries of Veromatic International BV, a subsidiary of the Company, were liquidated on 28<sup>th</sup> December, 2015 and 30<sup>th</sup> June, 2016, respectively.

Godrej (Malaysia) Sdn. Bhd., a wholly-owned subsidiary of the Company has commenced Members Voluntary liquidation proceedings on 7th September, 2015.

Astec LifeSciences Ltd. and Creamline Dairy Products Ltd. became subsidiaries of Godrej Agrovet Ltd., a subsidiary of Godrej Industries Ltd., a subsidiary of the Company, w.e.f. 12th October, 2015 and 21st December, 2015 respectively.

With effect from 29th April, 2015, Godrej Buildwell Pvt. Ltd. merged with Godrej Properties Ltd., a subsidiary of Godrej Industries Ltd., a subsidiary of the Company.

With effect from 21st August, 2015, Godrej Premium Builders Pvt. Ltd. merged with Godrej Properties Ltd., a subsidiary of Godrej Industries Ltd., a subsidiary of the Company.

The following companies became subsidiaries of Godrej Properties Ltd., a subsidiary of Godrej Industries Ltd., a subsidiary of the Company :

Godrej Green View Housing Pvt. Ltd. w.e.f. 15<sup>th</sup> May, 2015

Godrej Prakriti Facilities Pvt. Ltd. w.e.f. 9<sup>th</sup> June, 2015

Godrej Investment Advisers Pvt. Ltd. w.e.f. 29<sup>th</sup> October, 2015

Godrej Highrises Properties Pvt. Ltd. w.e.f. 26<sup>th</sup> June, 2015

Wonder Projects Development Pvt. Ltd. w.e.f. 24<sup>th</sup> June, 2015

Godrej One Premises Management Pvt. Ltd. w.e.f. 22<sup>nd</sup> July, 2015

Godrej Genesis Facilities Management Pvt. Ltd. w.e.f. 19<sup>th</sup> February, 2016

The following companies became subsidiaries of Godrej Consumer Products Ltd. (GCPL), a subsidiary of the Company :

Charm Industries Ltd. w.e.f. 14<sup>th</sup> August, 2015

Godrej Hair Care Nigeria Ltd. w.e.f. 12<sup>th</sup> January, 2016

Godrej Household Insecticide Nigeria Ltd. w.e.f. 12<sup>th</sup> January, 2016

Godrej Hair Weave Nigeria Ltd. w.e.f. 2<sup>nd</sup> March, 2016

Hair Credentials Zambia Ltd. w.e.f. 23<sup>rd</sup> December, 2015

Godrej SON Holdings Inc. w.e.f. 24<sup>th</sup> March, 2016

Godrej Consumer Products US Holding Ltd. w.e.f. 29<sup>th</sup> March, 2016

Godrej Mid East Holdings Ltd. w.e.f. 28<sup>th</sup> July, 2015

Belaza Mozambique LDA w.e.f. 30<sup>th</sup> April, 2015

With effect from 31<sup>st</sup> March, 2016, Godrej Argentina Dutch Cooperatief UA, Godrej Netherlands Argentina BV and Godrej Netherlands Argentina Holding BV ceased to be subsidiaries of Godrej Consumer Products Ltd., a subsidiary of Godrej Industries Ltd., a subsidiary of the Company, on account of their merger.

GPL was admitted as a partner to the following LLPs :

(i) Godrej Land Developers LLP w.e.f. 22<sup>nd</sup> April, 2015

(ii) Godrej Developers & Properties LLP w.e.f. 22<sup>nd</sup> April, 2015

(iii) Godrej Highrises Realty LLP w.e.f. 22<sup>nd</sup> April, 2015

(iv) Godrej Project Developers & Properties LLP w.e.f. 16<sup>th</sup> June, 2015

Proboscis Inc., USA has become an associate of the Company on 17<sup>th</sup> April, 2015.

**24. SCHEME OF AMALGAMATION OF EAST VIEW ESTATES PVT. LTD., FIRST ROCK INFRASTRUCTURE PVT. LTD. AND MIRACLETOUCH DEVELOPERS PVT. LTD. INTO THE COMPANY**

The Scheme of Amalgamation of the three wholly-owned subsidiaries, East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and MiracleTouch Developers Pvt. Ltd. with the Company ("the Scheme"), filed in accordance with the provisions of Sections 391 and 394 of the Companies Act, 1956, with the Hon'ble High Court of Judicature at Bombay ("the Court") came up for its final hearing on 8th July, 2016, whereat the Court issued an Order sanctioning the Scheme. In accordance with the directions of the Court, East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd., MiracleTouch Developers Pvt. Ltd. and the Company filed the certified copy of the Order with the Ministry of Corporate Affairs on 18th August, 2016 respectively, and the Scheme became effective from that date. There was no issue of any shares as the Company owns 100% share capital in each of these subsidiaries.

With effect from the Appointed Date, i.e. 1st April, 2015, and upon the Scheme becoming effective, the whole of their undertakings, alongwith all the assets and liabilities thereof, stood transferred to the Company to belong to, and be managed by the Company, and East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and MiracleTouch Developers Pvt. Ltd. stood dissolved without winding-up.

**25. AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Kalyaniwalla & Mistry, Chartered Accountants (Firm Registration No. 104607W), were appointed as the Statutory Auditors of the Company at the last Annual General Meeting (AGM) to hold office upto the conclusion of the 86<sup>th</sup> AGM to be held in the year 2017, subject to ratification of their appointment at every AGM. A certificate from them has been received to the effect that their re-appointment, if made, would be within the prescribed limits. The Board of Directors of the Company at its meeting held on 26th August, 2016 commended to the Members of the Company, for their ratification and approval the appointment of M/s. Kalyaniwalla & Mistry as the Statutory Auditors of the Company for the financial year 2016-17.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Kalyaniwalla & Mistry, Statutory Auditors, in their report for the financial year 2015-16.

**26. COST AUDITORS:**

Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, had appointed M/s. P. D. Dani & Co., Cost Accountants and Mr. A.N. Raman, Cost Accountant, as the Cost Auditors of the Company for the financial year ended 31st March 2016, for the applicable products and services covered under the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Cost Records and Audit) Amendments Rules, 2014. The Cost Audit Reports will be filed with the Central Government within the stipulated time period of 180 days from the close of the financial year.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, approved the appointment of M/s. P. D. Dani & Co., Cost Accountants, as the Cost Auditors of the Company for the financial year ending 31st March 2017, to conduct the audit of the cost records of the Company in respect of Appliances, Vending Machines and Electric Motors businesses, at a remuneration of Rs. 16,00,000 (excluding all taxes and reimbursement of out-of-pocket expenses).

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, also approved the appointment of Mr. A N Raman, Cost Accountant, as the Cost Auditors of the Company for the financial year ending 31st March 2017, to conduct the audit of the cost records of the Company in respect of Construction, Electricals & Electronics, Material Handling Equipment, Aerospace, Process Equipment, Precision Engineering, Toolings, Interio, and Security Solutions businesses, at a remuneration of Rs. 22,00,000 (excluding all taxes and reimbursement of out-of-pocket expenses).

The remuneration of the Cost Auditors is required to be ratified by the Members of the Company at the ensuing Annual General Meeting of the Company.

In accordance with the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors on the recommendation of the Audit Committee, has appointed M/s. P D Dani & Co., Cost Accountants as the Lead Cost Auditors of the Company for the financial year ending 31st March, 2017.

**27. SECRETARIAL AUDITORS:**

During the year, the Board appointed M/s. A N Ramani & Co., Practising Company Secretaries, to conduct secretarial audit of the Company for the financial year 2015-16. The Secretarial Audit Report in terms of Section 204 of the Companies Act, 2013, issued by them is annexed and marked as Annexure III to this Report. There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. A N Ramani & Co., Practising Company Secretaries, in their Secretarial Audit Report.

**28. PARTICULARS OF EMPLOYEES**

Disclosures of details with respect to the remuneration of employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are separately enclosed with and form part of this Report. (Enclosure 4).

29. POLICY TO PREVENT SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company is deeply committed to the creation and maintenance of an atmosphere where every employee is treated with dignity and respect and afforded equitable treatment. It strives to create conditions in which employees can work together without fear of sexual harassment, exploitation or intimidation.

As per the requirements of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has instituted a Policy on Prevention of Sexual Harassment at the Workplace (Policy) and under the purview of the same a Complaints Committee has also been formed. No complaints, as per the guidelines mentioned in the Policy, were filed with the Complaints Committee during the year under review.

30. SCHEME OF AMALGAMATION EFFECTIVE FROM 1<sup>ST</sup> APRIL, 2016

The Scheme of Amalgamation of Cartini India Ltd. ("Cartini") with the Company ("the Scheme") filed in accordance with the provisions of Sections 391 and 394 of the Companies Act, 1956, with the Hon'ble High Court of Judicature at Bombay ("the Court") came up for its final hearing on 20th June, 2016, whereat the Court issued an Order sanctioning the Scheme. In accordance with the directions of the Court, Cartini and the Company filed the certified copy of the Order with the Ministry of Corporate Affairs on 30th July, 2016 and 1st August, 2016 respectively, and the Scheme became effective from 1st August, 2016.

With effect from the Appointed Date, i.e. 1st April, 2016, and upon the Scheme becoming effective, the whole undertaking of Cartini, alongwith all the assets and liabilities thereof, stood transferred to the Company to belong to, and be managed by the Company, and Cartini stood dissolved without winding-up.

Upon the Scheme coming into effect, and in consideration for the amalgamation of Cartini with the Company, the Company will issue and allot 15,538 equity shares at par, credited as fully paid up, to the shareholders of Cartini, whose names appear in the Register of Members of Cartini, on the Effective Date, i.e. 1st August, 2016, in the ratio of 254 fully paid equity share of Rs. 100 each of the Company for every 1,000 equity shares of Rs. 10 each held in Cartini.

For and on behalf of the Board

Mumbai, 26th August, 2016  
*Registered Office:*  
Pirojshanagar, Vikhroli,  
Mumbai 400 079.

J. N. GODREJ  
Chairman & Managing Director

**ANNEXURE I TO THE DIRECTORS' REPORT**  
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**  
**(information pursuant to Section 134(3)(m) of the Companies Act, 2013)**

**A. CONSERVATION OF ENERGY**

**(i) The steps taken or impact on conservation of energy**

1. Installation of induction high bay lights and light pipe units.
2. Installation of LED tube lights, down lights, fixtures and street light.
3. Installation of energy efficient HVAC (heating, ventilation and air-conditioning).
4. Installation of screw compressor chillers with associated controls like variable frequency drive, modulating valves controlled by building management systems(BMS).
5. Installation of turbo ventilators at rooftop and translucent sheets for natural day lighting.
6. Installation of energy-efficient air compressor with segregation of high and low pressure compressed air.
7. Installation of real-time compressed air monitoring system.
8. Installation of capacitor banks for improvement in power factor and reduction in maximum demand.
9. Installation of dryers and cooling tower for compressed air.
10. Celebration of energy conservation week and earth hour with tips/facts posted on Godrej Intranet website to create awareness on energy conservation.
11. Conducted energy audit at various locations, and businesses participated in GreenCo certification.

**(ii) The steps taken for utilising alternate sources of energy**

1. Installation of solar water heating system.
2. Installation of roof top solar photovoltaic cell.
3. Purchase of solar power for offsite locations.
4. Organized 'Godrej Good & Green Waste Conclave' at group level.

**(iii) The capital investment on energy conservation equipment**

1. Installation of real-time compressed air monitoring system.
2. Installation of energy-efficient air compressor.
3. Installation of variable frequency drives on machines, pumps, air handling units, fans and blowers.
4. Implemented various energy, water, waste and renewable energy projects at various locations.

**B. TECHNOLOGY ABSORPTION**

**(i) The efforts made and the benefits derived from technology absorption**

1. Development of 5 canister espresso and tea vending machines.
2. Development of imports substitute complex die for transmission clutch case with thermo-regulation circuits for die blocks.
3. Development of neo kitchen modular units with built in washing, cooking, safety and cooling solutions.
4. Development of cooling solutions in mattresses for comfortable sleeping experience.
5. Development of Navtal NXT range of padlocks.
6. Development of new range of energy-efficient top freezer refrigerators in Eon series and bottom freezer refrigerators in NXW Series
7. Development of nano coating for perfluorocarbon condensers to offer superior corrosion protection.
8. Development of new semi-automatic washing machine platform for new range of washing machines.
9. Development of new range of standardized multitier shelving system for warehouse management.
10. Development of integrated refrigerator controller for frost free refrigerator and brushless direct current motor compressor (BLDC).



(ii) The details of technology imports and absorption

1. Development of motorized platform for examination, gynecology examination and birthing bed.
2. Development of advanced fume hood with single panel touch interface, fire suppression system and air flow sensors.
3. Development of flame proof motors for material handling equipment – stackers.
4. Development of electronically operated Goldilocks home safes.
5. Development of automated safe deposit vault system.
6. Development of higher capacity energy-efficient refrigerators and airconditioners.
7. Development of front-loading washing machines.
8. Development of new range of Ultra series locks for retail, builders and e-commerce series.
9. Development of smart warehouse using internet of things(IOT).
10. Development of medical refrigerator.
11. Development of knock lock technology (KLT), radio frequency identification(RFID),near field communication(NFC), bluetooth low energy(BLE), fingerprint, digimech cylinder(E-cylinder) for Locks.

(iii) During the year under review, the Company spent Rs. 47.74 crore on Research & Development.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Company's foreign exchange earnings and outgo for the year amounted to Rs. 552.31 crore and Rs. 1,222.59 crore respectively, details of which have been given in the notes forming part of the accounts (See Notes 44, 45 and 46).

## ANNEXURE II TO THE DIRECTORS' REPORT Annual Report On Corporate Social Responsibility Activities

[ (as prescribed under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 ]

### 1. CSR Reporting Framework

We, Godrej & Boyce Mfg Co. Ltd (G&B), are happy to present to you our second CSR compliance report. We have continued to work with integrity, have trust, service to mankind, respect for each other and conserving environment to pursue our vision of Godrej being in every home and workplace. We strive for enriching the quality of life, every day and everywhere. We grow with our values system, inculcating it in our CSR and Sustainability initiatives. The CSR projects undertaken are in line with Godrej Group's Good & Green goals and the areas of intervention specified in the Schedule VII of the Companies Act, 2013.

This annual report presents our approach towards new initiatives which is gaining momentum like community development and work done in employability by following our CSR philosophy, highlighting our commitment to our stakeholders. This report mentions about CSR committee, its role and responsibilities, taskforces and monitoring and review by them, project details including budgets and total spends.

### 2. Outline of CSR Policy

#### 2.1. Objective of CSR Reporting

At G&B, our CSR policy applies to all activities that are undertaken as part of our Good & Green goals. In Godrej Good & Green, the focus is on increasing the employability of underprivileged youth through vocational training thus improving their socio-economic condition, go green by creating a greener India to encourage a sustainable approach towards business, and innovating environment-friendly and /or solutions benefiting bottom of the pyramid. This year we have started community development initiatives around the area of operations in Maharashtra, Punjab and Uttarakhand as it is critical to build sustainable communities by addressing their needs in the area of livelihood, environment, health & sanitation and education that is aligned to schedule VII of the companies act, 2013.

While this CSR policy is drafted as per the Godrej Groups' Good and Green policy, it includes the CSR programs that meets the requirement of the CSR Rules as per the Section 135 of the Companies Act, 2013.

The G&B CSR Policy is available in the Company's website:

<http://www.godrejandboyce.com/godrejandboyce/corpPolicies.aspx?id=16&menuid=929>

#### 2.2 CSR Committee

This committee comprises of the following members:

1. Mr. Jamshyd N. Godrej, Chairman and Managing Director, Godrej & Boyce Mfg. Co. Ltd
2. Mr. Navroze J. Godrej, Executive Director, Godrej & Boyce Mfg. Co. Ltd
3. Mr. V. M. Krishna, Executive Director, Godrej & Boyce Mfg. Co. Ltd, (Chairman of CSR Committee)
4. Mr. Anil G. Verma, Executive Director, Godrej & Boyce Mfg. Co. Ltd
5. Mr. Pradip Shah, Independent Director, Godrej & Boyce Mfg. Co. Ltd
6. Mr. Keki Elavia, Independent Director, Godrej & Boyce Mfg. Co. Ltd

On 25<sup>th</sup> November, 2015, Mr. V.M.Krishna took over the Chairmanship of CSR Committee from Mr. J.N. Godrej. The Company Secretary serves as the Secretary of the CSR Committee.

### 2.3 Responsibilities

1. Formulate and update G&B CSR Policy, and have it approved by the Board of G&B.
2. Suggest areas of intervention to the Board of G&B.
3. Approve projects that are in line with the CSR Policy.
4. Put monitoring mechanism in place to track the progress of each project.
5. Recommend the CSR budget and expenditures to the Board of G&B, for approval.
6. Meet twice a year to review the progress made.

### 2.4 Task Forces

Project specific task forces are constituted for implementation and monitoring of the CSR projects. The task forces would be responsible for carrying out day-to-day operations of CSR and will submit reports to the CSR Committee for the bi-annual review meetings.

### 2.5 CSR Budget & Expenditures

1. Average net profit of last 3 years: Rs. 264 crore
2. Calculated 2% spend for the current financial year: Rs. 5.28 crore
3. Amount spent during the current financial year: Rs. 5.33 crore
4. Amount overspent of the recommended 2% budget, if any: Rs. 0.05 crore

## Details of the expenditures incurred by G&amp;B during the current financial year 2015-16

(Amount in Rs. Lakhs)

CSR Project Activity	Sub activity for CSR	Sector in which the project is covered	1) Local area 2) State /district 3) project or programme	Institute/ organization / person involved	Amount outlay (Budget) Project or Programme wise	Amount spent on projects, 1) Direct expenditure 2)Overheads,	Total expenditure in the corresponding area	Cumulative expenditure up to the reporting period	Amt spent direct or through the implementing agency	Audit proof available
<b>A. Livelihood</b>										
i. Disha	Vocational Skill training for Rural & Urban youth in trades like –Fitter, Welder, Machinist, RAC, Fit Driver, FST, Lock ST	Employment enhancing vocational skills development	142 cities, 23 states, across india (Annexure A: List of States & Cities)	14 Pvt VTC & 61 Govt partners (Annexure B& D)	337	349	349	349	1) 291.17 =impl agency 2) 126.08 =Direct expense	Invoices & Bills
ii. Rural development	Waste to wealth, agriculture, animal husbandry/ waste mgt/ composting/ tourism, Disha center establishment	Livelihood enhancement projects	Shirwal (Satara), Khalapur (Raigad) Maharashtra	villagers, partners (Annexure C)	24.3	30.8	30.8	30.8	30.8	
<b>B. Support education</b>										
	Uplifting education, Sanitation & cleanliness in rural schools, career guidance, village improvement techniques	Promoting Education	Shirwal(Satara), Khalapur (Raigad) Maharashtra Bhagwanpur (Haridwar), Uttarakhand	Govt Schools, villagers, partners (Annexure C&D)	56.2	53.5	53.5	53.5	53.5	Invoices & Bills
<b>C. Promoting Health Care</b>										
	Health checkups, awareness, blood donation, renovation of washrooms, road safety	Promoting preventive health care	Shirwal (Satara), Khalapur (Raigad), Maharashtra Mohali (SahibzadaAjit Singh Nagar) Punjab, Chennai	Hospitals Villagers, partners (Annexure C&D)	55.6	45.7	45.7	45.7	45.7	Invoices & Bills
<b>D. Environment</b>										
	Waste water management, plantation, rain water harvesting, environment awareness	ensuring environ-mental sustainability, ecological balance	Shirwal (Satara), Maharashtra Mohali (SahibzadaAjit Singh Nagar) Punjab	Water Organization Trust Resources (WOTR) Partners, villagers, (Annexure C&D)	19.2	28	28	28	28	Invoice /receipts
<b>E. CSR Overhead</b>										
	Salary, Travel	CSR management	Mumbai,	Dedicated CSR Resource, Project Mgmt	26	26	26	26	26	Invoices /Salary slips

Other details of coverage and partners are given in Annexures A,B,C and D attached to this report.

### 3. Responsibility Statement

Through this report, G&B seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The Board of the company and the CSR Committee are responsible for the integrity and the objectivity of all the information provided in this report. In alignment with our Good & Green goals provided in our CSR Policy, all projects reported have been selected based on careful consideration of the extent to which they create sustainable outcomes in the communities around the area of operations. We have undertaken measures to ensure these projects are implemented in an effective and efficient manner so that they are able to deliver maximum impact. In line with the Companies Act, 2013, we have also instituted monitoring mechanisms to track the progress of projects and ensure their smooth implementation.

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

For Godrej & Boyce Mfg Co. Ltd

J. N. Godrej  
Chairman & Managing Director

V.M. Crishna  
Chairman of the CSR Committee

**ANNEXURE II TO THE DIRECTORS' REPORT**  
**DETAILS OF CSR EXPENDITURE INCURRED DURING THE YEAR**  
**Schedule A: List of States and Cities**

State presence	23
City presence	142

Sr. No.	State	No of training centres	Cities/town/district
1	Andhra Pradesh	6	Kurnool, Hyderabad, Warangal, Vijayawada, Eluru, Vishakhapattanam
2	Assam	2	Guwahati, Maligaon
3	Bihar	2	Patna, Gaya
4	Chattisgarh	1	Raipur
5	Daman	2	Daman, Silvassa
6	Delhi	1	Delhi
7	Goa	1	Panaji
8	Gujarat	6	Vaghaldhara, Ahmedabad, Narukot, Surat, Valsad, Dharampur
9	Haryana	4	Gurgaon, Chandigarh, Faridabad, Manimajra
10	Himachal Pradesh	1	Kangra
11	Jharkhand	4	Ranchi, Jamshedpur, Dhanbad, Palamu
12	Jammu & Kashmir	1	Jammu & Kashmir
13	Karnataka	15	Chamarajnagar, Chitradurga, Gulbarga, Kankapura, Bangalore, HD Kote, Bellary, Hubli, Vitalpura, Kalburgi, Hagaribommanahalli, Kolar, Bidar, Bangarpet, Molakalmuru,
14	Kerala	6	Palakkad, Kollam, Kochi, Trivandrum, Kunnur, Calicut
15	Madya Pradesh	7	Alirajpur, Bhopal, Jabalpur, Indore, Chatarpur, Datia, Tikamgarh
16	Maharashtra	25	Mumbai, Karjat, Ambernath, Mumbra, Shahapur, Nirmal, Tokawade, Vasai, Nagpur, Wadavali, Pune, Khalapur, Nashik, Walwanda, Pinguli, Chinchwad, Karjat, Amikapur, Satara, Thane, Lonavala, Khed, Baramati, Wardha, Malegaon
17	Orissa	14	Bhubaneshwar, Cuttack, Jatani, Paralakhemundi, Khurda, Roukela, Sambhalpur, Behrampur, Govindpur, Keonjhar, Cuttack, Dhenkanal, Nayagarh, Kordha
18	Punjab	4	Ludhian, Ropar, Lalru, Mohali
19	Rajasthan	7	Jaipur, Kota, Ajmer, Bhilwara, Sawai Madhopur, Bharatpur, Chitorgarh
20	Tamil Nadu	11	Madurai, Ayanavaram, Thiruvallur, Sriperumbudur, Vellore, Coimbatore, Chennai, Tirunelveli, Karaikudu, Ambur, karur, Trichy
21	Uttar Pradesh	10	Ghaziabad, Lucknow, Noida, Maradnagar, Dadri, Bareilly, Barabanki, Banda, Bijnor, Chitrkoot
22	Uttaranchal	2	Haridwar, Dehradun
23	West Bengal	10	Liluah, Vitalpura, Siliguri, Kolkata, Bherampore, Contai, Barasat, Asansol, Park Circus, Krishna nagar
	Total	142	

**ANNEXURE II TO THE DIRECTORS' REPORT**  
**DETAILS OF CSR EXPENDITURE INCURRED DURING THE YEAR**  
 Schedule B: List of Disha Partners and Disha ITI Lists

Sr. No.	Name of the Disha Partner	Address HO	Trades	No of locations
1	Ambuja Cement	Ambuja Cement Foundation, S-17 Near 8 Rasta Chauk, Laxmi Nagar, Nagpur- 440 022 (0712) 2250173	Refrigration& Air Conditioning (RAC)	1
2	Don BoscoYuva Kendra, Central	Don Bosco yuva Kendra, Nangloi Road, near Holy Cross School, Najafgarh - 110 043	Welding, Fitter, Refrigeration& Air Conditioning (RAC)	9
3	Don Bosco Tech-Western Province	Don Bosco Centre for Learning(DBCL), Premier Automobiles Road, KurlaWest, Mumbai 400070	Welding,Fitter,Electrical	6
4	Fr. Agnel	Agnel Technical Education Complex,Fr. AgnelAshram, BandStand, Bandra West, Mumbai-400050	Welding,Fitter, Electrical, RAC	11
5	Gram Tarang Employability Training Services Pvt. Ltd./ Centurion University	HIG-5, Phase-I, BDA Duplex, Pokhariput, Bhubaneshwar- 751020	Diesel forklift ,Fitter,Furniture service , Refrigeration & Air Conditioning (RAC), Welding, CNC Operator	9
6	George Telegraph Training Institute	31A, S. P. Mukherjee Road, Kolkata-700 025	Refrigration& Air Conditioning (RAC)	5
7	LabourNet	LabournetSerives India Pt. ltd,No.25/I-4,9th Cross ,JP Nagar II Phase,Banglore560078	Bar bending, Basic woodworking, Locks service, Masonry & Plastering, Painting, Sales, Plumbing, Sales, Retail sales, Shuttering carpentry, Tiling	22
8	LaurusEdutech	LaurusEdutech Life skills Pvt. Ltd, DP 110, Secnd phase ,F19, Ambattur Industrial Estate, Chennai -600058	Fitter, Electrical, Welding	7
9	RK Mission	Ram Krishna Mission rural health and welfare center, Village Sakwar, post Khaniwade, Mumbai-Ahmedabad highway, Taluka Vasai, Dist.- Thane, Maharashtra, 401305	Electrical	1
10	Shriram New Horizon	A-12, Sector-59, GautamBudh Nagar, Noida- 201301 (U.P.) 0120-4680800/4680900	Electrical	1
11	Art of Living SSRDP (Sri Sri Rural Development Program)	Art of Living Foundation, 21st km, Kanakpura Road, Udaipalia, Bangalore, Karanataka	Refrigration& Air Conditioning (RAC)	1
12	Vaghaldhara Vibhag Kelavni Mandal	VaghaldharaVibhagKelavni Mandal, Vocational Training Centre, Vaghaldhara 396375, Taluka & District Valsad,Gujarat	Welding, Machinist, CNC turning, CNC machinist,Welding, Advnce welding, CNC operator,Fitter, Plumbing, Refrigeration& Air Conditioning (RAC), Electician	1
13	Montfort	Brother of St. Gabriel Educational Society, MontfortBhavan, Provincial House, 116-862, Red Hills, Hyderabad, Andhara Pradesh 500004	Refrigration& Air Conditioning (RAC), Electrician	1

Sr. No.	Name of the Disha Partner	Address HO	Trades	No of locations
14	Myrada	No.2, Service Road,Domlur layout, Bangalore- 560071	Basic woodworking, Masonry & plastering, Plumbing, Welding	57
15	LokBharti Skilling Solutions Pvt. Ltd.	46, Janpath, New Delhi - 110001	Shuttering Carpentry, Barbending	11
16	Don Bosco Tech Society	St. Joseph's Industrial Training Institute Premier Automobiles Road, Kurla (West). Mumbai – 400070	Plumbing	1
17	Atul Institute of Vocational Excelance	Atul Institute of Vocational Excellence (AIVE), behind Nagar palika water works, near Eklavya girls residential school, Baroliya road, at Ozarpada, Tal- Dharampur, Dist. Valsad,, Gujarat, 396050	Electrician	1
18	Rustomjee Academy for Global careers PVT Ltd	Rustomjee Academy for Gloal careers pvt. Ltd., 1 <sup>st</sup> floor, Rustomji business chool, J.S. Road, opp.Rustomjee Irani marg, Dahisar, west Mumbai 400068	Electrician	2
19	Boys town	Jahanuma, Hydreabad, Telengana, 500053	Refrigration& Air Conditioning (RAC)	
20	Indo German Institute of Advanced Technology	38-22-29 industrial estate Kncharapalem Visakhapatnam , Andhra Pradesh. 530007	Refrigration& Air Conditioning (RAC)	
21	Morning Star bhopal	Genda chowk near sardar masjid sadar Betul, Madhya Pradesh	Refrigration& Air Conditioning (RAC)	
22	TARA Livelihood Academy	Society for Technology and Action for Rural advancement ( TARA) Orchha, Dist. – Tikamgarh, Madhya Pradesh	Refrigration& Air Conditioning (RAC)	

TOTAL TRAINING LOCATIONS

142

S.No	Govt./ Pvt.	City /Town	District	State	ITI	Division	Trade/s
1	Govt ITI	Eluru	West Godavari	Andhra Pradesh	ITI	GVTS	RAC
2	Govt ITI	Patna	Patna	Bihar	ITI	GVTS	RAC
3	Pvt ITI	Delhi	Delhi	Delhi	RND College ITI	GVTS	RAC
4	Pvt ITI	Vikaspuri	New Delhi	Delhi	Ambedkar ITI	GVTS	RAC
5	Pvt ITI	Vagaldhara	Vagaldhara	Gujrat	Vagaldhara – ITI	E & E	Electrician
6	Govt ITI	Tumkur Road	Bangalore	Karnataka	ITI	GVTS	RAC
7	Govt ITI	Vitalpura	Bangalore	Karnataka	ITI	GVTS	RAC
8	Pvt ITI	Bangalore	Bangalore	Karnataka	Ashok ITI	GVTS	RAC
9	Pvt ITI	Bangalore	Bangalore	Karnataka	Acharya ITI	GVTS	RAC
10	Pvt ITI	Chickballapur	Bangalore	Karnataka	Sir M V ITC	SSD	Fitter
	Pvt ITI	Chickballapur	Bangalore	Karnataka	Chickballapur ITI	SSD	Welder
	Pvt ITI	Chickballapur	Bangalore	Karnataka		SSD	Electrician
11	Pvt ITI	Davangere	Davangere	Karnataka	RVVS ITI, Davangeri	GVTS	RAC
12	Govt ITI	Hubli	Hubli	Karnataka	ITI	GVTS	RAC
13	Pvt ITI	Cochin	Cochin	Kerala	MMB ITC ITI	GVTS	RAC
14	Govt ITI	Cochin	Cochin	Kerala	VHSE ITI	GVTS	RAC
15	Pvt ITI	Kannur	Indore	Kerala	ITI Kannur	GVTS	RAC
16	Govt ITI	Indore	Kannur	Madhya Pradesh	ITI	GVTS	RAC
17	Govt ITI	Khar	Mumbai	Maharashtra	ITI	GVTS	RAC
18	Govt ITI	Borivali	Mumbai	Maharashtra	ITI	CTC	Welder
19	Govt ITI	Mandavi	Mumbai	Maharashtra	ITI	CTC	Welder
20	Govt ITI	Nehrunagar, Kurla	Mumbai	Maharashtra	ITI	CTC	Welder
21	Govt ITI	Byculla	Mumbai	Maharashtra	ITI	PCS	Turner
	Govt ITI	Byculla	Mumbai	Maharashtra	ITI	PCS	Machinist
	Govt ITI	Byculla	Mumbai	Maharashtra	ITI	MHE	Diesel Mech.
22	Govt ITI	Kurla	Mumbai	Maharashtra	ITI	PED	Welder
	Govt ITI	Kurla	Mumbai	Maharashtra	ITI	GVTS	RAC
23	Pvt ITI	Kurla	Mumbai	Maharashtra	Don Bosco WP- ITI	E & E	Electrician
24	Govt ITI	Mulund	Mumbai	Maharashtra	ITI	PES	Machinist
	Govt ITI	Mulund	Mumbai	Maharashtra	ITI	GVTS	RAC
	Govt ITI	Mulund	Mumbai	Maharashtra	ITI	CTC	Welder
25	Govt ITI	Dharavi	Mumbai	Maharashtra	ITI	GVTS	RAC
26	Govt ITI	Bhivandi	Thane	Maharashtra	ITI	GVTS	RAC
27	Govt ITI	Kalyan	Thane	Maharashtra	ITI	CTC	Fitter
	Govt ITI	Kalyan	Thane	Maharashtra	ITI	CTC	Welder
28	Govt ITI	Ulhasnagar	Thane	Maharashtra	ITI	CTC	Fitter
29	Govt ITI	Thane	Thane	Maharashtra	ITI	Tooling	Machinist
	Govt ITI	Thane	Thane	Maharashtra	ITI	Tooling	Turner
	Govt ITI	Thane	Thane	Maharashtra	ITI	CTC	Welder
	Govt ITI	Thane	Thane	Maharashtra	ITI	CTC	Fitter
30	Govt ITI	Ambarnath	Thane	Maharashtra	ITI	PCS	Turner
	Govt ITI	Ambarnath	Thane	Maharashtra	ITI	PCS	Machinist
	Govt ITI	Ambarnath	Thane	Maharashtra	ITI	MHE	Diesel Mech.
	Govt ITI	Ambarnath	Thane	Maharashtra	ITI	CTC	Welder
	Govt ITI	Ambarnath	Thane	Maharashtra	ITI	CTC	Fitter
31	Govt ITI	Panvel	Raigad	Maharashtra	ITI	Tooling	Machinist
32	Govt ITI	Lonavala	Pune	Maharashtra	ITI	GVTS	RAC
33	Govt ITI	Chandoli	Pune	Maharashtra	ITI	GVTS	RAC
34	Govt ITI	Baramati	Pune	Maharashtra	ITI	GVTS	RAC
35	Govt ITI	Chinchwad	Pune	Maharashtra	ITI	PRIMA	Fitter
36	Pvt ITI	Chinchwad	Pune	Maharashtra	Don Bosco WP- ITI	E & E	Electrician
37	Govt ITI	Karad	Karad	Maharashtra	ITI	GVTS	RAC
38	Govt ITI	Sangli	Sangli	Maharashtra	ITI	MHE	Diesel Mech.
39	Govt ITI	Satara	Satara	Maharashtra	ITI	Lawkim	Fitter
	Govt ITI	Satara	Satara	Maharashtra	ITI	Lawkim	Tool & Die Maker
40	Govt ITI	Lonand	Satara	Maharashtra	ITI	Lawkim	Fitter



S.No	Govt./ Pvt.	City /Town	District	State	ITI	Division	Trade/s
	Govt ITI	Lonand	Satara	Maharashtra	ITI	Lawkim	Electrician
41	Govt ITI	Wai	Satara	Maharashtra	ITI	Lawkim	Electronics
42	Govt ITI	Chandigarh	Chandigarh	Punjab	ITI	GVTS	RAC
43	Govt ITI	Lalru	Mohali	Punjab	ITI	GVTS	RAC
44	Govt ITI	Ajmer	Ajmer	Rajasthan	ITI	GVTS	RAC
45	Govt ITI	Jaipur	Jaipur	Rajasthan	ITI	GVTS	RAC
46	Pvt ITI	Kota	Kota	Rajasthan	Mahatma Gandhi ITI	GVTS	RAC
47	Govt ITI	Ambattur	Chennai	Tamil Nadu	ITI	SSG	Fitter
	Govt ITI	Ambattur	Chennai	Tamil Nadu	ITI	GVTS	RAC
48	Pvt ITI	Chennai	Chennai	Tamil Nadu	St. Joseph ITI -Chennai	GVTS	RAC
49	Pvt ITI	Chennai	Chennai	Tamil Nadu	Brilliant ITI	GVTS	RAC
50	Pvt ITI	Chennai	Chennai	Tamil Nadu	Sri Sarwodaya ITI	GVTS	RAC
51	Pvt ITI	Chennai	Chennai	Tamil Nadu	Dream India ITI	GVTS	RAC
52	Pvt ITI	Ayanawaram	Chennai	Tamil Nadu	SAM Ayanawaram ITI	SSD	Fitter
	Pvt ITI	Ayanawaram	Chennai	Tamil Nadu	SAM Ayanawaram ITI	SSD	Welder
	Pvt ITI	Ayanawaram	Chennai	Tamil Nadu	SAM Ayanawaram ITI	SSD	Electrician
53	Pvt ITI	Sriperumbudur	Chennai	Tamil Nadu	Sriperumbudur Industrial School ITI	SSD	Fitter
	Pvt ITI	Sriperumbudur	Chennai	Tamil Nadu	Sriperumbudur Industrial School ITI	SSD	Welder
	Pvt ITI	Sriperumbudur	Chennai	Tamil Nadu	Sriperumbudur Industrial School ITI	SSD	Electrician
54	Pvt ITI	Thiruvallur	Chennai	Tamil Nadu	SAM Thiruvallur ITI	SSD	Fitter
	Pvt ITI	Thiruvallur	Chennai	Tamil Nadu	SAM Thiruvallur ITI	SSD	Welder
	Pvt ITI	Thiruvallur	Chennai	Tamil Nadu	SAM Thiruvallur ITI	SSD	Electrician
55	Pvt ITI	Dindigul	Chennai	Tamil Nadu	St la Salle Puthumanam Industrial School ITI	SSD	Fitter
	Pvt ITI	Dindigul	Chennai	Tamil Nadu	St la Salle Puthumanam Industrial School ITI	SSD	Welder
	Pvt ITI	Dindigul	Chennai	Tamil Nadu	St la Salle Puthumanam Industrial School ITI	SSD	Electrician
56	Pvt ITI	Sankarankovil	Tirunelveli	Tamil Nadu	Vel's ITI	SSD	Fitter
	Pvt ITI	Sankarankovil	Tirunelveli	Tamil Nadu	Vel's ITI	SSD	Welder
	Pvt ITI	Sankarankovil	Tirunelveli	Tamil Nadu	Vel's ITI	SSD	Electrician
57	Pvt ITI	Tiruvannamali	Kalasapakkam	Tamil Nadu	Shanmugam ITI	SSD	Fitter
	Pvt ITI	Tiruvannamali	Kalasapakkam	Tamil Nadu	Shanmugam ITI	SSD	Welder
	Pvt ITI	Tiruvannamali	Kalasapakkam	Tamil Nadu	Shanmugam ITI	SSD	Electrician
58	Pvt ITI	Coimbatore	Coimbatore	Tamil Nadu	Ramakrishna ITI	GVTS	RAC
59	Govt ITI	Chidambaram	Coimbatore	Tamil Nadu	ITI	GVTS	RAC
60	Govt ITI	Karur	Karur	Tamil Nadu	ITI	GVTS	RAC
61	Pvt ITI	Madurai	Madurai	Tamil Nadu	Don Bosco ITI	GVTS	RAC
62	Pvt ITI	Thirunelveli	Thirunelveli	Tamil Nadu	Krimson ITI	GVTS	RAC
63	Pvt ITI	Trichy	Trichy	Tamil Nadu	Adishankar ITI	GVTS	RAC
64	Pvt ITI	Vellore	Vellore	Tamil Nadu	Kennedy ITI	GVTS	RAC
65	Pvt ITI	Hyderabad	Hyderabad	Telangana	Boys Town ITI	GVTS	RAC
66	Govt ITI	Dadri	Gautam Buddha N	Uttar Pradesh	ITI	GVTS	RAC
67	Govt ITI	Murad Nagar	Ghaziabad	Uttar Pradesh	ITI	GVTS	RAC
68	Govt ITI	Lucknow	Lucknow	Uttar Pradesh	ITI	GVTS	RAC
69	Govt ITI	Meerat	Meerat	Uttar Pradesh	ITI	GVTS	RAC
70	Govt ITI	Noida	Noida	Uttar Pradesh	ITI	GVTS	RAC
71	Govt ITI	Niranjanpur	Dehradun	Uttarakhand	ITI	GVTS	RAC
72	Pvt ITI	Narendrapur	Kolkata	West Bengal	RKM ITI	GVTS	RAC
73	Pvt ITI	Kolkata	Kolkata	West Bengal	Shrimati Techno ITI	GVTS	RAC
74	Govt ITI	Malda	Malda	West Bengal	ITI	GVTS	RAC
75	Govt ITI	Habibpur	Malda	West Bengal	ITI	GVTS	RAC

## Annexure C: List of partners for Table 2, Bullet A ii, B, C and D

SN	Partners	Address of Head office	Area of intervention
1	WOTR	"Paryavaran", Behind Market Yard, Sarasnagar Rd, Ahmednagar, Maharashtra 414001	Environment: Waste water Management
2	Greenway Grameen Pvt. Ltd.	805, 2, LodhaSupremus, SenapatiBapatMarg, Railway Colony, Lower Parel, Mumbai, Maharashtra 400013	Health: Smokeless Chulha
3	BhartiVidyapeeth University	LBS Road, 13 SadashivPeth, Next to Alka Talkies, Pune, Maharashtra 411030	Environment education
4	Urmee (Urban Rural Management Empowerment & Establishment)	15-A, Bhale Estate, Behind Pratham Motors, Mumbai-Pune Road, Wakdewadi, Pune-411003	Promoting Education
5	Idea Foundation	IDEA, Flat No 10, Fountain Head Apartment, Opp.Karishma Society, Kothrud, Pune 411038, Ph. No. 09890119732	Promoting Education
6	Navneet	Navneet Education Limited NavneetBhavan, Bhavani Shankar Road, Dadar (W). Mumbai – 400 028. India.	Promoting Education

## Annexure D: Consultants for the studies &amp; reports

SN	Consultant	Address of Head office	Area of intervention
1.	Idobro	121, East West Industrial Estate, Andheri-Kurla Road, Safed Pool, Mumbai – 400 072	Community need assessment survey
2.	Karve Institute of Social Studies	No 18, Hill Side, Karve Nagar, Behind Vana Devi Temple, Pune, Maharashtra 411052	Community need assessment survey
3.	Ethica Strategy	Ethica Strategy India Pvt. Ltd., L-1, first floor, Green Park extension, New Delhi, 110016, India.	Employability Impact study
4.	Rural Shores	Rural Shores Business Services Pvt. Ltd, 135/2 Maruthi Industrial Eastate, ITPL road, Rajapalya, Hoodi, White field, Bangalore, 560048	Impact assessment

## ANNEXURE III TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT (Form No MR – 3)  
For The Financial Year Ended On 31st March, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Godrej and Boyce Manufacturing Company Limited

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

Based on our verification of Godrej & Boyce Manufacturing Company Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; - Not applicable as the Company's shares are in physical form.
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -the Company is an unlisted public company and hence compliance limited to the extent applicable in respect of the Company's holdings in listed public companies;
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The following laws are specifically applicable to the Company as per the representation given by the Company: -
  1. Arms Act, 1959 and Indian Arms Rules 1962.
  2. Atomic Energy Act, 1962 and Atomic Energy (Safe Disposal of Radioactive Wastes) Rules, 1987.
  3. Atomic Energy Act, 1962 and Atomic Energy (Radiation Protection) Rules, 2004.
  4. Energy Conservation Act, 2001 and Bureau of Energy Efficiency (Manner and Intervals of Time for Conduct of Energy Audit) Regulations, 2010.
  5. Energy Conservation Act, 2001 read with Energy Consumption Standard for star labelled room A/Cs of the vapour compression type which are of window A/C and 1:1 high wall split A/C.
  6. Energy Conservation Act, 2001 read with Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Household Frost Free Refrigerators) Regulations, 2009.
  7. Energy Conservation Act, 2001 read with Bureau of Energy Efficiency (Particulars and Manner of their Display on Labels of Room Air Conditioners) Regulations, 2009.
  8. Energy Conservation Act, 2001 read with Energy Consumption Standard for star labelled household frost free refrigerator and Notification issued by BEE dated 16 December 2015.
  9. Explosives Act, 1884 and Gas Cylinder Rules, 2004.

10. Explosives Act, 1884 and Static and Mobile Pressure Vessels (Unfired) Rules, 1981.
11. Forest (Conservation) Act 1980 and Forest (Conservation) Rule 2003.
12. Jammu and Kashmir Industrial Establishments (National and Festival) Holidays Act, 1974 and Jammu and Kashmir Industrial Establishments (National and Festival) Holidays Rules.
13. Petroleum Act, 1934 read with Petroleum Rules 2002.
14. Environment (Protection) Act, 1986 and Bio-Medical Waste (Management and Handling) Rules, 1998.
15. Maharashtra Acquisition of Private Forests Act, 1975.
16. Maharashtra Felling of Trees (Regulation) Act, 1984.
17. Building & Other Construction Workers' Welfare Cess Act, 1996
18. Child Labour (Prohibition & Regulation) Act, 1986
19. Building & Other Construction Workers' (Regulation of Employment & Conditions of Service) Act, 1996.
20. Industrial Employment (Standing Orders) Act, 1946
21. Inter-State Migrant Workmen Regulation of Employment and Conditions of Service Act, 1979.
22. Manufacture, Storage and Import of Hazardous Chemical Rules, 1989.
23. Bio-Medical Waste (Management and Handling) Rules, 1998 / 2003.
24. The Gujarat SEZ Act, 2004 – Dahej.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Listing Agreements entered into by the Company with BSE Limited & The National Stock Exchange of India Limited: - NOT APPLICABLE.

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

We further report that:

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

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

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

The Statutory Auditors have already mentioned that there was no major fraud during the year under review. Internal Auditors have given their reports on various financial matters including minor irregularities to the Audit Committee.

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

We further report that during the audit period, the Company has:

- i. Issued Secured, Redeemable, Rated, Unlisted, Non-Convertible Debentures of Rs. 500 Crores in two tranches of Rs.250 Crores each. The application money was deposited in Current Account of the Company and the debentures were allotted on the same day.
- ii. Passed Board resolution for authority to issue and buyback of Commercial Papers upto Rs. 700 Crores.
- iii. Passed a Special Resolution for alteration of the Object Clause.

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

Place:- Thane

Date:- 26th August, 2016

Bhavana Shewakramani  
Partner

FCS – 8636, COP –9577

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,  
The Members  
Godrej and Boyce Manufacturing Company Limited

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

1. Maintenance of Statutory and other secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. We believe that the processes & practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness, adequacy and appropriateness of financial records and books of Accounts of the Company. We have relied on the report of the Statutory Auditors in respect of the same and the other matters dealt with in their report as per the guidance of the Institute of Company Secretaries of India.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Company was following system of obtaining reports from various departments to ensure compliance with applicable laws and now is in the process of implementing electronic system for compliance management to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

Place:- Thane  
Date:- 26th August, 2016

Bhavana Shewakramani  
Partner  
FCS – 8636, COP - 9577



Godrej & Boyce Manufacturing Company Limited

**LIST OF ENCLOSURES TO THE  
ANNUAL REPORT AND ACCOUNTS  
Year ended 31st March, 2016**

Enclosure 1: Consolidated Financial Statements for the year ended 31st March, 2016  
(Paragraph 1 of the Directors' Report)

Enclosure 2: Extract of Annual Return  
(Paragraph 4 of the Directors' Report)

Enclosure 3: Form No. AOC-2 pursuant to Section 134 (3) (h) of the Companies Act, 2013  
(Paragraph 10 of the Directors' Report)

Enclosure 4: Form No. MGT - 11 ( PROXY FORM)





Godrej & Boyce Manufacturing Company Limited

ANNUAL REPORT AND ACCOUNTS  
Year ended 31st March, 2016

ENCLOSURE 2

EXTRACT OF ANNUAL RETURN  
Referred to in paragraph 4 of the  
Directors' Report



## GODREJ AND BOYCE MFG. CO.LTD

## EXTRACT OF ANNUAL RETURN IN FORM MGT-9

REQUIRED TO BE ATTACHED WITH THE DIRECTORS' REPORT AS ON THE FINANCIAL YEAR ENDED 31.03.2016

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

## I. REGISTRATION &amp; OTHER DETAILS:

i	CIN	U28993MH1932PLC001828
ii	Registration Date	03-03-32
iii	Name of the Company	GODREJ AND BOYCE MANUFACTURING CO. LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non- Government Company
v	Address of the Registered office and contact details	PIROJSHANAGAR, VIKHROLI, MUMBAI. Tel: 022 67961700/1800
vi	Whether listed company (Yes/No)	No
vii	Name , Address & Contact details of Registrar & Transfer Agent, if any.	NA

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Domestic electric appliances such as refrigerators, washing machines and airconditioners	27501, 28192	32.01%
2	Furniture	31003	21.98%
3	Reinforced safes, vaults, strongroom doors and other security equipment.	25996	8.58%
4	Locks	25934	7.41%
5	Electricals & Electronics	422, 432	6.26%
	<b>TOTAL</b>		<b>76.24%</b>

## III. PARTICULARS OF HOLDING , SUBSIDIARY &amp; ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Godrej Industries Ltd., Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai 400079	L24241MH1988PLC097781	Subsidiary	57.71%	2(87)
2	Godrej Infotech Ltd., Pirojshanagar, Vikhroli, Mumbai 400079	U32100MH1997PLC106135	Subsidiary	52.06%	2(87)
3	Godrej (Malaysia) Sdn. Bhd., 29B, Jalan SS 22/19 Damansara Jaya 47400 Petaling Jaya Selangor Darul Ehsan Malaysia	NA	Subsidiary	100%	2(87)
4	Godrej (Singapore) Pte. Ltd. 11 Lok Yang Way, Jurong, Singapore 628632	NA	Subsidiary	100%	2(87)
5	Veromatic International BV Donker Duyvisweg 56; 3316 BM Dordrecht, The Netherlands	NA	Subsidiary	100%	2(87)
6	Busbar Systems (India) Ltd., No.4N, Dabospet Indl. Estate, Bangalore (Rural), Bangalore, Karnataka 562111	U31200KA2009PTC049167	Subsidiary	100%	2(87)



7	Mercury Mfg. Co. Ltd., Plot No.D-3, Phase II, MEP Zone, G.S.T.Zone, Tambaram, Chennai 600045	U28112TN1992PLC023798	Subsidiary	100%	2(87)
8	Godrej Americas Inc. 808 Harris Ave Austin, Texas 78705	NA	Subsidiary	100%	2(87)
9	India Circus Retail Pvt. Ltd. Godrej Plant 13 Annex, 2nd Floor, Pirojshanagar, Vikhroli - East, Mumbai- 400079	U52600MH2011PTC223988	Subsidiary	51.95%	2(87)
10	Godrej Consumer Products Ltd. Pirojshanagar Eastern Express Highway, Vikhroli East, Mumbai- 400079	L24246MH2000PLC129806	Subsidiary Godrej and Boyce Mfg. Co. Ltd. - 34.80% together with Godrej Industries Limited, a subsidiary of Godrej and Boyce Mfg. Co. Ltd. - 23.77%	58.57%	2(87)
11	Godrej Agrovet Ltd. Pirojshanagar Eastern Express Highway, Vikhroli East, Mumbai- 400079	U15410MH1991PLC135359	Subsidiary Godrej and Boyce Mfg. Co. Ltd. - 2.87% together with Godrej Industries Limited, a subsidiary of Godrej and Boyce Mfg. Co. Ltd. - 60.81%	63.68%	2(87)
12	Godrej Properties Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	L74120MH1985PLC035308	Subsidiary Godrej and Boyce Mfg. Co. Ltd. - 4.92% together with Godrej Industries Limited, a subsidiary of Godrej and Boyce Mfg. Co. Ltd. - 56.73%	61.65%	2(87)
13	Ensemble Holdings & Finance Ltd. Pirojshanagar Eastern Express Highway, Vikhroli, Mumbai- 400079	U67120MH1992PLC065457	Subsidiary of Godrej Industries Limited	Nil	2(87)
14	Godrej International Ltd. (Labuan) Kensington Gardens, No. U1317, Lot 7616, Jalan Jumidar Buyong, 87000 Labuan F.T	NA	Subsidiary of Godrej Industries Limited	Nil	2(87)
15	Natures Basket Ltd. Pirojshanagar Eastern Express Highway, Vikhroli East, Mumbai- 400079	U15310MH2008PLC182816	Subsidiary of Godrej Industries Limited	Nil	2(87)
16	Godrej International Trading & Investments Pte Ltd. 111 North Bridge Road, #16-04 Peninsula Plaza, Singapore 179098	NA	Subsidiary of Godrej Industries Limited	Nil	2(87)
17	Godrej International Ltd. 284A Chase Road, Southgate, London- N14 6HF	NA	Subsidiary of Godrej Industries Limited	Nil	2(87)
18	Godrej Infotech Americas Inc. 1019, Classic Road, Apex, NC 27539	NA	Subsidiary of Godrej Infotech Limited	Nil	2(87)
19	Godrej Infotech (Singapore) Pte. Ltd. 11, Lok Yank Way, Singapore – 628632	NA	Subsidiary of Godrej Infotech Limited	Nil	2(87)
20	LVD Godrej Infotech NV- Hondschoetstraat, 8560, Gullegem	NA	Subsidiary of Godrej Infotech Limited	Nil	2(87)
21	Godrej Seeds & Genetics Ltd. Godrej Agrovet Building, Gate No. 2, Pirojshanagar Eastern Express Highway, Vikhroli (East) Mumbai- 400079	U01403MH2011PLC218351	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
22	Godvet Agrochem Ltd. Gate No. 2, Godrej Agrovet Building, Pirojshanagar Eastern Express Highway, Vikhroli (East) Mumbai- 400079	U01400MH2014PLC252382	Subsidiary of Godrej Agrovet Limited	Nil	2(87)

23	Astec LifeSciences Ltd. 7th Floor, Elite Square, 274 Perin Nariman Street, Fort, Mumbai-400001	L99999MH1994PLC076236	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
24	Behram Chemicals Pvt. Ltd. Arman Residency, Ist Floor, 102, R.W. Sawant Road, Oss, Mumbai-Nasik Fly Over, Thane (W) Thane-400601	U24100MH1993PTC071480	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
25	Astec Crop Care Private Limited 7th Floor, Elite Square, 274 Perin Nariman Street, Fort, Mumbai – 400 001	U24232MH2010PTC209397	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
26	Astec Europe Sprl Belgium, Europe	NA	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
27	Comercializadora Agricola Agroastrachem Cia Ltda. Colombia Bogota, Columbia	NA	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
28	Creamline Dairy Products Ltd. H.No.6-3-1238/B/21, Asif Avenue, Rajbhavan Road, Hyderabad-500082	U15201TG1986PLC006912	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
29	Nagavalli Milkline Pvt. Ltd. H.No: 6-3-1238/B/21, Asif Avenue, Raj Bhavan Road, Hyderabad-500082	U15209TG1999PTC031625	Subsidiary of Godrej Agrovet Limited	Nil	2(87)
30	Godrej Realty Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70100MH2005PTC154268	Subsidiary of Godrej Properties Limited	Nil	2(87)
31	Godrej Real Estate Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U45200MH2007PTC168818	Subsidiary of Godrej Properties Limited	Nil	2(87)
32	Happy Highrises Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U51909MH1993PLC180464	Subsidiary of Godrej Properties Limited	Nil	2(87)
33	Godrej Buildcon Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2010PTC207957	Subsidiary of Godrej Properties Limited	Nil	2(87)
34	Godrej Projects Development Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2010PTC210227	Subsidiary of Godrej Properties Limited	Nil	2(87)
35	Godrej Garden City Properties Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U74900MH2011PTC213782	Subsidiary of Godrej Properties Limited	Nil	2(87)
36	Godrej Landmark Redevelopers Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2012PTC228114	Subsidiary of Godrej Properties Limited	Nil	2(87)
37	Godrej Redevelopers (Mumbai) Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2013PTC240297	Subsidiary of Godrej Properties Limited	Nil	2(87)

38	Godrej Green Homes Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70200MH2013PLC251378	Subsidiary of Godrej Properties Limited	Nil	2(87)
39	Godrej Home Developers Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC263223	Subsidiary of Godrej Properties Limited	Nil	2(87)
40	Godrej Hillside Properties Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC263237	Subsidiary of Godrej Properties Limited	Nil	2(87)
41	Godrej Greenview Housing Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC264491	Subsidiary of Godrej Properties Limited	Nil	2(87)
42	Godrej Prakriti Facilities Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC265345	Subsidiary of Godrej Properties Limited	Nil	2(87)
43	Godrej Investment Advisers Private Limited Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U65190MH2015PTC265708	Subsidiary of Godrej Properties Limited	Nil	2(87)
44	Godrej Highrises Properties Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70200MH2015PTC266010	Subsidiary of Godrej Properties Limited	Nil	2(87)
45	Wonder Projects Development Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC265969	Subsidiary of Godrej Properties Limited	Nil	2(87)
46	Godrej Genesis Facilities Private Limited Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70100MH2016PTC273316	Subsidiary of Godrej Properties Limited	Nil	2(87)
47	Godrej Fund Management Pte. Ltd. 8 Marina, Boulevard, #05-02, Marina Bay Financial Centre, Singapore 018981	201601870G	Subsidiary of Godrej Properties Limited	Nil	2(87)
48	JT Dragon Pte. Ltd. (Incorporated in Singapore) 11, Lok Yang, Jurong, Singapore 628632	NA	Subsidiary of Godrej (Singapore) Pte. Ltd.	Nil	2(87)
49	Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam) 10 Tu Do Avenue, Vietnam Singapore Industrial Park, Thuan An District, Binh Duong Province, Vietnam	NA	Subsidiary of J. T. Dragon Pte. Ltd.	Nil	2(87)
50	Veromatic Services BV (incorporated in the Netherlands) Donker Duyvisweg 56; 3316 BM Dordrecht, The Netherlands	NA	Subsidiary of Veromatic International BV	Nil	2(87)
51	Godrej South Africa (Proprietary) Ltd. (incorporated in South Africa) 11 Young Road, Pinetown 3610	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)

52	Godrej Netherlands BV (incorporated in the Netherlands) SGG Netherlands Claude Debussylaan 24, 1082 MD Amsterdam	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
53	Godrej Global Mid East FZE (incorporated in Sharjah, U.A.E.) B2-23, PO Box. 7966 Sharjah Airport International Free Zone Sharjah, UAE	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
54	Godrej Consumer Products Mauritius Ltd. C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
55	Godrej Consumer Products Holding (Mauritius) Ltd. (incorporated in the Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
56	Godrej Household Products Lanka (Private) Ltd. (incorporated in Sri Lanka) No 7 C, Post Masters Place, Off Templers Road, Mount Lavinia, Sri Lanka	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
57	Godrej Household Products (Bangladesh) Pvt. Ltd. (incorporated in Bangladesh) HB-Tower (Level-5), Flat no. 601 and 602, House No. 1A, Road No.23, Gulshan-1, Dhaka-1212, Bangladesh	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
58	Godrej Consumer Products Bangladesh Ltd. (incorporated in Bangladesh) HB- Tower (Level-5), Flat no. 601 and 602, House No. 1A, Road No.23, Gulshan- 1, Dhaka-1212, Bangladesh	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
59	Godrej Mauritius Africa Holdings Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
60	Godrej West Africa Holdings Ltd. (incorporated in Mauritius on 11th February, 2014) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	subsidiary of DGH Mauritius Pvt. Ltd.	Nil	2(87)
61	Godrej UK Limited 1st Floor, Falcon House, 115-123, Staines Road, Hounslow, Middlesex, TW3 3LL	NA	Subsidiary of Godrej Netherlands BV	Nil	2(87)
62	Godrej Consumer Products (UK) Ltd. 1st Floor, Falcon House, 115-123, Staines Road, Hounslow, Middlesex, TW3 3LL	NA	Subsidiary of Godrej UK Limited	Nil	2(87)
63	Godrej Consumer Investments (Chile) Spa, (incorporated in Chile) Vargas Fontecilla 3830, Quinta Normal, RM Santiago, Chile	NA	Subsidiary of Godrej Consumer Products Holdings (UK) Ltd.	Nil	2(87)

64	Godrej Holding (Chile) Limitada, (incorporated in Chile) Vargas Fontecilla 3830, Quinta Normal, RM Santiago, Chile	NA	Subsidiary of Godrej Consumer Investments (Chile) Spa	Nil	2(87)
65	Godrej Mid East Holdings Ltd. Unit 15161, Level 15, The Gate Building, Dubai International Financial Centre, PO Box 506997, Dubai, UAE	NA	Subsidiary of Godrej Indonesia IP Holding Limited	Nil	2(87)
66	Cosmetica Nacional, (incorporated in Chile) Vargas Fontecilla 3830, Quinta Normal, RM Santiago, Chile	NA	Subsidiary of Godrej Holdings (Chile) Limitada	Nil	2(87)
67	Plasticos Nacional, (incorporated in Chile) Vargas Fontecilla 3984, Quinta Normal, RM Santiago, Chile	NA	Subsidiary of Cosmetica Nacional	Nil	2(87)
68	Kinky Group Proprietary Ltd. 11 Young Road, Pinetown 3610	NA	Subsidiary of Godrej Kinky Holdings Ltd.	Nil	2(87)
69	Godrej Nigeria Ltd. (incorporated in Nigeria) Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	NA	Subsidiary of Godrej Consumer Products Mauritius Ltd.	Nil	2(87)
70	Indovest Capital Ltd. (incorporated in Malaysia) Portcullis Trustnet (Labuan) Limited, Level 6(D), Main Office Tower, Financial Park Labuan Comple Jalan Merdeka 87000 Labuan F. T., Malaysia	NA	Subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.	Nil	2(87)
71	Godrej Consumer Products Dutch Cooperatief UA, (incorporated in the Netherlands) SGG Netherlands Claude Debussylaan 24, 1082 MD Amsterdam	NA	Subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.	Nil	2(87)
72	Godrej Consumer Products (Netherlands) BV (incorporated in the Netherlands) SGG Netherlands Claude Debussylaan 24, 1082 MD Amsterdam	NA	Subsidiary of Godrej Consumer Products Dutch Cooperatief UA	Nil	2(87)
73	Godrej Consumer Holdings (Netherlands) BV (incorporated in the Netherlands) SGG Netherlands Claude Debussylaan 24, 1082 MD Amsterdam	NA	Subsidiary of Godrej Consumer Products Dutch Cooperatief UA	Nil	2(87)
74	PT Megasari Makmur (incorporated in Indonesia) Jl. Pancasila V RT.04 RW.13 Cicadas Gunung Putri Bogor 16965	NA	Subsidiary of Godrej Consumer Holdings (Netherlands) BV	Nil	2(87)
75	PT Intrasari Raya (incorporated in Indonesia) Jl. Pancasila IV Cicadas Raya KM. 9 Gunung Putri, Bogor 16965	NA	Subsidiary of Godrej Consumer Holdings (Netherlands) BV	Nil	2(87)
76	PT Ekamas Sarijaya (incorporated in Indonesia) Jl. Raya Narogong Paal 10 RT.02 RW.03 Limus Nunggal Cileungsi Bogor 16965	NA	Subsidiary of Godrej Consumer Holdings (Netherlands) BV	Nil	2(87)
77	PT Indomas Susemi Jaya (incorporated in Indonesia) Jl. Raya Narogong KM. 15 Kampung Ciketing Barat RT.003 RW.001, Ciketing Udik Bantar Gebang Bekasi 17153	NA	Subsidiary of Godrej Consumer Holdings (Netherlands) BV	Nil	2(87)

78	PT Sarico Indah (incorporated in Indonesia) Jl. Pancasila IV RT.02 RW.04 Cicadas Gunung Putri Bogor 16965	NA	Subsidiary of Godrej Consumer Holdings (Netherlands) BV	Nil	2(87)
79	Panamar Produccioness S.A. (incorporated in Argentina) Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	NA	Subsidiary of Godrej Netherlands Argentina BV	Nil	2(87)
80	Argencos S.A. (incorporated in Argentina) Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	NA	Subsidiary of Godrej Netherlands Argentina BV	Nil	2(87)
81	Laboratoria Cuenca S.A. (incorporated in Argentina) Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	NA	Subsidiary of Godrej Netherlands Argentina BV	Nil	2(87)
82	Deciral S.A. (incorporated in Uruguay) Calle Osvaldo Cruz 5398 Codigo Postal 12200 – Montevideo - Uruguay	NA	Subsidiary of Laboratoria Cuenca S.A.	Nil	2(87)
83	Issue Group Brazil Ltd. (incorporated in Brazil) Rod. João Leopoldo Jacomel 12475 – Sl 02 - Pinhais (Cep 83323-4100) – Parana - Brasil	NA	Subsidiary of Laboratoria Cuenca S.A.	Nil	2(87)
84	Consell S.A . (incorporated in Argentina) Empedrado 2435 – Ciudad Autónoma de Buenos Aires – Argentina	NA	Subsidiary of Laboratoria Cuenca S.A.	Nil	2(87)
85	Subinite Pty Ltd. (incorporated in South Africa) 7 Potgieter Street, Alrode 1449, Johannesburg,Private Bag X 035, Unit 21, Alberton, 1450, South Africa	NA	Subsidiary of Godrej West Africa Holdings Ltd.	Nil	2(87)
86	Lorna Nigeria Ltd (incorporated in Nigeria) Plot No 2A, Ayodele Diyan Street,Ikeja, Lagos, Nigeria.	NA	Subsidiary of Weave Business Holding Mauritius Pvt. Ltd.	Nil	2(87)
87	Weave IP Holding Mauritius Pvt. Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej West Africa Holdings Ltd.	Nil	2(87)
88	Weave Trading Mauritius Pvt. Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd ,Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Weave Holdings Ltd.	Nil	2(87)
89	Hair Trading (Offshore) S. A. L. (incorporated in Lebanon) Corniche Al-Mazraa- Mama Strt.- Chamat Bldg., Beirut- Lebanon	NA	Subsidiary of Weave Trading Mauritius Pvt Ltd.	Nil	2(87)
90	Weave Mozambique Limitada (incorporated in Mozambique) Av. Samora Machel, 6819-EN4, Maputo- Witibank KM 15Maputo	NA	Subsidiary of Godrej West Africa Holdings Ltd.	Nil	2(87)
91	Godrej East Africa Holdings Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Ltd.	Nil	2(87)

92	Style Industries Ltd. (incorporated in Kenya) L.R No.1870/1/575, 1st Floor, Empress Plaza, Westlands, P.O Box 30682, 00100, Nairobi	NA	Subsidiary of DGH Phase Two Mauritius Pvt. Ltd.	Nil	2(87)
93	DGH Phase Two Mauritius Pvt. Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary Godrej East Africa Holdings Ltd.	Nil	2(87)
94	Godrej Tanzania Holdings Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Ltd.	Nil	2(87)
95	DGH Tanzania Ltd (incorporated in Tanzania) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Tanzania Holdings Ltd.	Nil	2(87)
96	Sigma Hair Industries Ltd. (incorporated in Tanzania) 11th Floor, PPF Tower, Ohio Street/ Garden Avenue, P O Box 1160, Dar Es Salaam, Tanzania		Subsidiary of DGH Tanzania Ltd.	Nil	2(87)
97	Weave Ghana Ltd. (incorporated in Ghana) Plot No 128, Spintex Road, Near Polytank Factory, Greater Accra, Ghana	NA	Subsidiary of DGH Phase 3 Mauritius Pvt. Ltd.	Nil	2(87)
98	Godrej Consumer Products US Holding Ltd. C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Holdings (Mauritius) Limited	Nil	2(87)
99	Godrej Easy IP Holding Ltd. (incorporated in Dubai) SAIF-Zone P8-06-68, P.O. Box 121748, Sharjah U.A.E	NA	Subsidiary of Godrej Consumer Products Mauritius Ltd.	Nil	2(87)
100	Darling Trading Company Mauritius Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Mauritius Africa Holdings Ltd.	Nil	2(87)
101	Godrej Africa Holdings Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Mauritius Ltd.	Nil	2(87)
102	Godrej Indonesia IP Holdings Ltd. (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.	Nil	2(87)
103	DGH Angola (incorporated in Mauritius) C/O Cim Corporate Services Ltd, Les Cascades Building, Edith Cavell Street, Port Louis, Republic Of Mauritius	NA	Subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.	Nil	2(87)
104	Frika Weave Pty. Ltd. (incorporated in South Africa) 30 Auckland Street, Paarden Eiland Cape Town, 7405	NA	Subsidiary of DGH Mauritius Pvt. Ltd.	Nil	2(87)

105	Belaza Mozambique LDA No. 6819 Samora Machel, Rua witbank EN 4, KM 15, Matola, Mozambique	NA	Subsidiary of Godrej Tanzania Holdings Ltd	Nil	2(87)
106	Charm Industries Ltd. Plot 62, Alpha Centre, Mombasa Road, Nairobi, Kenya, Po Box 18455-00100	NA	Subsidiary of Godrej East Africa Holdings Limited	Nil	2(87)
107	Godrej Hair Care Nigeria Ltd. Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	NA	Subsidiary of Godrej Consumer Products Mauritius Limited	Nil	2(87)
108	Godrej Household Insecticide Nigeria Ltd. Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	NA	Subsidiary of Godrej Consumer Products Mauritius Limited	Nil	2(87)
109	Godrej Hair Weave Nigeria Ltd. Plot No 2A, Ayodele Diyan Street, Ikeja, Lagos, Nigeria	NA	Subsidiary of Godrej Consumer Products Mauritius Limited	Nil	2(87)
110	Hair Credentials Zambia Ltd. Plot 7461, Corner of Nchoncho and Washama Roads, Off Lamumba Road, Lusaka 31471, Zambia	NA	Subsidiary of DGH- Angola	Nil	2(87)
111	Godrej SON Holdings Inc. Plot 7461, Corner of Nchoncho and Washama Roads, Off Lamumba Road, Lusaka 31471, Zambia	NA	Subsidiary of Godrej Consumer Products Limited	Nil	2(87)
112	Godrej Efacec Automation & Robotics Ltd. Pirojsha Nagar, Vikhroli, Mumbai- 400079	U28990MH1996PLC104088	Associate	49%	2(6)
113	Godrej & Khimji (Middle East) LLC (incorporated in Oman) P.O Box: 45, Road 2A, Sohar Industrial Estate, Sohar, Sultanate of Oman, Postal Code- 327	NA	Associate	Nil	2(6)
114	Geometric Limited Plant 11, 3rd Floor, Pirojshanagar, Vikhroli (West), Mumbai- 400079	L72200MH1994PLC077342	Associate Godrej and Boyce Mfg. Co. Ltd.- 18.72% together with Godrej Investments Private Limited- 12.27%	30.99%	2(6)
115	Godrej Investments Private Ltd. Pirojsha Nagar, Vikhroli, Mumbai- 400079	U65990MH1975PTC018480	Investing Associate	Nil	Nil
116	Sheetak Inc. 808 Harris Ave Austin, Texas 78705	NA	Associate	39.60%	2(6)
117	Godrej & Boyce Enterprise LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1485	Associate	50%	2(27)
118	JNG Enterprise LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1481	Associate	Nil	2(27)
119	RKN Enterprise LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1480	Associate	Nil	2(27)



120	ABG Venture LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1484	Associate	Nil	2(27)
121	NBG Enterprise LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1483	Associate	Nil	2(27)
122	SVC Enterprise LLP Plant 11, Pirojshanagar, Vikhroli, Mumbai- 400079	AAA-1482	Associate	Nil	2(27)
123	Godrej Vikhroli Properties LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-4517	Associate	Nil	2(87)
124	Godrej Property Developers LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-4369	Associate	Nil	2(6)
125	Mosaic Landmarks LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-5797	Associate	Nil	2(6)
126	Wonder Space Properties Private Limited Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2013PTC242495	Associate	Nil	2(6)
127	Wonder City Buildcon Private Limited Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70100MH2013PTC247696	Associate	Nil	2(6)
128	Godrej Home Constructions Private Limited Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	U70102MH2015PTC263486	Associate	Nil	2(6)
129	Godrej One Premises Management Pvt. Ltd. Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 40007	U70102MH2015PTC266773	Associate	Nil	2(6)
130	Dream World Landmarks LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-8207	Associate	Nil	2(6)
131	Oxford Realty LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAC-1059	Associate	Nil	2(6)

132	Godrej SSPDL Green Acres LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-5137	Associate	Nil	2(6)
133	M S Ramaiah Ventures LLP 80, Hulkul Ascent, 2nd Cross, Lavelle Road, Bangalore, Karnataka.	AAC-2431	Associate	Nil	2(6)
134	Oasis Landmarks LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAC-4016	Associate	Nil	2(6)
135	Godrej Housing Projects LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAD-0883	Associate	Nil	2(6)
136	Godrej Construction Projects LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAD-0882	Associate	Nil	2(6)
137	Amitis Developers LLP 10/1C, Diamond Harbour Road Kolkata, West Bengal- 700027	AAD-1617	Associate	Nil	2(6)
138	Future Factory LLP A-55, Nand Jyot Industrial Estate, 2nd Floor A K Road, Safe D Pool, Sakinaka, Mumbai- 400072	AAA-0807	Associate	20%	2(6)
139	Anamudi Real Estates LLP Pirojshanagar, Eastern Express Highway Vikhroli (East) Mumbai- 400 079	AAC-1658	Associate	Nil	2(6)
140	Caroa Properties LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAA-8234	Associate	Nil	2(6)
141	Crop Science Advisors LLP Eastern Express Highway, Phirojsha Nagar, Vikhroli, Mumbai- 400 079	AAA-2262	Associate	Nil	2(6)
142	Bhabani Blunt Hair Dressing Private Limited Ground Floor, Block No. 1 Kohinoor Building, 29 Hughes Road, Mumbai- 400007	U93020MH2004PTC148187	Associate	Nil	2(6)
143	Godrej Land Developers LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAD-7998	Associate	Nil	2(6)
144	Godrej Developers & Properties LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAD-7997	Associate	Nil	2(6)
145	Godrej Highrises Realty LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAD-7994	Associate	Nil	2(6)
146	Godrej Project Developers & Properties LLP Godrej One, 5th Floor, Pirojshanagar Eastern Express Highway, Vikhroli (East), Mumbai- 400079	AAE-1835	Associate	Nil	2(6)

## IV.

## SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

## (i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	0	327,967	327,967	49.47%	0	327,967	327,967	49.47%	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	177432	177432	26.77%	0	177432	177432	26.77%	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other...	0	0	0	0	0	0	0	0	0
		0	0	0	0	0	0	0	0
<b>Sub-total(A)(1):</b>	<b>0</b>	<b>505,399</b>	<b>505,399</b>	<b>76.24%</b>		<b>505,399</b>	<b>505,399</b>	<b>76.24%</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRI - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
<b>Sub-total(A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter</b>									
<b>(A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>505,399</b>	<b>505,399</b>	<b>76.24%</b>	<b>0</b>	<b>505,399</b>	<b>505,399</b>	<b>76.24%</b>	<b>0</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non - Institutions</b>									
a) Bodies Corp.		0	0	0		0	0	0	0
i) Indian	0	11	11	0%	0	11	11	0%	0
ii) Overseas		0	0	0		0	0	0	0
b) Individuals		0	0	0		0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	157,500	157,500	23.76%	0	157,500	157,500	23.76%	0
c) Others (specify)		0	0	0		0	0	0	0
<b>Sub-total(B)(2):</b>	<b>0</b>	<b>157,511</b>	<b>157,511</b>	<b>23.76%</b>	<b>0</b>	<b>157,511</b>	<b>157,511</b>	<b>23.76%</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>157,511</b>	<b>157,511</b>	<b>23.76%</b>	<b>0</b>	<b>157,511</b>	<b>157,511</b>	<b>23.76%</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>662,910</b>	<b>662,910</b>	<b>100%</b>	<b>0</b>	<b>662,910</b>	<b>662,910</b>	<b>100%</b>	<b>0</b>

## (ii) SHARE HOLDING OF PROMOTERS (EQUITY SHARES)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/ encumbered to total shares	
1	Mrs. Tanya A. Dubash jointly held with Mr. Adi B. Godrej	9,609	1.45%	0	9,609	1.45%	0	0.00%
2	Mrs. Tanya A. Dubash jointly held with Mrs. Parmeshwar A. Godrej	7	0.00%	0	7	0.00%	0	0.00%
3	Ms. Nisaba A. Godrej jointly held with Mr. Adi B. Godrej	9609	1.45%	0	9609	1.45%	0	0.00%
4	Ms. Nisaba A. Godrej jointly held with Mrs. Parmeshwar A. Godrej/Mr. Adi B. Godrej	7	0.00%	0	7	0.00%	0	0.00%
5	Mr. Pirojsha A. Godrej jointly held with Mr. Adi B. Godrej	9,616	1.45%	0	9,616	1.45%	0	0.00%
6	Mr. Adi B. Godrej	32,240	4.86%	0	32,240	4.86%	0	0.00%
7	Mrs. Parmeshwar A. Godrej jointly held with Mr. Adi B. Godrej	4,506	0.68%	0	4,506	0.68%	0	0.00%
8	Mr. Nadir B. Godrej jointly held with Ms. Rati N. Godrej	53	0.01%	0	53	0.01%	0	0.00%
9	Mr. Nadir B. Godrej	65,540	9.89%	0	65,540	9.89%	0	0.00%
10	Ms. Nyrika V. Crishna jointly held with Mrs. Smita V. Crishna	15,114	2.28%	0	15,114	2.28%	0	0.00%
11	Ms. Freyan V. Crishna jointly held with Mrs. Smita V. Crishna	15,113	2.28%	0	15,113	2.28%	0	0.00%
12	Ms. Freyan V. Crishna jointly held with Mrs. Smita V. Crishna/Mr. Vijay Crishna	10	0.00%	0	10	0.00%	0	0.00%
13	Vijay Crishna jointly held with Mrs. Smita V. Crishna	13	0.00%	0	13	0.00%	0	0.00%
14	Ms. Nyrika V. Crishna jointly held with Mrs. Smita V. Crishna/Mr. Vijay Crishna	10	0.00%	0	10	0.00%	0	0.00%
15	Mrs. Smita V. Crishna jointly held with Mr. Vijay Crishna	20	0.00%	0	20	0.00%	0	0.00%
16	Mrs. Smita V. Crishna	35,313	5.33%	0	35,313	5.33%	0	0.00%
17	Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of The Raika Godrej Family Trust)	16,411	2.48%	0	16,411	2.48%	0	0.00%
18	Mr. Jamshyd N. Godrej, Mrs. Pheroza J. Godrej and Mr. Navroze J. Godrej (Trustees of The Raika Godrej Family Trust)	10	0.00%	0	10	0.00%	0	0.00%
19	Mrs. Pheroza J. Godrej jointly held with Mr. Jamshyd N. Godrej	33	0.00%	0	33	0.00%	0	0.00%
20	Mr. Navroze J. Godrej jointly held with Mr. Jamshyd N. Godrej	16,412	2.48%	0	16,412	2.48%	0	0.00%
21	Mr. Navroze J. Godrej jointly held with Mrs. Pheroza J. Godrej/ Mr. Jamshyd N. Godrej	10	0.00%	0	10	0.00%	0	0.00%
22	Mr. Jamshyd N. Godrej	32,717	4.94%	0	32,717	4.94%	0	0.00%
23	Mr. Rishad K. Naoroji jointly held with Mr. Nadir B. Godrej	5,889	0.89%	0	5,889	0.89%	0	0.00%
24	Mr. Rishad K. Naoroji jointly held with Mr. Jamshyd N. Godrej	2,360	0.36%	0	2,360	0.36%	0	0.00%
25	Mr. Rishad K. Naoroji jointly held with Mr. Nadir B. Godrej	6,636	1.00%	0	6,636	1.00%	0	0.00%
26	Mr. Rishad K. Naoroji jointly held with Mr. Jamshyd N. Godrej	14,025	2.12%	0	14,025	2.12%	0	0.00%
27	Mr. Rishad K. Naoroji jointly held with Mr. Jamshyd N. Godrej and Mr. Adi B. Godrej	54	0.01%	0	54	0.01%	0	0.00%
28	Mr. Rishad K. Naoroji jointly held with Mr. Nadir B. Godrej	3,860	0.58%	0	3,860	0.58%	0	0.00%
29	Mr. Rishad K. Naoroji jointly held with Mrs. Smita V. Crishna	16,385	2.47%	0	16,385	2.47%	0	0.00%
30	Mr. Rishad K. Naoroji jointly held with Mr. Adi B. Godrej	16,385	2.47%	0	16,385	2.47%	0	0.00%
31	Godrej Investments Private Limited	177,432	26.77%	0	177,432	26.77%	0	0.00%

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.		Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	NO CHANGE		NO CHANGE	
	At the end of the year				

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs &amp; ADRs):

Sl. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	-	-	-	-

## (v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	For Each of the Directors and KMP				
	At the beginning of the year	49,138.00	7.42%	49,138.00	7.42%
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	49,138.00	7.42%	49,138.00	7.42%
2					
	At the beginning of the year	32,240.00	4.86%	32,240.00	4.86%
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	32,240.00	4.86%	32,240.00	4.86%
3					
	At the beginning of the year	65,593.00	9.89%	65,593.00	9.89%
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	65,593.00	9.89%	65,593.00	9.89%

4					
Mr. Vijay M. Crishna	At the beginning of the year	13.00	0.00%	13.00	0.00%
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	13.00	0.00%	13.00	0.00%
	5				
Mr. Navroze J. Godrej	At the beginning of the year	16,422.00	2.48%	16,422.00	2.48%
	Date wise increase/decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	-	-	-	-
	At the end of the year	16,422.00	2.48%	16,422.00	2.48%

\* Out of which 16,421 shares are held as a trustee of The Raika Godrej Family Trust for the beneficial interest of Raika J. Godrej

V INDEBTEDNESS

				Rs. In Crores
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the</b>				
i) Principal Amount	746	746	583	2,075
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3	2	-	5
<b>Total (i+ii+iii)</b>	<b>749</b>	<b>747</b>	<b>583</b>	<b>2,080</b>
<b>Change in Indebtedness during the</b>				
> Addition	338	-	152	490
> Reduction	-	-163	-	-163
<b>Net Change</b>	<b>338</b>	<b>-163</b>	<b>152</b>	<b>327</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,084	583	735	2,402
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	3	2	-	4
<b>Total (i+ii+iii)</b>	<b>1,087</b>	<b>584</b>	<b>735</b>	<b>2,406</b>

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager						Total Amount in Rs. In crores
		Jamyshyd N. Godrej	Phiroze D. Lam	Kyamas A. Palia	Vijay M. Crishna	Navroze J. Godrej	Anil G. Verma	
1	Gross salary							
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	3.81	3.75	3.50	3.01	2.50	3.20	19.77
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.12	0.03	0.02	0.09	0.01	0.05	0.32
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961							
2	Stock Option							
3	Sweat Equity							
4	Commission							
	- as % of profit							
	- others, specify...							
5	Others, please specify							
	<b>Total (A)</b>	<b>3.93</b>	<b>3.78</b>	<b>3.52</b>	<b>3.10</b>	<b>2.51</b>	<b>3.25</b>	<b>20.10</b>
	Ceiling as per the Act							<b>30.02</b>

B. Remuneration to other directors

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount in Rs. In crore
		Kavas N. Petigara	Pradip P. Shah	Anita Ramachandran	Keki M. Elavia	
1	Independent Directors					
	(a) Fee for attending board/committee meetings	0.10	0.07	0.10	0.13	0.40
	(b) Commission	0.06	0.06	0.06	0.06	0.22
	(c) Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (1)	0.16	0.13	0.16	0.19	0.62
2	Other Non-Executive Directors					
	(a) Fee for attending board/committee meetings	0.06	0.04			0.10
	(b) Commission	0.06	0.06			0.11
	(c) Others, please specify	0.00	0.00			0.00
	Total (2)	0.12	0.10			0.21
	<b>Total (B)=(1+2)</b>					<b>0.83</b>
	Total Managerial Remuneration					<b>20.93</b>
	Overall Ceiling as per the Act.					<b>33.02</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount in Rs. In Crore
		CEO	Company Secretary	CFO	
1	Gross Salary	NA	Percy E. Fouzdar	Purvez K. Gandhi	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961		1.49	1.58	3.07
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		0.00	0.00	0.01
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, please specify				
	<b>Total</b>		1.50	1.58	3.08

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority [RD/NCLT/Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					





Godrej & Boyce Manufacturing Company Limited

ANNUAL REPORT AND ACCOUNTS  
Year ended 31st March, 2016

ENCLOSURE 3

Form No. AOC - 2 pursuant to section 134 (3) (h)  
of the Companies Act, 2013.

Referred to in paragraph 10 of the Directors' Report



**ENCLOSURE 3**

**GODREJ & BOYCE MFG. CO. LTD.**  
**FORM NO. AOC -2**  
required to be attached with the Director's Report

*[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]*

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. P J Godrej, spouse of Mr. J N Godrej, Chairman and Managing Director
b)	Nature of contracts/arrangements/transaction	Employment Contract
c)	Duration of the contracts/arrangements/transaction	Permanent Employee
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Re-designation and revision in remuneration payable with effect from 1 <sup>st</sup> April, 2015 as Sr. Vice President (Welfare  Co-ordination)as under : <b>Salary</b> of Rs. 2 lac per month and Rs. 24 lac per annum  <b>Perquisites and allowances</b> Provision of Company maintained car with driver for official use  <b>Terminal Benefits</b> Company's contribution to Provident Fund, Gratuity or any other Annuity Fund in accordance with the Rules of the Company, in force from time to time
e)	Justification for entering into such contracts or arrangements or transactions'	Rendering of professional services
f)	Date of approval by the Board	23rd February, 2015
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. S G Crishna, spouse of Mr. V M Crishna, Whole-time Director and sister of Mr. J N Godrej, Chairman and Managing Director
b)	Nature of contracts/arrangements/transaction	Employment Contract
c)	Duration of the contracts/arrangements/transaction	Permanent Employee
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>Re-designation and revision in remuneration payable with effect from 1<sup>st</sup> April, 2015 as Sr. Vice President (Welfare</p> <p>Co-ordination) as under :</p> <p><b>Salary</b> of Rs. 2 lac per month and Rs. 24 lac per annum</p> <p><b>Perquisites and allowances</b></p> <p>Provision of Company maintained car with driver for official use</p> <p><b>Terminal Benefits</b></p> <p>Company's contribution to Provident Fund, Gratuity or any other Annuity Fund in accordance with the Rules of the Company, in force from time to time</p>
e)	Justification for entering into such contracts or arrangements or transactions'	Rendering of professional services
f)	Date of approval by the Board	23rd February, 2015
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Ms. N V Crishna, daughter of Mr. V M Crishna, Whole-time Director
b)	Nature of contracts/arrangements/transaction	Employment Contract
c)	Duration of the contracts/arrangements/transaction	Permanent Employee
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>Appointment as Senior Vice President(Corporate Affairs) with effect from 1<sup>st</sup> April, 2015 drawing remuneration as under :</p> <p><b>Salary</b> of Rs. 6.50 lac per month and Rs. 78 lac per annum</p> <p><b>Performance Linked Variable Remuneration</b> according to the Scheme of the Company for each of the financial years, having regard to her performance for each financial year</p> <p><b>Perquisites and allowances</b></p> <p>House Rent Allowance @ 50% of Salary which is Rs. 3.25 lac per month and Rs. 39 lac per annum</p> <p>Furniture and office/ home appliances at residence in accordance with the Company's Scheme</p> <p>Payment/ reimbursement of domiciliary medical/ hospitalization expenses for self and her family, amounting to Rs. 24,000 per annum, in accordance with the Rules specified by the Company</p> <p>Hospitalisation Insurance for self and family with a cover of Rs. 15 lac, personal accident insurance for self with a cover of Rs. 30 lac</p> <p>Leave Travel Concession for self and family once in a calender year amounting to Rs. 39,000 per annum</p> <p>Earned/ Privelege Leave, on full day and allowance, not exceeding 30 days in a calender year.</p> <p>Provision of free telephone, telefax, email and other communication Provision of Company maintained car with driver for official use</p> <p><b>Other Perquisites and allowances</b></p> <p>Reimbursement of expenses towards comprehensive personal health checkup once in a financial year</p> <p>Such other perquisites and allowances as per the policy/ Rules of the Company in force and/ or as may be approved by the Board of Directors from time to time</p> <p>Reimbursement of all actual expenses or charges incurred by her for and on behalf of the Company in furtherance of its business or objectives</p> <p><b>Terminal Benefits</b></p> <p>Company's contribution to Provident Fund, Superannuation Fund, Gratuity or any other Annuity Fund in accordance with the Rules of the Company, in force from time to time</p>
e)	Justification for entering into such contracts or arrangements or transactions'	Rendering of professional services
f)	Date of approval by the Board	23rd February, 2015
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	30th March, 2015

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A.
b)	Nature of contracts/arrangements/transaction	N.A.
c)	Duration of the contracts/arrangements/transaction	N.A.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
e)	Date of approval by the Board	N.A.
f)	Amount paid as advances, if any	N.A.

For and on behalf of the Board

J. N. Godrej  
Chairman and Managing Director

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED ("the Company"), which comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

#### Emphasis of Matter

We draw attention to Note 38(i) in the Notes to the standalone financial statements, during the year pursuant to the scheme of Amalgamation approved by the Bombay High Court, three wholly-owned subsidiaries of the Company i.e. East View Estates Pvt. Ltd., Firstrock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd., were amalgamated with the Company, and the Goodwill arising on amalgamation amounting to Rs. 23.93 Crore, which represents a payment made in anticipation of future income, which is appropriately treated as an asset to be amortised to income on a systematic basis over its useful life, is adjusted against Capital Reserve.

Our opinion is not modified in respect of this matter.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21 (e) to (i).
    - ii. The Company has made provision, as required under the applicable law or accounting standard, for material foreseeable losses, if any, on long term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016.

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2016.

Statement on Matters specified in paragraphs 3 & 4 of the Companies (Auditor's Report) Order, 2016:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets, other than furniture, fixture and equipment. In case of furniture, fixture and equipment acquired/ purchased after April 1, 1978, the records are maintained showing aggregate quantitative details with their situation and value, without item-wise break-up.
- (b) As explained to us, the fixed assets (other than furniture, fixture and office equipment) have been physically verified by the Management in accordance with a phased programme of verification, which in our opinion, is reasonable, considering the size of the Company and the nature of its business. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.
- (c) According to the information and explanation given to us, the records examined by us and based on the examination of the registered sale deed / conveyance deed / court order approving scheme of amalgamation provided to us, we report that, the title deeds of immovable properties are held in the name of the Company except for the cases tabulated below:

Particulars	Gross Block (Rs. in Crore)	Net Block (Rs. in Crore)	Remarks
Freehold Land	17.83	17.83	Pertaining to three subsidiaries amalgamated with the Company during the year

In case of immovable properties of land and buildings that have been taken on lease the lease agreements are in the name of the Company.

- ii. The Management has conducted physical verification of inventory at reasonable intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of sub-clause (a), (b) and (c) of paragraph 3(iii) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us and the records examined by us, the Company has complied with the provisions of Section 185 and 186 in respect of investments made, guarantees and securities provided to the parties. However, the Company has not advanced any loan to parties covered under Section 185 and 186.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder, with regard to deposits accepted from the public.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of manufacture of products where, pursuant to the Rules made by the Central Government of India for the maintenance of cost records under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have generally been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii.(a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues with the appropriate authorities. According to the information and explanations given to us, there are no arrears of outstanding statutory dues in respect of above as on the last day of the financial year for a period of more than six months from the date they became payable.



- (b) According to the information and explanation given to us and the records examined by us, there are no material dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise and Value added tax outstanding on account of any dispute, except:

Nature of the Statute	Nature of Dues	Amount (Rs. in crore)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	51.33	Various years from 1987 to 2016	Appellate Authority – Commissioner / Tribunal/ High Court
Finance Act, 1994	Service Tax	165.86	Various years from 2003 to 2016	Appellate Authority – Commissioner / Tribunal
Central Sales Tax Act, 1956, and State Sales Tax / VAT Acts	Sales Tax / VAT	24.00	Various years from 1976 to 2016	Appellate / Revisional Authority – upto Commissioner/ Tribunal/ High Court
Income-tax Act, 1961	Income-tax	15.56	Year ended March 31, 2012	Commissioner of Income Tax (Appeals)
The West Bengal Tax on Entry of Goods into Local Areas Act, 2012	Entry tax	13.39	Upto March 31, 2016	High Court

- viii. According to the information and explanations given to us and based on the examination of the records the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks, government or dues to debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instrument). In our opinion and according to the information and explanations given to us and based on the documents and records examined by us on an overall basis, the term loans obtained by the Company were applied for the purpose for which the loans were obtained.
- x. During the course of our examination of the books of account and records of the Company, and according to the information and explanation given to us and representations made by the Management, no material fraud by or on the Company by its officers and employees, has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, provisions of paragraph 3(xii) of the Order are not applicable.
- xiii. According to the information and explanation given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the directors or persons connected with him. Hence the provisions of Section 192 of the Act are not applicable.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 hence the provisions of paragraph 3 (xvi) of the Order are not applicable.

For KALYANIWALLA & MISTRY  
 CHARTERED ACCOUNTANTS  
 Firm Registration Number 104607W

ERMIN K. IRANI  
 PARTNER  
 Membership Number: 35646  
 Mumbai, August 26, 2016.

## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 2 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016.

**GODREJ & BOYCE MANUFACTURING COMPANY LIMITED**  
**BALANCE SHEET AS AT 31st MARCH, 2016**

	Note		(Rupees in crore)
			As at
			31-03-2016
			As at
			31-03-2015
<b>EQUITY AND LIABILITIES</b>			
<b>(1) SHAREHOLDERS' FUNDS</b>			
(a) Share Capital	2	6.63	6.63
(b) Reserves and Surplus	3	3,424.52	3,371.51
			<u>3,431.15</u>
<b>(2) NON-CURRENT LIABILITIES</b>			
(a) Long-term Borrowings	4	1,133.85	365.34
(b) Deferred Tax Liabilities (Net)	5	55.94	73.94
(c) Other Long-term Liabilities	6	256.99	210.69
(d) Long-term Provisions	7	59.04	51.94
			<u>1,505.82</u>
<b>(3) CURRENT LIABILITIES</b>			
(a) Short-term Borrowings	8	1,105.65	1,430.76
(b) Trade Payables	9		
(i) Micro and Small Enterprises		71.95	65.35
(ii) Others		842.00	763.05
(c) Other Current Liabilities	10	1,324.38	1,290.25
(d) Short-term Provisions	11	32.18	153.83
			<u>3,376.16</u>
<b>Total</b>			<u><u>8,313.13</u></u>
<b>ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Fixed Assets	12		
(i) Tangible Assets		1,703.61	1,608.15
(ii) Intangible Assets		5.06	6.93
(iii) Capital Work-in-progress		326.25	162.29
		<u>2,034.92</u>	<u>1,777.37</u>
(b) Non-current Investments	13	1,211.89	1,026.91
(c) Long-term Loans and Advances	14	66.86	111.89
(d) Other Non-current Assets	15	370.10	557.55
			<u>3,683.77</u>
<b>(2) CURRENT ASSETS</b>			
(a) Inventories	16	1,979.97	1,982.73
(b) Trade Receivables	17	2,122.20	1,867.14
(c) Cash and Bank Balances	18	60.66	59.41
(d) Short-term Loans and Advances	19	236.64	211.40
(e) Other Current Assets	20	229.89	188.89
			<u>4,629.36</u>
<b>Total</b>			<u><u>8,313.13</u></u>

Statement of Significant Accounting Policies and  
Notes to the Financial Statements

1-47

The accompanying notes are an integral part of the financial statements

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

For and on behalf of the Board of Directors

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016

J. N. GODREJ  
Chairman &  
Managing Director  
DIN: 00076250

K. A. PALIA  
Executive Director  
(Finance)  
DIN: 00281971

A. G. VERMA  
Executive Director  
& President  
DIN: 02366334

P. K. GANDHI  
Chief Financial  
Officer

P. E. FOUZDAR  
Executive Vice President  
(Corporate Affairs)  
& Company Secretary  
Mem. No. 6818

**GODREJ & BOYCE MANUFACTURING COMPANY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016**

	Note		(Rupees in crore)
		Current Year	Previous Year
<b>I. REVENUE</b>			
(1) Sale of Products and Services (gross)		9,284.27	8,604.43
(2) Less: Excise Duty		593.25	495.75
(3) NET SALES (Products and Services)		8,691.02	8,108.68
(4) Other Operating Revenue		138.01	131.15
(5) REVENUE FROM OPERATIONS (net)	22	8,829.03	8,239.83
(6) Other Income	23	160.86	162.60
<b>TOTAL REVENUE</b>		8,989.89	8,402.43
<b>II. EXPENSES</b>			
(1) Cost of Materials consumed	24	3,337.57	3,242.46
(2) Purchases of Stock-in-Trade	25	1,963.75	2,005.00
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	26	52.49	(204.71)
(4) Employee Benefits Expense	27	1,034.06	980.13
(5) Property Development and Construction Expenses	28	92.62	112.77
Less: Expenditure transferred to Capital Accounts		(41.40)	(42.23)
(6) Interest and Finance Costs	29	193.00	145.54
(7) Depreciation and Amortization Expense	12	147.57	165.90
(8) Other Expenses	30	1,934.32	1,743.63
<b>TOTAL EXPENSES</b>		8,713.98	8,148.49
<b>III. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		275.91	253.94
<b>IV. EXCEPTIONAL ITEMS</b>			
(1) Profit on Sale of Immovable Property (including Transferable Development Rights)		-	5.36
(2) Profit on Sale of Non-current Investments		77.48	307.85
		77.48	313.21
<b>V. PROFIT BEFORE TAX</b>		353.39	567.15
<b>VI. TAX EXPENSES</b>			
(1) Current tax		48.00	88.00
(2) Minimum Alternate Tax credit entitlement		(7.00)	(59.00)
(3) Prior years' tax adjustments		0.54	4.41
(4) Deferred tax charge/(credit)	5	(18.00)	22.00
		23.54	55.41
<b>VII. PROFIT FOR THE YEAR</b>		329.85	511.74
<b>VIII. EARNINGS PER EQUITY SHARE</b>			
Basic and Diluted Earnings per Equity Share of Rs. 100 each	36	Rs. 4,976	Rs. 7,720
<b>IX. Statement of Significant Accounting Policies and Notes to the Financial Statements</b>	1-47		
The accompanying notes are an integral part of the financial statements			

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

For and on behalf of the Board of Directors

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016

J. N. GODREJ  
Chairman &  
Managing Director

DIN: 00076250

K. A. PALIA  
Executive Director  
(Finance)

DIN: 00281971

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Executive Vice President  
(Corporate Affairs)  
& Company Secretary  
Mem. No. 6818



## NOTES:

1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 (AS-3) on "Cash Flow Statements," and presents cash flows by operating, investing and financing activities.
2. Figures for the previous year have been regrouped/restated wherever necessary to conform to this year's classification.
3. Figures in brackets are outflows/deductions.
4. Cash and cash equivalents for the purposes of this Statement comprise of cash in hand, cash at bank and fixed deposits with maturity of three months or less.
5. For expenditure on CSR activities, please refer to Note 35.

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

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Mem. No. 6818

## NOTES TO THE FINANCIAL STATEMENTS

### 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) ACCOUNTING CONVENTIONS:

The financial statements are prepared under the historical cost convention and on the 'going concern' basis, with revenues recognised and expenses accounted on their accrual in accordance with the generally accepted accounting principles, and are in compliance with the applicable Accounting Standards prescribed by the Central Government under section 133 and other relevant provisions of the Companies Act, 2013.

The financial statements are presented in Rupees in crore (ten million). Figures below Rs.50,000 are disclosed by '\*\*'. Where changes in presentation are made, comparative figures for the previous year are restated/regrouped accordingly.

#### (b) USE OF ESTIMATES:

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities, revenues and expenses, and disclosure of contingent liabilities. Difference between the actual results and estimates are recognised in the period in which the results materialise/are known.

#### (c) FIXED ASSETS AND DEPRECIATION/AMORTISATION:

The Gross Block of fixed assets is shown at the original cost of acquisition or construction including taxes and duties (net of tax credits as applicable), interest on borrowings upto the period of time the asset is put to use, and other incidental expenses related to acquisition and installation of the concerned assets; capital grants relating to specific fixed assets are reduced from the gross value of the respective assets.

Transferable Development Rights (TDRs) obtained by the Company in respect of its freehold lands situated at Mumbai, are carried at cost by adjustments in the corresponding cost (book value) of lands, and are shown under Freehold Land.

Internally manufactured assets are capitalised at estimated cost consisting of direct material and direct labour costs, plus appropriate factory overheads.

The Company has followed the Straight Line method for charging depreciation on all items of Fixed Assets, at the rates specified in Schedule II to the Act; these rates are considered as the minimum rates. If management's estimate of the useful life of the fixed asset is shorter than that envisaged in Schedule II, depreciation is provided at a higher rate based on management's estimate of the useful life. Accordingly, in respect of the commercial construction projects, on some items of equipment at the project sites, depreciation is provided at a higher rate based on useful life of the assets estimated at 5 years, compared to 15 years specified in Schedule II. In respect of additions to/deductions from the assets, the depreciation on such assets is calculated on a pro rata basis from/upto the month of such addition/deduction. Assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. Leasehold Land and Buildings are amortised over the period of the lease. The cost of fixed assets not ready for their intended use at the balance sheet date is disclosed under capital work-in-progress. Intangible assets comprising of Technical Know-how and Trade Marks are amortised on straight-line basis at the rate of 16.67%; capitalised Computer Software costs relating to the ERP system, are amortised on straight line basis at the rate of 20%.

Profit or loss on sale, transfer or disposal of fixed assets is recognised in the year of such sale, transfer or disposal. Repairs, renewals, renovations and maintenance are charged to the Statement of Profit and Loss as incurred.

An impairment loss is recognised wherever the carrying value of the fixed assets of a cash-generating unit exceeds its market value or value in use, whichever is higher.

In respect of the Property Development Activity, consisting of construction projects promoted/developed on the Company's lands, the fair value of land/Transferable Development Rights (TDRs) forming part of the projects is transferred from Fixed Assets to Construction Work-in-Progress. The difference between the fair value of land/TDRs forming part of the projects and the cost (book value) of land/TDRs, pending completion of the projects, is credited to Construction Projects Reserve.

#### (d) FOREIGN CURRENCY TRANSACTIONS:

Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transaction. Gains or losses, resulting from the settlement (actual realisation/payment) of such transactions and from the translation of monetary current assets and monetary liabilities denominated in foreign currencies into rupees at the year-end exchange rates, are recognised in the Statement of Profit and Loss. Non-monetary items like fixed assets, inventories and investments in equity shares, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

The Company's forward exchange contracts are not held for trading or speculation; the discount or premium arising from the difference between the forward rate and the spot rate at the inception of such a contract is amortised as income or expense over the period of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognised in the Statement of Profit and Loss.

#### (e) INVESTMENTS:

Non-current (Long-term) Investments are stated at cost (unless otherwise stated); however, for any diminution other than temporary in the value of investments, the book value is reduced to recognise the decline. In cases where long-term investments are carried at their book values, which are higher than their fair values, the diminution in the value of such



investments is considered to be of a temporary nature, in view of the Company's long-term financial involvement in such investee companies. No provision is, therefore, considered necessary in the accounts for diminution in the value of such investments.

Readily realisable investments intended to be held for less than one year are classified as Current Investments, and are carried at the lower of their costs and fair values.

**(f) INVENTORIES:**

**Trade Inventories:**

Raw Materials, Loose Tools, Stores, Spares, etc. are valued at lower of weighted average cost and estimated net realisable value.

Work-in-Process (other than Construction Projects) is valued at lower of estimated cost (consisting of direct material and direct labour costs plus appropriate factory overheads) and estimated net realisable value.

Finished Goods are valued at lower of average cost and estimated net realisable value; cost includes purchase, conversion, appropriate factory overheads, any taxes or duties and other costs incurred for bringing the inventories to their present location and condition. Spares and Components for after-sales service are valued at lower of average cost and estimated net realisable value.

Obsolete and damaged inventories, and other anticipated losses are adequately provided for, wherever considered necessary.

**Construction Projects:**

In respect of the commercial construction projects promoted/developed on the Company's lands, Construction Work-in-Progress is valued at estimated cost consisting of the fair value of land (forming part of the project), development, construction and other related costs.

**(g) INVESTMENT SUBSIDY:**

Investment Subsidy under the Central/State investment incentive scheme is credited to Investment Subsidy Reserve and treated as a part of shareholders' funds.

**(h) REVENUE RECOGNITION:**

Sales comprise sale of goods and services to external customers and are accounted inclusive of excise duty but net of sales tax, returns, discounts, rebates and allowances. Revenue from sale of products is recognized when risk of loss, title and insurable risk have transferred to the customer, which in most cases, coincides with delivery of products and rendering of related services. Revenue from service transactions is recognised as per agreements/arrangements with the customer when the related services are rendered/provided.

Revenues arising out of the Company's Property Development Activity are recognised and shown under Sales, by reference to the stage of completion under the percentage of completion method.

Revenue from fixed-price construction contracts is recognised under the percentage of completion method.

Export entitlements are recognised in the Statement of Profit and Loss when the right to receive credit as per the terms of the entitlement is established in respect of the exports made.

**(i) LEASES (WHERE THE COMPANY IS THE LESSOR):**

In its Estate Leasing operations, the assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

**(j) RESEARCH AND DEVELOPMENT EXPENSES:**

Revenue expenditure pertaining to research and development is charged to Statement of Profit and Loss under the natural head of expense. Capital expenditure on research and development is shown as addition to Fixed Assets, and depreciation is provided on such assets as applicable.

**(k) EMPLOYEE BENEFITS:**

**(i) Short-term Employee Benefits: (payable wholly within twelve months of rendering the service)**

Short-term benefits such as salaries, wages, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

**(ii) Post-employment Benefits:**

**Defined Contribution Plans:** The Company's contributions paid/payable to Managerial Superannuation Fund, Employees' State Insurance Scheme, Employees' Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes, and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/appropriate authorities.

**Defined Benefit Plans:** The Company's Provident Fund and Gratuity are defined benefit plans. The Company's liability for the defined benefit schemes is actuarially determined by an independent actuary based on the projected unit credit method. The Company's net obligation in respect of such plans is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of the plan asset is deducted. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

However, the Rules of the Company's Provident Fund (PF) administered by an approved Trust, require that if the Board of Trustees is unable to pay interest at the rate declared for the Employees' Provident Fund by the Government under para 60 of the Employees' Provident Fund Scheme, 1952, for the reason that the return on investment is less or for

any other reason, then the deficiency shall be made good by the Company.

Other Employee Benefits include leave encashment/long-term compensated absences schemes.

(l) **PRODUCT WARRANTY EXPENSES UNDER FREE SERVICE WARRANTY OBLIGATIONS:**

In respect of products sold by the Company, which carry a specified warranty, future costs that will be incurred by the Company in carrying out its contractual warranty obligations are estimated and accounted for on accrual basis.

(m) **EXCISE DUTY:**

Excise Duty paid on goods manufactured by the Company is accounted for at the time of despatch of goods from the factories.

Excise Duty payable on goods manufactured is accrued for stocks held in factories at the year-end. Excise Duty paid/payable on goods manufactured by the Company and remaining in stock, is included in the value of Finished Goods. Excise Duty related to the difference between the closing stock and opening stock of Finished Goods is recognized separately in the Statement of Profit and Loss in the note on Increase/Decrease in Finished Goods, Work-in-Process and Stock-in-Trade.

(n) **BORROWING COSTS:**

Borrowing costs which are attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use, upto the time the said asset is put to use, are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(o) **TAXES ON INCOME:**

Current tax is the amount of tax payable for the year, determined under the provisions of the tax laws. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of Deferred tax assets/liabilities are reviewed at each balance sheet date. The tax effect is calculated on the accumulated timing difference at the year-end, based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

Minimum Alternate Tax (MAT) Credit Entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period in which such credit can be carried forward for set-off. The carrying amount of MAT Credit Entitlement is reviewed at each balance sheet date.

(p) **PROPOSED DIVIDEND:**

Proposed Dividend, if any, subject to shareholders' approval at the Annual General Meeting, is provided in the books.

(q) **PROVISIONS AND CONTINGENT LIABILITIES:**

A provision is recognised only when there is a present obligation as a result of a past event that probably requires an outflow of resources to settle the obligation and in respect of which a reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the balance sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions and Contingent Liabilities are reviewed at each balance sheet date.

(r) **EARNINGS PER SHARE:**

Basic and diluted earnings per share are computed by dividing the net profit after taxes attributable to equity shareholders for the year, with the weighted number of equity shares outstanding during the year.

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>2. SHARE CAPITAL</b>			
(a) Authorised:			
(i) 1,100,000 Equity Shares of Rs. 100 each		11.00	11.00
(ii) 900,000 Cumulative Redeemable Preference Shares of Rs. 100 each		9.00	9.00
		<b>20.00</b>	<b>20.00</b>
(b) Issued, Subscribed and Paid Up:			
662,910 Equity Shares of Rs. 100 each fully paid up		6.63	6.63
(1) The Company does not have any holding company.			
(2) Details of equity shareholders holding more than 5% shares in the Company are given below:			
	As at 31/03/2016	As at 31/03/2015	
	Number	% holding	Number
(i) Godrej Investments Private Limited - an investing associate	177,432	26.77%	177,432
(ii) Trustees, Pirojsha Godrej Foundation - a public charitable trust	157,500	23.76%	157,500
(iii) Mr. R.K. Naoroji	65,594	9.89%	65,594
(iv) Mr. N.B. Godrej	65,593	9.89%	65,593
(v) Ms. S.V. Crishna	35,333	5.33%	35,333
(3) There has been no movement in the number of shares outstanding at the beginning and at the end of the reporting period, as well as the comparative previous period.			
(4) Terms/rights attached to equity shares: The Company has only one class of equity shares having a par value of Rs.100 per share. Each holder of equity shares is entitled to one vote per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held.			
(5) During the last five years there has been no change in the Company's share capital.			
<b>3. RESERVES AND SURPLUS</b>		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
(a) Capital Reserve			
(i) As per last Balance Sheet		26.62	-
(ii) Add: Value of residual assets transferred during the year by a step-down subsidiary G&B Enterprises (Mauritius) Private Ltd., on its amalgamation with the Company, with effect from 1st October, 2013		-	26.62
(iii) Less: Adjustment, pursuant to the Scheme of Amalgamation of East View Estates Pvt. Ltd., First Rock Infrastructures Pvt. Ltd and Miracletouch Developers Pvt. Ltd. with the Company, with effect from 1st April, 2015 (Note 39)		(23.93)	-
		<b>2.69</b>	<b>26.62</b>
(b) Investment Subsidy Reserve		0.69	0.69
(c) Securities Premium Reserve		20.08	20.08
(d) Construction Projects Reserve [Note 12(a)]			
(i) As per last Balance Sheet		364.29	146.37
(ii) Add: Excess of the fair value of Freehold Land (forming part of the commercial projects and transferred to Construction Work-in-Progress) over the book value of Land, credited to the Reserve pending completion of the projects		-	217.92
(iii) Less: Transfer to Revenue from Operations		(11.07)	-
		<b>353.22</b>	<b>364.29</b>
(e) General Reserve			
(i) As per last Balance Sheet		634.00	582.00
(ii) Add: Transfer from Surplus in the Statement of Profit and Loss		-	52.00
		<b>634.00</b>	<b>634.00</b>

	As at 31-03-2016	(Rupees in crore) As at 31-03-2015
(f) Surplus-balance in the Statement of Profit and Loss		
(i) As per last Balance Sheet	2,325.83	2,097.72
(ii) Add: Profit for the Year as per Statement of Profit and Loss	329.85	511.74
	<u>2,655.68</u>	<u>2,609.46</u>
(iii) Less: Appropriations		
(1) Transfer to General Reserve	-	(52.00)
(2) First Interim Equity Dividend [ Rs. 700 per share (previous year: Rs. 700 per share)]	(46.40)	(46.40)
(3) Second Interim Equity Dividend [ Rs. 2,500 per share (previous year: Rs. 700 per share)]	(165.73)	(46.40)
(4) Proposed Final Equity Dividend for the year [ see footnote (i)] [Rs. Nil per share (previous year: Rs. 1,600 per share)]	-	(106.07)
(5) Dividend Distribution Tax (net of credit for DDT on Dividend received from subsidiaries)	(29.71)	(32.76)
Total Appropriations	<u>(241.84)</u>	<u>(283.63)</u>
Balance at the end of the year	<u>2,413.84</u>	<u>2,325.83</u>
Total	<u>3,424.52</u>	<u>3,371.51</u>

(i) The Directors do not propose any Final Dividend for the year.

	As at 31/03/2016		(Rupees in crore) As at 31/03/2015	
	Non-current portion	Current maturities	Non-current portion	Current maturities
<b>4. LONG-TERM BORROWINGS</b>				
(a) Secured Redeemable Non-Convertible Debentures (NCDs)				
8.90% (3 Years) 2019 Series I Debentures (alloted on 01/03/2016)	250.00	-	-	-
9.00% (5 Years) 2021 Series II Debentures (alloted on 08/03/2016)	250.00	-	-	-
	<u>500.00</u>	<u>-</u>	<u>-</u>	<u>-</u>
(b) Secured Term Loans from Banks and Financial Institutions				
(i) Term Loan from The Zoroastrian Co-operative Bank Ltd.	5.07	3.15	7.59	2.52
(ii) Term Loan from Housing Development Finance Corporation Ltd. (HDFC)	-	0.37	0.38	0.38
	<u>5.07</u>	<u>3.52</u>	<u>7.97</u>	<u>2.90</u>
(c) Unsecured				
(i) Interest-free Loans under the Sales Tax Deferral Scheme of Maharashtra State Government	47.38	4.60	51.99	2.11
(ii) Fixed Deposits	581.40	144.51	305.38	278.00
	<u>628.78</u>	<u>149.11</u>	<u>357.37</u>	<u>280.11</u>
Total	<u>1,133.85</u>	<u>152.63</u>	<u>365.34</u>	<u>283.01</u>

(i) Privately-placed NCDs issued by the Company are secured by a first ranking charge by way of a registered mortgage on the specified immovable properties of the Company situated at Mumbai. These NCDs are redeemable at par on 22-04-2019 (series I) and 22-04-2021 (Series II). Interest on these NCDs is payable quarterly. As per the Companies (Share Capital and Debentures) Rules, 2014, para 18(7), the Company is required to create a Debenture Redemption Reserve of 25% of the value of debentures; it is also required to invest 15% of the amount of its debentures maturing during the next financial year. The Company shall comply with these requirements in due course.

(ii) Term Loan from The Zoroastrian Co-operative Bank Ltd. is secured by way of hypothecation of specified machinery and equipment. It carries a floating interest rate of 10.50% p.a. (10.50% p.a. as at 31-03-2015), which is 2% p.a. below Bank's Minimum Lending Rate of 12.50% p.a., subject to a minimum of 9.00% p.a. and a maximum of 12.50% p.a., and is repayable in 13 quarterly installments (12 installments of Rs. 0.63 crore each and last installment of Rs. 0.66 crore starting from 02-04-2016 and ending on 24-03-2019)

(iii) Term Loan from HDFC Ltd. is secured by first equitable mortgage of specified immovable properties situated at Mumbai. It carries a floating interest rate of 12.90% p.a. (13.10% p.a. as at 31-03-2015), which is 4.75% p.a. below HDFC-CPLR of 17.65% p.a. and is repayable in 12 monthly instalments of Rs. 0.03 crore each, ending on 31/03/2017

- (iv) Interest-free Loans under the Sales Tax Deferral Schemes of Maharashtra State Government is payable in annual instalments as may be prescribed in the Schemes, beginning from 21-04-2016 and continuing upto '21-04-2023.
- (v) Fixed Deposits from employees and public carry interest rates ranging from 9.00% p.a. to 10.25% p.a. payable monthly or half-yearly, and have a maturity period of 3 years from the respective dates of deposit.
- (vi) Current maturities of Long-term Borrowings are disclosed under the head "Other Current Liabilities" (Note 10)

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>5. DEFERRED TAX LIABILITIES (NET)</b>			
Deferred tax liabilities arising on account of:			
Differences in Depreciation and Amortization for accounting and income-tax purposes		124.00	133.50
Deferred tax assets arising on account of:			
Provision for Doubtful Debts/Advances		(41.00)	(35.68)
Others		(27.06)	(23.88)
Sub-total		(68.06)	(59.56)
Net Deferred Tax Liabilities as per Balance Sheet		55.94	73.94
Deferred Tax Charge/(Credit) for the year [item VI(4) of the Statement of Profit and Loss]		(18.00)	22.00
<b>6. OTHER LONG-TERM LIABILITIES</b>			
(a) Dealers' Deposits		36.97	32.95
(b) Sundry Deposits and Advances		102.24	130.30
(c) Other Liabilities		117.78	47.44
Total		256.99	210.69

- (i) Sundry Deposits and Advances include: (a) Rs. 24.80 crore (as at 31-3-2015:Rs. 24.80) received towards hand-over of possession of Land to a public utility, and (b) Rs. 0.75 crore (as at 31-3-2015: Rs. 0.75 crore) received towards Compensation against Land acquired. These amounts have not been adjusted in the accounts in view of pending suit/proceedings.
- (ii) Sundry Deposits and Advances also include amount due to the subsidiary company, Godrej Industries Ltd.: Rs. 0.69 crore (as at 31-3-2015: Rs. 0.69 crore).
- (iii) Other Liabilities include non-current portions of trade payables and advance income.

	Short-term Provisions		Long-term Provisions	
	As at 31/03/2016	As at 31/03/2015	As at 31/03/2016	As at 31/03/2015
<b>7. LONG-TERM PROVISIONS</b>				
(a) Provision for Free Service under Product Warranties	23.99	18.91	28.45	24.71
(b) Provision for Leave Encashment Benefit to Employees	8.19	7.65	30.59	27.23
Total	32.18	26.56	59.04	51.94
(i) Short-term provisions are disclosed under the head "Short-term Provisions" (Note 11)			As at	As at
(ii) Movement of Provisions during the year:			31/03/2016	31/03/2015
Provision for Free Service under Product Warranties during the year:				
Opening Balance			43.62	33.20
Add: Provision during the year			42.34	42.58
			85.96	75.78
Less: Utilisation during the year			33.52	32.16
Closing Balance			52.44	43.62
<b>8. SHORT-TERM BORROWINGS</b>				
(a) Secured				
(i) Working Capital Facilities from Banks (Net)			226.26	422.98
(ii) Export Credits from Export-Import Bank of India under a revolving credit limit			349.00	316.00
			575.26	738.98
(b) Unsecured				
(i) Deposits/Short-term Loans from Companies			109.61	194.84
(ii) Deposits from Shareholders			90.65	37.15
(iii) Short-term Loans from Banks			120.00	295.00
(iv) Other Borrowings			210.13	164.79
			530.39	691.78
Total			1,105.65	1,430.76

- (i) Working Capital Facilities from Banks are secured by a first pari passu charge by way of hypothecation of inventories and book debts. They carry interest rates ranging from 10.25% p.a. to 11.85% p.a. and are generally renewable each year.
- (ii) Export Credits from Export-Import Bank of India are secured by first equitable mortgage of specified immovable properties situated at Mumbai. They carry an interest rate ranging from 9.08% to 9.70% p.a. (excluding interest subvention of 3% and are payable/renewable after 90/360 days)
- (iii) Deposits/Short-term Loans from Companies carry an interest rate of 9.00% p.a. to 9.50% p.a. payable monthly and quarterly, and have a maturity period of 3 months or 6 months from the respective dates of deposit; and include deposits from an associate Godrej Investments Pvt. Ltd.: Rs. 109.36 crore (as at 31-3-2015: Rs.44.59 crore)
- (iv) Deposits from Shareholders have a maturity period of 3 months from the respective dates of deposit, and carry an interest rate of 9.25% p.a. payable at the month-end and at maturity.
- (v) In respect of Negotiable Commercial Paper, the maximum balance outstanding during the year was Rs. 325 crore (Previous Year: Rs. 325 crore).
- (vi) Short-term Loans from Banks carry an interest rate of 9.40% to 10.25% p.a. and are payable/renewable after 70 days/8 months.
- (vii) Other Borrowings are Buyers Credit from Banks, due and payable in foreign currency, and carry interest rates ranging from 0.96% to 1.35% p.a.

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>9. TRADE PAYABLES</b>		
(a) Acceptances	116.48	138.09
(b) Trade Payables	797.47	690.31
<b>Total</b>	<b>913.95</b>	<b>828.40</b>
(i) Trade Payables include amounts due to vendors under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act): Rs. 71.95 crore (as at 31-03-2015: Rs. 65.35 crore) Further, no interest during the year has been paid or payable under the terms of the MSMED Act. The above information has been compiled by the Company on the basis of information made available by vendors during the year.		
(ii) Trade Payables include amounts due to Related Parties: (Subsidiary Companies): (a) Godrej Infotech Ltd.: Rs. 4.33 crore (as at 31-03-2015: Rs. 1.31); (b) Veromatic International BV: Rs. 0.00 crore (as at 31-03-2015: Rs. 0.02crore); (c) Godrej Consumer Products Ltd.: Rs.0.02 crore (as at 31-03-2015: Rs.0.04 crore); (d) Mercury Mfg. Co. Ltd.: Rs. 0.35 crore (as at 31-03-2015: Rs. Nil); (e) India Circus Retail Pvt. Ltd. Rs. 0.03 crore;		
<b>10. OTHER CURRENT LIABILITIES</b>		
(a) Current maturities of long-term borrowings (Note 4 (b) and (c))	152.63	283.01
(b) Interest accrued but not due on borrowings	4.40	4.67
(c) Statutory dues including provident fund and tax deducted at source	166.17	124.37
(d) Employee benefits payable	196.28	192.08
(e) Advances from Customers	421.26	405.29
(f) Unclaimed Fixed Deposits (matured deposits not claimed on due dates)	9.54	4.06
(g) Other payables	374.10	276.77
<b>Total</b>	<b>1,324.38</b>	<b>1,290.25</b>
(i) There is no amount due and outstanding to be credited to the Investor Education and Protection Fund, in respect of matured but unclaimed Fixed Deposits and any unclaimed interest.		
(ii) Other Payables include accrued expenses and creditors for capital procurement.		
<b>11. SHORT-TERM PROVISIONS</b>		
(a) Provision for Proposed Final Equity Dividend	-	106.07
(b) Provision for Dividend Distribution Tax, in respect of the above	-	21.20
(c) Provision for Leave Encashment Benefit to Employees	8.19	7.65
(d) Provision for Free Service under Product Warranties	23.99	18.91
<b>Total</b>	<b>32.18</b>	<b>153.83</b>

## 12. FIXED ASSETS

(Rupees in crore)									
Tangible Assets									
	Freehold Land	Leasehold Land	Freehold Buildings	Leasehold Buildings	Plant & Equipment	Vehicles/Vessels	Furniture & Fixtures	Office Equipment	Total
<b>COST OF ASSETS</b>									
Gross Block as at 1/4/2015	218.61	49.22	824.84	12.44	1,372.95	18.11	75.10	72.25	2,643.52
Capital Work-in-Progress as at 1/4/2015	-	-	78.30	-	68.27	0.01	10.65	5.06	162.29
Capital Expenditure during the year	67.20	-	205.36	3.77	115.31	0.38	6.29	11.53	409.84
Capital Work-in-Progress as at 31/3/2016	-	-	(241.49)	-	(79.28)	-	(2.40)	(3.08)	(326.25)
Additions	67.20	-	42.17	3.77	104.30	0.39	14.54	13.51	245.88
Deductions	-	-	(0.30)	-	(57.86)	(1.08)	(7.89)	(1.87)	(69.00)
Gross Block as at 31/3/2016	285.81	49.22	866.71	16.21	1,419.39	17.42	81.75	83.89	2,820.40
<b>DEPRECIATION</b>									
Total Depreciation upto 31/3/2015	-	2.76	145.07	0.73	803.29	4.52	41.42	37.58	1,035.37
Depreciation for the year	-	0.58	21.04	1.86	101.44	1.00	8.47	10.62	145.01
Depreciation on Deductions	-	-	(0.17)	-	(53.72)	(1.08)	(7.11)	(1.51)	(63.59)
Total Depreciation upto 31/3/2016	-	3.34	165.94	2.59	851.01	4.44	42.78	46.69	1,116.79
<b>NET BOOK VALUE</b>									
Net Block as at 31/3/2016	285.81	45.88	700.77	13.62	568.38	12.98	38.97	37.20	1,703.61
Capital Work-in-progress	-	-	241.49	-	79.28	-	2.40	3.08	326.25
Total as at 31/3/2016	285.81	45.88	942.26	13.62	647.66	12.98	41.37	40.28	2,029.86
Previous Year's Total	218.61	46.46	758.07	11.71	637.93	13.60	44.33	39.73	1,770.44
<b>Intangible Assets (other than internally generated)</b>									
				Computer Software	Technical Know-how	Trademarks		Total	
<b>COST OF ASSETS</b>									
Gross Block as at 1/4/2015				9.72	8.64	0.25		18.61	
Additions				0.69	-	-		0.69	
Deductions				-	-	-		-	
Gross Block as at 31/3/2016				10.41	8.64	0.25		19.30	
<b>AMORTIZATION</b>									
Total upto 31/3/2015				3.88	7.68	0.12		11.68	
Charge for the year				2.09	0.43	0.04		2.56	
Deductions				-	-	-		-	
Total Amortization upto 31/3/2016				5.97	8.11	0.16		14.24	
<b>NET BOOK VALUE</b>									
As at 31/3/2016				4.44	0.53	0.09		5.06	
As at 31/3/2015				5.84	0.96	0.13		6.93	

- (a) (i) In respect of the Company's Property Development Activity consisting of construction projects promoted/developed on the Company's lands, a total sum of Rs. 387.52 crore, being the fair value of land/Transferable Development Rights (TDRs) forming part of the projects, has been transferred from Fixed Assets to Construction Work-in-Progress upto 31st March, 2016 [Note 16(g)].  
The difference between the fair value of land/TDRs forming part of the projects and the book value of land/TDRs upto 31st March, 2016 amounting to Rs. 387.49 crore, pending completion of the projects, had been credited to construction projects reserve (Note 3(d)); of which a sum of Rs. 23.21 crore in respect of the completed projects was transferred to revenue upto 31st March, 2012, leaving a balance of Rs. 364.29 crore.  
Thereafter, in respect of the completed projects, a further sum of Rs. 11.07 crore has been transferred from construction projects reserve to other operating revenue through the statement of profit and loss during the current year; (Previous year: Rs. Nil). [Note 22 (c) (iv)].
- (ii) During the current year, the difference between the fair value of land forming part of the project and transferred from freehold land, and the book value of land, amounts to Rs. Nil (Previous Year: Rs. 217.92 crore).
- (iii) From the Construction Projects Reserve a total sum of Rs.34.27 crore, in respect of the completed projects, has been transferred to Other Operating Revenue through the Statement of Profit and Loss, upto 31st March,2016
- (iv) The balance in the Construction Projects Reserve of Rs. 353.22 crore at the close of the year [Note 3( d)] represents unadjusted amounts, pending completion of the projects.
- (b) In respect of the Company's freehold land situated at Thane (transferred on Amalgamation of the erstwhile Lawkim Ltd. with the Company):
- (i) Land admeasuring approximately one acre was the subject matter of dispute. The Company has filed an appeal in the Hon'ble High Court of Judicature at Bombay, against the Order dated 23rd December, 2004 passed by the Third Additional District Judge, Thane. The Company has also registered notice of lis pendens dated 17th May,2005 with the Registrar of Sub-Assurance.
- (ii) A part of the land was acquired by the Thane Municipal Corporation and the Company has an option for the Transferable Development Rights (TDR) as compensation for the said acquisition. Pending the receipt of such compensation by the Company in the form of TDR, no adjustment has been made in the books in this regard.
- (c) Freehold Land includes (i) leasehold rights in perpetuity and (ii) transferable development rights (TDRs). Freehold Buildings include investments representing shares in ownership of flats.
- (d) Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 48.43 crore (as at 31-03-2015: Rs. 43.64 crore).
- (e) The additions to Freehold Land, includes Rs. 17.84 crore, pertaining to carrying value of Land of the three subsidiaries merged with the Company, with effect from, 1st April, 2015. [Refer Note 38 (i)(b)(i)]

## (f) Fixed Assets given on operating lease:

(Rupees in crore)

	Current Year				Previous Year			
	Freehold Buildings	Plant & Equipment	Furniture & Fixtures	Office Equipment	Freehold Buildings	Plant & Equipment	Furniture & Fixtures	Office Equipmen
(i) Gross Block	295.73	46.77	0.66	24.53	295.00	30.97	0.71	9.62
(ii) Net Book Value	261.29	20.87	0.03	11.10	274.44	18.27	0.26	4.22
(iii) Depreciation for the year	6.99	5.66	0.09	3.27	5.49	4.03	0.04	1.24

(Rupees in crore)

## 13. NON-CURRENT INVESTMENTS

(at cost unless otherwise specified)

## GRAND SUMMARY

## TRADE INVESTMENTS

## (a) Subsidiary companies

Equity Shares

1,018.93

981.92

Preference Shares

18.00

0.01

1,036.93

981.93

## (b) Associate companies

Equity Shares

7.27

7.27

Preferred Stock/Contribution towards Capital of an LLP

24.71

17.78

31.98

25.05

## (c) Joint Venture company

Equity Shares

0.75

0.75

## OTHER INVESTMENTS

142.23

19.18

1,211.89

1,026.91



	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>A. TRADE INVESTMENTS (valued at cost unless stated otherwise):</b>		
<b>(a) QUOTED</b>		
(1) Investments in Equity Shares in direct Subsidiary Companies (with the Company's direct holdings in excess of 50% of the equity share capital)		
(i) 19,39,04,681 (as at 31-03-2015: 19,39,04,681) Equity Shares of Re. 1 each in Godrej Industries Ltd. (GIL) – at Book Value	257.77	257.77
	<u>257.77</u>	<u>257.77</u>
(2) Investments in Equity Shares in other Subsidiary Companies (where the Company owns directly and indirectly through one or more subsidiaries, more than one-half of the equity share capital)		
(i) 11,85,03,815 (as at 31-03-2015: 11,91,63,815) Equity Shares of Re. 1 each in Godrej Consumer Products Ltd. – At Book Value (6,60,000 shares sold during the year)	283.24	284.82
(ii) 106,50,688 (as at 31-03-2015: 93,95,688) Equity Shares of Rs. 5 each in Godrej Properties Ltd. (12,55,000 shares purchased during the year)	285.95	246.36
	<u>569.19</u>	<u>531.18</u>
(3) Investments in Equity Shares in an Associate Company:		
(i) 1,21,75,000 Equity Shares of Rs. 2 each in Geometric Ltd.	7.27	7.27
<b>Total Quoted Non-current Trade Investments</b>	<u>834.23</u>	<u>796.22</u>
<b>Aggregate Market Value</b>	<u>23,784.00</u>	<u>19,539.00</u>
<b>(b) UNQUOTED</b>		
(1) Investments in Equity Shares in direct Subsidiary Companies		
(i) 5,050 Equity Shares of Rs. 100 each in Godrej Infotech Ltd.	1.05	1.05
(ii) 50,000 Equity Shares of Rs. 10 each in Busbar Systems (India) Ltd.	22.06	22.06
(iii) 3,09,410 Equity Shares of RM 10 each in Godrej (Malaysia) Sdn. Bhd. [G(M)] [after deducting Rs. 5.22 crore in respect of the value of shares in Mercury Manufacturing Company Ltd. received from the liquidator of G(M) (under voluntary liquidation) by way of distribution in specie; the balance amount will be adjusted on the liquidation of G(M) and the receipt of liquidation proceeds (residual bank balance) from the liquidator]	0.82	6.04
(iv) 37,50,000 (as at 31-03-2015: 25,00,000) Equity Shares of Rs. 10 each in Mercury Manufacturing Co. Ltd. [12,50,000 Equity Shares transferred during the year by the liquidator of a wholly-owned subsidiary company Godrej (Malaysia) Sdn. Bhd. [G(M)] (under voluntary liquidation), by way of distribution in specie] The shares so transferred to the Company have been valued at their carrying value in RM, in the books of G(M) converted into rupees at the year-end exchange rate, amounting to Rs. 5.22 crore	12.52	7.30

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(v) Nil (as at 31-03-2015: 50,000) Equity Shares of Rs. 10 each in East View Estates Pvt. Ltd. (see Note below)	-	0.94
(vi) Nil (as at 31-03-2015: 10,000) Equity Shares of Rs. 10 each in Firstrock Infrastructure Pvt. Ltd. (see Note below)	-	6.94
(vii) Nil (as at 31-03-2015: 10) Equity Shares of Rs. 10 each in Miracletouch Developers Pvt. Ltd. (see Note below)	-	7.83
(viii) 2,00,000 Equity Shares of Rs. 10 each in India Circus Retail Private Ltd. (purchased at face value during the year)	0.20	0.00
(ix) 48,723 Equity Shares of S\$ 10 each in Godrej (Singapore) Pte. Ltd.	24.83	24.83
(x) 98170 (as at 31-03-2015: 54700) Equity Shares of € 46 each in Veromatic International BV., the Netherlands (43,470 shares subscribed during the year) [excluding diminution (other than temporary) in the value of investment amounting to Rs. 43.02 crore recognized in 2011-12]	42.63	28.12
(xi) 3,00,000 Shares ("common stock with no par value") of Godrej Americas Inc. USA. (subscribed during the year)	1.86	1.86
	<u>105.97</u>	<u>106.97</u>
Note: The three wholly-owned subsidiaries (items v, vi, and vii) have been amalgamated with the Company with effect from 1st April, 2015, and the book value of the investments therein have been adjusted against Capital Reserve (Note 38)		
(2) Investments in Equity Shares in other Subsidiary Companies (where the Company owns directly and indirectly through one or more subsidiaries, more than one-half of the equity share capital)		
(i) 26,53,000 Equity Shares of Rs. 10 each in Godrej Agrovat Ltd.	86.00	86.00
(3) Investments in Equity Shares of Joint Ventures		
(i) 7,50,000 Equity Shares of Rs. 10 each in Godrej Efacec Automation & Robotics Ltd.	0.75	0.75
(4) Investments in Equity Shares in other Companies		
(i) 84,375 Equity Shares of Rs. 10 each in Nimbua Greenfield (Punjab) Ltd.	0.08	0.08
(ii) 176 No Par Value Shares in Sustainable Technology Ventures, Inc., USA *	0.00	0.00
	<u>0.08</u>	<u>0.08</u>
(5) Investments in Preference Shares of Subsidiary Companies		
(i) 9,990 Preference Shares of Rs. 10 each in Miracletouch Developers Pvt. Ltd. - [ see item (b) (vii) above]	-	0.01
(ii) 1,80,00,000 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs.10 each in India Circus Retail Private Ltd.	18.00	-
(6) Investments in Preference Shares of an Associate Company		
(i) 6,70,121 Series A Preferred Stock shares of par value \$0.001 each in Sheetak Inc., USA	6.71	6.71
(ii) 9,42,506 (as at 31-3-2015: 5,80,004) Series B Preferred Stock shares of par value \$0.001 each in Sheetak Inc., USA (3,62,502 shares subscribed during the year)	15.88	9.19
<i>*(Amount less than Rs.50,000)</i>	<u>40.59</u>	<u>15.91</u>
Total Unquoted Non-current Trade Investments	<u>233.39</u>	<u>209.71</u>
<b>B. OTHER INVESTMENTS (valued at cost unless stated otherwise):</b>		
<b>(a) QUOTED</b>		
(1) Investments in Equity Shares		
(i) 12,000 Equity Shares of Rs. 10 each in Central Bank of India	0.13	0.13
(ii) 52,590 Equity Shares of Rs. 2 each in Housing Development Finance Corporation Ltd.	0.02	0.02
(iii) 68,65,666 Common Shares of par value USD 0.001 in Verseon Corporation USA (purchased during the year)	100.57	-
Total Quoted Non-current Non-Trade Investments	<u>100.72</u>	<u>0.15</u>
Aggregate Market Value	<u>105.21</u>	<u>7.00</u>

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>(b) UNQUOTED</b>		
<b>(1) Investments in Equity Shares</b>		
(i) 50 Equity Shares of Rs. 50 each in Godrej & Boyce Employees' Co-operative Consumer Society Ltd.*	-	-
(ii) 1,000 Equity Shares of Rs. 10 each in Super Bazar Cooperative Stores Ltd.*	-	-
(iii) 1,000 Equity Shares of Rs. 10 each in Saraswat Co-operative Bank Ltd.*	-	-
(iv) 4,000 Equity Shares of Rs. 25 each in The Zoroastrian Co-operative Bank Ltd.	0.01	0.01
(v) 2 Equity Shares of Rs. 10 each in Brihat Trading Private Ltd.*	-	-
(vi) 100 Equity Shares of Rs. 100 each in Gharda Chemicals Ltd. (Shares have not been registered in the Company's name)	0.10	0.10
(vii) 1,823 Equity Shares of Rs.10 each in Binani Zinc Ltd. - At Book Value*	-	-
(viii) 15,000 (as at 31-03-2015: 10,000) Equity Shares of Rs. 1,000 each in Global Innovation and Technology Alliance (a limited company under the purview of Section 8 of the Companies Act, 2013) (5,000 shares subscribed during the year)	1.50	1.00
(ix) Contribution towards 19.66% (as at 31-03-2015: 16.38%) of an Associate, Urban Electric Power LLC, USA (17,00,000 common units @ 3.25 per unit subscribed during the year)	33.59	17.84
(x) Contribution towards 19.61% of the Capital of Proboscis Inc., USA (25,000 shares of par value USD 0.01 subscribed during the year)	6.23	-
(xi) 1400 Shares of Rs.10 each in Godrej One Premises Management Pvt. Ltd. (subscribed during the year) *	-	-
<i>*(Amount less than Rs.50,000)</i>	<b>41.43</b>	<b>18.95</b>
<b>(2) Investments in Limited Liability Partnership Firms</b>		
(i) Contribution towards 50% of the Fixed Capital of Godrej & Boyce Enterprises LLP*	-	-
(ii) Contribution towards 20% of the Capital of Future Factory LLP (including share of profit of Rs.0.24 crore booked during the year; previous year: Rs.0.31 crore)	2.12	1.88
(a) Total capital of the Firm: Rs. 1.82 crore		
(b) Names of other Partners and % share in Capital: Mr. Jashish Navin Kambli - 56% Mrs. Geetika Kambli - 24%		
<b>Total Unquoted Non-current Non-Trade Investments</b>	<b>43.55</b>	<b>20.83</b>
<i>*(Amount less than Rs.50,000)</i>		
<b>Grand Total</b>	<b>1,211.89</b>	<b>1,026.91</b>
<b>C. AGGREGATE BOOK VALUE AND MARKET VALUE OF QUOTED/UNQUOTED INVESTMENTS</b>		
<b>(a) Quoted Investments</b>		
Book Value	934.95	796.37
[Market Value: Rs. 23,790 crore (as at 31-03-2015: Rs. 19,546 crore)]		
<b>(b) Book Value of Unquoted Investments</b>		
Aggregate Book Value of Investments	276.94	230.54
	<b>1,211.89</b>	<b>1,026.91</b>
<b>14. LONG-TERM LOANS AND ADVANCES (Unsecured, Considered Good)</b>		
(a) Capital Advances	6.94	106.26
(b) Other Loans and Advances	59.92	5.63
<b>Total</b>	<b>66.86</b>	<b>111.89</b>
(i) Other Loans and Advances include non-current components of advances and deposits made.		

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>15. OTHER NON-CURRENT ASSETS (Unsecured, Considered Good)</b>		
(a) Trade Receivables [excluding doubtful debts fully provided for Rs. 117.58 crore (as at 31-03-2015: Rs. 103.10 crore)]	12.50	69.66
(b) Deposits	50.42	46.50
(c) Advance Payment of Taxes (Net of Provision Rs. 230.00 crore; as at 31-03-2015: Rs. 254.84 crore) [includes MAT credit entitlement of Rs. 158.18 crore (as at 31-03-2015 Rs. 151.18 crore)]	197.04	182.62
(d) Other Non-current Assets [including Rs. 108.93 crore due from Godrej Vikhroli Properties LLP (as at 31-03-2015: Rs. 251.93 crore), in respect of sale/assignment of immovable property]	110.14	258.77
<b>Total</b>	<b>370.10</b>	<b>557.55</b>
<b>16. INVENTORIES (At lower of Cost and Net Realisable Value)</b>		
(a) Raw Materials (includes raw materials in transit: Rs. 4.42 Crore; as at 31-03-2015: Rs. 5.75)	286.15	254.27
(b) Work-in-Process	412.72	473.37
(c) Finished Goods - Manufactured	383.25	394.91
- Traded (includes goods in transit: Rs. 1.50 Crore; as at 31-03-2015: Rs. 4.19)	298.75	298.41
(d) Spares and Components for after-sales service	78.54	74.97
(e) Stores, Spares, etc.	20.09	18.00
(f) Loose Tools	2.29	2.20
(g) Construction Work-in-Progress (Property Development Activity) [Note 12(a)]	498.18	466.60
<b>Total</b>	<b>1,979.97</b>	<b>1,982.73</b>
<b>Break-up of Inventories</b>		
(a) Raw Materials		
(i) Mild Steel	83.17	75.64
(ii) Others	202.98	178.63
	<b>286.15</b>	<b>254.27</b>
(b) Work-in-Process		
(i) Consumer Durables	121.09	125.62
(ii) Industrial Products	291.63	347.75
	<b>412.72</b>	<b>473.37</b>
(c) Finished Goods		
(i) Manufactured:		
(1) Consumer Durables	363.24	364.74
(2) Industrial Products	20.01	30.17
	<b>383.25</b>	<b>394.91</b>
(ii) Traded		
(1) Consumer Durables	288.78	288.17
(2) Industrial Products	9.53	9.90
(3) Others	0.44	0.34
	<b>298.75</b>	<b>298.41</b>
<b>Total</b>	<b>682.00</b>	<b>693.32</b>
<b>17. TRADE RECEIVABLES (Unsecured, Considered Good)</b>		
(a) Debts due for over six months	789.80	689.30
(b) Other Debts	1,332.40	1,177.84
<b>Total</b>	<b>2,122.20</b>	<b>1,867.14</b>

Trade Receivables include debts due from Related Parties: (a) Godrej Industries Ltd.: Rs. 2.83 crore (as at 31-03-2015: Rs. 9.48 crore); (b) Godrej Infotech Ltd.: Rs.0.57 crore (as at 31-03-2015: Rs. 0.47 crore); (c) Godrej Agrovet Ltd.: Rs.0.56 crore (as at 31-03-2015: Rs. 0.79 crore); (d) Godrej Properties Ltd.: Rs. 12.17 crore (as at 31-03-2015: Rs. 3.60 crore); (e) Veromatic International BV.: Rs.0.75 crore (as at 31-03-2015: Rs. 1.11 crore); (f) Godrej (Singapore) Pte. Ltd.: Rs.0.28 crore (as at 31-03-2015: Rs. 0.05 crore); (g) Godrej Consumer Products Ltd.: Rs. 0.32 crore (as at 31-03-2015: Rs. 0.49 crore); (h) Mercury Mfg. Co. Ltd.: Rs. 0.11 crore (as at 31-03-2015: Rs. 0.07 crore); (i) Godrej Buildwell Pvt. Ltd.: Rs. Nil (as at 31-03-2015: Rs. 0.01 crore); (j) Godrej Projects Development Pvt. Ltd.: Rs.0.23 (as at 31-03-2015: Rs. Nil); (k) Godrej Efacec Automation & Robotics Ltd.: Rs. 2.96 crore (as at 31-03-2015: Rs. 3.50 crore); (l) Godrej Real Estate Pvt. Ltd.: Rs.0.01 crore (as at 31-03-2015: Rs. 0.01 crore); (m) Geometric Ltd.: Rs.0.04 crore (as at 31-03-2015: Rs. 0.31 crore); (n) Godrej Vikhroli Properties LLP: Rs.2.57 crore (as at 31-03-2015: Rs. 4.33 crore); (o) Godrej Buildcon Pvt. Ltd.: Rs. 11.75 crore (as at 31-03-2015: Rs. 7.99 crore) and (p) Natures Basket Ltd.: Rs. 0.14 crore (as at 31-03-2015: Rs. 0.68 crore); (q) Busbar Systems (India) Ltd.: Rs. 0.96 crore (as at 31-03-2015: Rs. 1.29 crore)

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>18. CASH AND BANK BALANCES</b>		
(a) Cash and Cash Equivalents		
(i) Balances with Banks on Current Accounts	11.07	7.11
(ii) Cash on Hand	1.59	1.82
Total Cash and Cash Equivalents	12.66	8.93
(b) Other Bank Balances		
(i) Deposit Accounts (Earmarked during the year for Statutory Deposit Repayment Reserve Account net of amounts utilised for repayment of public deposits)	42.00	49.00
(ii) Other earmarked Accounts	6.00	1.48
Total	60.66	59.41
<b>19. SHORT-TERM LOANS AND ADVANCES (Unsecured, Considered Good)</b>		
(a) Loans to subsidiary companies		
(i) East View Estates Private Ltd.	-	4.55
(ii) Firstrock Infrastructure Private Ltd.	-	12.32
(iii) Miracletouch Developers Private Ltd.	-	9.14
	-	26.01
These loans, made for repayment of existing borrowings, carry an interest rate of 8% p.a. and are payable/renewable after 180 days		
(b) Balances with Customs, Central Excise, Port Trust and other Authorities	69.75	44.51
(c) Advances recoverable in cash or in kind or for value to be received	155.68	129.78
(d) Prepaid Expenses	11.21	11.10
Total	236.64	211.40
Advances recoverable include amount due from a subsidiary company, Godrej Infotech Ltd.	-	1.57
<b>20. OTHER CURRENT ASSETS (Unsecured, Considered Good)</b>		
(a) Due from Godrej Vikhroli Properties LLP in respect of sale/assignment of immovable property	143.00	120.00
(b) Sundry Deposits	15.73	23.86
(c) Other Current Assets	71.16	45.03
Total	229.89	188.89

## 21. CONTINGENT LIABILITIES NOT PROVIDED FOR

- (a) Guarantees given by the Company's Bankers against counter-guarantees given by the Company: Rs. 1064.46 crore (as at 31-03-2015: Rs. 927.05 crore).
- (b) Guarantees given by the Company's Bankers on behalf of subsidiary/associate companies against counter-guarantees given by the Company: Rs. 10.35 crore (as at 31-03-2015: Rs. 7.13 crore);
- (c) Corporate Guarantees given to Bankers to secure credit facilities extended by them to a subsidiary and an associate company: Rs. 59.67 crore (as at 31-03-2015: Rs. 35.84 crore)
- (d) Guarantees given by Export-Import Bank of India, against the security of first equitable mortgage of specified immovable properties situated at Vikhroli, Mumbai: Rs. 111.27 crore (as at 31-03-2015: Rs. 38.54 crore).
- (e) Excise Duty/Service Tax/Sales Tax/Property Tax demands/Income tax in dispute and pending at various stages of appeal: Rs. 198.29 crore (as at 31-3-2015: Rs. 53.54 crore).
- (f) The State of Maharashtra has filed a suit against the Company, being Suit No. 679 of 1973, in the High Court of Judicature at Bombay, claiming ownership of part of the Company's lands at Vikhroli, Mumbai. In the said Suit, which is still pending, various claims have been raised, which are undetermined and not acknowledged as debts due by the Company. According to the Company's legal advisers, the Company has a complete defence against the plaintiff in the said Suit, and the said Suit is not sustainable.
- (g) Claims against the Company under the Industrial Disputes Act, 1947 - amount indeterminate.
- (h) Other Contingent Liabilities: Rs. 0.58 crores
- (i) Disputed Provident Fund liability for the period March 1996 to September 1997 arising on account of disapproval of infancy benefit: Rs. 0.64 crore (as at 31-3-2015: Rs. 0.61 crore). The Supreme Court of India has allowed the Company's appeal and set aside the judgment of the High Court of Punjab & Haryana; the matter has been remanded to the Regional Provident Fund Commissioner for a fresh decision in accordance with law after hearing the parties concerned, expeditiously.

Note: Future cash outflows in respect of items (d) to (g) above are determinable only on receipt of judgements/decisions pending with various forums/authorities.

## 22. REVENUE FROM OPERATIONS

	(Rupees in crore)	
	Current Year	Previous Year
(a) Sale of Products	7,825.24	7,308.48
(b) Sale of Services	865.78	800.20
Net Sales (Products and Services) (net of Excise Duty)	8,691.02	8,108.68
(c) Other Operating Revenue:		
(i) Scrap Sales	67.43	78.39
(ii) Leave and License Dues and Rent	20.44	18.89
(iii) Export Incentives	7.71	5.04
(iv) Transfer from Construction Projects Reserve [Note 12(a)]	11.07	-
(v) Sundry Receipts	31.36	28.83
	138.01	131.15
Revenue from Operations (net)	8,829.03	8,239.83
Add: Excise Duty	593.25	495.75
Revenue from Operations (gross)	9,422.28	8,735.58
Break-up of Net Sales (Products and Services) (net of Excise Duty):		
(1) Sale of Products and Services (gross):		
(a) Manufactured:		
(i) Consumer Durables Businesses	3,797.33	3,636.73
(ii) Industrial Products Businesses	1,682.39	1,393.69
(iii) Others	127.90	126.26
	5,607.62	5,156.68
(b) Traded:		
(i) Consumer Durables Businesses	2,300.34	1,976.89
(ii) Industrial Products Businesses	422.64	609.74
(iii) Others	87.89	60.92
	2,810.87	2,647.55
(c) Services rendered:		
(i) Consumer Durables Businesses	270.16	233.46
(ii) Industrial Products Businesses	212.99	179.78
(iii) Others	382.63	386.96
	865.78	800.20
Total Sale of Products and Services (gross) (including Excise Duty)	9,284.27	8,604.43

	(Rupees in crore)	
	Current Year	Previous Year
(2) Less: Excise Duty	593.25	495.75
<b>Net Sales (Products and Services)</b>	<b>8,691.02</b>	<b>8,108.68</b>
<b>23. OTHER INCOME</b>		
(a) Interest Income	16.16	11.77
(b) Dividends from Subsidiary Companies	136.56	99.94
(c) Other Dividends	7.55	3.11
(d) Profit on Sale of Current Investments (Net)	-	0.33
(e) Share of Profit in a firm (LLP)	0.24	0.31
(f) Profit on Sale/Disposal of Fixed Assets (Net)	0.35	0.54
(g) Provision for Doubtful Debts written back	-	46.60
<b>Total</b>	<b>160.86</b>	<b>162.60</b>
<b>24. COST OF MATERIALS CONSUMED</b>		
Stocks of Raw Materials at the beginning of the year	254.27	201.12
Add: Raw Materials purchased during the year	3,396.80	3,322.36
Less: Sale of Raw Materials	27.35	26.75
	<b>3,623.72</b>	<b>3,496.73</b>
Less: Stocks of Raw Materials at the close of the year	286.15	254.27
<b>Total</b>	<b>3,337.57</b>	<b>3,242.46</b>
Details of major Raw Materials consumed:		
(a) Mild Steel	592.24	671.80
(b) Plastic	251.84	272.17
(c) Steel and Metal Components	217.41	115.24
(d) Foaming Components	148.42	144.46
(e) Others	2,127.66	2,038.80
<b>Total</b>	<b>3,337.57</b>	<b>3,242.47</b>
<b>25. PURCHASES OF STOCK-IN-TRADE (TRADED GOODS)</b>		
(a) Consumer Durables	1,598.49	1,442.34
(b) Industrial Products	293.68	496.83
(c) Others	71.58	65.83
<b>Total</b>	<b>1,963.75</b>	<b>2,005.00</b>
<b>26. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS AND STOCK-IN-TRADE</b>		
(a) Stocks at the beginning of the year:		
(i) Finished Goods*	768.29	630.70
(ii) Work-in-Process	473.37	395.41
	<b>1,241.66</b>	<b>1,026.11</b>
(b) Less: Stocks at the end of the year:		
(i) Finished Goods*	760.52	768.29
(ii) Work-in-Process	412.72	473.37
	<b>1,173.24</b>	<b>1,241.66</b>
(c) Less: Finished goods damaged/destroyed by fire	68.42	(215.55)
Net change in Excise Duty on Finished Goods	18.69	4.00
	<b>2.76</b>	<b>14.84</b>
<b>Total</b>	<b>52.49</b>	<b>(204.71)</b>
* including stocks of Traded Goods, Spares and Components for after-sales service		

	(Rupees in crore)	
	Current Year	Previous Year
<b>27. EMPLOYEE BENEFITS EXPENSE</b>		
(a) Salaries, Wages and Bonus	947.48	899.76
(b) Company's contribution to Employees' Provident and other Funds	36.76	34.40
(c) Company's contribution to Employees' Gratuity Trust Fund	14.71	13.04
(d) Workmen and Staff Welfare Expenses	34.83	32.80
(e) Voluntary Retirement Compensation	0.28	0.13
<b>Total</b>	<b>1,034.06</b>	<b>980.13</b>
<b>DETAILS OF EMPLOYEE BENEFITS:</b>		
<b>(a) DEFINED BENEFIT PLAN - PROVIDENT FUND:</b>		
Amount contributed by the Company to the Employees' Provident and other Funds recognized as an expense and included under Employee Benefits Expense	36.76	34.40
<p>The Guidance Note on implementing AS15, 'Employee Benefits', issued by the Institute of Chartered Accountants of India states that Provident Funds set up by employers that guarantee a specified rate of return as notified by the Government, and which require interest shortfall to be met by the employer would be defined benefit plans in accordance with the requirements of paragraph 26(b) of AS15. Pursuant to the Guidance Note, the liability in respect of the shortfall of interest earnings of the Company's approved Provident Fund, determined on the basis of an actuarial valuation, is Rs. Nil, considering that the assets lying in the Provident Fund exceed the accumulated members' corpus.</p>		
<b>(b) DEFINED BENEFIT PLAN – GRATUITY:</b>		
<b><u>(i) Change in Defined Benefit Obligation :</u></b>		
Liability at the beginning of the year	142.74	127.42
Interest cost	11.42	11.86
Current service cost	8.90	7.99
Benefit paid	(14.30)	(11.50)
Actuarial (gain)/loss on obligations	5.89	6.97
Liability at the end of the year	<b>154.65</b>	<b>142.74</b>
<b><u>(ii) Fair Value of Plan Assets:</u></b>		
Fair value of plan assets at the beginning of the year	129.64	120.06
Expected return on plan assets	10.37	11.26
Contributions by Employer	13.10	6.44
Benefit paid	(14.30)	(11.50)
Actuarial gain/(loss) on plan assets	1.08	2.46
Fair value of plan assets at the end of the year	<b>139.89</b>	<b>129.64</b>
Total actuarial gain/(loss) to be recognized	<b>(4.81)</b>	<b>(4.51)</b>
<b><u>(iii) Actual Return on Plan Assets:</u></b>		
Expected return on plan assets	10.37	11.26
Actuarial (loss)/gain on plan assets	1.08	2.46
Actual return on plan assets	<b>11.45</b>	<b>13.72</b>
<b><u>(iv) Amount recognised in the Balance Sheet:</u></b>		
Liability at the end of the year	154.65	142.74
Fair value of plan assets at the end of the year	139.89	129.64
Difference	(14.76)	(13.10)
Amount recognised in the Balance Sheet	<b>(14.76)</b>	<b>(13.10)</b>



	(Rupees in crore)	
	Current Year	Previous Year
<b>(v) Expense recognised in the Statement of Profit and Loss:</b>		
Current service cost	8.90	7.99
Interest cost	11.42	11.86
Expected return on plan assets	(10.37)	(11.26)
Net actuarial (gain)/loss to be recognised	4.81	4.51
<b>Total Expense recognised in the Statement of Profit and Loss</b>	<b>14.76</b>	<b>13.10</b>
<b>(vi) Balance Sheet Reconciliation:</b>		
Opening net liability	13.10	6.44
Expense as above	14.76	13.10
Employer's contribution	(13.10)	(6.44)
<b>Amount recognised in the Balance Sheet</b>	<b>(14.76)</b>	<b>(13.10)</b>
<b>(vii) Actuarial Assumptions:</b>		
Discount rate	8.06%	8.00%
Rate of return on plan assets	8.06%	8.00%
Salary escalation	7.50%	7.50%
<b>(c) GENERAL DESCRIPTION OF DEFINED BENEFIT PLAN – GRATUITY:</b>		
Gratuity is payable to all eligible employees of the Company on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, or as per the Company's Scheme, whichever is more beneficial.		
<b>(d) MAJOR CATEGORY OF PLAN ASSETS RELATING TO GRATUITY:</b>		
(as a percentage of total plan assets:)		
Government Securities	35.64%	32.60%
Special Deposit Scheme	19.31%	20.93%
Corporate Bonds	41.29%	43.53%
Equity	0.83%	0.00%
Others	2.93%	2.94%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>
<b>(e) OTHER LONG-TERM BENEFITS:</b>		
The defined benefit obligations in respect of Leave Encashment Benefit to employees, which are provided for but not funded		
	38.78	34.88
<b>28. PROPERTY DEVELOPMENT AND CONSTRUCTION EXPENSES (COMMERCIAL PROJECTS)</b>		
(a) Construction Work-in-Progress at the beginning of the year	466.60	211.68
Add: Fair Value of Land forming part of the project transferred from Fixed Assets (Freehold Land) [Note 12(a)]	-	217.92
	466.60	429.60
(b) Add: Project Expenses incurred during the year:		
(i) Development and Construction Expenses	76.42	111.92
(ii) Employee Remuneration and Benefits	3.83	5.41
(iii) Professional Charges	7.17	7.62
(iv) Others	36.78	24.82
	124.20	149.77
(c) Less: Construction Work-in-Progress at the end of the year	498.18	466.60
<b>Total</b>	<b>92.62</b>	<b>112.77</b>

	(Rupees in crore)	
	Current Year	Previous Year
<b>29. INTEREST AND FINANCE COSTS</b>		
(a) Interest on Term Loans and Debentures	43.48	13.35
(b) Interest on Fixed Deposits and other Unsecured Loans	75.12	65.39
(c) Other Interest costs	78.48	76.51
	<u>197.08</u>	<u>155.25</u>
(d) Less: Adjustments for Interest Capitalised	19.22	13.56
	<u>177.86</u>	<u>141.69</u>
(e) Finance Charges	15.16	2.54
(f) Net (gain)/loss on foreign currency transactions/translations (attributable to finance costs)	(0.02)	1.31
<b>Total</b>	<u>193.00</u>	<u>145.54</u>
<b>30. OTHER EXPENSES</b>		
(a) Stores, Spare Parts and Other Materials consumed	145.58	172.23
(b) Power and Fuel	130.39	124.19
(c) Rates and Taxes	49.76	56.79
(d) Excise Duty (Net)	39.86	40.17
(e) Insurance	12.17	7.24
(f) Repairs and Maintenance of Buildings	48.21	41.39
(g) Repairs and Maintenance of Machinery	16.05	16.09
(h) Technical Fees	1.92	1.06
(i) Royalty	0.55	0.86
(j) Rent [Note 42(a)]	86.16	71.91
(k) Establishment and Other Expenses [Notes 33 and 42(a)]	464.36	384.37
(l) Donations and Contributions	1.28	0.52
(m) Motor Car and Lorry Expenses [Note 42(a)]	29.39	19.93
(n) Freight, Transport and Delivery Charges	408.86	384.66
(o) Advertisement and Publicity	278.59	245.46
(p) Commission	45.91	41.72
(q) Professional Fees	127.16	80.67
(r) CSR Expenditure [Note 34]	5.33	5.11
(s) Bad Debts/Advances written off	17.45	38.60
(t) Provisions for Doubtful Debts	14.48	-
(u) Provision for Free Service under Product Warranties	8.82	10.42
(v) Loss on account of Finished Goods damaged/destroyed by fire (net)	2.04	0.24
<b>Total</b>	<u>1,934.32</u>	<u>1,743.63</u>
<b>31. DISCLOSURE IN RESPECT OF PROPERTY DEVELOPMENT PROJECTS AND CONSTRUCTION CONTRACTS</b>		
(a) Contract revenue recognised and shown under Sales for the year	143.80	157.37
(b) For all contracts in progress at the year-end:		
(i) Aggregate amount of costs incurred and profits recognised (less recognised losses) upto the balance sheet date	1,138.73	993.90
(ii) Advances received from customers as at the balance sheet date	3.60	1.48
(iii) Work-in-Progress at the end of the year	498.18	466.60
(iv) Excess of revenue recognised over actual bills raised	-	0.32
(v) Gross amount due to customers as at the balance sheet date	55.96	87.43
(c) The Company follows the Percentage of Completion Method to determine the project revenue to be recognised for the year.		
(d) The Company follows the Project Costs Incurred Method to determine the stage of completion of each project.		

		(Rupees in crore)	
		Current Year	Previous Year
32.	<b>COMMON EXPENSES SHARED BY A SUBSIDIARY COMPANY</b> Amounts recovered from a subsidiary company, Godrej Infotech Ltd., towards its share of various common expenses incurred by the Company	2.98	2.77
33.	<b>AUDITORS' REMUNERATION AND COST AUDIT FEES</b> Establishment & Other Expenses [Note 30(k)] include: (a) Remuneration of Auditors (net of Service Tax):		
	(i) For Statutory Audit	1.23	1.01
	(ii) For Audit under other Statute	0.67	0.39
	(iii) For Representation before Tax authorities	0.43	0.37
	(iv) For Certification	0.39	0.39
	(v) Reimbursement of Expenses	0.03	0.02
	(b) Cost Audit Fees (including Reimbursement of Expenses) (net of Service Tax)	0.38	0.15
34.	<b>EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES</b> As per Section 135 of the Companies Act 2013 (the Act), the Company was required to spend Rs. 5.28 crore, being 2% of the average net profits for the three immediately preceding financial years (calculated in accordance with the provisions of Section 198 of the Act), in pursuance of its Corporate Social Responsibility Policy. The Company has, however, spent a sum of Rs. 5.33 crore during the year on the following corporate social responsibility activities: promoting education through employment enhancing vocational skills to rural and urban youth; promoting healthcare and community awareness campaigns about healthcare and sanitation in rural areas; and environmental sustainability projects for maintaining quality of soil, air and water.  Amount spent during the year on:	5.33	5.11
		Already Paid	Yet to be Paid
	(i) Construction/Acquisition of any asset	-	-
	(ii) On purposes other than (i) above	5.14	0.19
		<u>5.14</u>	<u>0.19</u>
		<u>5.33</u>	<u>5.33</u>
35.	<b>EXCHANGE DIFFERENCES ON FOREIGN CURRENCY TRANSACTIONS</b> (a) Net exchange (gain)/loss arising on foreign currency transactions/translations dealt with in the Statement of Profit and Loss under the related heads of expenses/income (b) Net Forward Premium (receivable)/payable in respect of forward exchange contracts to be recognised in, and hence deferred to, the next accounting year	(1.16)	(11.20)
		(2.79)	0.93
36.	<b>EARNINGS PER SHARE</b> (a) Profit after Taxes for the Year attributable to Equity Shareholders (b) Number of Equity Shares of Rs.100 each issued and outstanding: (i) At the end of the year (ii) Weighted average number of Shares outstanding during the year (c) Basic and Diluted Earnings per Share (a/b) (Statement of Profit and Loss, item VIII)	329.85	511.74
		662,910	662,910
		662,910	662,910
		Rs. 4,976	Rs. 7,720

## 37. ADDITIONAL INFORMATION ABOUT BUSINESS SEGMENTS

(Rupees in crore)

	Current Year					Previous Year				
	Consumer Durables	Industrial Products	Others	Corporate/ Unallocated	Total Company	Consumer Durables	Industrial Products	Others	Corporate/ Unallocated	Total Company
<b>REVENUE</b>										
Domestic Sales	6,231.52	1,902.59	598.46	-	8,732.57	5,753.53	1,829.94	572.17	-	8,155.64
Export Sales	136.28	415.42		-	551.70	95.53	353.26		-	448.79
SALE OF PRODUCTS AND SERVICES (Gross)	6,367.80	2,318.01	598.46		9,284.27	5,849.06	2,183.20	572.17		8,604.43
Inter-Segment Transfers	192.63	21.85	105.48		319.96	22.34	260.28	34.95		317.57
Other Operating Revenue/Other Income	67.70	69.00	18.06		154.76	73.63	112.32	4.75		190.70
SEGMENT REVENUE	6,628.13	2,408.86	722.00	-	9,758.99	5,945.03	2,555.80	611.87	-	9,112.70
Less: Inter-Segment Revenue					(319.96)					(317.57)
					9,439.03					8,795.13
Less: Excise Duty					593.25					495.75
Add: Income from Dividends					144.11					103.05
TOTAL REVENUE					8,989.89					8,402.43
<b>RESULTS FROM OPERATIONS</b>										
Profit before Corporate / Common Expenses, Interest, Depreciation and Amortization	578.09	47.81	270.67	-	896.57	591.35	62.69	292.82	-	946.86
Less: Non Cash Expenses:										
Depreciation	79.57	49.39	18.61		147.57	73.66	51.04	41.20		165.90
SEGMENT RESULTS (Profit before Corporate / Common Expenses and Interest)	498.52	(1.58)	252.06		749.00	517.69	11.65	251.62		780.96
Add: Income from Dividends					144.11					103.05
Total Profit/(Loss) on Sale of Fixed Assets (Net)					0.35					5.90
Total Profit on Sale of Investments (Net)					77.48					308.18
					970.94					1,198.09
Less: Interest (Net of Interest Income)					176.84					133.77
Other Unallocated Corporate / Common Expenses					440.71					497.17
PROFIT BEFORE TAX					353.39					567.15
Provision for Taxes					23.54					55.41
PROFIT FOR THE YEAR					329.85					511.74
<b>CAPITAL EMPLOYED (at the end of the year)</b>										
Segment Assets	2,591.51	1,793.98	64.74	2,651.01	7,101.24	2,416.97	1,976.79	54.30	2,308.32	6,756.38
Segment Liabilities	752.65	642.13	19.50	1,961.87	3,376.16	654.34	665.16	12.84	2,370.90	3,703.24
SEGMENT CAPITAL EMPLOYED (Segment Assets - Segment Liabilities)	1,838.86	1,151.85	45.24	689.14	3,725.08	1,762.63	1,311.63	41.46	(62.58)	3,053.14
Investments					1,211.89					1,026.91
Less: Deferred Tax Liabilities (Net)					55.94					73.94
TOTAL CAPITAL EMPLOYED (NET ASSETS) (as per Balance Sheet)					4,881.03					4,006.11
<b>CAPITAL EXPENDITURE</b>										
TOTAL CAPITAL EXPENDITURE (as per Balance Sheet)	131.67	204.27	25.59	49.00	410.53	123.89	148.14	3.07	40.49	315.59

## (a) Identification of Business Segments

The Accounting Standard 17 (AS-17) on "Segment Reporting" requires disclosure of segment information to facilitate better understanding of the performance of an enterprise's business operations. The Company has identified Business Segments to comply with the primary-segment disclosures as per AS-17, considering the organization structure, internal financial reporting system, and the risk-return profiles of the businesses. The Company's organisation structure and management processes are designated to support effective management of multiple businesses while retaining focus on each one of them.

The Consumer Durables segment includes Furniture and Interiors Office Equipment, Home Appliances, Locks and Security Equipment. The Industrial Products segment includes Process Plant and Equipment, Toolings, Special Purpose Machines, Precision Components/ Engineering, Electricals and Electronics, Electric Motors, Storage Solutions and Material Handling Equipment. Estate leasing, Property Development and Ready-mix Concrete operations are included under Other operations.

The Company's exports constitute less than 10% of its total revenue. All of the Company's manufacturing operations are conducted in India. The commercial risks and returns involved on the basis of geographic segmentation are relatively insignificant. Accordingly, secondary-segment disclosures based on geographic segments are not considered relevant.

## (b) Segment Revenue, Results, Assets and Liabilities

Segment revenue and results are arrived at based on amounts identifiable to each of the segments. Inter-segment transfers are valued at cost or market-based prices, as may be negotiated between the segments with an overall optimization objective for the Company. Other unallocated expenses include corporate expenses, as well as expenses incurred on common shared-services provided to the segments. Segment assets include all operating assets used by the business segment and consist mainly of net fixed assets, debtors and inventories. Segment liabilities primarily include creditors and advances from customers. Unallocated assets mainly relate to the factory, administrative, employee welfare, and marketing infrastructure at Vikhroli, Mumbai and at up-country establishments, not directly identifiable to any business segment. Liabilities which have not been identified between the segments are shown as unallocated liabilities.

## 38. SCHEME OF AMALGAMATION

(i) Amalgamation of wholly-owned subsidiary companies, East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. with the Company:

(a) A Scheme of Amalgamation ("the Scheme") of East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. ("three subsidiaries") with the Company with effect from 1st April 2015, was sanctioned by the Hon'ble High Court of Judicature at Bombay ("the Court") on 8th July, 2016 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on 8th July, 2016. Accordingly, the Scheme has been given effect to in the accounts for the year, and the entire undertaking of the erstwhile three subsidiaries stands transferred to and vested in the Company as a going concern and the three subsidiaries, without any further act, stands dissolved without winding up. The three subsidiaries were mainly engaged in the business of land development.

(b) The details of adjustments made in the accounts pursuant to the Scheme are set out below:

Value of Net Assets of the three subsidiaries taken over as at 1 <sup>st</sup> April, 2015 (See Notes below):	East View Estates Pvt. Ltd.	First Rock Infrastructure Pvt. Ltd.	Miracletouch Developers Pvt. Ltd.	Total
	Rs.	Rs.	Rs.	Rs.
Fixed Assets (Freehold Land)	34,349,155	82,030,163	61,978,315	178,357,633
Long-term loans and advances	61,565			61,565
Cash and Cash equivalents	325,412	27,668	17,889	370,969
Short-term loans and advances		20,331	109,289	129,620
<b>Total Assets (A)</b>	<b>34,736,132</b>	<b>82,078,162</b>	<b>62,105,493</b>	<b>178,919,787</b>
Less: Liabilities:				
Short-term borrowings	46,042,437	123,642,674	91,354,069	261,039,180
Trade Payables	8,764		132	8,896
Other Current Liabilities		11,236	11,368	22,604
<b>Total Liabilities (B)</b>	<b>46,051,201</b>	<b>123,653,910</b>	<b>91,365,569</b>	<b>261,070,680</b>
Total Value of Net Assets taken over [(A) – (B)]	(11,315,069)	(41,575,748)	(29,260,076)	(82,150,893)
Less: Book Value of Investments written off	(9,385,245)	(69,407,440)	(78,384,250)	(157,176,935)
<b>Balance adjusted against Capital Reserve [Note 3 a (iii)]</b>	<b>(20,700,314)</b>	<b>(110,983,188)</b>	<b>(107,644,326)</b>	<b>(239,327,828)</b>

## Notes:

(i) For recording Fixed Assets in the books of the Company at Fair Values:

Freehold Land has been recorded at the carrying value of Rs. 17.84 crore in the books of the three subsidiaries as at 31st March, 2015.

(ii) All assets and liabilities, other than the Fixed Assets items mentioned in the Note (i) above, have been recorded in the books of the Company at the values appearing in the books of the three subsidiaries as at the closing balance sheet as at 31st March, 2015. Since these subsidiaries were 100% owned by the Company, there was no issue of shares, instead, the carrying values of these investments in the book of the Company have been adjusted (as shown above) against Capital Reserve.

(c) With effect from 1st April, 2015, all debts, liabilities, duties and obligations of the three subsidiaries as at the close of business on the date preceding the aforesaid date, whether or not provided in the books of the three subsidiaries, and all liabilities which arise or accrue on or after 1st April, 2015 shall be deemed to be the debts, liabilities, duties and obligations of the Company.

(d) Pending completion of the relevant formalities for transfer of some of the assets and liabilities, acquired pursuant to the Scheme, in the name of the Company, such asset and liabilities continue to be in the name of the three subsidiaries.

(e) Since the aforesaid Scheme, which is effective from 1st April, 2015, has been given effect to in these accounts, the figures for the current year to that extent are not comparable with those of the previous year.

## 39. MEMBERS' VOLUNTARY LIQUIDATION PROCEEDINGS OF GODREJ (MALAYSIA) SDN. BHD [G(M)]:

During the year, as part of the Members' Voluntary Liquidation proceedings of Godrej Malaysia (GM), 12,50,000 shares of Rs.10 each held by G(M) in Mercury Manufacturing Company Ltd. (MMCL) have been acquired by the Company as distribution in specie. Distribution of assets of G(M) back to the Company as a shareholder in MMCL, would be capital in nature and be a part of its entitlement as a shareholder. The transfer of the said shares of MMCL was registered on 18th March 2016.

Pursuant to the said transfer, MMCL has become a wholly-owned subsidiary of the Company with effect from 18th March, 2016. The value of other net assets (residual bank balance) will be transferred to the Company on the completion of the liquidation proceedings in Malaysia. The carrying value of the Company's investment in G(M) has been reduced by the value of MMCL shares received by the Company from the liquidator of G(M), pending completion of the liquidation proceedings.

#### 40. RELATED PARTY DISCLOSURES

##### (a) NAMES OF RELATED PARTIES AND NATURE OF RELATIONSHIPS:

###### (i) Subsidiaries (including step-down subsidiaries):

###### A. Subsidiaries (with the Company's direct equity holdings in excess of 50%):

1. Godrej Infotech Ltd.
2. Godrej Industries Ltd.
3. Godrej (Malaysia) Sdn. Bhd. (incorporated in Malaysia) (in members' voluntary liquidation w.e.f. 7th September, 2015)
4. Godrej (Singapore) Pte. Ltd. (incorporated in Singapore)
5. Veromatic International BV (incorporated in the Netherlands)
6. Busbar Systems (India) Ltd (a wholly-owned subsidiary)
7. Mercury Mfg. Co. Ltd. (a wholly-owned subsidiary)
8. Godrej Americas Inc. (a wholly-owned subsidiary incorporated in the USA)
9. India Circus Retail Pvt. Ltd. (a subsidiary w.e.f. 16th December, 2015)

###### B. Jointly-held subsidiaries (where the Company and its subsidiary Godrej Industries Ltd together hold more than one-half of the equity share capital):

1. Godrej Consumer Products Ltd. (GCPL)
2. Godrej One Premises Management Pvt. Limited (w.e.f 22nd July, 2015)

The following companies are step-down subsidiaries (where the Company's subsidiaries listed in A and B above, directly and/or indirectly through one or more subsidiaries, hold more than one-half of equity share capital):

###### C. Subsidiaries of Godrej Infotech Ltd.:

1. Godrej Infotech Americas Inc. (incorporated in the USA)
2. Godrej Infotech (Singapore) Pte. Ltd. (incorporated in Singapore)
3. LVD Godrej Infotech NV (incorporated in Belgium)

###### D. Subsidiaries of Godrej Industries Ltd.:

1. Godrej Agrovet Ltd. (GAVL)
2. Godrej Properties Ltd. (GPL)
3. Ensemble Holdings & Finance Ltd.
4. Godrej International Ltd. (incorporated in the Isle of Man)
5. Natures Basket Ltd.
6. Godrej International Trading & Investments Pte Ltd. (incorporated in Singapore)
7. Godrej International Ltd. (incorporated in Labuan, Malaysia)

###### E. Subsidiaries of GAVL:

1. Godrej Seeds & Genetics Ltd.
2. Godvet Agrochem Ltd.
3. Astec LifeSciences Ltd. (a subsidiary w.e.f. 12th October, 2015) and its subsidiaries
  - i. Behram Chemicals Pvt. Limited
  - ii. Astec Europe Sprl
  - iii. Comercializadora Agricola Agroastrachem Cia Ltda
4. Creamline Dairy Products Ltd. (a subsidiary w.e.f. 21st December, 2015) and its subsidiary
  - i. Nagavalli Milkline Pvt. Ltd.

###### F. Subsidiaries of GPL:

1. Godrej Realty Pvt. Ltd.
2. Godrej Real Estate Pvt. Ltd.
3. Happy Highrises Ltd.
4. Godrej Buildwell Pvt. Ltd. (merged with Godrej Projects Development Pvt. Limited w.e.f. April 29, 2015)
5. Godrej Buildcon Pvt. Ltd.
6. Godrej Projects Development Pvt. Ltd. (GPDPL)
7. Godrej Redevelopers (Mumbai) Pvt. Ltd. (a subsidiary of GPDPL)
8. Godrej Premium Builders Pvt. Ltd. (merged with Godrej Projects Development Pvt. Ltd. Limited w.e.f. August 21, 2015)
9. Godrej Garden City Properties Pvt. Ltd.
10. Godrej Landmark Redevelopers Pvt. Ltd.
11. Godrej Green Homes Ltd.
12. Godrej Home Developers Pvt. Ltd.

13. Godrej Hillside Properties Pvt. Ltd.
  14. Godrej Greenview Housing Pvt. Limited ( a subsidiary w.e.f 15th May, 2015)
  15. Godrej Prakriti Facilities Pvt. Limited ( a subsidiary of Happy Highrises Ltd.w.e.f 9th June, 2015)
  16. Godrej Investment Advisers Pvt. Limited ( a subsidiary w.e.f 29th October 2015)
  17. Godrej Highrises Properties Pvt. Limited ( a subsidiary w.e.f 26th June, 2015)
  18. Wonder Projects Development Pvt. Limited ( a subsidiary w.e.f 24th June, 2015)
  19. Godrej Genesis Facilities Management Pvt. Limited ( a subsidiary of Happy Highrises Ltd w.e.f 19th February, 2016)
  20. Godrej Fund Management Pte. Limited ( a subsidiary of Godrej Investment Advisers Pvt. Ltd incorporated on 25th January, 2016)
- G. Subsidiaries of Godrej (Singapore) Pte. Ltd.:
1. JT Dragon Pte. Ltd. (Incorporated in Singapore)
  2. Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam) (a wholly owned subsidiary of JT Dragon Pte. Ltd.)
- H. Subsidiaries of Veromatic International BV:
1. Veromatic Services BV (incorporated in the Netherlands) (liquidated on 30th June 2016).
  2. Prowama Trading BV (incorporated in the Netherlands) (liquidated on 28th December 2015).
- I. Subsidiaries and Sub-subsidiaries of GCPL:
1. Godrej South Africa (Proprietary) Ltd. [formerly, Rapidol (Pty) Ltd.] (incorporated in South Africa)
  2. Godrej Netherlands BV (incorporated in the Netherlands)
  3. Godrej UK Ltd. (a subsidiary of Godrej Netherlands BV)
  4. Godrej Global Mid East FZE (incorporated in Sharjah, U.A.E.) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  5. Godrej Consumer Products Mauritius Ltd.
  6. Godrej Consumer Products Holding (Mauritius) Ltd. (incorporated in Mauritius)
  7. Godrej Household Products Lanka (Pvt.) Ltd. (incorporated in Sri Lanka)
  8. Godrej Household Products Bangladesh Pvt. Ltd. (incorporated in Bangladesh)
  9. Godrej Consumer Products Bangladesh Ltd. (incorporated in Bangladesh)
  10. Godrej Mauritius Africa Holdings Ltd. (incorporated in Mauritius)
  11. Godrej West Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
  12. Godrej Consumer Products (UK) Ltd. (a subsidiary of Godrej UK Ltd.)
  13. Godrej Consumer Investments (Chile) Spa, (incorporated in Chile) (a subsidiary of Godrej Netherlands BV)
  14. Godrej Mideast Holdings Limited (Incorporated in Dubai) (a 100 % subsidiary of Godrej Indonesia IP Holdings Limited) (w.e.f. 28th July, 2015)
  15. Godrej Holdings (Chile) Limitada, (incorporated in Chile) (a subsidiary of Godrej Consumer Investments (Chile) Spa)
  16. Cosmetica Nacional, (incorporated in Chile) (a subsidiary of Godrej Holdings (Chile) Limitada)
  17. Plasticos Nacional, (incorporated in Chile) (a subsidiary of Cosmetica Nacional)
  18. Kinky Group (Proprietary) Ltd. (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
  19. Godrej Nigeria Ltd. (incorporated in Nigeria) (a subsidiary of Godrej Consumer Products Mauritius Ltd.)
  20. Indovest Capital Ltd. (incorporated in Malaysia) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  21. Godrej Consumer Products Dutch Cooperatief UA, (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  22. Godrej Consumer Products (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
  23. Godrej Consumer Holdings (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
  24. PT Megasari Makmur (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  25. PT Intrajari Raya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  26. PT Ekamas Sarijaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  27. PT Indomas Susemi Jaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  28. PT Sarico Indah (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  29. Godrej Argentina Dutch Cooperatief UA (incorporated in Netherlands) (a subsidiary of Godrej ConsumerProducts Mauritius Ltd.) merged into Godrej Consumer Products Dutch Cooperatief UA w.e.f. 31st March, 2016
  30. Godrej Netherlands Argentina Holding BV . (incorporated in Netherlands) (a subsidiary of Godrej Argentina Dutch Cooperatief UA) merged into Godrej Consumer Products Netherlands BV w.e.f. 31st March, 2016
  31. Godrej Netherlands Argentina BV (incorporated in the Netherlands) (a subsidiary of Godrej Argentina Dutch Cooperatief UA) merged into Godrej Consumer Holding Netherlands BV w.e.f. 31st March, 2016
  32. Panamar Procuccioness S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  33. Argencos S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  34. Laboratoria Cuenca S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  35. Deciral S.A. (incorporated in Uruguay) (a subsidiary of Laboratoria Cuenca S.A.)
  36. Issue Group Brazil Ltd. (incorporated in Brazil) (a subsidiary of Godrej Netherlands Argentina BV)

37. Consell S.A . (incorporated in Argentina) (a subsidiary of Laboratoria Cuenca S.A.)
38. Subinite Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej West Africa Holdings Ltd.)
39. Lorna Nigeria Ltd (incorporated in Nigeria) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
40. Weave IP Holding Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej West Africa Holdings Ltd.)
41. Weave Trading Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
42. Hair Trading (Offshore) S. A. L. (incorporated in Lebanon) (a subsidiary of Weave Trading Mauritius Pvt Ltd.)
43. Weave Mozambique Limitada (incorporated in Mozambique) (a subsidiary of Godrej West Africa Holdings Ltd.)
44. Godrej East Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
45. Style Industries Ltd. (incorporated in Kenya) (a subsidiary of DGH Phase Two Mauritius Pvt. Ltd.)
46. DGH Phase Two Mauritius (incorporated in Mauritius) (a subsidiary Godrej East Africa Holdings Ltd.)
47. Godrej Tanzania Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
48. DGH Tanzania Ltd (incorporated in Tanzania) (a subsidiary of Godrej Tanzania Holdings Ltd.)
49. Sigma Hair Ind Ltd. (incorporated in Tanzania) (a subsidiary of DGH Tanzania Ltd.)
50. Weave Ghana Ltd. (incorporated in Ghana) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
51. Godrej Consumer Products US Holding Limited (Incorporated in Mauritius) (w.e.f. 29th March, 2016)
52. Darling Trading Company Mauritius Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
53. Godrej Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
54. Godrej Indonesia IP Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
55. Frika Weave Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
56. Belaza Mozambiq LDA (w.e.f 30th April, 2015)
57. Charm Industries Ltd. (w.e.f. 14th August, 2015)
58. DGH Angola (name changed from Godrej Megasari Holdings)
59. Godrej Hair Care Nigeria Limited (w.e.f 12th January, 2016)
60. Godrej Household Insecticide Nigeria Ltd. (w.e.f 12th January, 2016)
61. Hair Credentials Zambia Limited (w.e.f 23rd December 2015)
62. Godrej SON Holdings Inc. (Incorporated in USA) (w.e.f. 24th March, 2016)

(ii) Joint Ventures:

1. Godrej Efacec Automation & Robotics Ltd.
2. Godrej & Khimji (Middle East) LLC (incorporated in Sultanate of Oman) [a Joint Venture of Godrej (Singapore) Pte. Ltd.]

(iii) An Associate over which the Company's Chairman and Managing Director is able to exercise significant influence:

1. Geometric Ltd.

(iv) An investing Associate with a substantial interest in voting power:

1. Godrej Investments Pvt. Ltd. (holds 26.77% of the equity share capital of the Company)

(v) Other Associates:

1. Godrej & Boyce Enterprises LLP
2. JNG Enterprise LLP
3. RKN Enterprise LLP
4. ABG Venture LLP
5. NBG Enterprise LLP
6. SVC Enterprise LLP
7. Godrej Vikhroli Properties LLP
8. Godrej Property Developers LLP
9. Mosaic Landmarks LLP
10. Dream World Landmarks LLP
11. Oxford Realty LLP
12. Godrej SSPDL Green Acres LLP
13. M S Ramaiah Ventures LLP
14. Oasis Landmarks LLP
15. Godrej Housing Projects LLP
16. Godrej Construction Projects LLP
17. Godrej Land Developers LLP (w.e.f 22nd April, 2015)
18. Godrej Developers & Properties LLP (w.e.f 22nd April, 2015)
19. Godrej Highrises Realty LLP (w.e.f 22nd April, 2015)
20. Godrej Project Developers & Properties LLP (w.e.f 16th June, 2015)
21. Amitis Developers LLP
22. Caroa Properties LLP
23. Crop Science Advisors LLP



24. Sheetak Inc. (incorporated in USA)
25. Future Factory LLP
26. Anamudi Real Estates LLP

## (vi) Key Managerial Personnel:

## (a) Whole-time Directors:

1. Mr. J. N. Godrej, Chairman & Managing Director
2. Mr. N. J. Godrej, Executive Director
3. Mr. V. M. Crishna, Executive Director (Lawkim Motors Group)
4. Mr. P. D. Lam, Executive Director
5. Mr. K. A. Palia, Executive Director (Finance)
6. Mr. A. G. Verma, Executive Director & President

## (b) Others:

1. Mr. P. K. Gandhi, Chief Financial Officer
2. Mr. P. E. Fouzdar, Executive Vice President (Corporate Affairs) and Company Secretary

## (vii) Relatives of Whole-time Directors with whom the Company has transactions:

1. Mrs. P. J. Godrej (spouse of Mr. J. N. Godrej)
2. Ms. R. J. Godrej (daughter of Mr. J. N. Godrej)
3. Mrs. S. G. Crishna (spouse of Mr. V. M. Crishna)
4. Mrs. F. C. Bieri (daughter of Mr. V. M. Crishna)
5. Ms. N. V. Crishna (daughter of Mr. V. M. Crishna)

## (b) PARTICULARS OF TRANSACTIONS WITH RELATED PARTIES:

(Rupees in crore)

	Current Year		Previous Year	
	Subsidiaries [Item (a)(i)]	Associates [Items (a)(ii), (iii), (iv) and (v)]	Subsidiaries [Item (a)(i)]	Associates [Items (a)(ii), (iii), (iv) and (v)]
(i) Transactions carried out with the related parties, referred to in Items (a) above:				
(a) Purchase of Materials/Finished Goods/Services	86.72	5.03	116.24	6.86
(b) Purchase of Fixed Assets	-	-	-	5.62
(c) Sales, Services Rendered and Other Income	83.27	24.84	82.21	24.93
(d) Dividends Received	136.56	7.48	99.94	3.03
(e) Common Expenses shared with Subsidiaries	3.27	-	2.99	-
(f) Interest paid on Deposits taken	-	7.31	-	11.64
(g) Dividends paid	-	85.17	-	53.23
(h) Unsecured Deposits taken and repaid	-	230.00	-	506.00
(i) Deposits received and repaid	-	-	-	0.06
(j) Investments purchased	72.29	6.70	395.20	-
(k) Investments sold	79.06	-	315.61	-
(l) Trade and other Receivables	27.81	257.83	26.05	386.43
(m) Trade and other Payables	7.65	0.46	1.36	0.10
(n) Loans to subsidiary companies	0.08	-	26.01	-
(o) Deposits payable	0.69	109.36	0.69	44.59
(p) Bank Guarantees given against counter-guarantees given by the Company, outstanding at year-end	10.35	-	7.13	-
(q) Corporate Guarantees given to bankers, outstanding at year-end	43.53	26.50	29.58	6.26

	(Rupees in crore)	
	Current Year	Previous Year
(ii) Transactions carried out with Mr. J. N. Godrej, Chairman & Managing Director		
(a) Dividends paid	15.70	9.82
(b) Unsecured Deposits outstanding	15.00	8.00
(c) Interest paid on Deposits taken	0.37	0.39
(iii) Transactions carried out with Mr. V. M. Crishna, Executive Director:		
(a) Dividends paid *	0.01	0.00
(b) Unsecured Deposits outstanding	7.00	-
(c) Interest paid on Deposits taken	0.02	-
(iv) Transactions carried out with Mr. N. J. Godrej, Executive Director:		
(a) Dividends paid	7.88	4.93
(v) Remuneration paid/payable to Key Managerial Personnel:		
(a) Whole-time Directors	20.10	19.15
(b) Other Key Managerial Personnel	3.08	2.85
(vi) Transactions carried out with the relatives of Whole-time Directors:		
(a) Mrs. P. J. Godrej:		
Remuneration	0.27	0.04
Dividend paid	0.02	0.01
(b) Ms. R. J. Godrej (beneficiary of The Raika Godrej Family Trust):		
Dividend paid to Mr. J. N. Godrej and others as Trustees of The Raika Godrej Family Trust	7.88	4.93
(c) Mrs. S. G. Crishna:		
Remuneration	0.27	0.04
Dividend paid	16.96	10.59
(d) Mrs. F. C. Bieri:		
Dividend paid	7.26	4.54
(e) Ms. N. V. Crishna:		
Dividend paid	7.26	4.54
<i>*(Amount less than Rs.50,000)</i>		
 (vii) SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES:		
(a) Purchase of Materials/Finished Goods/Services		
Busbar Systems (India) Ltd.	1.67	-
Godrej Properties Ltd.	44.36	88.41
Godrej Infotech Ltd.	32.03	26.78
Mercury Mfg. Co. Ltd.	1.92	0.00
Veromatic International BV	0.33	0.23
(b) Purchase of Fixed Assets		
Godrej Vikhroli Properties LLP	-	5.62
(c) Sales, Services Rendered		
Godrej Industries Ltd.	11.18	23.20
Godrej Infotech Ltd.	1.16	0.86
Godrej Properties Ltd.	34.03	21.82
Godrej Buildcon Pvt. Ltd.	19.06	16.50
Godrej Consumer Products Ltd.	2.54	8.06
Veromatic International BV	4.00	3.84
Godrej Efacec Automation & Robotics Ltd.	23.54	21.59
Geometric Ltd.	0.12	0.48
Godrej Vikhroli Properties LLP	0.79	1.96

	(Rupees in crore)	
	Current Year	Previous Year
(d) Dividends Received		
Godrej Consumer Products Ltd.	65.41	63.87
Godrej Industries Ltd.	67.86	32.94
(e) Common Expenses shared with Subsidiaries		
Godrej Infotech Ltd.	3.27	2.99
(f) Interest paid on Deposits taken		
Godrej Investments Pvt. Ltd.	7.31	11.64
(g) Dividends paid		
Godrej Investments Pvt. Ltd.	85.17	53.23
(h) Unsecured Deposits taken and repaid		
Godrej Investments Pvt. Ltd.	230.00	506.00
(i) Deposits received and repaid		
Godrej Investments Pvt. Ltd.	-	0.04
Godrej Efacec Automation & Robotics Ltd.	-	0.02
(j) Investments purchased		
Godrej Industries Ltd.	-	206.38
Godrej Properties Ltd.	39.58	153.92
Veromatic International BV	14.51	19.17
India Circus Retail Pvt. Ltd.	18.20	-
(k) Investments sold		
Godrej Consumer Products Ltd.	79.06	315.61
Balances outstanding at the year-end:		
(l) Trade and other Receivables		
Godrej Vikhroli Properties LLP	254.50	382.26
Godrej Properties Ltd.	12.17	3.60
(m) Trade and other Payables		
Godrej Infotech Ltd.	4.34	1.31
Godrej Industries Ltd.	2.91	-
(n) Loans to subsidiary companies		
East View Estates Pvt. Ltd.	-	4.55
First Rock Infrastructure Pvt. Ltd.	-	12.32
Miracletouch Developers Pvt. Ltd.	-	9.14
(o) Deposits payable		
Godrej Industries Ltd.	0.69	0.69
Godrej Investments Pvt. Ltd.	109.36	44.59
(p) Guarantees given by the Company's Bankers to subsidiaries against counter-guarantees given by the Company		
Godrej Infotech Ltd.	0.32	2.09
Busbar Systems (India) Ltd.	10.03	5.04
(q) Corporate Guarantees given to Bankers to secure credit facilities extended to:		
Veromatic International BV, the Netherlands	33.17	29.58
Sheetak Inc., USA	26.50	6.26

## 41. DISCLOSURE IN RESPECT OF JOINT VENTURES

Pursuant to the Accounting Standard (AS 27) – Financial Reporting of Interests in Joint Ventures, the disclosures relating to the Company's Indian Joint Venture (JV) Godrej Efacec Automation and Robotics Ltd. are as follows:

(a) The financial interest of the Company in the JV is by way of equity participation with Efacec Handling Solutions S.A. in the ratio of 49:51

(b) The aggregate amounts of assets, liabilities, income and expenses related to the Company's share in the JV. (Rupees in crore)

	Current Year	Previous Year
(i) Assets at close	33.42	29.98
(ii) Liabilities at close	24.77	23.34
(iii) Income	39.00	39.70
(iv) Expenses	35.89	36.75

(c) The JV does not have any contracts remaining to be executed on Capital Account or any contingent liabilities at close.

## 42. DISCLOSURE IN RESPECT OF LEASES

(a) The Company's significant leasing arrangements, where the Company is a lessee, are in respect of operating leases for motor cars, laptop computers and premises (office, godown, show-room, retail store, residential, etc.) occupied by the Company. The aggregate lease rentals payable by the Company are charged to the Statement of Profit and Loss as Rent [Note 30(j)], Establishment and Other Expenses [Note 30(k)] and Motor Car and Lorry Expenses [Note 30(m)].

The future minimum lease payments under non-cancellable operating leases in respect of premises, motor cars and laptop computers, due within a period of one year are estimated at Rs. 8.57 crore (as at 31-3-2015: Rs. 24.78 crore), those due later than one year but not later than five years at Rs. 14.93 crore (as at 31-3-2015: Rs. 61.38 crore), and those due later than five years at Rs. 1.62 crore (as at 31-3-2015: Rs. 27.76 crore).

(b) Lease income from operating leases where the Company is a lessor, is recognised in the Statement of Profit and Loss.

Initial direct costs incurred specifically to earn revenues from operating leases of fixed assets are charged to the Statement of Profit and Loss as incurred. These assets pertain to land, commercial/residential premises, forklifts and vending machines given on lease on varying tenure and other terms.

In respect of assets given on operating leases, the gross book value and the accumulated depreciation at the end of the year, aggregate to Rs. 367.68 crore and Rs. 74.40 crore, respectively (as at 31-3-2015: Rs. 343.75 crore and Rs. 54.02 crore, respectively); and the depreciation charge for the year corresponding to the period of lease rentals, is estimated at Rs. 16.00 crore (Previous Year: Rs. 13.63 crore).

The future minimum lease rentals receivable under non-cancellable operating leases within a period of one year are estimated at Rs. 33.51 crore (as at 31-3-2015: Rs. 30.25 crore), those due later than one year but not later than five years at Rs. 66.37 crore (as at 31-3-2015: Rs. 94.60 crore), and those due later than five years at Rs. Nil (as at 31-3-2015: Rs. Nil).

## 43. VALUE OF RAW MATERIALS, COMPONENTS, STORES AND SPARE PARTS CONSUMED

Class of Goods	Current Year		Previous Year	
	%	Value (Rupees in crore)	%	Value (Rupees in crore)
Imported	17%	599.64	14%	476.51
Indigenous	83%	2,883.51	86%	2,938.18
	100%	3,483.15	100%	3,414.69

## 44. EARNINGS IN FOREIGN CURRENCY

	(Rupees in crore)	
	Current Year	Previous Year
(a) Export of Goods on FOB basis	543.51	427.69
(b) Commission	0.38	0.73
(c) Dividend	0.23	0.11
(d) Freight recovered	8.19	21.10

	(Rupees in crore)	
	Current Year	Previous Year
<b>45. VALUE OF IMPORTS ON CIF BASIS</b>		
(a) Raw Materials	532.57	441.37
(b) Spare Parts and Components	26.65	55.35
(c) Capital Goods	55.79	30.09
(d) Finished Goods	562.97	555.22
(e) Others	0.23	0.06
<b>46. EXPENDITURE IN FOREIGN CURRENCY</b>		
(a) Royalty	0.37	0.84
(b) Commission	0.93	2.99
(c) Travelling Expenses	4.16	3.95
(d) Professional Fees	13.59	6.55
(e) Interest and Bank Charges	2.78	1.27
(f) Freight	0.47	4.89
(g) Installation Expenses	4.07	0.72
(h) Others	18.01	6.34

**47. FORWARD EXCHANGE CONTRACTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE****(a) Outstanding forward exchange contracts entered into by the Company:**

Particulars and Purpose	Amount in foreign currency		Equivalent amount (Rs. In crore)	
	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
Forward Cover (Trade Receivables and unexecuted Sales Orders)				
Amount	\$29,473,542	\$22,171,691	195.13	138.46
Number of contracts	89	72		
Forward Cover (Trade Payables, unexecuted Purchase Orders and foreign currency borrowings)				
Amount	\$24,577,609	\$52,475,876	162.96	328.24
Number of contracts	120	150		
Amount	€ 437,430	€ 284,326	3.30	2.59
Number of contracts	4	2		

**(b) Details of year-end foreign currency exposures that are not hedged:**

Particulars	Amount in foreign currency		Equivalent amount (Rs. In crore)	
	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
Trade Payables				
	\$18,630,968	\$6,375,159	123.53	39.88
	€ 1,376,421	€ 1,487,223	10.38	10.00
	GBP 50,174	GBP 100,920	0.48	0.93
	CAD 29,061	CAD 10,402	0.15	0.05
	JPY 1,359,361	JPY 3,633,928	0.08	0.19
	SEK 2,978	SEK 26,452	-	0.02
	SGD 11,541	SGD 16,560	0.06	0.08
	CHF 64,876	CHF 0	0.45	-
	AUD 0	AUD 4,026	-	0.02
Trade Receivables				
	\$ 9,776,709	\$ 13,669,921	64.73	85.37
	€ 531,204	€ 1,590,286	4.00	10.68
	GBP 682,509	GBP 621,117	6.51	5.74
	KWD 907,833	KWD 222,441	20.08	4.63





Godrej & Boyce Manufacturing Company Limited

ENCLOSURE 1

Referred to in paragraph 1 of the  
Directors' Report

**CONSOLIDATED FINANCIAL STATEMENTS**  
**For the year ended 31st March, 2016**





# GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

Established 1897

(Incorporated with limited liability on 3rd March, 1932 under the Indian Companies Act, 1913)

## CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

### CORPORATE INFORMATION

#### Board of Directors

JAMSHYD N. GODREJ, Chairman & Managing Director  
ADI B. GODREJ  
NADIR B. GODREJ  
VIJAY M. CRISHNA, Executive Director (Lawkim Motors Group)  
KAVAS N. PETIGARA  
PRADIP P. SHAH  
ANITA RAMACHANDRAN  
PHIROZE D. LAM, Executive Director (w.e.f. 1st October, 2015)  
KYAMAS A. PALIA, Executive Director (Finance)  
ANIL G. VERMA, Executive Director & President (w.e.f. 1st October, 2015)  
NAVROZE J. GODREJ, Executive Director  
KEKI M. ELAVIA

#### Company Secretary

PERCY E. FOUZDAR

#### Chief Financial Officer

PURVEZ K. GANDHI

#### Auditors

KALYANIWALLA & MISTRY  
Chartered Accountants

#### Bankers

CENTRAL BANK OF INDIA  
UNION BANK OF INDIA  
STATE BANK OF PATIALA  
CITIBANK N.A.

ICICI BANK LTD.  
AXIS BANK LTD.  
HDFC BANK LTD.  
EXPORT-IMPORT BANK OF INDIA

#### Registered Office and Head Office

Pirojshanagar, Vikhroli, Mumbai 400 079  
Telephone: (022) 6796 5656, 6796 5959; Fax: (022) 6796 1518  
E-mail: [info@godrej.com](mailto:info@godrej.com) | Website: <http://www.godrej.com>

#### Corporate Identity Number (CIN)

U28993MH1932PLC001828





## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GODREJ & BOYCE MANUFACTURING COMPANY LIMITED

### REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) to (c) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Emphasis of matter

We draw attention to the following matters in the Notes to the consolidated financial statements:

- a. Sub-note (b) of Note 1A: Accounting Standard 21 requires the computation of goodwill arising on consolidation of equity investments in subsidiaries by comparing the cost of investment in the concerned subsidiary with the share in the net worth on the date of investment. The initial investment in certain subsidiaries were made as early as 1970. Considering the unavailability of the data for computing the net worth of certain subsidiaries prior to April 1, 2001 together with de-merger of Godrej Soaps on April 1, 2001 and with a view to maintain consistency in computation of Goodwill, April 1, 2001 has been considered as the date of investment. In the opinion of the Management any Goodwill / Capital Reserve that may have arisen prior to April 1, 2001 is not likely to be material.

- b. Sub-note (3) of Note 3: Reserves and Surplus, regarding the Scheme of Arrangement whereby the Seeds business of Godrej Seeds and Genetics Limited (Transferor Company) merged into Godrej Agrovet Limited (Transferee Company) with effect from April 1, 2015, vide Order of the Court dated January 8, 2016.

In accordance with the Scheme:

(i) The excess of the face value of the preference shares held by the Transferee Company over the book value of the net assets of the Transferor Company taken over, along with face value of preference shares issued on account of amalgamation, amounting to Rs. 16.94 crore has been debited to Surplus as per the Scheme.

(ii) The cost and expenses arising out of or incurred in carrying out and implementing the Scheme amounting to Rs. 0.19 crore, have been directly charged to Surplus of the Transferee Company.

Had the Scheme not prescribed the above treatment, the Surplus would have been higher by Rs. 15.25 crore, the Goodwill would have been higher by Rs. 15.25 crore and profit of the year would have been lower by Rs. 1.89 crore.

- c. Sub-note (4) of Note 3: Reserves and Surplus, regarding the Scheme of Amalgamation between Goldmuhor Agrochem & Feeds Limited (Transferor Company) with Godrej Agrovet Limited (Transferee Company), whereby the assets and liabilities of the Transferor Company have been taken over by the Transferee Company with effect from October 1, 2013.

In accordance with the Scheme:

(i) The excess of face value of the shares held by the Transferee Company over book value of the net assets of the Transferor Company taken over, amounting to Rs. 0.71 crore on account of Goodwill on Merger has been debited to the General Reserve of the Transferee Company instead of amortising the same in the Statement of Profit and Loss over a period of ten years.

(ii) The cost and expenses arising out of or incurred in carrying out and implementing the Scheme amounting to Rs. 0.41 crore have been directly charged against the balance in General Reserve of the Transferee Company.

(iii) An amount of Rs. 20.00 crore has been transferred from the General Reserve of the Transferee Company and has been utilised to increase the Reserve for Employee Compensation Expenses of the Transferee Company.

Had the Scheme not prescribed the above treatment, the balance in General Reserve would have been higher by Rs. 21.12 crore, Goodwill would have been higher by Rs. 0.53 crore, the Reserve for Employee Compensation Expense Account would have been lower by Rs. 20.00 crore and the profit for the year would have been lower by Rs. 0.07 crore.

- d. Sub-note (5) of Note 3: Reserves and Surplus, regarding the Scheme of Amalgamation for the amalgamation of Golden Feed Products Limited (Transferor Company), with Godrej Agrovet Limited (Transferee Company), whereby the assets and liabilities of the Transferor Company have been taken over by the Transferee Company with effect from March 31, 2014.

In accordance with the Scheme:

(i) The excess of face value of the shares held by the Transferee Company over book value of the net assets of the Transferor Company taken over, amounting to Rs. 0.97 crore has been debited to Surplus instead of amortising the same in the Statement of Profit and Loss over a period of ten years.

(ii) An amount of Rs. 35.06 crore standing to the credit of Surplus of the Transferee Company has been utilised to restate / revise the value of certain assets of the Transferee Company.

(iii) The cost and expenses arising out of or incurred in carrying out and implementing the Scheme amounting to Rs. 0.14 crore have been directly charged against Surplus of the Transferee Company.

Had the Scheme not prescribed the above treatment, the Surplus would have been higher by Rs. 36.16 crore, the Goodwill would have been higher by Rs. 0.78 crore and profit of the year would have been lower by Rs. 0.10 crore.

- e. Sub-note (6) of Note 3: Reserves and Surplus, regarding the Scheme of Amalgamation whereby the assets and liabilities of certain subsidiary companies viz. Godrej Gokarna Oil Palm Ltd. (GGOPL), Godrej Oil Palm Ltd (GOPL) and Cauvery Palm Oil Ltd. (CPOL), (Transferor Companies), have been taken over by Godrej Agrovet Limited (Transferee Company) with effect from April 1, 2011.

In accordance with the Scheme:

(i) Amortisation of Intangible Assets of the Transferor Companies amounting to Rs. 4.25 crore in the current year and Rs. 17.00 crore in the previous years recorded in the books of the Transferee Company are charged against the balance in the General Reserve Account of the Transferee Company.

(ii) An amount of Rs. 60.55 crore on account of Goodwill on Merger has been charged to the Securities Premium Account instead of amortising the same in the Statement of Profit and Loss over a period of ten years.

Had the Scheme not prescribed the above treatment, the Goodwill would have been higher by Rs. 30.28 crore, the balance in the Securities Premium Account would have been higher by Rs. 60.55 crore, the balance in General Reserve would have been higher by Rs. 21.26 crore, the opening balance in Surplus would have been lower by Rs. 41.23 crore and the profit for the year would have been lower by Rs. 10.31 crore.

- f. Sub-note (7) of Note 3: Reserves and Surplus, regarding the Scheme of Amalgamation of Godrej Gold Coin Aquafeed Ltd. (Transferor Company), with Godrej Agrovet Limited (Transferee Company) whereby the assets and liabilities of the Transferor Company have been taken over by the Transferee Company with effect from April 1, 2010.

In accordance with the Scheme, an amount of Rs. 16.69 crore on account of the book value of the intangible assets and an amount of Rs. 25.06 crore on account of Goodwill on Merger, aggregating to Rs. 41.75 crore, has been charged to the Securities Premium Account instead of amortising the same in the Statement of Profit and Loss, in case of intangibles over a period of balance useful life of seven years and in the case of Goodwill over a period of ten years.

Had the Scheme not prescribed this treatment, the balance in Securities Premium Account would have been higher by Rs. 41.75 crore, Intangibles would have been higher by Rs. 1.57 crore, Goodwill would have been higher by Rs. 10.02 crore, the opening balance in Surplus would have been lower by 25.13 crore and the profit for the year would have been lower by Rs. 5.03 crore.

- g. Sub-note (8) of Note 3: Reserves and Surplus, regarding the Scheme for the Reduction of Capital (Securities Premium Account) by a Subsidiary Company, in accordance with which an amount of Rs. 110.04 crores has been transferred from the Securities Premium Account and has been utilised to create the Reserve for Employee Compensation Expenses of which Rs. 11.35 crore for Employee Compensation Expenses incurred during the year and Rs. 94.74 crore for previous years has been adjusted.

Had the Scheme not prescribed the above treatment, the Employee Benefit Expenses would have been higher by Rs. 11.35 crore, the profit for the year would have been lower by Rs. 11.35 crore, the Opening Balance in the Surplus would have been lower by Rs. 94.74 crore, the Reserve for Employee Compensation Expenses would have been lower by Rs. 3.96 crore and the Securities Premium Account would have been higher by Rs. 110.04 crore.

- h. Sub-note (9) of Note 3: Reserves and Surplus, regarding the Scheme of Amalgamation of Godrej Premium Builders Private Limited with Godrej Projects Development Private Limited. The Appointed date for the Amalgamation is April 1, 2015 and the Effective Date is August 21, 2015.

In accordance with the Scheme:

i) An amount of Rs. 53.28 crore on account of Goodwill on Amalgamation has been adjusted against the Surplus instead of amortising the same in the Statement of Profit and Loss over a period of five years.

ii) The cost and expenses incurred in carrying out and implementing the Scheme amounting to Rs. 0.22 crore have been adjusted against the Surplus.

iii) 25,500, 7% Redeemable Non-cumulative preference shares having a face value of Rs. 10 of the Transferee Company have been issued in lieu of 25,500 equity shares having a face value of Rs. 10 of the Transferor Company held by members other than the Transferee Company.

Had this amount been charged to the Statement of Profit and Loss, the profit for the year would have been lower by Rs. 10.88 crore, the Goodwill would have been higher by Rs. 42.62 crore (net written down value), Surplus would have been higher by Rs. 42.62 crore.

The above treatment prescribed under the respective Court Schemes differs from the treatment prescribed under the Accounting Standards according to which, the said amounts should have been debited to Goodwill, Intangibles or the Statement of Profit and Loss, as the case may be. Had the Schemes not prescribed this accounting treatment, the Company's share in the profit for the year ended March 31, 2016, would have been lower by Rs. 23.72 crore, the Surplus would have been lower by Rs. 42.25 crore, Employee Compensation Reserve would have been lower by Rs. 14.57 crore, General Reserve would have been higher by Rs. 25.77 crore, the Securities Premium would have been higher by Rs. 129.12 crore, Goodwill would have been higher by Rs. 59.03 crore, and Intangibles would have been higher by Rs. 0.95 crore.

- i. Sub-note (1b) of Note 39: Employee Stock Benefit Plans, where a subsidiary has instituted an Employee Stock Option Plan for the benefit of its eligible employees which is administered by independent trust. The ESOP Trust has been advanced loans which along with interest thereon and net of provision of Rs. 5.89 crore, amounts to Rs. 38.02 crore. As at March 31, 2016, the market value of the equity shares of the subsidiary Company held by the ESOP Trust is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 8.81 crore, (net of provision of Rs. 5.89 crore). The repayment of the loans granted to the ESOP Trust and interest payable by the Trust on the said loan is dependent on the exercise of options by the employees during the exercise period and / or the market price of the underlying equity shares of the unexercised options at the end of the exercise period. In the opinion of the Management, the fall in the value of the underlying equity shares is on account of market volatility and the loss, if any, can be determined only at the end of the exercise period. In view of which, provision for diminution is not considered necessary in the financial statements.
- j. Note 12(xiii) to the Consolidated Financial Statements regarding the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company approved by The Hon'ble High Court of Judicature at Bombay, whereby an amount of Rs. 52.75 crore, for the year ended on March 31, 2016, equivalent to the amortization of the Goodknight and Hit Brands is directly debited to the General Reserve Account instead of debiting the same to the Statement of Profit and Loss as per the provisions of AS 26. The said accounting treatment is in accordance with the accounting treatment prescribed in the Order of the High Court of Mumbai dated February 28, 2011 under section 394 of the Companies Act, 1956.  
Had this amount been charged to the Statement of Profit and Loss, the profit for the year ended March 31, 2016 would have been lower by Rs. 52.75 crore and the General Reserve would have been higher by Rs. 52.75 crore.
- k. Note 42(i) in the Notes to the consolidated financial statements, were pursuant to scheme of Amalgamation approved by the Bombay High Court, three subsidiaries of the Holding Company i.e. East View Estates Pvt. Ltd., Firstrock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. got amalgamated with the Holding Company and the Goodwill arising on amalgamation amounting to Rs. 23.93 Crore which represents a payment made in anticipation of future income which is appropriately treated as an asset to be amortised to income on a systematic basis over its useful life is adjusted against Capital Reserve.  
Our opinion on the consolidated financial statements is not modified in respect of these matters.

#### OTHER MATTERS

- a) We did not audit the financial statements / financial information of twenty four subsidiaries and a jointly controlled entity whose financial statements / financial information reflect total assets of Rs. 7,728.67 crores as at March 31, 2016, total revenues of Rs. 7,217.93 crores and net cash flows amounting to Rs. 211.61 crores for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associates and the jointly controlled entity and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and the jointly controlled entity, is based solely on the reports of the other auditors. The Consolidated Financial Statements also include share of net profit of Rs. 21.31 crores for the year ended March 31, 2016 in respect of three associates, whose financial statements / financial information have not been audited by us.

- b) We did not audit the financial statements / financial information of five associates, whose financial statements / financial information reflects the Group's share of net profit of Rs. 0.52 crores. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and associates and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the Directors of the Holding Company as on March 31, 2016 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of the subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the Directors of the Group companies, associate companies and jointly controlled companies incorporated in India is disqualified as on March 31, 2016, from being appointed as a Director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities - Refer Note 23 (d) to (k) to the consolidated financial statements.
- ii) Provision has been made in the consolidated financial statements, as required under the applicable laws or accounting standards for material foreseeable losses, if any, on long term contracts, including derivative contracts.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group Companies, associate companies and jointly controlled companies incorporated in India.

For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

ERMIN K. IRANI  
PARTNER

Membership Number: 35646

Mumbai, August 26, 2016.

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Para 1 (f) 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the consolidated financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statement of the Company as of and for March 31, 2016, we have audited the internal financial controls over financial reporting of GODREJ & BOYCE MANUFACTURING COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the holding company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to ten subsidiary companies, two associate companies and two jointly controlled companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016

**GODREJ & BOYCE MANUFACTURING COMPANY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2016**

(Rupees in crore)

	Note		As at 31-03-2016	As at 31-03-2015
<b>EQUITY AND LIABILITIES</b>				
<b>(1) SHAREHOLDERS' FUNDS</b>				
(a) Share Capital	2	6.63		6.63
(b) Reserves and Surplus	3	5,575.60		5,254.67
			5,582.23	5,261.30
<b>(2) MINORITY INTEREST</b>				
			4,938.49	4,443.82
<b>(3) NON-CURRENT LIABILITIES</b>				
(a) Long-term Borrowings	4	5,274.28		4,131.99
(b) Deferred Tax Liabilities (Net)	5	175.18		150.76
(c) Other Long-term Liabilities	6	292.38		216.10
(d) Long-term Provisions	7	113.02		96.55
			5,854.86	4,595.40
<b>(4) CURRENT LIABILITIES</b>				
(a) Short-term Borrowings	8	6,191.78		5,322.82
(b) Trade Payables	9			
(i) Micro and Small Enterprises		93.93		67.43
(ii) Others		3,150.31		2,859.19
(c) Other Current Liabilities	10	4,717.53		4,592.45
(d) Short-term Provisions	11	136.25		267.29
			14,289.80	13,109.18
<b>Total</b>			<b>30,665.38</b>	<b>27,409.70</b>
<b>ASSETS</b>				
<b>(1) NON-CURRENT ASSETS</b>				
(a) Fixed Assets	12			
(i) Tangible Assets		4,815.14		3,493.50
(ii) Intangible Assets		928.43		995.00
(iii) Capital Work-in-progress		714.11		1,134.51
(iv) Intangible Assets under development		4.28		0.67
		6,461.96		5,623.68
(b) Goodwill on Consolidation		5,808.27		5,235.13
(c) Non-current Investments	13	258.26		182.33
(d) Deferred Tax Assets (Net)	14	52.14		41.30
(e) Long-term Loans and Advances	15	438.67		490.93
(f) Other Non-current Assets	16	512.69		454.55
			13,531.99	12,027.92
<b>(2) CURRENT ASSETS</b>				
(a) Current Investments	17	727.08		838.62
(b) Inventories	18	8,936.70		7,889.81
(c) Trade Receivables	19	3,933.98		3,329.90
(d) Cash and Bank Balances	20	1,089.63		1,236.78
(e) Short-term Loans and Advances	21	1,588.51		1,435.57
(f) Other Current Assets	22	857.49		651.10
			17,133.39	15,381.78
<b>Total</b>			<b>30,665.38</b>	<b>27,409.70</b>
Statement of Significant Accounting Policies and Notes to the Financial Statements	1-51			
The accompanying notes are an integral part of the financial statements				

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

For and on behalf of the Board of Directors

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016

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Chairman &  
Managing Director  
DIN: 00076250

K. A. PALIA  
Executive Director  
(Finance)  
DIN: 00281971

A. G. VERMA  
Executive Director  
& President  
DIN: 02366334

P. K. GANDHI  
Chief Financial  
Officer

P. E. FOUZDAR  
Executive Vice President  
(Corporate Affairs)  
& Company Secretary  
Mem. No. 6818



**GODREJ & BOYCE MANUFACTURING COMPANY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016**

	Note		(Rupees in crore)
		Current Year	Previous Year
<b>I. REVENUE</b>			
(1) Sale of Products and Services (gross)		29,382.02	26,415.09
(2) Less: Excise Duty		993.94	862.62
(3) NET SALES (Products and Services)	24	28,388.08	25,552.47
(4) Other Operating Revenue		173.81	241.69
(5) REVENUE FROM OPERATIONS (NET)		28,561.89	25,794.16
(6) Other Income	25	263.47	281.21
<b>TOTAL REVENUE</b>		<b>28,825.36</b>	<b>26,075.37</b>
<b>II. EXPENSES</b>			
(1) Cost of Materials consumed	26	10,618.15	10,231.65
(2) Purchases of Stock-in-Trade	27	5,244.55	4,879.78
(3) Changes in Inventories of Finished Goods, Work-in-Process and Stock-in-Trade	28	(163.66)	(188.04)
(4) Property Development and Construction Expenses	29	2,154.80	1,505.39
(5) Employee Benefits Expense	30	2,470.62	2,165.60
(6) Less: Expenditure transferred to Capital Accounts		(41.40)	(42.23)
(7) Interest and Finance Costs	31	555.39	451.04
(8) Depreciation and Amortization Expense [Refer Note 6(a) & 12]		386.86	354.47
(9) Other Expenses	32	5,594.38	5,028.58
<b>TOTAL EXPENSES</b>		<b>26,819.69</b>	<b>24,386.24</b>
<b>III. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>		<b>2,005.67</b>	<b>1,689.13</b>
<b>IV. EXCEPTIONAL ITEMS</b>	33	130.41	170.09
<b>V. PROFIT BEFORE TAX</b>		<b>2,136.08</b>	<b>1,859.22</b>
<b>VI. TAX EXPENSE</b>			
(1) Current tax		551.65	537.66
(2) Minimum Alternate Tax credit entitlement		(34.12)	(68.61)
(3) Prior years' tax adjustments		(5.04)	4.14
(4) Deferred tax charge/(credit)	5	16.46	(6.86)
		528.95	466.33
<b>VII. PROFIT AFTER TAX</b>		<b>1,607.13</b>	<b>1,392.89</b>
<b>VIII. SHARE OF PROFIT OF ASSOCIATES</b>		<b>140.90</b>	<b>108.85</b>
<b>IX. PROFIT AFTER TAX BEFORE MINORITY INTEREST</b>		<b>1,748.03</b>	<b>1,501.74</b>
<b>X. MINORITY INTEREST</b>		<b>992.89</b>	<b>839.15</b>
<b>XI. NET PROFIT FOR THE YEAR (after Tax, Minority Interest and Share of Profit of Associates)</b>		<b>755.14</b>	<b>662.59</b>
<b>XII. EARNINGS PER EQUITY SHARE</b>			
Basic and Diluted Earnings per Equity Share of Rs. 100 each	36	<b>Rs. 11,391</b>	<b>Rs. 9,995</b>
<b>XIII. Statement of Significant Accounting Policies and Notes to the Financial Statements</b>	1-51		
<b>The accompanying notes are an integral part of the financial statements</b>			

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

For and on behalf of the Board of Directors

ERMIN K. IRANI  
PARTNER  
Membership Number: 35646  
Mumbai, August 26, 2016

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Executive Vice President  
(Corporate Affairs)  
& Company Secretary  
Mem. No. 6818

**GODREJ & BOYCE MANUFACTURING COMPANY LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016**

	Current Year	Previous Year
(Rupees in crore)		
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
PROFIT BEFORE TAXES	2,136.08	1,859.23
ADJUSTMENTS FOR:		
Depreciation and Amortization	391.15	354.47
Provisions for Doubtful Debts/Advances/Deposits	26.75	9.77
Bad Debts writtenoff	22.58	44.16
Provision for Free Service under Product Warranties	8.03	12.74
Profit on Sale of Investments (Net)	140.07	(262.66)
Profit on Sale of Fixed Assets (Net)	(4.91)	(5.36)
Interest Income	(95.90)	(77.66)
Dividend Income	(0.24)	(0.27)
Interest and Finance Costs	974.00	1,006.25
Others	(123.07)	129.05
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	3,474.54	3,069.72
MOVEMENT IN CURRENT ASSETS AND LIABILITIES:		
Inventories	(628.29)	(1,014.28)
Trade and other Receivables	(639.33)	(1,063.89)
Trade and other Payables	331.62	380.98
CASH GENERATED FROM/(USED IN) OPERATIONS	2,538.54	1,372.53
Direct Taxes paid	(518.87)	(442.12)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	2,019.67	930.41
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Fixed Assets acquired	(1,582.76)	(1,055.77)
Proceeds from Sale of Fixed Assets	160.33	48.86
Net proceeds from Sale of Investments	1,066.83	986.84
Investments made	(2,242.64)	(1,923.95)
Net (Increase) / Decrease in bank deposits	329.95	(460.65)
Interest Income	95.90	77.66
Dividend Income	0.24	0.26
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(2,172.15)	(2,326.75)
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issue of Debentures (net of expenses)	522.09	249.63
Redemption of Debentures (including premium on redemption)	(243.32)	(264.72)
Working Capital Facilities from Banks (Net)	868.96	1,682.25
Fresh Loans and Deposits taken	4,467.41	3,465.07
Loans and Deposits repaid	(3,770.94)	(2,519.18)
Interest and Finance Costs	(961.86)	(1,004.36)
Dividend paid, including Dividend Distribution Tax	(547.06)	(532.46)
NET CASH USED IN FINANCING ACTIVITIES	335.28	1,076.23
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	182.80	(320.11)
Cash and Cash Equivalents at the beginning of the year	613.40	933.51
Cash and Cash Equivalents at the end of the year	796.20	613.40
Add: Other Bank Balances (not considered as cash and cash equivalents):		
Fixed Deposits with Banks	246.40	592.69
Other Bank Balances (including share in jointly controlled entities)	47.03	30.69
CLOSING CASH AND BANK BALANCES (NOTE 20)	1,089.63	1,236.78
<b>D. COMPONENTS OF CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		
Cash in hand	12.65	13.79
Balances with Banks in Current Accounts	783.55	599.61

NOTES:

1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 (AS-3) on "Cash Flow Statements," and presents cash flows by operating, investing and financing activities.
2. Figures for the previous year have been regrouped/restated wherever necessary to conform to this year's classification.
3. Figures in brackets are outflows/deductions.
4. Cash and cash equivalents for the purposes of this Statement comprise of cash in hand, cash at bank and fixed deposits with maturity of three months or less.
5. For expenditure on CSR activities, please refer to Note 37.

As per our Report of even date  
For KALYANIWALLA & MISTRY  
CHARTERED ACCOUNTANTS  
Firm Registration Number 104607W

For and on behalf of the Board of Directors

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Mumbai, August 26, 2016

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. A. PRINCIPLES OF CONSOLIDATION:

- (a) The consolidated financial statements relate to Godrej and Boyce Manufacturing Company Limited, the Holding Company, its majority owned subsidiaries, Joint Ventures and Associates (collectively referred to as the Group). The consolidation of accounts of the Company with its subsidiaries has been prepared in accordance with Accounting Standard (AS) 21 'Consolidated Financial Statements'. The financial statements of the parent and its subsidiaries are combined on a line by line basis and intra group balances, intra group transactions and unrealized profits or losses are fully eliminated.
- (b) In the consolidated financial statements, 'Goodwill' represents the excess of the cost to the Company of its investment in the subsidiaries and/or joint ventures over its share of equity, at the respective dates on which the investments are made. Alternatively, where the share of equity as on the date of investment is in excess of cost of investment, it is recognised as 'Capital Reserve' in the consolidated financial statements.
- According to the information available, the investments in subsidiaries were mainly made as early as 1970s. Considering the unavailability of the data for these periods together with de-merger of Godrej Soaps on 01-April-2001 and with a view to maintain consistency in computation of Goodwill, 01-April-2001 has been considered as the starting point.
- Minority interest in net income of the consolidated subsidiaries is adjusted against the income of the group in order to arrive at the net income attributable to shareholder's of the company. Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the respective dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investment as stated above.
- (c) Investments in Joint Ventures are dealt with in accordance with Accounting Standard (AS) 27 'Financial Reporting of Interests in Joint Ventures'. The Company's interest in jointly controlled entities are reported using proportionate consolidation, whereby the Company's share of jointly controlled assets and liabilities and the share of income and expenses of the jointly controlled entities are reported as separate line items.
- (d) Investments in Associates are dealt with in accordance with Accounting Standard (AS) 23 'Accounting for Investments in Associates in Consolidated Financial Statements'. Effect has been given to the carrying amount of investments in associates using the 'Equity method'. The Company's share of the post acquisition profits or losses is included in the carrying cost of investments.
- (e) The financial statements of the subsidiaries, joint ventures and associates used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended March 31, 2016, except for foreign subsidiaries, where the reporting date is December 31, 2015.
- (f) This being the first year for consolidation for the Parent Company, the opening balances of the previous year is based on the financial statements of the parent and its subsidiaries combined on a line by line basis by adding together like items of assets, liabilities, income and expenses and all consolidation adjustments are disclosed as adjustment made during the previous year.
- (g) The accounts of Godrej Infotech (America), LVD Infotech, G&B Enterprises LLP, Veromatic International BV have not been audited for the year ended March 31, 2016 as of the Balance Sheet date and have been consolidated on the basis of the accounts as certified by their respective Management.

### 1. B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) ACCOUNTING CONVENTIONS:

The financial statements are prepared under the historical cost convention and on the 'going concern' basis, with revenues recognised and expenses accounted on their accrual in accordance with the generally accepted accounting principles, and are in compliance with the applicable Accounting Standards prescribed by the Central Government under section 133 and other relevant provisions of the Companies Act, 2013.

In view of the same, the accounting policies adopted in the preparation of financial statements for the current year are consistent with those of previous year.

The financial statements are presented in Rupees in crore (ten million). Figures below Rs.50,000 are disclosed by '\*\*'.

Where changes in presentation are made, comparative figures for the previous year are restated/regrouped accordingly.

#### (b) USE OF ESTIMATES:

The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities, revenues and expenses, and disclosure of contingent liabilities. Difference between the actual results and estimates are recognised in the period in which the results materialise/are known.

#### (c) FIXED ASSETS AND DEPRECIATION/AMORTISATION:

The Gross Block of fixed assets is shown at the original cost of acquisition or construction including taxes and duties (net of tax credits as applicable), interest on borrowings upto the period of time the asset is put to use, and other incidental expenses related to

acquisition and installation of the concerned assets; capital grants relating to specific fixed assets are reduced from the gross value of the respective assets.

Transferable Development Rights (TDRs) obtained by the Company in respect of its freehold lands situated at Mumbai, are carried at cost by adjustments in the corresponding cost (book value) of lands, and are shown under Freehold Land.

Internally manufactured assets are capitalised at estimated cost consisting of direct material and direct labour costs, plus appropriate factory overheads.

The Company has followed the Straight Line method for charging depreciation on all items of Fixed Assets, at the rates specified in Schedule II to the Act; these rates are considered as the minimum rates, except in some subsidiary companies, where depreciation has been provided on the written down value method. The impact of the differing method of depreciation has not been ascertained but it is not likely to be material. If management's estimate of the useful life of the fixed asset is shorter than that envisaged in Schedule II, depreciation is provided at a higher rate based on management's estimate of the useful life. Accordingly, in respect of the commercial construction projects departmentally promoted/ developed by the Company, on some items of equipment at the project sites, depreciation is provided at a higher rate based on useful life of the assets estimated at 5 years, compared to 15 years specified in Schedule II. In respect of additions to/deductions from the assets, the depreciation on such assets is calculated on a pro rata basis from/upto the month of such addition/deduction. Assets costing less than Rs. 5,000 are fully depreciated in the year of purchase/acquisition. Leasehold Land and Buildings are amortised over the period of the lease. The cost of fixed assets not ready for their intended use at the balance sheet date is disclosed under capital work-in-progress.

Intangible assets comprising of Technical Know-how and Trade Marks are amortised on straight-line basis at the rate of 16.67%; capitalised Computer Software costs relating to the ERP system, are amortised on straight line basis at the rate of 20%.

Profit or loss on sale, transfer or disposal of fixed assets is recognised in the year of such sale, transfer or disposal.

Repairs, renewals, renovations and maintenance are charged to the Statement of Profit and Loss as incurred.

An impairment loss is recognised wherever the carrying value of the fixed assets of a cash-generating unit exceeds its market value or value in use, whichever is higher.

In respect of the Property Development Activity, consisting of construction projects promoted/developed on the Company's lands the fair value of land/Transferable Development Rights (TDRs) forming part of the projects is transferred from Fixed Assets to Construction Work-in-Progress. The difference between the fair value of land/TDRs forming part of the projects and the cost (book value) of land/TDRs, pending completion of the projects, is credited to Construction Projects Reserve.

**(d) FOREIGN CURRENCY TRANSACTIONS:**

Foreign currency transactions are accounted for at exchange rates prevailing at the date of the transaction. Gains or losses, resulting from the settlement (actual realisation/payment) of such transactions and from the translation of monetary current assets and monetary liabilities denominated in foreign currencies into rupees at the year-end exchange rates, are recognised in the Statement of Profit and Loss. Non-monetary items like fixed assets, inventories and investments in equity shares, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

Exchange differences in respect of other unexpired foreign currency derivative contracts, which have been entered into to hedge foreign currency risks are marked to market and losses, if any, are recognised in the Statement of Profit and Loss.

Exchange differences arising on reporting of long term foreign currency monetary items at rates different from those at which they were initially recorded during the year in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance life of the asset, and in other cases, are accumulated in a "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term asset or liability, by recognising as income or expense in each such period.

The Company's forward exchange contracts are not held for trading or speculation; the discount or premium arising from the difference between the forward rate and the spot rate at the inception of such a contract is amortised as income or expense over the period of the contract. Any profit or loss arising on the cancellation or renewal of forward contracts is recognised in the Statement of Profit and Loss.

**(e) INVESTMENTS:**

Long-term Investments are stated at cost (unless otherwise stated); however, for any diminution other than temporary in the value of investments, the book value is reduced to recognise the decline. In cases where long-term investments are carried at their book values, which are higher than their fair values, the diminution in the value of such investments is considered to be of a temporary nature, in view of the Company's long-term financial involvement in such investee companies. No provision is, therefore, considered necessary in the accounts for diminution in the value of such investments.

Readily realisable investments intended to be held for less than one year are classified as Current Investments, and are carried at the lower of their costs and fair values.

**(f) INVENTORIES:**

Trade Inventories:

Raw Materials, Loose Tools, Stores, Spares, etc. are valued at lower of weighted average cost and estimated net realisable value.

Work-in-Process (other than Construction Projects) is valued at lower of estimated cost (consisting of direct material and direct labour costs plus appropriate factory overheads) and estimated net realisable value.

Finished Goods are valued at lower of average cost and estimated net realisable value; cost includes purchase, conversion, appropriate factory overheads, any taxes or duties and other costs incurred for bringing the inventories to their present location and condition. Spares and Components for after-sales service are valued at lower of average cost and estimated net realisable value.

Obsolete and damaged inventories, and other anticipated losses are adequately provided for, wherever considered necessary.

Construction Projects:

In respect of the commercial construction projects promoted/developed on the Company's lands, Construction Work-in-Progress is valued at estimated cost consisting of the fair value of land (forming part of the project), development construction and other related costs.

**(g) INVESTMENT SUBSIDY:**

Investment Subsidy under the Central/State investment incentive scheme is credited to Investment Subsidy Reserve and

treated as a part of shareholders' funds.

**(h) REVENUE RECOGNITION:**

Sales comprise sale of goods and services to external customers and are accounted inclusive of excise duty but net of sales tax, returns, discounts, rebates and allowances. Revenue from sale of products is recognized when risk of loss, title and insurable risk have transferred to the customer, which in most cases, coincides with delivery of products and rendering of related services. Revenue from service transactions is recognised as per agreements/arrangements with the customer when the related services are rendered/provided.

Revenues arising out of the Company's Property Development Activity are recognised and shown under Sales, by reference to the stage of completion under the percentage of completion method.

As per this method, revenue from sale of properties is recognised in Statement of Profit and Loss in proportion to the actual cost, incurred as against the total estimated cost of projects under execution with the group on transfer of significant risk and rewards to the buyer. Upto 31st March, 2012, revenue was recognised only if the actual project cost incurred is 20% or more of the total estimated project cost.

Effective 01st April, 2012, in accordance with the "Guidance Note on Accounting for Real Estate Transactions (Revised 2012)" (Guidance Note), all projects commencing on or after the said date or projects which have already commenced, but where the revenue is recognised for the first time on or after the above date, construction revenue on such projects have been recognised on Percentage of Completion Method, provided the following threshold have been met:

- (a) All critical approvals necessary for the commencement have been obtained;
- (b) The expenditure incurred on construction and development costs is not less than 25 percent of the total estimated construction and development costs;
- (c) At least 25 percent of the saleable project area is secured by contracts or agreements with buyers; and
- (d) At least 10 percent of the agreement value is realised at the reporting date in respect of such contracts and it is reasonable to expect that the parties to such contracts will comply to the payment terms as defined in the contracts.

Determination of revenues, under the Percentage of Completion Method, necessarily involves making estimates, some of which are of technical nature, concerning, where relevant, the Percentages of Completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimate of project income, as well as project costs are reviewed periodically. The effect of changes, if any to estimates is recognised in the financial statements for the period in which such changes are determined. Revenue from projects is recognised net of revenue attributed to the land owners. Losses, if any are fully provided for immediately.

Revenue on bulk deals on sale of its properties is recognised on execution of documents.

Income from operations of commercial complexes is recognised over the tenure of the lease/service agreement.

Revenue from fixed-price construction contracts is recognised under the percentage of completion method.

Income from processing operations is recognised on completion of production/dispatch of the goods as may be provided in the terms of contract.

Export entitlements are recognised in the Statement of Profit and Loss when the right to receive credit as per the terms of the entitlement is established in respect of the exports made.

Dividend income is recognised when the right to receive the same is established.

Interest income is recognised on a time proportion basis.

**(i) LEASES (WHERE THE COMPANY IS THE LESSOR):**

In its Estate Leasing operations, the assets subject to operating leases are included in fixed assets. Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

**(j) RESEARCH AND DEVELOPMENT EXPENSES:**

Revenue expenditure pertaining to research and development is charged to Statement of Profit and Loss under the natural head of expense. Capital expenditure on research and development is shown as addition to Fixed Assets, and depreciation is provided on such assets as applicable.

**(k) EMPLOYEE BENEFITS:**

**(i) Short-term Employee Benefits: (payable wholly within twelve months of rendering the service)**

Short-term benefits such as salaries, wages, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service.

**(ii) Post-employment Benefits:**

**Defined Contribution Plans:** The Company's contributions paid/payable to Managerial Superannuation Fund, Employees' State Insurance Scheme, Employees' Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes, and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts, appropriate authorities.

**Defined Benefit Plans:** The Company's Provident Fund and Gratuity are defined benefit plans. The Company's liability for the defined benefit schemes is actuarially determined by an independent actuary based on the projected unit credit method. The Company's net obligation in respect of such plans is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of the plan asset is deducted. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

However, the Rules of the Company's Provident Fund (PF) administered by a Trust, require that if the Board of Trustees is unable to pay interest at the rate declared for the Employees' Provident Fund by the Government under para 60 of the Employees' Provident Fund Scheme, 1952, for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company.

Other Employee Benefits include leave encashment/long-term compensated absences schemes.

(l) **PRODUCT WARRANTY EXPENSES UNDER FREE SERVICE WARRANTY OBLIGATIONS:**

In respect of products sold by the Company, which carry a specified warranty, future costs that will be incurred by the Company in carrying out its contractual warranty obligations are estimated and accounted for on accrual basis.

(m) **EXCISE DUTY:**

Excise Duty paid on goods manufactured by the Company is accounted for at the time of despatch of goods from the factories.

Excise Duty payable on goods manufactured is accrued for stocks held in factories at the year-end. Excise Duty paid/ payable on goods manufactured by the Company and remaining in stock, is included in the value of Finished Goods.

Excise Duty related to the difference between the closing stock and opening stock of Finished Goods is recognized separately in the Statement of Profit and Loss in the note on Increase/Decrease in Finished Goods, Work-in-Process and Stock-in-Trade.

(n) **BORROWING COSTS:**

Borrowing costs which are attributable to the acquisition, construction or production of an asset that necessarily takes substantial period of time to get ready for its intended use, upto the time the said asset is put to use, are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(o) **TAXES ON INCOME:**

Current tax is the amount of tax payable for the year, determined under the provisions of the tax laws. Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are not recognised on unabsorbed depreciation and carry forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of Deferred tax assets/liabilities are reviewed at each balance sheet date. The tax effect is calculated on the accumulated timing difference at the year-end, based on the tax rates and laws enacted or substantially enacted on the balance sheet date.

Minimum Alternate Tax (MAT) Credit Entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period in which such credit can be carried forward for set-off.

The carrying amount of MAT Credit Entitlement is reviewed at each balance sheet date.

(p) **PROPOSED DIVIDEND:**

Proposed Dividend, if any, subject to shareholders' approval at the Annual General Meeting, is provided in the books.

(q) **PROVISIONS AND CONTINGENT LIABILITIES:**

A provision is recognised only when there is a present obligation as a result of a past event that probably requires an outflow of resources to settle the obligation and in respect of which a reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the balance sheet date. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

Provisions and Contingent Liabilities are reviewed at each balance sheet date.

(r) **EARNINGS PER SHARE:**

Basic and diluted earnings per share are computed by dividing the net profit after taxes attributable to equity shareholders for the year, with the weighted number of equity shares outstanding during the year.

(s) **HEDGING**

The Group uses forward exchange contracts to hedge its foreign exchange exposures and commodity futures contracts to hedge the exposure to oil price risks. Gains or losses on settled contracts is recognized in the Statement of profit and loss. Futures contracts not settled as on the Balance Sheet date are marked to market and losses, if any, are recognized in the statement of profit and loss, whereas, the unrealized profit is ignored. Gains or losses on the commodity futures contracts is recorded in the Statement of profit and loss under cost of materials consumed.

(t) **GOODWILL:**

Goodwill of Rs.5235.13 crores (previous year, Rs.4532.19 crores) is after netting off an amount of Rs. 0.03 crore (previous year Rs.3.84 crores) as Capital Reserve.

2. **SHARE CAPITAL**

(Rupees in crore)

(a) **Authorised:**

- (i) 1,100,000 Equity Shares of Rs. 100 each  
(ii) 900,000 Cumulative Redeemable Preference Shares of Rs. 100 each

	As at 31-03-2016	As at 31-03-2015
	11.00	11.00
	9.00	9.00
	<u>20.00</u>	<u>20.00</u>
	6.63	6.63

(b) **Issued, Subscribed and Paid Up:**

- 662,910 Equity Shares of Rs. 100 each fully paid up  
(1) The Company does not have any holding company.

(2) Details of equity shareholders holding more than 5% shares in the Company are given below:

	As at 31-03-2016		As at 31-03-2015	
	Number	% holding	Number	% holding
(i) Godrej Investments Private Limited - an investing associate	177,432	26.77%	177,432	26.77%
(ii) Trustees, Pirojsha Godrej Foundation - a public charitable trust	157,500	23.76%	157,500	23.76%
(iii) Mr. R.K. Naoroji	65,594	9.89%	65,594	9.89%
(iv) Mr. N.B. Godrej	65,593	9.89%	65,593	9.89%
(v) Ms. S.V. Crishna	35,333	5.33%	35,333	5.33%

(3) There has been no movement in the number of shares outstanding at the beginning and at the end of the reporting period, as well as the comparative previous period.

(4) Terms/rights attached to equity shares: The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts, in proportion to the number of equity shares held

3. RESERVES AND SURPLUS	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(a) Investment Subsidy Reserve		
Balance as per last Balance Sheet	1.36	1.34
Adjustments due to consolidation	(0.06)	0.02
	<u>1.30</u>	<u>1.36</u>
(b) Securities Premium Reserve [Refer Note 3 (sub-note 4,5,6 below)]		
(i) Balance as per last Balance Sheet	1,518.23	1,513.05
(iii) Adjustments due to consolidation	11.84	5.18
	<u>1,530.07</u>	<u>1,518.23</u>
(c) Construction Projects Reserve [Note 12(a)]		
(i) As per last Balance Sheet	364.29	146.37
(ii) Add: Excess of the fair value of Freehold Land (forming part of the commercial projects and transferred to Construction Work-in-Progress) over the book value of Land, credited to the Reserve pending completion of the projects	-	217.92
(iii) Less: Transfer to Revenue from Operations	11.07	-
	<u>353.22</u>	<u>364.29</u>
(d) General Reserve [Refer Note 3 (2, 4, 6, 8 below)]		
(i) As per last Balance Sheet	450.10	454.85
(ii) Add: Transfer from Surplus in the Statement of Profit and Loss	(2.52)	44.06
(iii) Share of Jointly Controlled Entities	1.00	0.19
(iv) Adjustments due to consolidation	(2.02)	(49.00)
	<u>446.56</u>	<u>450.10</u>
(e) Surplus-balance in the Statement of Profit and Loss		
(i) As per last Balance Sheet	2,751.33	2,463.02
(ii) Add: Profit for the Year	755.15	662.60
(iii) Less: Transfer to General Reserve	2.52	(44.06)
(iv) Less: Depreciation in transition to New Companies Act	-	(6.66)
(v) Less: Interim Equity Dividend for the financial year 2015-16	(466.75)	(280.05)
(vi) Less: Proposed Final Equity Dividend for the financial year 2015-16	(0.01)	(164.88)
(vii) Less: Dividend Distribution Tax (net) in respect of (v) and (vi) above	(80.31)	(87.54)
(viii) Less: Issue of Bonus Shares by a subsidiary	-	(31.11)
(ix) Share in Jointly Controlled Entities	(0.20)	(1.13)
(x) Adjustments due to consolidation [ Refer Note 3 (3) and (6)]	173.54	241.14
	<u>3,135.27</u>	<u>2,751.33</u>
(f) Capital Redemption Reserve	25.13	25.13
(g) Debenture Redemption Reserve		
(i) As per last Balance Sheet	12.68	22.43
(ii) Add: Transfer from / (to) Surplus	(5.64)	(20.39)
(iii) Adjustments due to consolidation	0.98	10.64
Closing Balance	<u>8.02</u>	<u>12.68</u>



(Rupees in crore)

	As at 31-03-2016	As at 31-03-2015
(h) Foreign Currency Translation Reserve		
(i) As per last Balance Sheet	32.09	32.26
(ii) Add: Additions during the year	(37.84)	(43.20)
(iii) Share in Jointly Controlled Entities	0.53	(0.27)
(iv) Adjustments due to consolidation	3.09	43.30
Closing Balance	(2.13)	32.09
(i) Capital Reserve		
(i) As Per Last Balance Sheet	32.16	4.79
(ii) Add: Additions during the year on Amalgamation [ Refer Note 3(1) and (7) and 40(a)]	1.45	27.92
(iii) Less: Adjustment, pursuant to the Scheme of Amalgamation of East View Estates Pvt. Ltd., First Rock Infrastructures Pvt. Ltd and Miracletouch Developers Pvt. Ltd. with the Company, with effect from 1st April, 2015 (Note 42)	(23.93)	-
(iv) Adjustments due to consolidation	(0.62)	(0.55)
Closing Balance	9.06	32.16
(j) Revaluation Reserve [Refer Note 3 (9)]	6.30	6.30
(k) Special Reserve u/s 45IC of RBI Act, 1934		
(i) As Per Last Balance Sheet	2.22	2.05
(ii) Add: Transfer from Surplus	0.17	0.17
(iii) Adjustments due to consolidation	(0.07)	(0.00)
Closing Balance	2.32	2.22
(l) Employee Stock Options Outstanding of Subsidiaries		
(i) Options granted till date	42.31	37.92
(ii) Add : Compensation for Options Granted During the Year	18.88	22.22
(iii) Less : Options Lapsed	-	(1.15)
(iv) Less : Transfer to Securities Premium on exercise of stock options during the year	(6.84)	(7.69)
(v) Less: Deferred Employee Stock Option Compensation	(5.31)	(5.44)
(vi) Adjustments due to consolidation	(1.81)	(3.55)
Closing Balance	47.23	42.31
(m) Reserve for Employee Compensation Expenses [ Refer Note 3(2) and (6) ]		
(i) As Per Last Balance Sheet	13.22	16.62
(ii) Less: Adjustment for employee compensation expense [Refer Note 3 (10)]	-	(11.35)
(iii) Share of Minority of a Subsidiary	(11.35)	4.47
(iv) Adjustments due to consolidation	6.53	3.48
Closing Balance	8.40	13.22
(n) ESOP Trusts Adjustments [ Refer Note 3 (7)]		
(i) Opening adjustments of ESOP Trusts	-	(80.50)
(ii) Closing Balance of ESOP Trusts	-	(80.50)
(iii) Add : Reversal of provision of Loan to ESOP Trusts	-	80.50
Closing Balance	-	-
(o) Legal and Statutory Reserves		
(i) As Per Last Balance Sheet	(2.64)	(0.14)
(ii) Less : Transfer to General Reserves	(1.95)	(0.33)
(iii) Adjustments due to consolidation	3.56	(2.17)
Closing Balance	(1.03)	(2.64)
(p) Hedging Reserve	5.89	5.89
Total	5,575.60	5,254.67

## Notes

1. In the previous year, the Honourable Bombay High Court and High Court of Madhya Pradesh, Indore Bench approved a Scheme of Amalgamation ("Scheme") of Wadala Commodities Limited (WCL) , whose business was trading in Vegetable Oils, with a Subsidiary effective from April 1, 2014 being the appointed date. The Effective Date is November 21, 2014, being the date of filing the approval of the Respective High Courts with the ROC.

In accordance with the Scheme :

- a) The above Subsidiary has followed Purchase Method of accounting and as per the Scheme of Arrangement approved by the Bombay High Court.

- b) All the assets and liabilities of the erstwhile WCL have been transferred to and vest in the above Subsidiary and have been recorded at their book value which are also their fair value. The excess of net assets of WCL acquired over the amount credited as share capital is Rs. 1.30 crore and is credited to Capital Reserves.
- c) Income of Rs. 0.09 crore and Expense of Rs. 0.25 crore of WCL from April to November 2014 has been considered in Statement of Profit and Loss of the above Subsidiary.
2. The Board of a Subsidiary recommended and paid an interim dividend of Rs. 1.75 per share (175% of face value Re. 1 each) in March 2016.
3. A scheme of Arrangement ("the Scheme") for the demerger of Seeds business of Godrej Seeds and Genetics Limited (called "the Demerged Company") into Godrej Agrovet Limited ("the Resulting Company") with effect from April 1, 2015, ("the Appointed date") was sanctioned by the Honorable High Court of Judicature at Bombay ("the Court"), vide its Order dated January 8, 2016 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on February 9, 2016 (the "Effective Date").

To give effect to the Honourable Bombay High Court's Order dated January 8, 2016 regarding Scheme of the Arrangement, the following actions have been performed.

- (a) The excess of face value of the preference shares held by the transferee Company over book value of the net assets of the Transferor Company taken over, along with face value of preference shares issued on account of the amalgamation, amounting to Rs. 16.94 crore has been debited to the Surplus in Statement of Profit and Loss as per the Scheme.
- (b) The cost and expenses arising out of or incurred in carrying out and implementing the scheme amounting to Rs. 0.19 crore have been directly charged against the Surplus in Statement of Profit and Loss of the Resulting Company.
4. A scheme of Amalgamation ("the Scheme") for the amalgamation of Goldmuhor Agrochem & Feeds Limited (called "the Transferor Company"), with Godrej Agrovet Limited (the "Transferee Company"), with effect from October 1, 2013, ("the Appointed date") was sanctioned by the Honorable High Court of Judicature at Bombay ("the Court"), vide its Order dated September 20, 2013 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on December 13, 2013 (the "Effective Date").

To give effect to the Honourable Bombay High Court's Order dated September 20, 2013 regarding Scheme of the Arrangement, the following actions have been performed during the previous year.

The excess of face value of the shares held by the Transferee Company over book value of the net assets of the Transferor Company taken over, amounting to Rs. 0.71 crore has been debited to the General Reserve Account of the Transferee Company as per the Scheme.

Had the Scheme not prescribed the above treatment, the balance in General Reserve would have been higher by Rs. 0.71 crore, the Goodwill would have been higher by Rs. 0.53 crore (net written down value) and the profit for the year would have been lower by Rs. 0.04 crore

5. A scheme of Amalgamation ("the Scheme") for the amalgamation of Golden Feed Products Limited ("the Transferor Company"), with Godrej Agrovet Limited (the "Transferee Company"), with effect from March 31, 2014, ("the Appointed date") was sanctioned by the Hon'ble High Court of Judicature at Bombay ("the Court"), vide its Order dated April 29, 2014 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on May 19, 2014 (the "Effective Date").

To give effect to the Honourable Bombay High Court's Order dated April 29, 2014 regarding Scheme of the Arrangement, the following actions have been performed during the previous year.

The excess of face value of the shares held by the Transferee Company over book value of the net assets of the Transferor Company taken over, amounting to Rs. 0.97 crore has been debited to the Surplus in Statement of Profit and Loss as per the Scheme.

Had the Scheme not prescribed the above treatment, the Surplus in Statement of Profit and Loss would have been higher by Rs. 0.78 crore, the Goodwill would have been higher by Rs. 0.78 crore (net written down value) and profit of the year would have been lower by Rs. 0.06 crore.

6. As per the scheme of Amalgamation ("the Scheme") of Godrej Gokarna Oil Palm Ltd., Godrej Oil Palm Ltd. and Cauvery Palm Oil Ltd., ("the Transferor Companies"), with Godrej Agrovet Limited (the "Transferee Company"), with effect from April 1, 2011, ("the Appointed date") as sanctioned by the Hon'ble High Court of Judicature at Bombay ("the Court"), vide its Order dated March 16, 2012, the following entries have been passed.

a) Amortisation on Intangible Assets of the Transferor Companies amounting to Rs. 4.25 crore in the current year and Rs. 17 crore in the previous years recorded in the books of the Transferee Company are charged against the balance in the General Reserve Account of the Transferee Company.

b) The excess of book value of the net assets of the Transferor Company taken over, amounting to Rs. 60.55 crore over the face value of the shares held by the transferee Company has been credited to the Securities Premium Account as per the Scheme.

Had the Scheme not prescribed the above treatment, the Goodwill would have been higher by 30.28 crore, the balance in the Securities Premium Account would have been higher by Rs. 60.55 crore, the balance in General Reserve have been higher by Rs. 21.26 crore, the opening balance in the Surplus in Statement of Profit & Loss would have been lower by Rs. 41.23 crore and the profit for the year would have been lower by Rs. 6.27 crore.

7. As per the scheme of Amalgamation ("the Scheme") of Godrej Gold Coin Aquafeed Ltd. (the Transferor Company), with Godrej Agrovet Limited with effect from April 1, 2010, ("the Appointed date") as sanctioned by the Hon'ble High Court of Judicature at Bombay ("the Court"), vide its Order dated January 5, 2011, the following entries have been passed.

a) The Intangible assets held by Transferor Company amounting to Rs. 16.69 crore were adjusted against the balance in the Securities Premium Account of the Holding Company.

b) The excess of book value of the net assets of the Transferor Company taken over, amounting to Rs. 25.06 crore over the face value of the shares held by the transferee Company was credited to the Securities Premium Account as per the Scheme.

Had the Scheme not prescribed the above treatment of adjusting Intangibles against the balance in the Securities Premium Account, The balance in Securities Premium Account would have been higher by Rs. 41.75 crore, the Intangible Assets would have been higher by Rs. 1.57 crore, Goodwill would have been higher by Rs. 10.02 crore, the opening balance in the Surplus in Statement of Profit & Loss would have been lower by Rs. 25.13 crore and the profit for the year would have been lower by Rs. 3.06 crore.

8. To give effect to the Honourable Bombay High Court's Order dated March 8, 2013, an amount of Rs. 110.04 crore standing to the credit of the Securities Premium Account of the Subsidiary Company has been utilised to create Reserve for Employee Compensation Account of which Rs. 11.35 crore (previous year Rs. 94.74 crore) for Employee Compensation Expenses incurred has been adjusted.
9. Pursuant to the Scheme of Amalgamation (the Scheme) under Sections 391 to 394 of the Companies Act, 1956 read with section 52 of the Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956 sanctioned by the Honorable High Court of Judicature at Bombay on July 03, 2015 and filed with the Registrar of Companies (RoC) on August 21, 2015, Godrej Premium Builders Private Limited, a Subsidiary of Godrej Projects Development Private Limited, is amalgamated with Godrej Projects Development Private Limited w.e.f. April 1, 2015, the Appointed Date.  
As per the said Scheme :
- a) All the assets and liabilities as appearing in the books of Transferor Company as on the Appointed Date have been recorded in the books of Transferee Company at their respective fair values and inter-company balances have been cancelled.
- b) The Cost and expenses arising out of or incurred in carrying out and implementing the scheme amounting to Rs. 0.22 crore have been directly adjusted against the Surplus in the Statement of Profit and Loss of the Transferee Company.
- c) The amount of Rs. 53.28 crore arising out of the difference between the book value of the net assets of the Transferor Company taken over and cancellation of intercompany investments between the Transferor Company and the Transferee Company has been adjusted in the Surplus in the Statement of Profit and Loss of the Transferee Company.  
In accordance with the Scheme, 25,500 7% redeemable non-cumulative preference shares of face value of Rs. 10/- of the Transferee Company has been issued in lieu of 25,500 equity share of face value of Rs. 10/- each of Transferor Company held by members other than Transferee Company.
10. A Scheme of Amalgamation ("the Scheme") for amalgamation of GIL Vikhroli Real Estate Limited ("GVREL" or "the Transferor Company") with Godrej Properties Limited ("GPL" or "the Transferee Company"), with effect from August 1, 2015, ("the Appointed date") was sanctioned by the Honorable High Court of Judicature at Bombay ("the Court"), vide its Order dated February 26, 2016 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on March 15, 2016 (the "Effective Date"). Consequent to the above scheme, GPL now holds 100% shares in Profit of GVP LLP.  
The Transferee Company has carried out the accounting treatment prescribed in the Scheme as sanctioned by the Hon'ble High Court of Judicature at Bombay. Accordingly, the Scheme has been given effect to in these accounts and all the assets and liabilities of GVREL stands transferred to and vested in the Transferee Company with effect from the Appointed Date. In accordance with the Scheme, the assets and liabilities of GVREL have been taken over and recorded at their book values as on August 1, 2015.  
Pursuant to the Scheme of Amalgamation sanctioned by the Honorable High Court of Judicature at Bombay vide its order dated February 26, 2016, the following actions have been performed.
- (a) The amount of Rs. 132.62 Crore ( net of consolidation adjustment of Rs. 9 crore) arising out of the difference between the book value of the net assets of the transferor Company taken over and face value of shares issued has been transferred to Capital Reserve Account.
- (b) Upon the Scheme becoming effective, 16,745,762 Equity Shares of face value of Rs. 5/- each of the Transferee Company have been allotted to the shareholders of Transferor Company based on the exchange ratio of 13 (Thirteen Only) Equity Shares of the Transferee Company of Rs. 5 each fully paid up for 118 (One Hundred Eighteen Only) equity shares of Transferor Company of Rs. 10 each fully paid up and the entire equity share capital of GVREL stands cancelled.
- (c) The cost and expenses arising out of or incurred in carrying out and implementing the scheme amounting to Rs. 3.90 Crore have been debited in the Statement of Profit & Loss of the Transferee Company . The Cost and expenses incurred in issuing shares to the shareholders of the Transferor Company amounting to Rs. 0.45 Crore has been adjusted against Securities Premium Account pursuant to provisions of Section 52 of the Companies Act, 2013.

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
4.	<b>LONG-TERM BORROWINGS</b>		
	(a) Secured Term Loans from Banks and Financial Institutions		
	(i) From Banks	550.39	541.96
	(ii) From Others	-	0.38
		<u>550.39</u>	<u>542.34</u>
	(b) Debentures [Refer Note 4 (6)]		
	(i) Secured Redeemable Non-Convertible Debentures (NCDs)		
	8.90% (3 Years) 2019 Series I Debentures	250.00	-
	9.00% (5 Years) 2021 Series II Debentures	250.00	-
	(ii) Others	83.92	61.58
	(c) Unsecured		
	(i) Interest-free Loans under the Sales Tax Deferral Schemes of various State Governments	51.15	55.92
	(ii) Fixed Deposits	581.40	332.37
	(iii) Term Loans		
	From Banks	3,374.80	3,007.08
	From Other Parties	103.66	90.70
		<u>4,111.01</u>	<u>3,486.07</u>
	Share in Jointly Controlled Entities	28.96	42.00
	<b>Total</b>	<u><u>5,274.28</u></u>	<u><u>4,131.99</u></u>

## Notes

1. NCDs issued by the Company are to be secured by a first ranking charge by way of a registered mortgage on the specified immovable properties of the Company situated at Mumbai. These NCDs are redeemable at par on 22-04-2019 (series I) and 22-04-2021 (Series II). Interest on these NCDs is payable quarterly.
2. Term Loan from The Zoroastrian Co-operative Bank Ltd. is secured by way of hypothecation of specified machinery and equipment. It carries a floating interest rate of 10.50% p.a. (10.50% p.a. as at 31-03-2014), which is 2% p.a. below Bank's Minimum Lending Rate of 12.50% p.a., subject to a minimum of 9.00% p.a. and a maximum of 12.50% p.a., and is repayable in 13 quarterly installments (12 installments of Rs. 0.63 crore each and last installment of Rs. 0.66 crore starting from 02-04-2016 and ending on 24-03-2019).
3. Term Loan from HDFC Ltd. is secured by first equitable mortgage of specified immovable properties situated at Mumbai. It carries a floating interest rate of 12.90% p.a. (13.10% p.a. as at 31-03-2015), which is 4.75% p.a. below HDFC-CPLR of 17.65% p.a. and is repayable in 12 monthly instalments of Rs. 0.03 crore each, ending on 31/03/2017.
4. Interest-free Loans under the Sales Tax Deferral Schemes of Maharashtra State Government is payable in annual instalments as may be prescribed in the Schemes, beginning from 21-04-2016 and continuing upto '21-04-2023.
5. Fixed Deposits from employees and public carry interest rates ranging from 9.00% p.a. to 10.25% p.a. payable monthly or half-yearly, and have a maturity period of 3 years from the respective dates of deposit.
6. Current maturities of Long-term Borrowings are disclosed under the head "Other Current Liabilities" (Note 10)
7. Debentures comprise of :-  
2,871,876, 1% secured optionally convertible debentures of Rs. 10/- each are redeemable on April 10, 2017 and are secured to the extent of specific immovable assets of the Subsidiary Company disclosed under the head "Fixed Assets"  
810,496, 17.45% Compulsorily Convertible Debentures of face value of Rs. 1,000/- each. These Compulsory Convertible Debentures will be converted in to equity shares in the year 2019 based on the fair value.
8. (a) Secured term loan : Total Sanction amount Rs. 500.00 crores bearing interest @ CPLR minus 630 BPS and secured by way of exclusive mortgage and charge of movable and immovable property, right, title, interest in the designated account / escrow account and receivables of the project situated at Bandra Kurla Complex at Mumbai and pledge of 51% of equity shares of Godrej Buildcon Private Limited held by the Subsidiary Company.. This will be repaid at a certain percentage of all sales receipts from the project, which percentage receivables is subject to review on a quarterly basis. The loan would be repaid over a period of 60 months.  
(b) Term loan from Axis Bank of Rs. 9.35 crore (previous year Rs. 10.93 crore) carrying interest rate ranging from 9.90% to 11.50% p.a., is secured by hypothecation of moveable plant and machinery, furniture, fixtures consisting of refrigeration and interior work, both present and future of funded stores. This loan is repayable over a period of 53 months. Installments falling due in respect of the loan upto March 31, 2017 amounting to Rs. 2.20 crore (previous year Rs. 1.46 crore) have been regrouped under Current Maturities of Long Term debt.  
(c) Term loan from Yes Bank of Rs. 10 crore (previous year Rs. NIL) carrying interest at 10.30% p.a., is secured by hypothecation of moveable plant and machinery, furniture, fixtures consisting of refrigeration and interior work, both present and future of funded stores. This loan is repayable over a period of 60 months commencing from December 2017.  
(d) Term Loans from banks are secured by way of first mortgage / charge over entire movable and immovable Fixed Assets (Present and Future) of Astec Life Sciences Limited and second pari-passu charge over current assets of the Astec Life Sciences Limited.  
(e) Vehicle Loans from NBFC's & Banks for Rs. 2.14 crore, carrying an interest rate of 9.52% to 11.33% p.a., repayable in 35 to 60 months. The loan is secured by 1st charge on the vehicle specifically financed out of Loan. Installments falling due in respect of the loan upto March 31, 2017 amounting to Rs. 0.68 crore have been regrouped under Current Maturities of Long Term debt.  
(f) Term Loan of Rs. 4.44 crore (previous year Rs. 6.11 crore) from IDBI Bank Ltd having Interest rate of BBR Plus 3% p.a. which is 13% p.a. (previous year - 13.25% p.a.) are repayable in 18 Quarterly Installments of Rs. 0.56 crore each. Last Installment due on December 31, 2018. Installments falling due in respect of the loan upto March 31, 2017 amounting to Rs. 2.22 crore have been regrouped under Current Maturities of Long Term debt.  
(g) Term Loans (FCNR) of Rs. 6.50 crore (previous year Rs. 2.54 crore) from ICICI Bank Ltd having Interest rate of 12.55% are repayable in 16 equal quarterly installments starting from April 2016. The Loan is fully hedged. Installments falling due in respect of the loan upto March 31, 2017 amounting to Rs. 1.62 crore have been regrouped under Current Maturities of Long Term debt.
9. Term loan from Tata Capital Financial Services Ltd. of Rs. 27.92 crore (previous year Rs. 32.87 crore) carrying interest rate ranging from 10.35% to 10.80% p.a. This loan is secured by hypothecation of the fixed assets and current assets of the funded stores and head office and is repayable over a period of 48 months. Installments falling due in respect of the loan upto March 31, 2017 amounting to Rs. 8.31 crore (previous year Rs. 7.97 crore) have been regrouped under Current Maturities of Long Term debt.
10. Terms of Repayment for Unsecured Borrowings from Banks with respect to Godrej Industries Ltd.:  
(a) Unsecured loan from Bank amounting to Rs. 66.25 crore (previous year Rs. 125.00 crore) carries interest at LIBOR + 2.5% p.a., is for an original term of 60 months and repayable by December 2017.  
Unsecured loan from Bank amounting to Rs 99.38 crore (previous year Rs. 125.00 crore) carries interest at LIBOR + 2.05% p.a., is for an original term of 60 months and repayable by August 2018.  
(b) Unsecured loan from Bank amounting to Rs. 18.75 crore (previous year Rs. 93.73 crore) carries interest at Base Rate + 0.70% p.a. (Previous year 0.95% p.a.), is for an original term upto 60 months and repayable by April 2017.  
Loan amounting to Rs. 100 crore (previous year Rs. NIL) carries interest at 9.50% p.a (base rate), is for an original term upto 36 months and repayable starting September 2018 upto March 2019.  
(c) Unsecured loan from Bank amounting to Rs. 167.42 crore (previous year Rs. 157.96 crore) which carried interest at LIBOR + 2.40% p.a. has now been fixed under IRS at 4.28% p.a., is for an original term of 60 months and repayable by July 2019.

Loan amounting to Rs. 112.27 crore (previous year Rs. 105.91 crore) which carried interest at LIBOR + 2.35% p.a. has now been fixed under IRS at 4.25% p.a, is for an original term of 60 months and repayable by July 2019.

Loan amounting to Rs. 55.59 crore (previous year Rs. 52.44 crore) which carried interest at LIBOR + 2.45% p.a., has now been fixed under IRS at 4.39% p.a, is for an original term of 60 months and repayable by August 2019.

(d) Unsecured loan from Bank amounting to Rs. 100 crore (previous year Rs. 100 crore) carries interest at Base Rate + 0.50% p.a., is for a term upto 36 months and repayable during the period May 2017 to February 2018. (Previous year May 2017 to February 2018)

Loan amounting to Rs. 100 crore (previous year Rs. NIL) carries interest at Base Rate + 0.20% p.a., is for an original term upto 36 months and repayable starting June 2018 upto March 2019.

(e) Loan amounting to Rs. 75 crore (previous year Rs. 75 crore) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 36 months and repayable by January 2018.

Loan amounting to Rs. 25 crore (previous year Rs. Nil) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 36 months and repayable by April 2018.

(f) Unsecured Term Loans from Kotak Mahindra Bank for Rs. 9.00 crore with Outstanding as of March 31, 2016 for Rs. 5.70 crore, Carrying an Interest Rate of 9.50% , Repayable in 18 equal quarterly instalments, commencing from 6 months from the date of 1st disbursement. Interest of Rs. 0.63 crore has been classified as Unsecured Loan from Bank under Other Current Liabilities.

(g) During previous year, Term Loans from Banks are at an Interest Rate of 9.80% to 10.75%. These loans are repayable after 13 months - Rs. 50 crore, after 36 months - Rs. 18 crore.

11. Unsecured loan from Others with respect to Godrej Industries Ltd.:-

(a) Loan amounting to Rs. 37.50 crore (previous year Rs. 37.50 Crore) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 60 months and repayable by June 2019.

Loan amounting to Rs. 12.50 crore (previous year Rs. Nil) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 60 months and repayable starting September 2019 to March 2020.

(b) Loan amounting to Rs. 37.50 crore (previous year Rs. 37.50 Crore) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 60 months and repayable by June 2019.

Loan amounting to Rs. 12.50 crore (previous year Rs. Nil) carries interest at SBI Base Rate + 0.35% p.a., is for an original term upto 60 months and repayable starting September 2019 to March 2020.

12. Deferred Sales Tax Loan is availed interest free under the scheme floated by the Directorate of Industries, Government of Andhra Pradesh. Loan repayment shall be performed on an annual basis 14 years from the year of collection, up to March 2021. Total loan availed was Rs. 4.67 crore and outstanding is Rs. 3.94 crore with current maturity disclosed separately in Note No. 11 at Rs. 0.17 crore.

13. Fixed deposits from public in previous year had a maturity period of 13, 24 or 36 months.

14. The Group does not have any continuing default as on the Balance Sheet date in repayment of loan or interest.

15. Unsecured loans represent borrowings made by Godrej Consumer Products Ltd., mainly for acquisitions, repayable at a floating rate of interest ranging from 1.5% - 2.5%.

16. The Group does not have any continuing default as on the Balance Sheet date in repayment of loans and interest.

	As at 31-03-2016	(Rupees in crore) As at 31-03-2015
<b>5. DEFERRED TAX LIABILITIES</b>		
Deferred tax liabilities arising on account of:		
Differences in Depreciation and Amortization for accounting and income-tax purposes	337.37	296.24
VRS Expenses	-	0.22
Others	55.65	1.41
	<u>393.02</u>	<u>297.87</u>
Deferred tax assets arising on account of:		
Differences in Depreciation and Amortization for accounting and income-tax purposes	(100.38)	(36.19)
Leave encashment provisions	(0.04)	-
Tax disallowances	(22.77)	(16.46)
Provision for Retirement benefits	(6.14)	(2.91)
Provision for Doubtful Debts/Advances	(52.47)	(46.54)
Others	(40.58)	(48.47)
Sub-total	<u>(222.38)</u>	<u>(150.57)</u>
Share in Jointly Controlled Entities	4.54	3.46
	<u>(217.84)</u>	<u>(147.11)</u>
Net Deferred Tax Liabilities as per Balance Sheet	<u>175.18</u>	<u>150.76</u>
<b>6. OTHER LONG-TERM LIABILITIES</b>		
(a) Dealers' Deposits	36.97	32.95
(b) Sundry Deposits and Advances	109.03	133.63
(c) Interest Accrued but not due	0.09	-
(d) Other Liabilities	146.29	49.52
Total	<u>292.38</u>	<u>216.10</u>

Notes

- 1 Sundry Deposits and Advances include: (a) Rs. 24.80 crore (as at 31-3-2015: Rs. 24.80) received towards hand-over of possession of Land to a public utility, and (b) Rs. 0.75 crore (as at 31-3-2015: Rs. 0.75 crore) received towards Compensation against Land acquired. These amounts have not been adjusted in the accounts in view of pending suit/proceedings.

	As at 31-03-2016	(Rupees in crore) As at 31-03-2015
<b>7. LONG-TERM PROVISIONS</b>		
(a) Provision for Free Service under Product Warranties	29.60	25.48
(b) Provision for Leave Encashment Benefit to Employees	50.66	48.02
(c) Provision for Gratuity	32.10	22.42
	<u>112.36</u>	<u>95.92</u>
Share in Jointly Controlled Entities	0.66	0.63
Total	<u>113.02</u>	<u>96.55</u>
(i) Short-term provisions are disclosed under the head "Short-term Provisions" (Note 11)		
(ii) Movement of Provisions during the year:		
(1) Provision for Free Service under Product Warranties:		
Opening Balance	44.39	35.41
Add: Provision during the year	42.73	43.16
	<u>87.12</u>	<u>78.57</u>
Less: Utilisation during the year	33.53	34.18
Closing Balance	<u>53.59</u>	<u>44.39</u>
<b>8. SHORT-TERM BORROWINGS</b>		
Secured		
(i) Working Capital Facilities from Banks (Net)	226.26	419.02
(ii) Export Credits from Export-Import Bank of India under a revolving credit limit [Refer Note 8 (2)]	351.33	325.29
(iii) Term Loan		
From Bank [Refer Note 8 (9)]	705.93	205.20
From Others		
(iv) Commercial Papers		
(iv) Loans repayable on demand		
From Bank [Refer Note 8 (10a) and (10b)]	655.48	627.90
From Others [Refer Note 8 (11)]	15.23	750.00
(v) Debentures [Refer Note 8 (8)]	41.93	76.25
	<u>1,996.16</u>	<u>2,403.66</u>
Unsecured		
(i) Deposits from Companies	109.61	194.84
(ii) Deposits from Shareholders	90.65	37.15
(iii) Other Borrowings	210.14	164.89
(iv) Loans Repayable On Demand		
From Bank [Refer Note 8 (12) and (13)]	1,870.53	1,085.97
From Others [Refer Note 8 (14)]	314.19	36.41
(v) Commercial Papers [Refer Note 8 (15)]	1,275.00	1,085.50
(vi) Short Term Loan from Bank	264.80	295.00
	<u>4,134.92</u>	<u>2,899.76</u>
	<u>6,131.08</u>	<u>5,303.42</u>
Share in Jointly Controlled Entities	60.70	19.40
Total	<u>6,191.78</u>	<u>5,322.82</u>

## Notes

- Working Capital Facilities from Banks are secured by a first pari passu charge by way of hypothecation of inventories and book debts. They carry interest rates ranging from 10.25% p.a. to 11.85% p.a. and are generally renewable each year.
- Export Credits from Export-Import Bank of India are secured by first equitable mortgage of specified immovable properties situated at Vikhroli, Mumbai. They carry an interest rate ranging from 9.08% to 9.70% p.a. (excluding interest subvention of 3% and are payable/renewable after 90/360 days.
- Deposits/Short-term Loans from Companies carry an interest rate of 9.00% p.a. to 9.50% p.a. payable monthly and quarterly, and have a maturity period of 3 months or 6 months from the respective dates of deposit; and include deposits from an associate Godrej Investments Pvt. Ltd.: Rs. 109.36 crore (as at 31-3-2015: Rs.44.59 crore).
- Deposits from Shareholders have a maturity period of 3 months from the respective dates of deposit, and carry an interest rate of 9.25% p.a. payable at the month-end and at maturity.
- In respect of Negotiable Commercial Paper, the maximum balance outstanding during the year was Rs. 325 crore (Previous Year: Rs. 325 crore).
- Short-term Loans from Banks carry an interest rate of 9.40% to 10.25% p.a. and are payable/renewable after 70 days/8 months.
- Other Borrowings are Buyers Credit from Banks, due and payable in foreign currency, and carry interest rates ranging from 0.96% to 1.35% p.a.

8. 4,192,900, 10% Cumulative Optionally Convertible Class B Debentures of face value of Rs. 100/- each are secured by way of Second Mortgage / Charge over the development rights of Project Godrej Central. The debentures are redeemable out of Remainder Amounts as defined in Share Purchase, Subscription and Shareholders Agreement dated March 31, 2012 after the completion of project. The interest shall be accrued on an annual basis.
9. (a) Secured Short Term Loan of Rs. 200 crore availed from Bank is secured by hypothecation of the Current assets and Immovable property of the Subsidiary Company at Vikhroli, Mumbai - Godrej One (5th Floor), and Current Assets of Godrej Real Estate Private Limited and Godrej Projects Development Private Limited (both wholly owned subsidiaries) and carries interest rate at Base Rate + 0.05% p.a. Present effective rate 9.35%. Repayable on June 22, 2016.  
(b) Secured Working Capital Demand Loan of Rs. 200 crore is secured by hypothecation of the current assets of the Company, Immovable property of the Company at Vikhroli, Mumbai - Godrej One (5th Floor) and Current Assets of Godrej Real Estate Private Limited and Godrej Projects Development Private Limited (both wholly owned subsidiaries) is provided as collateral security at interest rate of Base Rate 9.30% p.a. Repayable on April 10, 2016.  
(c) Secured Working Capital Demand Loan of Rs. 100 crore availed from Bank is secured by hypothecation of the current assets of the Company. Immovable property of the Company at Vikhroli, Mumbai - Godrej One (5th Floor) and Current Assets of Godrej Real Estate Private Limited and Godrej Projects Development Private Limited (both wholly owned subsidiaries) is provided as collateral security and carries interest rate at Base Rate + 0.15% p.a. Present effective rate 9.45% p.a. Repayable on May 6, 2016.  
(d) Secured Working Capital Demand Loan of Rs. 200 crore availed from Bank is secured by hypothecation of Immovable property of the Company at Vikhroli, Mumbai - Godrej One (5th Floor) and Current Assets of Godrej Real Estate Private Limited and Godrej Projects Development Private Limited (both wholly owned subsidiaries) is provided as collateral security and carries interest rate at Base Rate + 0.15% p.a. Present effective rate 9.45% p.a. Repayable on April 23, 2016.
10. (a) Secured Cash Credit of Rs. 571.72 crore availed from Bank is secured by hypothecation of the current assets. Immovable property of the Subsidiary Company at Vikhroli, Mumbai - Godrej One (5th Floor) and current assets of Godrej Real Estate Private Limited & Godrej Projects Development Private Limited (both wholly owned subsidiaries) are provided as collateral security and carries interest at Base Rate + 0.35% p.a., effective rate 9.65% p.a.  
(b) Cash Credit of Rs. 20.89 crore from banks are secured by hypothecation of stocks and book debts (both present and future).  
(c) Loans repayable on demand from Banks (Working Capital Loans) are secured by first pari-passu charge on the entire current assets of the company both present and future and further secured by second pari-passu charge on entire fixed assets both present and future.  
(d) Loans repayable on demand consists Cash Credit, Working Capital Demand Loan, Packing Credit, Buyers Credit & Overdraft facilities, having interest rate of 9.50% to 17.00% p.a. for facilities other than buyers credit and for buyers credit having interest rate at 3 months LIBOR plus 100 BPS to LIBOR plus 115 BPS.  
(e) Working capital facilities of Rs. 22.75 crore sanctioned by banks under consortium arrangement are secured by hypothecation of stocks and book debts.
11. (a) Unsecured loan from bank of Rs. 53.27 crore repayable on demand is at Base Rate and repayable within 6 months.  
(b) Unsecured loan from Bank amounting to Rs. 135 crore (previous year Rs.50 crore) carries interest at Base Rate and is repayable by May 2016.  
(c) Unsecured loan from Bank amounting to Rs. 75 crore (previous year Rs. Nil) carries interest at Base Rate, and is repayable by August 2016.  
(d) Unsecured loans from Bank aggregating to Rs. 50 crore (previous year Rs. Nil) carries interest at Base rate, and is repayable by May 2016.  
(e) Unsecured loans from Bank aggregating to Rs. 50 crore (previous year Rs.50 Crore) carries interest at Base rate, and is repayable by September 2016.  
(f) Unsecured loans from Bank aggregating to Rs. 50 crore (previous year Rs. Nil) carries interest at Base rate, and is repayable by April 2016.
12. (a) Unsecured Cash Credit/ Invoice Financing includes : Over Draft facility amounting to Rs. 0.37 crore carries interest at Base Rate + 25 basis point. Present effective rate is 9.45% p.a. Rs. 10.45 crore of Over Draft at Bank Base Rate, present effective rate @ 9.75%.p.a. Unsecured Invoice Financing is availed amounting to Rs. 11.20 crore carrying interest of 9.30% p.a.  
(b) Short Term Loan amounting to Rs. 200 crore availed carrying interest at Base Rate + 10 basis point p.a. Present effective rate is 9.60% p.a. Out of the above Rs. 100 crore is repayable on September 17, 2016 and Rs. 100 crore is repayable on October 25, 2016.  
(c) Short Term Loan amounting to Rs. 120 crore is availed at rate of Interest 9.20 % p.a.(Fixed) Repayable on August 26, 2016.  
(d) Short Term Loan amounting to Rs. 100 crore availed carrying interest at Base Rate + 05 basis point p.a. Present effective rate is 9.35% p.a. Repayable on August 24, 2016.  
(e) Rs. 150 crore availed from Commercial Papers carrying interest at 7.94% p.a., repayable on May 19, 2016  
(f) Rs. 100 crore availed from Commercial Papers carrying interest at 7.94% p.a., repayable on May 23, 2016  
(g) Rs. 75 crore availed from Commercial Papers carrying interest at 9.00% p.a., repayable on June 13, 2016  
(h) Rs. 75 crore availed from Commercial Papers carrying interest at 9.00% p.a., repayable on June 15, 2016  
(i) Rs. 60 crore availed from Commercial Papers carrying interest at 9.00% p.a., repayable on May 16, 2016  
(j) Rs. 150 crore availed from Commercial Papers carrying interest at 8.95% p.a., repayable on April 22, 2016
13. (a) Term Loans from Banks of Rs. 393.95 crore are at an Interest Rate of 8.50% to 13.60% p.a. These loans are repayable on different dates upto 3 months from the date of the Financial Statements.  
(b) Cash Credit of Rs. 8.54 crore from Banks is repayable on demand and carries interest at 9.65% to 11.25% p.a.
14. Other loans include :  
(a) Rs. 75 crore availed from Commercial Papers carrying interest at 9.12% p.a., repayable on May 11, 2016  
(b) Rs. 160 crore availed from Commercial Papers carrying interest at 8.95% p.a., repayable on June 09, 2016

- (c) Rs. 70 crore availed from Commercial Papers carrying interest at 8.70.% p.a., repayable on June 16, 2016  
 (d) Rs. 9.17 loans from partners out of which Rs. 3 crore carries interest @18% p.a.
15. (a) Commercial Papers of Rs. 875 crore (previous year Rs. 590 crore) carries interest at 7.69% to 8.65% are repayable during the period April to August 2016.  
 (b) Commercial Papers of Rs. 400 crore (previous year Rs.125 crore) carrying interest rates of 7.15% to 9.15% and are repayable during the period April to May 2016.
16. The packing credit is granted by banks for a maximum tenure of 180 days at Bank's base rate less interest subvention of 3% per annum as per Interest Equalisation Scheme of Government of India.
17. Cash Credit from Bank is secured by hypothecation of Inventories and Book debts.
18. The Group does not have any default as on the Balance Sheet date in repayment of any loan or interest.
19. On May 18, 2012, a subsidiary obtained revolving line of credit with a financial institution which provides for advances upto Rs.1.98 crore, not to exceed the borrowing base. The line of credit bears an annual interest rate of 3.25% which is payable on a monthly basis. All outstanding principle and interest was paid off on April 8, 2015. The line of credit was collateralised by an assignment of deposit dated May 18, 2011.
20. On April 27, 2015 this subsidiary obtained an uncommitted line of credit with a financial institution. The agreement has no commitment to lend but rather sets forth the procedures to be used in connection with the subsidiary's request for the financial institution's making of advances. Each advance made to the subsidiary will bear an interest rate based on the LIBOR rate at the time of the advance. The subsidiary is required to repay the principal amount on demand from the financial institution. The line of credit agreement matures on April 26, 2016. The line of credit is guaranteed by the Company, which is also an investor in the subsidiary.
21. As on December 31, 2015, and 2014 the subsidiary had an outstanding balance on its line of credit amounting to Rs.13.23 crore and Rs. 8.44, respectively.

	As at 31-03-2016	(Rupees in crore) As at 31-03-2015
<b>9. TRADE PAYABLES</b>		
(a) Acceptances	571.32	807.36
(b) Outstanding dues of Micro and Small Enterprises	93.93	67.43
(c) Other Trade Payables	2,551.99	2,032.31
Share in Jointly Controlled Entities	27.00	19.52
Total	<u>3,244.24</u>	<u>2,926.62</u>
Further, no interest during the year has been paid or payable under the terms of the MSMED Act. The above information has been compiled by the Company on the basis of information made available by vendors during the year.		
<b>10. OTHER CURRENT LIABILITIES</b>		
(a) Current maturities of long-term borrowings (Note 4)	848.92	1,264.11
(b) Interest accrued but not due on borrowings	52.47	40.34
(c) Statutory dues including provident fund and tax deducted at source	329.93	276.65
(d) Employee benefits payable	210.16	203.09
(e) Advances from Customers	1,538.65	1,617.19
(f) Unclaimed Fixed Deposits (matured deposits not claimed on due dates)	14.81	9.34
(g) Unclaimed Dividends	7.82	7.14
(h) Interim Dividend payable	112.71	-
(i) Other payables	1,553.75	1,144.71
(j) Share in Jointly Controlled Entities	4,669.22	4,562.57
Total	<u>4,717.53</u>	<u>4,592.45</u>

## Notes:

- Secured Term Loans from Banks for Rs. 30 crore with outstanding as of March 31, 2016 for Rs.3.18 crore, carrying an interest rate of 11.50% p.a., repayable in 20 equal quarterly instalments, commencing from 6 months from the date of 1st disbursement. The loan is secured by first pari-passu charge on fixed assets of the Sub-Subsidiary Company apart from extension of first charge on movable and immovable fixed assets of the Sub-Subsidiary Company already charged with ICICI Bank Ltd on pari-passu basis of the Sub-Subsidiary Company.
- Term Loans (Foreign Currency) of Rs. 6.03 crore (previous year Rs. 11.35 crore) from IDBI Bank Ltd. having Interest rate of 6 months LIBOR plus 3.50 % p.a. and service fees @ 3% p.a. are repayable in 8 semi annual installments. Last installment due on January 1, 2017.
- Deposits having maturity of less than 1 year amounting to Rs. 5.49 crore bearing interest rate at 9.50 % to 10.50% p.a. payable half yearly.
- 8.63% Debentures are redeemable at par at the end of 15 months from the date of allotment on December 7, 2016.
- Current Maturities of Long term Debt in previous year include 2,500 zero-coupon, unsecured, redeemable, non-convertible debentures having a face value of Rs. 10 lac each, redeemable at a premium, which will yield 9.35% p.a. at maturity. These debentures have been redeemed on December 18, 2015.
- There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 205C of the Companies Act, 1956 as at the year end.
- Other payables include employee benefits payables, accruals for expenses, customer advances and other vendor payables.



	As at 31-03-2016	(Rupees in crore) As at 31-03-2015
<b>11. SHORT-TERM PROVISIONS</b>		
(a) Provision for Proposed Final Equity Dividend	-	106.07
(b) Provision for Dividend Distribution Tax (net), in respect of the above	0.08	29.96
(c) Provision for Gratuity	27.77	21.54
(d) Provision for Leave Encashment Benefit to Employees	17.69	20.33
(e) Provision for Free Service under Product Warranties	23.99	18.91
(f) Provision for Taxation	63.36	66.85
(g) Other Provisions	-	0.30
	<u>132.89</u>	<u>263.96</u>
Share in Jointly Controlled Entities	3.36	3.33
<b>Total</b>	<u><u>136.25</u></u>	<u><u>267.29</u></u>

**Note:**

In the previous year, the Board of Directors of a Subsidiary, had proposed a dividend of Rs. 1.75 per equity share.

## 12. FIXED ASSETS

(Rupees in crore)													
Tangible Assets												Total	
	Freehold Land	Leasehold Land	Freehold Buildings	Leasehold Buildings & Improvements	Plant & Equipment	Vehicles/Vessels	Furniture & Fixtures	Office Equipment	Research Centre	Live Biological Assets	Tree Development Cost	Share in Jointly Controlled Entities	
<b>COST OF ASSETS</b>													
Gross Block as at 1-4-2015	320.30	102.26	1,471.84	50.32	3,019.52	129.27	144.27	200.31	0.84	0.46	4.15	121.82	5,565.36
Additions	67.98	55.19	828.63	112.39	618.94	37.45	62.55	94.51	11.63	0.12	-	7.27	1,896.66
Deductions	(15.33)	-	12.49	(0.48)	(125.68)	(13.22)	(17.30)	(17.58)	(0.76)	(0.11)	-	(3.08)	(181.05)
Other Adjustments	(3.83)	(0.30)	0.61	(0.21)	(6.52)	(0.33)	(2.39)	(2.09)	-	-	-	-	(15.04)
Gross Block as at 31-3-2016	369.13	157.15	2,313.57	162.02	3,506.26	153.17	187.13	275.15	11.71	0.47	4.15	126.01	7,265.93
<b>DEPRECIATION</b>													
Total Depreciation upto 31-3-2015	-	5.65	274.05	16.14	1,484.46	54.02	78.83	112.79	0.46	0.02	3.34	41.94	2,071.70
Depreciation for the year	-	1.72	59.81	6.89	198.74	16.39	18.44	36.32	0.29	0.04	0.40	9.41	348.45
Depreciation on Deductions	-	(0.18)	13.94	(0.07)	25.89	(5.42)	(7.27)	4.44	5.96	(0.01)	-	(2.10)	35.18
Other Adjustments	-	(0.02)	(0.06)	(0.17)	(1.97)	0.01	(1.32)	(1.01)	-	-	-	-	(4.54)
Total Depreciation upto 31-3-2016	-	7.17	347.74	22.79	1,707.12	65.00	88.68	152.54	6.71	0.05	3.74	49.25	2,450.79
<b>NET BOOK VALUE</b>													
Net Block as at 31-3-2016	369.13	149.98	1,965.83	139.23	1,799.14	88.17	98.45	122.61	5.00	0.42	0.41	76.76	4,815.14
Capital Work-in-progress													714.11
Total as at 31-3-2016													5,529.25
Net Block as at 31-3-2015	320.30	96.62	1,197.80	34.19	1,540.05	75.27	65.32	82.43	0.38	0.44	0.81	79.89	3,493.50
Capital Work-in-progress as at 31-3-2015													1,134.51
Total as at 31-3-2015													4,628.01
<b>Intangible Assets (other than internally generated)</b>												<b>Total</b>	
				Goodwill	Land Use Rights	Computer Software	Technical Know-how	Trademarks	Product Registration	Share in Jointly Controlled Entities			
<b>COST OF ASSETS</b>													
Gross Block as at 1-4-2015				12.60	2.52	116.31	18.33	1,279.86	-	1.12			1,430.74
Additions				-	-	28.63	-	6.19	3.52	0.12			38.46
Deductions				-	-	(2.35)	(0.04)	(7.44)	-	1.18			(8.65)
Other Adjustments				-	0.00	(2.06)	(0.32)	(1.67)	-	-			(4.05)
Gross Block as at 31-3-2016				12.60	2.52	140.53	17.97	1,276.94	3.52	2.42			1,456.50
<b>AMORTIZATION</b>													
Total upto 31-3-2015				10.21	1.19	59.39	13.43	350.68	-	0.73			435.63
Charge for the year				2.47	0.04	16.44	2.59	19.59	0.98	0.59			42.70
Deductions during the year				-	-	(0.07)	-	(1.61)	0.99	0.56			(0.13)
Other Adjustments				(0.08)	0.01	(1.18)	(0.16)	51.28	-	-			49.87
Total Amortization upto 31-3-2016				12.60	1.24	74.58	15.86	419.94	1.97	1.88			528.07
Net Block as at 31-3-2016				-	1.28	65.95	2.11	857.00	1.55	0.54			928.43
Capital Work-in-progress													4.28
Total as at 31-3-2016													932.71
Net Block as at 31-3-2015				2.39	1.33	56.83	4.89	929.16	-	0.40			995.00
Capital Work-in-progress as at 31-3-2015													0.67
Total as at 31-3-2015													995.67

Notes:

- (a) (i) In respect of the Company's Property Development Activity consisting of construction projects promoted/developed on the Company's lands, a total sum of Rs. 387.52 crore, being the fair value of land/Transferable Development Rights (TDRs) forming part of the projects, has been transferred from Fixed Assets to Construction Work-in-Progress upto 31st March, 2016 [Note 18(g)]. The difference between the fair value of land/TDRs forming part of the projects and the book value of land/TDRs upto 31st March 2016 amounting to Rs. 387.49 crore, pending completion of the projects, had been credited to construction projects reserve (Note 3(d)); of which a sum of Rs. 23.21 crore in respect of the completed projects was transferred to revenue upto 31st March, 2012, leaving a balance of Rs. 364.29 crore. Thereafter, in respect of the completed projects, a further sum of Rs. 11.07 crore has been transferred from construction projects reserve to other operating revenue through the statement of profit and loss during the current year; Rs.Nil on 31st March, 2015. [Note 24(e) (iv)].
- (ii) During the current year, the difference between the fair value of land forming part of the project and transferred from freehold land, and the book value of land, amounts to Rs. Nil (Previous Year: Rs. 217.92 crore).
- (iii) From the Construction Projects Reserve a total sum of Rs.34.27 crore, in respect of the completed projects, has been transferred to Other Operating Revenue through the Statement of Profit and Loss, upto 31st March,2016
- (iv) The balance in the Construction Projects Reserve of Rs. 353.22 crore at the close of the year [Note 3( d)] represents unadjusted amounts, pending completion of the projects.
- (b) In respect of the Parent Company's freehold land situated at Thane (transferred on Amalgamation of the erstwhile Lawkim Ltd.):
- (i) Land admeasuring approximately one acre was the subject matter of dispute. The Company has filed an appeal in the Hon'ble High Court of Judicature at Bombay, against the Order dated 23rd December, 2004 passed by the Third Additional District Judge, Thane. The Company has also registered notice of lis pendens dated 17th May, 2005 with the Registrar of Sub-Assurance.
- (ii) A part of the land was acquired by the Thane Municipal Corporation and the Company has an option for the Transferable Development Rights (TDR) as compensation for the said acquisition. Pending the receipt of such compensation by the Company in the form of TDR, no adjustment has been made in the books in this regard.
- (c) Freehold Land includes (i) leasehold rights in perpetuity and (ii) transferable development rights (TDRs). Freehold Buildings include investments representing shares in ownership of flats.
- (d) Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 88.70 crore (as at 31-03-2015: Rs. 216.79 crore).
- (e) The additions to Freehold Land, includes Rs. 17.84 crore, pertaining to carrying value of Land of the three subsidiaries merged with the Company, with effect from, 1st April, 2015. [Refer Note 42 (i)(b)(i)]
- (f) Information with respect to subsidiary companies:
- (i). Accumulated depreciation includes impairment loss of Rs. 5.10 crore (previous year Rs. 5.10 crore) on certain Plant and Equipment.
- (ii). Capital work-in-progress is net of impairment loss of Rs. Nil crore (previous year Rs. 2.04 crore) provided on an infructuous asset under construction.
- (iii). Capital work-in-progress includes Rs. 35.29 crore (previous year Rs. 16.31 crore) on account of Exchange Difference arising on conversion of Long Term Foreign Currency Monetary Items relating to acquisition of depreciable assets. Capital work-in-progress also includes net borrowing cost capitalised amounting to Rs. Nil (previous year Rs. 76.06 crore).
- (iv). Addition to Fixed Assets includes Rs. 43.01 crore (previous year Rs. 15.74 crore) on account of Exchange Difference arising on conversion of Long Term Foreign Currency Monetary Items relating to acquisition of depreciable assets.
- (v). Plant and Machinery at Vikhroli location having written down value of Rs. 7.58 crore (previous year Rs. 3.93 crore) are Assets held for Sale and is classified under Other Current Assets.
- (vi). Legal formalities relating to the transfer of title of immovable assets situated at Chennai (acquired as a part of the take over of Agrovet business from Godrej Industries Limited), Hyderabad (as part of the merger of Godrej Plant Biotech Limited), Dhule (as part of the merger of Goldmohur Foods & Feeds Ltd), Hanuman Jn. (as part of the merger of Golden Feed Products Ltd), Chintampalli (as part of the merger of Godrej Gokarna Oilpalm Limited), Ariyalur & Varanavasi (as part of the merger of Cauvery Oil Palm Limited) and at Kolkata are being complied with. Stamp duty payable thereon is not presently determinable.
- (vii). To give effect to the Order of the Honourable High Court of Judicature at Bombay passed during 2011-12 regarding the scheme of Amalgamation of Godrej Gokarna Oil Palm Limited & Godrej Oil Palm Limited, the amortisation of Grant of Licenses amounting to Rs. 4.25 crore are charged against the balance in the General Reserve Account.
- (viii). Capital expenses incurred on Research & Development Centre Activities are included under the respective heads.

- (ix). Plant & Machinery is net of capital subsidy received during the year of Rs. 3 crore (previous year Rs. 0.50 crore).
- (x). During the year opening balance of tangible asset of a Joint Venture with gross block of Rs. 1.20 crore and accumulated depreciation of Rs. 0.58 crore has been reclassified as intangible asset.
- (xi). In case of Research and development Expenditure, Excess depreciation provided written back during the period.
- (xii). Trademarks and Brands acquired pursuant to the Scheme of the Amalgamation of the erstwhile Godrej Household Products Limited (GHPL) with the Company and Soft and Gentle Brand of UK, Pamela Grant and Milleofiori Brand of Chile are amortised over a period of 20 years. The major influencing factors behind amortising these brands over a period of 20 years are that Goodknight and HIT brands have been in existence since the last two decades and been growing at a fast pace. Soft and Gentle has been in existence for 40 years, and has spent much of that recent time ranked as the 4th largest by Market share in the female deodorant market in the UK. Pamela Grant and Millefiori have been in existence for 60 years and 10 years respectively, and ranked as the 4th largest by Market share in the makeup category and the 2nd largest by Market share in the Hair Removal category in Chile.
- (xiii). In accordance with the Scheme of Amalgamation of the erstwhile Godrej Household Products Limited with the Company which was sanctioned by the High Court of Judicature at Bombay, an amount of Rs. 52.75 crore (previous year Rs. 52.75 crore), equivalent to the amortisation of the Goodknight and HIT brands is charged directly to the General Reserve.
- (xiv). Other adjustments include re-classification of assets.

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>13. NON-CURRENT INVESTMENTS</b>			
<b>A. TRADE INVESTMENTS (valued at cost unless stated otherwise):</b>			
<b>(a) QUOTED</b>			
(1) Investments in Equity Shares in an Associate Company:			
(i) 1,21,75,000 Fully Paid Equity Shares of Rs. 2 each in Geometric Ltd.		66.47	53.53
<b>Total Quoted Non-current Trade Investments</b>		<b>66.47</b>	<b>53.53</b>
Aggregate Market Value		249.00	203.00
<b>(b) UNQUOTED</b>			
(1) Investments in Equity Shares in Associate Companies			
(i) 455000 Fully Paid Equity Shares of Rs.10 each in Polchem Hygiene Laboratories Private Limited [Refer Note 13 (e)]		-	5.85
(ii) 24 Fully Paid Equity Shares of AED 1500 each in Al Rahaba International Trading Limited Liability Company		3.16	4.07
(iii) 389269 Fully Paid Equity Shares of Rs.10 each in Personalitree Academy Ltd.	1.10		1.10
Less: Provision for Diminution in Value	<u>(1.10)</u>	-	(1.10)
(iv) 5546 [Fully Paid Equity] Shares of Rs.10 each in Bhabhani Blunt Hairdressing Pvt Ltd		22.42	22.31
(v) 5,78,200 Fully Paid Shares of RO 1 each in Godrej & Khimji (Middle East) LLC. Oman		15.05	15.74
		<b>40.63</b>	<b>47.97</b>
(2) Investments in Equity Shares in other Companies			
(i) 84,375 Fully Paid Equity Shares of Rs. 10 each in Nimbua Greenfield (Punjab) Ltd.		0.08	0.08
(ii) 440000 Fully Paid Equity Shares of Rs.10 each in Bharuch Eco-Aqua Infrastructure Ltd.	0.44		0.44
Less: Provision for Diminution in Value	<u>(0.44)</u>	-	(0.44)
(iii) 469399 Fully Paid Equity Shares of Rs.7 each in Avesthagen Ltd.	10.63		10.63
Less: Provision for Diminution in Value [Refer Note 13(a)]	<u>(10.63)</u>	-	(10.63)

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>B. OTHER INVESTMENTS (valued at cost unless stated otherwise):</b>		
(i) 112579 Fully Paid Equity Shares of Rs.10 each in CBay Infotech Ventures Pvt. Ltd. Less: Provision for Diminution in Value	2.33 <u>(2.33)</u>	2.33 <u>(2.33)</u>
(ii) 114 Fully Paid Equity Shares of Rs.100 each in Gharda Chemicals Ltd. Less: Provision for Diminution in Value [Refer Note 13(a)]	0.12 <u>(0.12)</u>	0.12 <u>(0.12)</u>
(iii) 12436 Fully Paid Equity Shares of Rs.10 each in HyCa Technologies Pvt. Ltd. Less: Provision for Diminution in Value [Refer Note 13(a)]	1.24 <u>(1.24)</u>	1.24 <u>(1.24)</u>
(iv) 25 Partly Paid Equity Shares of Rs.100 each in Tahir Properties Ltd (Partly paid) * [Refer Note 13(b)]		- 0.00
(v) 1354129 Fully Paid Equity Shares of \$1 each in Boston Analytics Inc. Less: Provision for Diminution in Value	6.91 <u>(6.91)</u>	6.91 <u>(6.91)</u>
(vi) 6000 Fully Paid Equity Shares of Rs. 10 each in The Saraswat Co-op Bank Ltd. *		- 0.01
(vii) 3 Fully Paid Equity Shares of Rs.500 each in Sachin Industrial Co-operative Society Limited *		- 0.00
(viii) 100 Fully Paid Equity Shares of £1 each in New Market Limited [Refer Note 13 (g)]		- 12.84
(ix) 125000 Fully Paid Equity Shares of Rs10 each in Isprava Technologies Ltd. (formerly karROX Technologies Ltd.)		0.50 0.55
(x) 101952 Fully Paid Equity Shares of Rs 100 each in Indian Fund for Sustainable Energy (Infuse Capital)		2.95 1.02
(xi) 3093 Fully Paid Equity Shares of Rs.10 each in Clean Max Enviro Energy Solution Pvt. Ltd		1.00 0.00
	<u>4.53</u>	<u>14.50</u>
<b>(3) Investments in Preference Shares</b>		
(i) 6,70,121 Series A Preferred Stock shares of par value \$0.001 each in Sheetak Inc., USA		6.71 6.71
(ii) 9,42,506 (previous year 5,80,004) Series B Preferred Stock shares of par value \$0.001 each in Sheetak Inc., USA (3,62,502 shares subscribed during the year)		15.88 9.18
(iii) 25 shares of Rs.100 in Tahir Properties Ltd. (Class - A) (partly paid) [Refer Note 13(c)]		- -
*(Amount less than Rs.50,000)		<u>22.59</u> <u>15.89</u>
<b>Total Unquoted Non-current Trade Investments</b>		<u>67.75</u> <u>78.37</u>

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>B. OTHER INVESTMENTS (valued at cost unless stated otherwise):</b>		
<b>(a) QUOTED</b>		
(1) Investments in Equity Shares		
(i) 12,000 Fully Paid Equity Shares of Rs. 10 each in Central Bank of India	0.12	0.12
(ii) 52590 Fully Paid Equity Shares of Rs. 2 each in Housing Development Finance Corporation Ltd.	0.02	0.02
(iii) 407050 (previous year 404901) Fully Paid Equity Shares of Rs.10 each in Zicom Electronics Security System Ltd.	3.08	3.20
(iv) 374923 (previous year 209709) Fully Paid Equity Shares of Rs.2 each in Ruchi Soya Industries Ltd.	3.13	1.51
(v) 751 Fully Paid Equity Share of of Rs. 1 each in Hindustan Unilever Ltd.	0.01	-
(vi) 300 Fully Paid Equity Share of of Rs. 10 each in Bajaj Finance Ltd.	0.15	-
(vii) 360 Fully Paid Equity Share of of Rs. 5 each in Cera Sanitaryware Ltd.	0.07	-
(viii) 722 Fully Paid Equity Share of of Rs. 2 each in HDFC Bank Ltd.	0.08	-
(ix) 305 Fully Paid Equity Share of of Rs. 5 each in Infosys Ltd.	0.03	-
(x) 1282 Fully Paid Equity Share of of Rs. 10 each in Just Dial Ltd.	0.11	-
(xi) 400 Fully Paid Equity Share of of Rs. 5 each in Maruti Suzuki India Ltd.	0.17	-
(xii) 2000 Fully Paid Equity Share of of Rs. 10 each in KSE Ltd.	0.09	-
(xiii) 68,65,666 Common Shares of par value USD 0.001 in Verseon [Refer Note (c)]	27.59	-
(xiv) Others	0.01	0.01
<b>Total Quoted Non-current Non-Trade Investments</b>	<b>34.66</b>	<b>4.86</b>
<b>Aggregate Market Value</b>	<b>111.78</b>	<b>15.00</b>
<b>(b) UNQUOTED</b>		
(1) Investments in Equity Shares		
(i) 50 Fully Paid Equity Shares of Rs. 50 each in Godrej & Boyce Employees' Co-operative Consumer Society Ltd.*	-	-
(ii) 1,000 Fully Paid Equity Shares of Rs. 10 each in Super Bazar Cooperative Stores Ltd.*	-	-
(iii) 1,000 Fully Paid Equity Shares of Rs. 10 each in Saraswat Co-operative Bank Ltd.*	-	-
(iv) 4,000 Fully Paid Equity Shares of Rs. 25 each in The Zoroastrian Co-operative Bank Ltd.	0.01	0.01
(v) 2 Fully Paid Equity Shares of Rs. 10 each in Brihat Trading Private Ltd.*	-	-
(vi) 100 Fully Paid Equity Shares of Rs. 100 each in Gharda Chemicals Ltd. (Shares have not been registered in the Company's name)	0.10	0.10
(vii) 1,823 Fully Paid Equity Shares of Rs.10 each in Binani Zinc Ltd. - At Book Value*	0.00	0.00
(viii) 10,000 (as at 31.03.2013: 5,000) Equity Shares of Rs. 1,000 each in Global Innovation and Technology Alliance, incorporated under Section 25 of the Companies Act, 1956 (5,000 shares subscribed during the year)	1.50	1.00
(ix) Contribution towards 16.38% of the Capital of Urban Electric Power LLC, USA (made during the year)	33.59	17.84
(x) Contribution towards 19.61% of the Capital of Proboscis Inc., USA (25,000 shares of par value USD 0.01 subscribed during the year)	6.23	-
(xi) Other Sundry Investments (Cost fully written off)*	0.00	0.00
<i>*(Amount less than Rs.50,000)</i>	<b>41.43</b>	<b>18.94</b>
(2) Investments in Debentures		
(i) 3060 Fully Paid Debentures of Rs. 10 each in Bhabhani Blunt Hairdressing Pvt. Ltd.	12.00	12.00
	<b>12.00</b>	<b>12.00</b>

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(3) Investments in Limited Liability Partnership Firms		
(i) Contribution towards 50% of the Fixed Capital of Godrej & Boyce Enterprises LLP*	-	-
(ii) Contribution towards 20% of the Capital of Future Factory LLP (including share of profit of Rs. 0.31 crore booked during the year)	2.43	2.13
(a) Total capital of the Firm: Rs. 7.20 crore		
(b) Names of other Partners and % share in Capital:		
Mr. Jashish Navin Kambli - 56%		
Mrs. Geetika Kambli - 24%		
(iii) Crop Science Advisors LLP	-	0.01
	<u>2.43</u>	<u>2.14</u>
(4) Investment in Units of Venture Capital Fund		
(i) 1250 (previous year 875) units of Rs.100000 each in Omnivore India Capital Trust	18.75	12.49
(5) Investment Property		
Freehold Land [Refer Note 13 (f)]	14.77	-
	<u>89.38</u>	<u>45.58</u>
Total Unquoted Non-current Non-Trade Investments	<u>89.38</u>	<u>45.58</u>
<i>*(Amount less than Rs.50,000)</i>		
Grand Total	<u>258.26</u>	<u>182.33</u>
<b>C. AGGREGATE BOOK VALUE AND MARKET VALUE</b>		
(a) Quoted Investments		
Book Value	101.13	58.39
Market Value	360.78	218.00
(b) Unquoted Investments	157.13	123.95
Aggregate Book Value of Investments	<u>258.26</u>	<u>182.33</u>

## Notes:

- a. The said shares have been refused for registration by the investee company.
- b. Uncalled Liability on partly paid shares
  - Tahir Properties Ltd. - Equity - Rs. 80 per share (previous year - Rs. 80 per share).
  - Tahir Properties Ltd. - Preference shares forfeited (previous year - Rs. 30 per share).
- c. (i) During the previous year, the outstanding principal amount of Optionally Convertible Notes (OCN) amounting to Rs. 3.98 crore along with accrued interest thereon amounting to Rs. 6.64 crore have been converted into Class B Preferred Shares. The entire investment in Verseon Corporation was fully provided for.  
 (ii) In the current year, the Company's holding of 2,631,578 Class A Preferred Shares and 715,668 Class B Preferred Shares have been converted into 6,694,492 New Common Shares in Verseon Corporation. The Company invested in warrants in respect of 85,587 Class B Preferred shares which have been converted into 171,174 New Common Shares in Verseon Corporation.  
 (iii) Verseon Corporation was listed on Alternate Investment Market on London Stock Exchange. The entire investment in Common Shares have been sold during the year. The provision made against our investment in Verseon Corporation was written back.
- d. View Group LP has been dissolved on December 14, 2012, however, the Company has still not received an approval from RBI for writing off the investment.
- e. In the Current Year, the management has decided to divest its stack in Polchem Hygiene Laboratories Private Limited. Consequently the same has been reclassified as Current Investment as at the Balance Sheet date.
- f. Reclassified as Investment Property during the year. Until the previous year, it was classified as Fixed Assets
- g. Reclassified as Non Current Receivable during the year. Until the previous year, it was classified as Non Current Investment

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>14. DEFERRED TAX ASSETS</b>			
	Deferred tax liabilities arising on account of:		
	(a) Differences in Depreciation and Amortization for accounting and income-tax purposes	(3.62)	(4.83)
	(b) Others	(0.82)	(0.37)
		<u>(4.44)</u>	<u>(5.20)</u>
	Deferred tax assets arising on account of:		
	(a) Differences in Depreciation and Amortization for accounting and income-tax purposes	35.01	0.41
	(b) Leave encashment provision	0.45	0.39
	(c) Tax Disallowances	-	30.09
	(d) Provision for Retirement Benefits	0.14	0.00
	(e) Provision for Doubtful Debts/Advances	0.59	0.56
	(f) Others	20.15	14.95
		<u>56.34</u>	<u>46.40</u>
	Share in Jointly Controlled Entities	0.24	0.10
		<u>56.58</u>	<u>46.50</u>
	Net Deferred Tax Assets as per Balance Sheet	52.14	41.30
<b>15. LONG TERM LOANS AND ADVANCES</b>			
	Secured		
	(a) Loans and Advances		
	(i) Considerd Doubtful	10.33	10.33
	Less: Provision for Doubtful Loans	(10.33)	(10.33)
	(b) Deposits	109.17	115.88
		<u>109.17</u>	<u>115.88</u>
	Unsecured		
	(a) Capital Advances		
	(i) Considered Good	32.29	159.99
	(ii) Considered Doubtful	0.38	0.03
	Less: Provision for Doubtful Advances	(0.38)	(0.03)
	(b) Prepaid Expense	0.13	0.38
	(c) Advances to Suppliers	3.15	3.20
	(d) Other Loans and Advances		
	(i) Loans to Employees	0.99	0.95
	(ii) Statutory Deposits	51.46	25.39
	(iii) Other Advances	65.92	8.99
	(iv) Balances with Government Authorities	98.17	106.91
	(v) Claims Recoverable	0.09	0.08
	(vi) Other Deposits	71.27	63.09
		<u>323.47</u>	<u>368.98</u>
	Share in Jointly Controlled Entities	6.03	6.07
	Total	<u>438.67</u>	<u>490.93</u>

## Notes:

- 1 A subsidiary of the Company had advanced an amount of Rs. 10.33 crore to certain individuals who also pledged certain equity shares as security against the said advance. The Company has enforced its security and lodged the shares for transfer in its name. The said transfer application was rejected and Company has preferred an appeal to the Company Law Board (CLB). The CLB rejected the application and advised the parties to approach the High Court. The Company had filed an appeal before the Hon'ble High Court against the order of the Company Law Board under section 10 F of the Companies Act, which is disposed of with the direction to keep the transfer of shares in abeyance till the arbitration proceedings between the parties are on. The Hon'ble Bombay High Court passed an interim order dated September 18, 2012, restraining the Company from interalia, dealing, selling or creating third party rights, etc. in the pledged shares and referred the matter to arbitration. The Company had filed a Special Leave Petition (SLP) before the Supreme Court against this interim order of the Bombay High Court which the Supreme Court has dismissed and the matter is presently before the Arbitrator.



The Management is confident of recovery of this amount as underlying value of the said shares is substantially greater than the amount of loan and interest thereon. However, on a conservative basis, the subsidiary has provided for the entire amount of Rs. 10.33 crore in the books of account.

- 2 Secured Deposits - Projects are secured against Terms of Development Agreement.
- 3 Advance paid towards share application money of Rs. 0.03 crore (previous year Rs. 0.03 crore) to Personalitree Academy Ltd. (an Associate Company) which is considered Doubtful.
- 4 Capital Advances include Rs. 0.08 crore (previous year : Rs. 5.18 crore) due from Related Parties.

16. OTHER NON-CURRENT ASSETS	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
Secured		
(a) Interest Accrued on Loans		
(i) Considerd Doubtful refer note 1 below	3.15	4.88
Less: Provision for Doubtful Loans	(3.15)	(4.88)
	-	-
Unsecured		
(a) Trade Receivables	12.50	69.66
(b) Security Deposits - Considered Good	0.43	0.43
(c) Deposits	50.42	46.50
(d) Advance Payment of Taxes (Net of Provision)	376.15	303.81
(e) Other Non-current Assets	1.25	0.87
(f) Interest Accrued on Investments		
(i) Considerd Doubtful	1.03	1.11
Less: Provision for Doubtful Interest Accrued	(1.03)	(1.11)
(g) Other Long Term Receivables		
(i) Considerd Doubtful	4.25	2.58
Less: Provision for Doubtful Receivables	(4.25)	(2.58)
(h) Claims/Expenses Recoverable	1.51	2.21
(i) Fixed Deposits with original maturity of more than 12 months (including Rs.1.44 Crores under lien against Bank Guarantees)	64.15	25.77
	506.41	449.25
Share in Jointly Controlled Entities	6.28	5.30
	512.69	454.55

## Notes:

1. Interest on loan referred to in sub note 1 of Note 16 Long term Loans and Advances , amounting to Rs. 3.15 crore (previous year Rs. 3.15 crore) was accrued upto March 31, 2000 and has been fully provided for, no interest is being accrued thereafter.
2. (a) Deposit with Bank of Rs. 63.24 crore (previous year Rs. 25.08 crore) held as Margin Money and lien marked for issuing bank  
(b) Fixed Deposits of Rs. 0.15 crore (previous year Rs. 0.31 crore) are pledged with bank for guarantees issued.  
(c) Fixed Deposit of Rs. Nil (previous year Rs. 0.10 crore) is held by bank as security against guarantees issued.

17. CURRENT INVESTMENTS	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(a) Investments in units of Mutual Funds (Unquoted)		
(i) DSP Black Rock Ultra Short Term Fund	5.00	-
(ii) ICICI Prudential Ultra Short Term Fund	8.00	-
(iii) ICICI Prudential Savings Fund	6.00	-
(iv) IDFC Ultra Short Term Fund Growth	5.00	-
(v) Kotak Low Duration Fund Standard Growth	12.00	-
(vi) Reliance Medium Term Fund	15.00	-
(vii) Reliance Liquid Fund - TP Growth	82.37	73.25
(viii) Religare Invesco Liquid Fund - Growth Plan	58.35	30.73
(ix) Religare Invesco Credit Opportunities Fund - Growth Plan	62.75	51.65
(x) Axis Liquid Fund -Growth	-	0.09
(xi) Birla Sun Life Cash Plus - Growth - Regular Plan	36.61	10.86

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(xii) Birla Sun Life Floating Rate Fund - STP - Reg - Growth	30.74	-
(xiii)HDFC Cash Management Fund - Saving Plan - Growth		2.79
(xiv) ICICI Prudential Liquid - Regular - Growth Plan	54.15	0.50
(xv) L&T Liquid Fund - Growth	-	25.00
(xvi) Sundaram Money Fund - Reg - Growth	-	42.25
(xvii) Baroda Pioneer Liquid Fund-Plan A-Growth	48.45	61.95
(xviii) HDFC Liquid Fund - Growth	13.48	60.59
(xix) Tata Money Market Fund Plan - Growth	-	25.00
(xx) SBI Premier Liquid fund (Growth	1.24	4.36
(xxi) DSP Blackrock Liquidity Fund -IP- Growth	34.34	16.00
(xxii) ICICI Prudential Money Market Fund - Regular - Growth plan	9.91	90.22
(xxiii) UTI Money Market - Institutional Plan- Growth	24.17	1.07
(xxiv) Taurus - Liquid Fund-Super Institutional Growth	42.46	41.97
(xxv) HDFC Banking & PSU Debt Fund Regular -Growth		56.00
(xxvi) UTI Liquid Fund Cash Plan -IP -Growth	14.13	25.00
(xxvii) ICICI Prudential Liquid - Direct Plan -Growth	-	3.00
(xxviii) ICICI Prudential Flexible Income - Direct Growth	-	5.14
(xxix) ICICI Prudential Banking and PSU Debt Fund - Direct Growth	15.49	-
(xxx) Kotak Liquid Scheme -Plan A Direct Plan -Growth	-	53.00
(xxxi) Kotak Low Duration Fund - Direct - Growth	10.79	-
(xxxii) Kotak Bond (Short Term) - Direct - Growth	21.37	
(xxxiii) Birla Sun Life Savings Fund - Direct - Growth	5.04	35.17
(xxxiv) Reliance Money Manager Fund Direct Growth	-	50.07
(xxxv) Reliance Medium Term Fund Direct Growth	9.00	-
(xxxvi) SBI Magnum Insta Cash Fund - Direct Plan - Growth	-	5.00
(xxxvii) IL & FS Financial Services Ltd.	50.00	-
(xxxviii) Liquidity Serial A	1.46	-
(xxxix) Corporative Serial A	9.79	-
(xl) Bajaj Finance Ltd.	30.00	-
(xli) DSP Liquidity Fund-Institutional Plan-Daily Dividend Reinvestment	0.85	-
(xlii) UTI Money Market-Institutional Plan-Daily Dividend Reinvestment	0.15	-
(xliii) Kotak Floater Short Term - Daily Dividend	0.27	-
(xliv) Birla Sunlife Cash Plus -Retail - Daily Dividend	0.20	-
(xlv) ICICI Prudential Liquid Plan - Daily Dividend	0.90	-
	<b>719.46</b>	<b>770.66</b>
<b>(b) Other Current Investment</b>		
(i) Optionally Convertible Loan Notes/Promissory Notes/Debentures		
a) Boston Analytics Inc. (15%)	3.00	3.00
Less: Provision for Diminution in Value of Investment	(3.00)	(3.00)
b) Boston Analytics Inc. (20%)	6.73	6.73
Less: Provision for Diminution in Value of Investment	(6.73)	(6.73)
c) Boston Analytics Inc. (12%)	4.69	4.69
Less: Provision for Diminution in Value of Investment	(4.69)	(4.69)

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
(c) Trade Investment (at lower of cost and fair value)		
(i) Investment in Associate Companies (Fully paid, Unquoted)		
Creamline Dairy Products Ltd.	-	30.81
Polchem Hygiene Laboratories Pvt. Ltd.	7.62	-
(ii) Investment in Equity Instruments (Fully paid, Quoted)		
Future Consumer Enterprises Ltd	-	38.60
Less: Provision for Diminution in Value of Investment	-	(1.99)
	<hr/>	<hr/>
(d) Others	-	0.54
	<hr/>	<hr/>
Share in Jointly Controlled Entities	-	-
Total	<hr/>	<hr/>
	727.08	838.62

## Notes:

- The Optionally Convertible Promissory Notes (15%) of Boston Analytics Inc. in respect of which the Company did not exercise the conversion option and Boston Analytics Inc. promissory notes (20%) where there was a partial conversion option which the Company did not exercised, were due for redemption on June 30, 2009 and August 21, 2009, respectively. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.
- 12% promissory notes were repayable on or before December 31, 2011, along with interest on maturity. The said promissory notes have not been redeemed as of the Balance Sheet date and have been fully provided for.
- During the previous year, a sub-subsidiary Company has sold its investment in shares of Aadhaar Wholesale Trading & Distribution Ltd in consideration for shares in Future Consumer Enterprises Ltd. Consequently, the value of this investment was reinstated to its cost and the same has been recognised in the Statement of Profit & Loss as an Exceptional Income.
- In the current year, the Management of a subsidiary has decided to divest its stake in Polchem Hygiene Laboratories Private Limited. Consequently, the same has been reclassified as current investment as at the balance sheet date.

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
18. INVENTORIES (At lower of Cost and Net Realisable Value)		
(a) Raw Materials	1,527.71	1,123.58
(b) Work-in-Process	563.55	632.62
(c) Finished Goods - Manufactured	1,083.48	922.40
- Traded	480.99	449.07
(d) Spares and Components for after-sales service	91.51	84.17
(e) Stores, Spares, etc.	48.31	36.00
(f) Loose Tools	2.29	2.20
(g) Construction Work-in-Progress [Note 12(a)]	4,978.63	4,566.69
(h) Stock Under Cultivation	8.46	10.01
(i) Poultry Stock	-	3.84
Share in Jointly Controlled Entities	74.70	39.88
Share in Jointly Controlled Entities - Property Development	77.07	19.35
Total	<hr/>	<hr/>
	8,936.70	7,889.81

## Notes:

- In case of Creamline Dairy Products Ltd. (Subsidiary Company of Godrej Agrovet Limited) Raw Material, Finished Goods and Work in Progress are valued on FIFO basis.
- Finished Goods - Property Development includes shares of Tahir Properties Limited at cost or net realisable value (whichever is lower):
  - 70 Equity shares of Rs. 100/- each, Rs. 20/- paid up.
  - 75 Redeemable Preference Class A shares of Rs. 100/- each, Rs. 70/- paid up.

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>19. TRADE RECEIVABLES</b>			
	Secured and Considered Good		
	(a) Debts due for over six months - refer note 1 below	11.57	5.90
	(b) Other Debts	167.79	172.89
		<u>179.36</u>	<u>178.79</u>
	Unsecured & Considered Good		
	(a) Debts due for over six months	993.64	815.93
	(b) Other Debts	2,719.10	2,295.77
		<u>3,712.74</u>	<u>3,111.70</u>
	Unsecured & Considered Doubtful		
	(a) Debts due for over six months	15.15	14.77
	(b) Other Debts	5.47	5.66
		<u>20.62</u>	<u>20.43</u>
	Allowance for doubtful debts	(20.65)	(20.43)
		<u>(0.03)</u>	<u>-</u>
		<u>3,892.07</u>	<u>3,290.49</u>
	Share in Jointly Controlled Entities	41.91	39.41
		<u>3,933.98</u>	<u>3,329.90</u>

## Notes:

- 1 Secured by Security Deposits collected from customers, Letter of Credit or Bank Guarantees held against them.

		(Rupees in crore)	
		As at 31-03-2016	As at 31-03-2015
<b>20. CASH AND BANK BALANCES</b>			
	(a) Cash and Cash Equivalents		
	(i) Balances with Banks		
	- Current accounts [Refer Note 20 (1) and (3)]	554.04	355.00
	- Fixed Deposits with maturity within 3 months [Refer Note 20 (2)]	64.67	237.36
	- EEFC account	153.90	0.83
	(ii) Cheques, drafts on hand	10.94	6.43
	(iii) Cash on Hand	12.65	13.78
		<u>796.20</u>	<u>613.40</u>
	(b) Other Bank Balances		
	(i) Deposit Accounts with maturity period of more than 3 months, but less than 12 months [Refer Note 20 (1) ]	246.40	592.69
	(ii) Other earmarked Accounts	6.00	1.49
	(iii) For Unpaid Dividend	7.77	7.10
	(iv) Deposits under lien against Bank Guarantees	1.74	2.04
	(v) Balance with Banks - held as margin money	10.16	5.80
		<u>272.07</u>	<u>609.12</u>
		<u>1,068.27</u>	<u>1,222.52</u>
	Share in Jointly Controlled Entities	21.36	14.26
	Total	<u>1,089.63</u>	<u>1,236.78</u>

## Notes:

1. (a) Margin Money Balance of Rs. 3.76 crore held towards security for Letter of Credit / Bank Guarantees.  
(b) Fixed Deposit of Rs. 0.46 crore (previous year Rs. 0.48 crore) is held by bank as security against guarantees issued.
2. Balances with Scheduled Banks on Deposit Accounts include Rs. 3.84 Crore (previous year Rs. 3.80 Crore) received from flat buyers and held in trust on their behalf in a corpus fund.
3. Balances with Banks in Current Accounts include Rs. 0.61 crore (previous year Rs. 0.39 crore) earmarked balance for unclaimed dividend.

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>21. SHORT-TERM LOANS AND ADVANCES</b>		
Secured		
(a) Short Term Loans and Advances [Refer Note 21(1)]	55.86	60.24
(b) Secured Deposits - Projects [Refer Note 21(2)]	291.44	352.74
	<b>347.30</b>	<b>412.98</b>
Unsecured		
(a) Loans And Advances:		
(i) to Related Parties	37.31	20.51
(ii) to Others	0.13	0.99
Considered Good	394.61	275.34
Considered Doubtful	-	73.21
Less : Provision for Other Loans and Advances	0.90	0.08
(b) Loans to Employees	0.29	0.70
(c) Loan to GIL ESOP Trust		
Considered Good	115.74	149.00
Considered Doubtful	26.53	43.88
Less: Provision for Doubtful Loans	(26.53)	(43.88)
(d) Advances to Suppliers		
Considered Good	25.43	20.58
Considered Doubtful	0.65	0.37
Less: Provision for Doubtful Advances	(0.65)	(0.37)
(e) Due on Management Projects [Refer Note 21(3)]	15.95	19.73
(f) Development Manager Fees Accrued but not due [Refer Note 21(3)]	4.45	4.45
(g) Balances with Customs, Central Excise, Port Trust and other Authorities	187.31	130.62
(h) Advances recoverable in cash or in kind or for value to be received	192.03	142.83
(i) Inter Corporate Deposits		
(i) Considered Good	68.55	31.63
(ii) Considered Doubtful	5.77	5.77
Less : Provision for Doubtful Advances	(5.77)	(5.77)
(j) Deposits		
(i) Statutory Authorities	36.59	22.46
(ii) Others	75.02	66.20
(j) Prepaid Expenses	11.22	-
	<b>1,165.53</b>	<b>958.33</b>
Share in Jointly Controlled Entities	75.68	64.26
	<b>1,588.51</b>	<b>1,435.57</b>

## Notes:

1. Secured Loans & Advances are secured against Bank Guarantee received from vendors.

2. Secured Deposits - Projects are Secured against Terms of Development Agreement.
3. A sub-subsidiary Company has entered into a Development Agreement with landlords. Development Management Fee amounting to Rs. 4.45 crore (previous year Rs. 4.45 crore) accrued as per terms of the Agreement are receivable by the Company based upon progress milestones specified in the respective Agreements and have been disclosed as Development Management Fee accrued but not due.

	(Rupees in crore)	
	As at 31-03-2016	As at 31-03-2015
<b>22. OTHER CURRENT ASSETS (Unsecured, Considered Good)</b>		
(a) Accrued Interest	26.56	27.37
(b) Deferred Premium on Forward Contracts	1.71	0.42
(c) Forward Cover Contracts Receivable	1.10	2.02
(d) Unbilled Revenue	519.80	530.36
(e) Claim/Other Receivables		
(i) Considered Good	-	13.42
(g) Other Current Assets	285.91	49.55
(h) Sundry Deposits	15.73	24.16
	<b>850.81</b>	<b>647.30</b>
Share in Jointly controlled Entity	6.68	3.80
	<b>857.49</b>	<b>651.10</b>
<b>23. CONTINGENT LIABILITIES NOT PROVIDED FOR</b>		
(a) Guarantees given by the Group's Bankers against counter-guarantees given by the Group	1,213.04	984.73
(b) Guarantees given by the Group's Bankers on behalf of subsidiary/associate companies including those given against counter-guarantees given by the Group or lien on bank deposits.	10.35	123.46
Guarantee given by the Company to a Banker on behalf of a subsidiary company	409.49	180.49
(c) Guarantees given by Export-Import Bank of India, against the security of first equitable mortgage specified immovable properties situated at Vikhroli, Mumbai	111.27	38.54
(d) Excise Duty/Customs Duty/Service Tax/Sales Tax/Property Tax/Octroi/Other Duty demands in dispute and pending at various stages of appeal	644.79	292.09
(e) The State of Maharashtra has filed a suit against the Company, being Suit No. 679 of 1973, in the High Court of Judicature at Bombay, claiming ownership of part of the Company's lands at Vikhroli, Mumbai. In the said Suit, which is still pending, various claims have been raised, which are undetermined and not acknowledged as debts due by the Company. According to the Company's legal advisers, the Company has a complete defence against the plaintiff in the said Suit, and the said Suit is not sustainable.		
(f) Claims against the Group under the Industrial Disputes Act, 1947	2.38	2.53
(g) Disputed Provident Fund liability for the period March 1996 to September 1997 arising on account of disapproval of infancy benefit. The Supreme Court of India has allowed the Company's appeal and set aside the judgment of the High Court of Punjab & Haryana; the matter has been remanded to the Regional Provident Fund Commissioner for a fresh decision in accordance with law after hearing the parties concerned, expeditiously.	0.64	0.61
(h) Other Claims against the Group not acknowledged as debt	96.80	58.19
(i) Income Tax - Demand notices issued by Income-tax Authorities.	93.50	107.56
(j) Other Money for which the Group is Contingently Liable		
(i) Letter of credit issued by bank on behalf of the Group	11.07	22.49
(ii) Case / Claim filed by Processors for claiming various expense	72.32	6.71
(ii) Bonds issued by Group on behalf of fellow subsidiary	1.21	20.28
(k) Share in Associates	124.06	68.38
Note: Future cash outflows in respect of items (d) to (g) above are determinable only on receipt of judgements/decisions pending with various forums/authorities.		
<u>Commitments (other than those relating to unexecuted contracts on capital account)</u>		
Long Term Contracts for Purchase of Raw Material	175.85	78.88

	(Rupees in crore)	
	Current Year	Previous Year
Major Contracts Commitment Outstanding for Civil, Elevator, External Development, MEP work, etc.	0.60	1,463.18
Share in Jointly Controlled Entities	0.41	0.99
Share in Associates	9.44	6.24
The Corporate Surety Bonds of Rs. 24.88 crore is in respect of refund received from excise authority for exempted units (North East) of Godrej Consumer Products Limited, an associate company.		
The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its Financial Statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its Financial Results.		
<b>24. REVENUE FROM OPERATIONS (NET)</b>		
(a) Sale of Products	27,043.55	24,405.85
(b) Sale of Services	936.24	846.23
Net Sales (Products and Services) (Net of Excise Duty)	27,979.79	25,252.08
(c) Licence Fees and Service Charges	2.11	12.22
(d) Commission	1.02	2.36
(e) Other Operating Revenue:		
(i) Scrap Sales	92.57	131.20
(ii) Leave and License Dues and Rent	9.52	12.72
(iii) Export Incentives	32.66	54.31
(iv) Sundry Receipts	12.95	38.83
(v) Transfer from Construction Projects Reserve [Note 12(a)]	11.07	
(v) Compensation Received from Project	15.04	4.63
	173.81	241.69
	28,156.73	25,508.35
Share in Jointly Controlled Entities	405.16	285.81
Revenue from Operations (net)	28,561.89	25,794.16
<b>25. OTHER INCOME</b>		
(a) Interest Income	95.90	77.66
(b) Other Dividends	0.23	0.26
(c) Profit on Sale of Current Investments (Net)	110.44	78.81
(d) Excess provisions of previous years written back (net)	-	46.60
(e) Share of Profit in a firm (LLP)	0.24	0.31
(f) Profit on Sale/Disposal of Fixed Assets (Net)	6.66	14.72
(g) Claim Received	0.27	0.31
(h) Miscellaneous Non-operating Income	46.52	60.03
	260.26	278.70
Share in Jointly Controlled Entities	3.21	2.51
Total	263.47	281.21
Note: Miscellaneous non-operating income includes an amount of Rs.0.60 crore (Previous Year : Rs.25.25 crore), recovered from the GCPL ESOP Trust towards loan repayment, which was earlier written off against Reserves under a Scheme of Amalgamation approved by the Hon'ble High Court of Bombay.		
<b>26. COST OF MATERIALS CONSUMED</b>		
Stocks of Raw Materials at the beginning of the year	1,115.71	1,052.77
Add: Raw Materials purchased during the year	10,860.05	10,145.85
	11,975.76	11,198.62
Less: Stocks of Raw Materials at the close of the year	1,521.85	1,115.71
Less: Transferred to Project Expense	27.35	-
Share in Jointly Controlled Entities	191.59	148.74
Total	10,618.15	10,231.65

		(Rupees in crore)	
		Current Year	Previous Year
<b>27. PURCHASES OF STOCK-IN-TRADE (TRADED GOODS)</b>			
(a) Consumer Durables		1,632.59	1,475.42
(b) Industrial Products		293.68	496.83
(c) Licenses		7.64	4.40
(d) AMC Services		3.57	9.04
(e) Traded Goods		3,233.66	2,828.92
(f) Others		73.41	65.17
<b>Total</b>		<b>5,244.55</b>	<b>4,879.78</b>
<b>28. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS AND STOCK-IN-TRADE</b>			
(a) Stocks at the beginning of the year:			
(i) Finished Goods*		1,260.16	1,131.71
(ii) Stock-in-Trade		136.08	169.38
(iii) Work-in-Process		632.14	525.73
(iv) Stock Under Cultivation		10.01	15.12
(v) Poultry Stock		1.99	2.11
		<b>2,040.38</b>	<b>1,844.05</b>
Less: Stock Adjustment for subsidiaries merged		(30.16)	-
		<b>2,010.22</b>	<b>1,844.05</b>
(b) Less: Stocks at the end of the year:			
(i) Finished Goods*		1,401.09	1,244.40
(ii) Stock-in-Trade		181.02	150.66
(iii) Work-in-Process		562.96	632.13
(iv) Stock Under Cultivation		8.46	10.01
(v) Poultry Stock		-	3.84
		<b>2,153.53</b>	<b>2,041.04</b>
(c) Less: Finished goods damaged/destroyed by fire		(18.69)	(4.00)
		<b>2,134.84</b>	<b>2,037.05</b>
Share in Jointly Controlled Entities		(4.43)	(1.89)
		(166.43)	(202.88)
Net change in Excise Duty on Finished Goods		2.77	14.84
<b>Total</b>		<b>(163.66)</b>	<b>(188.04)</b>
* including stocks of Traded Goods, Spares and Components for after-sales service			
<b>29. PROPERTY DEVELOPMENT AND CONSTRUCTION EXPENSES (COMMERCIAL PROJECTS)</b>			
(a) Construction Work-in-Progress at the beginning of the year		4,632.13	3,376.88
Add: Fair Value of Land forming part of the project transferred from Fixed Assets (Freehold Land) [Note 12(a)]		2,582.51	217.92
		<b>7,214.64</b>	<b>3,594.80</b>
(b) Add: Project Expenses incurred during the year:			
(i) Development and Construction Expenses		74.69	2,565.96
(ii) Employee Remuneration and Benefits		3.83	5.41
(iii) Professional Charges		7.17	7.62
(iv) Others		(33.15)	(36.27)
		<b>52.54</b>	<b>2,542.72</b>
(c) Less: Construction Work-in-Progress at the end of the year		(5,112.38)	(4,632.13)
<b>Total</b>		<b>2,154.80</b>	<b>1,505.39</b>
<b>30. EMPLOYEE BENEFITS EXPENSE</b>			
(a) Salaries, Wages and Bonus		2,243.08	1,957.14
(b) Company's contribution to Employees' Provident and other Funds		87.59	83.51
(c) Company's contribution to Employees' Gratuity Trust Fund		16.53	14.34
(d) Workmen and Staff Welfare Expenses		95.09	83.07
(e) Voluntary Retirement Compensation		0.28	0.13
(f) Expense on Employee Stock Option Scheme		15.54	14.44
(g) Share in Jointly Controlled Entities		12.51	12.97
<b>Total</b>		<b>2,470.62</b>	<b>2,165.60</b>



	(Rupees in crore)	
	Current Year	Previous Year
<b>31. FINANCE COSTS</b>		
(a) Interest on Term Loans	44.25	14.84
(b) Interest on Fixed Deposits and other Unsecured Loans	638.72	683.03
(c) Other Interest costs	284.35	289.68
	<u>967.32</u>	<u>987.55</u>
(d) Less: Adjustments for Interest Capitalised	418.60	555.20
	<u>548.72</u>	<u>432.35</u>
(e) Finance Charges	15.16	2.81
(f) Foreign Exchange Gain/(Loss)	(13.60)	10.34
	<u>550.28</u>	<u>445.50</u>
Share in Jointly Controlled Entities	5.11	5.54
<b>Total</b>	<u><u>555.39</u></u>	<u><u>451.04</u></u>
<b>32. OTHER EXPENSES</b>		
(a) Stores, Spare Parts and Other Materials consumed	191.95	217.96
(b) Power and Fuel	401.39	400.99
(c) Rates and Taxes	145.42	130.41
(d) Excise Duty (Net)	62.95	57.85
(e) Insurance	31.77	29.80
(f) Repairs and Maintenance of Buildings	71.47	51.39
(g) Repairs and Maintenance of Machinery	52.03	42.22
(h) Technical Fees	1.92	1.06
(i) Royalty	2.19	0.86
(j) Rent [Note 44(a)]	168.64	149.76
(k) Establishment and Other Expenses [Note 44(a)]	390.80	540.03
(l) Donations and Contributions	9.55	1.60
(m) Motor Car and Lorry Expenses [Note 44(a)]	30.07	19.93
(n) Freight, Transport and Delivery Charges	760.10	734.03
(o) Advertisement and Publicity	1,641.83	1,478.22
(p) Commission	64.16	59.46
(q) Professional Fees	209.51	146.50
(r) CSR Expenses [Refer Note 36]	5.33	5.11
(r) Bad Debts/Advances written off	22.58	44.16
(s) Provisions for Doubtful Debts	26.75	9.77
(t) Provision for Free Service under Product Warranties	8.03	12.74
(u) Loss on Sale/Disposal of Fixed Assets (Net)	1.75	1.11
(v) Repairs & Maintenance - Others (Net)	18.10	4.84
(w) Miscellaneous Expenses (Net) - refer notes 2 & 3 below	321.49	35.77
(x) Processing and Other Manufacturing Charges	201.01	189.35
(y) Travelling and Conveyance	159.97	141.77
(z) Selling and Distribution Expenses	169.97	126.62
(aa) Discount	279.21	267.65
(ab) Communication Expenses	3.15	5.03
(ac) Provision for Depletion in Value of Investments	-	8.12
(ad) Research Expense	2.46	3.17
	<u>5,455.55</u>	<u>4,917.28</u>
Share in Jointly Controlled Entities	138.83	111.30
<b>Total</b>	<u><u>5,594.38</u></u>	<u><u>5,028.58</u></u>

## Notes:

- The rental expenses amounting to Rs. 5.84 crore (previous year Rs. Nil) are netted off with rental income in respect of certain premises in the same building.

2. In the previous year, in accordance with the Scheme of Amalgamation of Wadala Commodities Limited (WCL) with the Company, expense of Rs. 0.25 crore of WCL for the period April to November 2014 have been considered as expenses of the Company.
3. The Subsidiary Companies of Godrej Industries have spent Rs. 4.46 crore (previous year Rs. 2.78 crore) during the financial year as per the provisions of Section 135 of the Companies Act, 2013 towards Corporate Social Responsibility (CSR) activities grouped under 'Miscellaneous Expenses'.
4. Expenses incurred on Research & Development Centre Activities of a Sub-Subsidiary Company are included under the respective heads.
5. During the year, a subsidiary has netted off the rental income in respect of corporate office premises amounting to Rs.7.99 crore for the year ended on 31/03/2016 (Previous year NIL) with rental expenses amounting to Rs. 7.99 crore for the year ended on March 31/03/2016 (Previous year NIL) in respect of similar premises in the same building.
6. Miscellaneous Expenses include the Company's share of various expenses incurred by group companies for sharing of services and use of common facilities.
7. A subsidiary company has paid Rs. 0.10 crore for its advertisement in the commemorative souvenir on Pandit Jawaharlal Nehru published by the All India Congress Committee included under Advertising, Publicity and Sales Promotion above.
8. CSR Expenses pertain to the Holding Company only.

### 33. EXCEPTIONAL ITEMS

	(Rupees in crore)	
	Current Year	Previous Year
(a) Profit on Sale of Immovable Property	-	5.36
(b) Profit on Sale of Non-current Investments	140.07	183.84
(c) Divestment of Business	-	(1.94)
(d) Restructuring Cost	(26.83)	(25.77)
(e) Interest income - (from GCPL ESOP Trust)	-	8.60
(f) Voluntary Retirement Compensation	(4.87)	-
(g) Write back/Provision for diminution in value of investments / loans and advances	22.04	-
<b>Total</b>	<b>130.41</b>	<b>170.09</b>

Under Restructuring Cost included as exceptional items, pertains to interest earned from GCPL ESOP Trust, for the period from July 1, 2012, to March 31, 2014, during the previous year, which was earlier waived on account of uncertainty of receipt and restructuring cost incurred by certain subsidiaries.

### 34. (I) DISCLOSURE IN RESPECT OF PROPERTY DEVELOPMENT PROJECTS AND CONSTRUCTION CONTRACTS

	(Rupees in crore)	
	Current Year	Previous Year
(a) Contract revenue recognised and shown under Sales for the year	143.80	157.37
(b) For all contracts in progress at the year-end:		
(i) Aggregate amount of costs incurred and profits recognised (less recognised losses) upto the balance sheet date	1,138.73	993.90
(ii) Advances from customers as at the balance sheet date	3.60	1.48
(iii) Work-in-Progress at the end of the year	498.19	466.60
(iv) Excess of revenue recognised over actual bills raised	-	0.32
(v) Gross amount due to customers as at the balance sheet date	55.96	87.43
(c) The Company follows the Percentage Completion Method to determine the project revenue to be recognised for the year.		
(d) The Company follows the Project Costs Incurred Method to determine the stage of completion of each project.		

		(Rupees in crore)	
		Current Year	Previous Year
<b>(II) DISCLOSURE IN RESPECT OF PROJECT EXPENSES</b>			
(a)	Contract revenue recognised and shown under Sales for the year	38.17	39.01
(b)	For all contracts in progress at the year-end:		
(i)	Aggregate amount of costs recognised	30.92	31.10
(ii)	Profits recognised (less recognised losses) to date	7.25	7.91
(iii)	Advances from customers as at the balance sheet date	4.69	5.40
(iv)	Retention amount with customers	10.14	7.73
(v)	Work-in-Progress at the end of the year	2.35	2.36
(vi)	Excess of revenue recognised over actual bills raised	0.90	1.72
(vii)	Gross amount due to customers as at the balance sheet date	3.53	2.89
(c)	The Company follows the Percentage Completion Method to determine the project revenue to be recognised for the year.		
(d)	The Company follows the Project Costs Incurred Method to determine the stage of completion of each project.		
<b>35. EXCHANGE DIFFERENCES ON FOREIGN CURRENCY TRANSACTIONS</b>			
(a)	Net exchange loss arising on foreign currency transactions/translations dealt with in the Statement of Profit and Loss under the related heads of expenses/income	(1.39)	(10.67)
(b)	Net Forward Premium (receivable)/payable in respect of forward exchange contracts to be recognised in, and hence deferred to, the next accounting year	(2.79)	0.93
<b>36. EARNINGS PER SHARE</b>			
(a)	Profit after Taxes for the Year attributable to Equity Shareholders	755.14	662.60
(b)	Number of Equity Shares of Rs.100 each issued and outstanding:		
(i)	At the end of the year	662,910	662,910
(ii)	Weighted average number of Shares outstanding during the year	662,910	662,910
(c)	Basic and Diluted Earnings per Share (a/b) (Statement of Profit and Loss, item XII)	Rs. 11,391	Rs. 9,995
<b>37. EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES</b>			
The Holding Company alongwith its subsidiaries, have spent a sum of Rs. 19.90 crore during the year on the following corporate social responsibility activities: promoting education through employment enhancing vocational skills to rural and urban youth; promoting healthcare and community awareness campaigns about healthcare and sanitation in rural areas; and environmental sustainability projects for maintaining quality of soil, air and water.			
Amount spent during the year on:			
		Already Paid	Yet to be Paid
(i)	Construction/Acquisition of any asset	-	-
(ii)	On purposes other than (i) above	19.71	0.19
		<u>19.71</u>	<u>0.19</u>
		<u>19.71</u>	<u>0.19</u>
		<u>19.90</u>	<u>19.90</u>
<b>38. DIFFERENCE IN ACCOUNTING POLICIES</b>			
The accounting policies of certain subsidiaries, associates and joint ventures especially regarding the method of depreciation, valuation of inventories, recognition of revenue and accounting for retirement benefits are not in consonance with the group accounting policies. No effect has been given in the consolidated financial statements on account of such differing accounting policies. In the opinion of the Management, the impact if any, on account of such difference in accounting policies is not likely to be material.			

## 39. EMPLOYEE STOCK BENEFIT PLANS

## GODREJ INDUSTRIES LTD.

## 1. EMPLOYEE STOCK OPTION PLANS

## a. (i) Employee Stock Option Plans of Godrej Industries Limited

In December 2005, Godrej Industries Limited had instituted an Employee Stock Option Plan I (GIL ESOP I) as approved by the Board of Directors and the Shareholders, for the allotment of 15,00,000 options, increased to 90,00,000 options on split of shares convertible into 90,00,000 equity shares of Re.1 each to eligible employees of participating companies. The maximum number of options that may be granted per employee per year shall not exceed 6,00,000 options.

In July 2009, the Company had instituted an Employee Stock Option Plan II (GIL ESOP II) as approved by the Board of Directors and the Shareholders, for the allotment of 90,00,000 options convertible into 90,00,000 shares of the nominal value of Re.1 each to eligible employees of participating companies. The maximum number of options that may be granted per employee per year shall not exceed 10,00,000 options.

The Plans are administered by an independent ESOP Trust created with IL&FS Trust Co. Ltd which purchased from the market shares equivalent to the number of options granted by the Compensation Committee. Pursuant to SEBI notification dated January 17, 2013, no further securities of the Company will be purchased from the open market. The particulars of the plans and movements during the year are as under :

## ESOP I

	Current Year		Previous Year	
	No. of Options	Wt. average exercise price Rs. ( * )	No. of Options	Wt. average exercise price Rs. ( * )
Options Outstanding at the Beginning of the Year	2,447,000	399.70	2,923,450	391.21
Options Exercised During the Year	249,000	249.74	214,000	250.05
Options Forfeited / Expired During the Year	148,500	239.09	262,450	286.17
Options Outstanding at the Year End	2,049,500	420.63	2,447,000	399.70

## ESOP II

	Current Year		Previous Year	
	No. of Options	Wt. average exercise price Rs. ( * )	No. of Options	Wt. average exercise price Rs. ( * )
Options Outstanding at the Beginning of the Year	398,750	376.84	511,250	372.37
Options Exercised During the Year	68,250	369.06	7,500	231.93
Options Forfeited / Expired During the Year	100,000	355.60	105,000	310.07
Options Outstanding at the Year End	230,500	377.99	398,750	376.84

( \* ) The Wt. average exercise price stated above is the price of the equity shares on the grant date increased by the interest cost to the ESOP Trust at the prevailing rates upto March 31, 2012 after which date no further interest is being accrued.

During the previous year, GIL ESOP Trust had received 3,348 bonus shares. The total excess shares at the year end are 5,66,298 (Previous year 12,68,487).

The overall weighted average balance life of options outstanding as on March 31, 2016 is 0.96 years.

The weighted average balance life of options outstanding as on March 31, 2016 for ESOP I is 1.01 years and for ESOP II is 0.45 years.

The Options granted shall vest after three / five years from the date of grant of option, provided the employee continues to be in employment and the option is exercisable within two / four years after vesting.

Prior to the SEBI notification mentioned in Para 1(a) above, the independent ESOP Trust had purchased equity shares of the Company from the market equivalent to the number of stock options granted from time to time to the eligible employees. These purchases are financed by loans from the respective participating companies. The Company has given a loan which along with interest thereon amounts to Rs. 24.62 crore (previous year Rs. 63.45 crore) (Net of provision Rs. 5.70 crore, previous year Rs. 16.70 crore) for financing the purchase of equity shares from the market equivalent to the number of option granted to the employees of the Company.

The repayment of the loans granted to the ESOP Trust and the interest payable by the Trust on the said loans is dependent on the exercise of the options by the employees during the exercise period and / or the market price of the underlying equity shares of the unexercised options at the end of the exercise period.

#### (ii) Employee Stock Option Plans of Godrej Properties Limited

In F.Y. 2007-08, Godrej Properties Limited (GPL) instituted an Employee Stock Option Plan (GPL ESOP) approved by GPL's Board of Directors, Shareholders and the Remuneration Committee which provides for the allotment of 8,85,400 options convertible into 8,85,400 Equity Shares of GPL of Rs. 5 /- each to eligible employees of Godrej Properties Limited and its subsidiary companies (the participating companies) with effect from December 28, 2007.

The Scheme is administered by an Independent ESOP Trust which has purchased shares from Godrej Industries Limited (The Holding Company), equivalent to the number of options granted to the eligible employees of the Participating Companies.

	Current Year	Previous Year
	No. of Options	No. of Options
Options outstanding at the beginning of the year	357,400	515,400
Options forfeited / expired during the year :	112,000	158,000
Options outstanding at the year end	245,400	357,400

(\* ) Weighted Average Exercise Price is Rs. 310 (plus interest till March 31, 2012) for equity share of face value Rs. 5 each

All the Option Outstanding as on March 31, 2016 are vested.

The employee share based payment plans have been accounted based on the intrinsic value method and no compensation expense has been recognized since the price of the underlying equity shares on the grant date is same /less than exercise price of the option, the intrinsic value of option, therefore being determined as Nil.

The Company has provided loan of Rs. 4.50 crore (Previous Year Rs. 5.56 crore) to Godrej Industries Limited Employee Stock Option Scheme (GIL ESOP), which is administered by an independent ESOP Trust which purchases shares of GIL from the market equivalent to the number of stock options granted from time to time to eligible employees. The repayment of the loans granted by the Company to ESOP trust is dependent on the exercise of the options by the employees and the market price of the underlying shares of the unexercised options at the end of the exercise period.

#### (iii) Employee Stock Option Plans of Godrej Agrovet Limited

Godrej Agrovet Limited (GAVL) has provided loan to Godrej Industries Limited Employee Stock Option Scheme (GIL ESOP), which is administered by an independent ESOP Trust which purchases shares of GIL from the market equivalent to the number of stock options granted from time to time to eligible employees. The repayment of the loans granted to the ESOP trust is dependent on the exercise of the options by the employees and the market price of the underlying shares of the unexercised options at the end of the exercise period. The change in value of the underlying equity shares is on account of current market volatility and the profit/loss, if any, can be determined only at the end of the exercise period. In view of the aforesaid, a provision is being carried in respect of diminution of Share Value for Rs. 20.83 crore (previous year Rs. 20.83 crore).

Godrej Agrovet Limited (GAVL) has participated in the Godrej Industries Limited Employee Stock Grant Scheme 2011 and on May 30, 2011 the Compensation Committee of the GAVL has approved the grant of stocks to certain eligible employees in terms of the Employee Stock Grant Scheme 2011. The grants would vest in three equal parts every year over the next three years. The exercise price is Re. 1 per equity share as provided in the scheme. GAVL has provided Rs. 1.87 crore (previous year Rs. 1.35 crore) for the aforesaid eligible employees for the current financial year.

In December 2012, Godrej Agrovet Limited (GAVL) instituted an Employee Stock Option Plan (GAVL ESOP) as approved by GAVL's Board of Directors and the Shareholders, for the allotment of 5,86,764 options convertible into 5,86,764 equity shares of GAVL of Rs. 10 each to eligible employees of the Subsidiary Company.

The scheme is administered by an independent ESOP Trust created. GAVL has issued 586,764 equity shares to the said ESOP Trust at face value of Rs. 10 each amounting to Rs. 0.59 crore adjusted against Equity Share Capital.

	Current Year		Previous Year	
	No. of options	Exercise price	No. of options	Exercise price
Options Outstanding at the Beginning of the Year	4,107,348	10	586,764	10
Bonus shares issued against the initial allotment	-	-	3,520,584	-
Options granted during the Year	124,000	-	-	-
Options Forfeited / Expired During the Year	-	-	-	-
Options Outstanding at the Year End	4,231,348	10	4,107,348	10

The overall weighted average balance life of options outstanding as on March 31, 2016 is 1.79 years.

The employee share based payment plans has been accounted based on the fair value method at a Fair Value of Rs. 309.20 per share after issuance of Bonus Shares, amounting to Rs. 126.41 crore for Securities Premium receivable from the Company's ESOP Trust, which is accordingly adjusted against Securities Premium Account.

- b. One of the Subsidiary Companies of the Company has initiated an Employee Stock Option Plan for the benefit of eligible employees. The Scheme is administered by an independent trust created with ILFS Trust Company Ltd. The ESOP Trust has been advanced loans, which along with interest thereon and net of provision of Rs. 5.89 crore, amounts to Rs. 38.02 crore. As at March 31, 2016, the market value of the equity shares of the Subsidiary Company held by the ESOP Trust is lower than the holding cost (cost or market value whichever is lower) of these equity shares by Rs. 8.81 crore, (net of provision of Rs. 5.89 crore). The repayment of the loans granted to the ESOP Trust and interest payable by the Trust on the said loan is dependent on the exercise of options by the employees during the exercise period and / or the market price of the underlying equity shares of the unexercised options at the end of the exercise period. In the opinion of the Management, the fall in the value of the underlying equity shares is on account of market volatility and the loss, if any, can be determined only at the end of the exercise period.

## 2. Employee Stock Grant Scheme

### (i) Employee Stock Grant Scheme of Godrej Industries Limited

- a) The Company had set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders at their Meeting held on January 17, 2011.
- b) The ESGS Scheme is effective from April 1, 2011, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.
- c) The Scheme applies to the Eligible Employees, who are in whole-time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Compensation Committee of the respective Company based on the employee's performance, level, grade, etc.
- d) The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 25,00,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 5,00,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year.
- e) The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Grants are awarded for a period of three consecutive years or as may be determined by Compensation Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.
- f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.
- g) The Exercise Price of the shares has been fixed at Re. 1 per share. The intrinsic value, being the difference between market price and exercise price is treated as Employee Compensation Expenses and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

h) The Status of the above plan is as under:

	Current Year	Previous Year
	Nos.	Nos.
Options Outstanding at the Beginning of the Year	271,760	370,611
Options Granted	168,084	112,747
Options Vested	109,370	158,957
Options Exercised	106,748	158,957
Options Lapsed / Forfeited	-	52,641
Total Number of Options Outstanding at the End of the year	333,096	271,760

(ii) Employee Stock Grant Scheme of Godrej Properties Limited

During the period April 1, 2011 to March 31, 2015, the Company instituted an Employee Stock Grant Scheme (GPL ESGS) approved by the Board of Directors, shareholders and the Remuneration Committee, which provided allotment of 7,30,505 options convertible into 7,30,505 Equity Shares of Rs. 5/- each (previous year Rs. 5/- each) to eligible employees of Godrej Properties Limited, its Holding and its Subsidiary Companies (the Participating Companies). Out of these 82,406 options with effect from May 7, 2011, 3,756 options w.e.f. October 1, 2011, 72,416 options w.e.f. June 1, 2012, 22,040 options w.e.f. June 1, 2012, 4,436 options w.e.f. August 1, 2012, 690 options w.e.f. November 1, 2012, 720 options w.e.f. February 1, 2013, 30,000 options w.e.f. June 1, 2013 and 125,744 options w.e.f. June 1, 2013, 182,485 options w.e.f. June 1, 2014 and 40,000 options w.e.f. June 1, 2014, 2305 options w.e.f. November 1, 2014, 109,273 options w.e.f. June 1, 2015, 45,896 options w.e.f. June 1, 2015, 6,218 options w.e.f. September 1, 2015, and 2,120 options w.e.f. February 1, 2016. Out of the total 730,505 stock grants 111,718 stock grants have lapsed on account of employees leaving the service of the company before the vesting date, 367,772 stock grants has been vested and 364,190, options have been exercised, hence 254,597 stock grants are outstanding as at March 31, 2016.

Particulars	No. of Options		Exercise Price (Rs.)
	As on March 31, 2016	As on March 31, 2015	
Options Outstanding at the Beginning of the Year	298,380	223,358	5.00
Options granted	163,507	224,790	
Options exercised	156,816	123,758	
Less : Options lapsed	50,474	26,010	
Options Outstanding at the year end	254,597	298,380	5.00

Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of outstanding option is Rs. 10.96 per share as on March 31, 2016.

3. The employee stock option plans have been accounted based on the intrinsic value method and no compensation expense has been recognized since the market price of the underlying share at the grant date is the same / less than the exercise price of the option, the intrinsic value therefore being Nil.

The employee stock grant schemes have been accounted based on the intrinsic value method and compensation expense of Rs. 9.41 crore has been recognized in the Statement of Profit and Loss.

The fair value of the share options has been determined using the Black-Scholes Option Pricing Model. Had the fair value method of accounting been used, the net profit and earnings per share would have been as per the proforma amounts indicated below.

Particulars	Amount Rs. in Crore	
	Current Year	Previous Year
Net Profit (as reported)	484.43	402.47
Less : Employee Stock Option Plans compensation expense determined under fair value based method	(0.06)	(0.64)
Add : Difference in Employee Stock Grant Scheme compensation expense determined under fair value	0.58	0.46
Net Profit (Proforma)	484.95	402.29
	<u>Amount Rs</u>	<u>Amount Rs</u>
Basic Earnings per share (as reported)	14.42	12.00
Basic Earnings per share (Proforma)	14.40	11.99
Diluted Earnings per share (as reported)	14.41	11.98
Diluted Earnings per share (Proforma)	14.39	11.98

## GODREJ CONSUMER PRODUCTS LTD.

## I. EMPLOYEE STOCK OPTION PLAN OF ERSTWHILE GODREJ HOUSEHOLD PRODUCTS LTD

- a) Under the Scheme of Amalgamation, the Company has obtained the 'Godrej Sara Lee Limited Employees Stock Option Plan' set up for eligible employees of the erstwhile Godrej Household Products Limited. The equity shares of Godrej Industries Limited (GIL) are the underlying equity shares for the stock option plan. The ESOP Scheme is administered by an independent ESOP Trust created with IL&FS Trust Company Limited. The independent ESOP Trust has purchased shares of GIL from the market against which the options have been granted. The purchases have been financed by loans from the erstwhile Godrej Household Products Limited, which together with interest amounted to Rs. 1.95 crore as at beginning of the year. The ESOP Trust has made a net repayment of the loan amounting to Rs. 0.60 crore during the year. The total amount of loans outstanding together with interest thereon as at March 31, 2016 amounts to Rs. 1.35 crore which has been fully adjusted against the reserves in accordance with the scheme of amalgamation duly approved by the Hon'ble High Court of Judicature at Bombay during FY 2010-11. The repayment of the loans granted to the ESOP Trust and interest thereon is dependent on the exercise of the options by the employees and the market price of the underlying shares of the unexercised options at the end of the exercise period.

- b) The status of the above plan (since inception) is as under:

	As at 31/03/2016	As at 31/03/2015
Options Granted	2,129,000	2,129,000
Options Vested	-	-
Options Exercised	20,000	-
Options Lapsed / Forfeited, pending sale	15,000	-
Options Lapsed / Forfeited and sold	2,129,000	2,094,000
Total Number of Options Outstanding	-	35,000

## II. EMPLOYEE STOCK GRANT SCHEME

- a) The Company set up the Employees Stock Grant Scheme 2011 (ESGS) pursuant to the approval by the Shareholders on March 18, 2011.
- b) The ESGS Scheme is effective from April 1, 2011, (the "Effective Date") and shall continue to be in force until (i) its termination by the Board or (ii) the date on which all of the shares to be vested under Employee Stock Grant Scheme 2011 have been vested in the Eligible Employees and all restrictions on such Stock Grants awarded under the terms of ESGS Scheme, if any, have lapsed, whichever is earlier.
- c) The Scheme applies to the Eligible Employees of the Company or its Subsidiaries. The entitlement of each employee will be decided by the Compensation Committee of the Company based on the employee's performance, level, grade, etc.
- d) The total number of Stock Grants to be awarded under the ESGS Scheme are restricted to 2,500,000 (Twenty Five Lac) fully paid up equity shares of the Company. Not more than 500,000 (Five Lac) fully paid up equity shares or 1% of the issued equity share capital at the time of awarding the Stock Grant, whichever is lower, can be awarded to any one employee in any one year
- e) The Stock Grants shall vest in the Eligible Employees pursuant to the ESGS Scheme in the proportion of 1/3rd at the end of each year or as may be decided by the Compensation Committee from the date on which the Stock Grants are awarded for a period of three consecutive years subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.
- f) The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Compensation Committee.
- g) The Exercise Price of the shares has been fixed at Re. 1 per share. The intrinsic value, being the difference between market price and exercise price is treated as Employee Compensation Expenses and charged to the Statement of Profit and Loss. The value of the options is treated as a part of employee compensation in the financial statements and is amortised over the vesting period.

- h) The Status of the above plan (since inception) is as under:

	As at 31/03/2016	As at 31/03/2015
Options Granted	465,219	393,989
Options Vested	236,362	149,529
Options Exercised	236,362	149,440
Options Lapsed / Forfeited	87,761	70,428
Total Number of Options Outstanding	141,096	174,121

III. Pursuant to SEBI notification dated January 17, 2013, no further securities of the Company will be purchased from the open market.

IV. Had the fair value method of accounting been used, the employee compensation cost for the year ended March 31, 2016 would have been lower by Rs. 0.38 crore (previous year lower by Rs. 11.65 crore).



(Rupees in crore)

## 40. DETAILS OF EMPLOYEE BENEFITS:

The amount recognised in the Group Financial Statements as at the year end are as under :

## (a) DEFINED BENEFIT PLAN – GRATUITY:

(i) Change in Defined Benefit Obligation :

	Current Year	Previous Year
Liability at the beginning of the year	229.75	196.46
Interest cost	18.47	18.15
Current service cost	15.01	12.44
Benefit paid	(25.56)	(20.92)
Effect of Liability Transfer in/out	0.07	(0.60)
Actuarial (gain)/loss on obligations	13.67	24.22
Amalgamations		
Liability at the end of the year	251.42	229.75

(ii) Fair Value of Plan Assets:

Fair value of plan assets at the beginning of the year	179.69	171.80
Expected return on plan assets	14.52	16.03
Contributions by Employer	23.25	8.32
Benefit paid	(25.56)	(20.92)
Actuarial (gain)/loss on plan assets	1.80	4.45
Fair value of plan assets at the end of the year	193.70	179.69
Total actuarial gain/(loss) to be recognized	(11.87)	(19.77)

(iii) Actual Return on Plan Assets:

Expected return on plan assets	14.52	16.03
Actuarial (loss)/gain on plan assets	1.80	4.45
Actual return on plan assets	16.32	20.48

(iv) Amount recognised in the Balance Sheet:

Liability at the end of the year	251.42	229.75
Fair value of plan assets at the end of the year	193.70	179.69
Difference	(57.72)	(50.06)
Amount recognised in the Balance Sheet	(57.72)	(50.06)

(v) Expense recognised in the Statement of Profit and Loss:

Current service cost	15.01	12.44
Interest cost	18.47	18.15
Expected return on plan assets	(14.52)	(16.03)
Net actuarial (gain)/loss to be recognised	11.87	19.77
Total Expense recognised in the Statement of Profit and Loss	30.83	34.33

(vi) Balance Sheet Reconciliation:

Opening net liability	36.78	10.78
Expense as above	30.83	34.33
Employer's contribution	(23.25)	(8.32)
Amount recognised in the Balance Sheet	(44.37)	(36.78)

(vii) Actuarial Assumptions:

Discount rate	8.06%	8.00%
Rate of return on plan assets	8.06%	8.00%
Salary escalation	7.50%	7.50%

## (b) GENERAL DESCRIPTION OF DEFINED BENEFIT PLAN – GRATUITY:

Gratuity is payable to all eligible employees of the Company on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972, or as per the Company's Scheme, whichever is more beneficial.

## 41. ADDITIONAL INFORMATION ABOUT BUSINESS SEGMENTS

	Current Year								Previous Year									
	Consumer Durables	Industrial Products	Estate and Property Development	Personal and Household Care products	Veg Oils	Animal Feed	Others	Corporate/ Unallocated	Total Company	Consumer Durables	Industrial Products	Estate and Property Development	Personal and Household Care products	Veg Oils	Animal Feed	Others	Corporate/ Unallocated	Total Company
<b>REVENUE</b>																		
Domestic Sales	6,308.81	1,925.29	3,252.56	4,859.74	2,814.26	2,631.87	2,580.31	-	24,372.84	5,813.49	1,845.24	2,396.77	4,452.67	2,492.45	2,658.97	2,191.72	-	21,851.31
Export Sales	162.79	415.42	-	4,390.08	-	(6.12)	47.01	-	5,009.18	127.73	354.23	-	4,044.41	-	(5.21)	42.61	-	4,563.77
SALE OF PRODUCTS AND SERVICES (Gross)	6,471.60	2,340.71	3,252.56	9,249.82	2,814.26	2,625.75	2,627.32	-	29,382.02	5,941.22	2,199.47	2,396.77	8,497.08	2,492.45	2,653.76	2,234.33	-	26,415.08
Inter-Segment Transfers	192.63	21.85	120.76	-	-	-	122.16	-	457.40	22.34	260.28	106.52	-	-	-	158.91	-	548.05
Other Operating Revenue/Other Income	69.57	69.72	3.57	67.28	(32.73)	-	259.64	-	437.05	102.09	118.45	(5.49)	124.41	(10.55)	-	193.75	-	522.65
SEGMENT REVENUE	6,733.80	2,432.28	3,376.89	9,317.10	2,781.53	2,625.75	3,009.12	-	30,276.47	6,065.65	2,578.20	2,497.80	8,621.49	2,481.90	2,653.76	2,586.98	-	27,485.77
Less: Inter-Segment Revenue									(457.40)									(548.05)
Less: Excise Duty									29,819.07									26,937.73
Add: Income from Dividends									993.94									862.62
TOTAL REVENUE									0.23									0.26
									28,825.36									26,075.37
<b>RESULTS FROM OPERATIONS</b>																		
Profit before Corporate / Common Expenses, Interest, Depreciation and Amortization	663.49	30.02	705.05	1,648.71	47.48	125.24	201.97	(41.85)	3,380.11	657.20	47.04	627.52	1,390.50	72.11	206.10	647.39	(497.78)	3,150.08
Less: Non Cash Expenses: Depreciation	84.65	50.09	18.61	103.11	-	-	130.40	-	386.86	77.48	51.53	54.47	90.78	10.93	41.22	28.06	-	354.47
SEGMENT RESULTS (Profit before Corporate / Common Expenses and Interest)	578.84	(20.07)	686.44	1,545.60	47.48	125.24	71.57	(41.85)	2,993.25	579.72	(4.49)	573.05	1,299.72	61.18	164.88	619.33	(497.78)	2,795.61
Add: Income from Dividends									0.23									0.26
Interest Income from ESOP trust									-									8.60
Total Profit/(Loss) on Sale of Fixed Assets (Net)									-									5.36
Total Profit on Sale of Investments (Net)									140.07									183.84
									3,133.55									2,993.67
Less: Interest (Net of Interest Income)									453.18									354.69
Less: Other Unallocated Corporate / Common Expenses									534.63									752.05
Less: Restructuring Cost									(26.83)									25.77
Less: Divestment of Business									-									1.94
Voluntary Retirement Compensation									(4.87)									-
Add: Diminution in Value of Investments									22.04									-
PROFIT BEFORE TAX									2,136.08									1,859.22
Provision for Taxes									528.95									466.33
PROFIT FOR THE YEAR									1,607.13									1,392.89
<b>CAPITAL EMPLOYED (at the end of the year)</b>																		
Segment Assets	2,711.73	1,840.60	6,805.99	9,921.91	330.70	2,371.96	24.92	5,620.09	29,627.90	2,529.90	2,007.28	6,166.46	8,893.83	271.92	1,952.72	27.39	4,497.95	26,347.45
Segment Liabilities	779.44	684.22	6,074.99	5,052.78	73.55	793.45	19.09	11,430.44	24,907.96	702.00	694.27	5,998.20	4,828.09	31.49	1,054.54	11.40	8,677.64	21,997.63
SEGMENT CAPITAL EMPLOYED (Segment Assets - Segment Liabilities)	1,932.29	1,156.38	731.00	4,869.13	257.15	1,578.51	5.83	(5,810.35)	4,719.94	1,827.90	1,313.01	168.26	4,065.74	240.43	898.18	15.99	(4,179.69)	4,349.82
Investments									985.34									1,020.95
Less: Deferred Tax Liabilities (Net)									123.04									109.47
TOTAL CAPITAL EMPLOYED (NET ASSETS) (as per Balance Sheet)									5,582.24									5,261.30
CAPITAL EXPENDITURE																		
TOTAL CAPITAL EXPENDITURE (as per Balance Sheet)	153.65	205.28	10.55	409.42	30.65	51.83	645.71	27.76	1,534.85	129.40	148.69	197.81	192.22	10.82	238.89	86.46	40.50	1,044.79

## Information about Secondary Business Segments

Revenue by Geographical markets	Current Year	Previous Year	Carrying Amount of Segment Assets	Current Year	Previous Year
	India	23,816.18		21,511.60	India
Outside India	5,009.18	4,563.77	Outside India	6,601.36	6,601.36
Total	28,825.36	26,075.37	Total	29,627.90	26,347.45

### Business Segments

The Accounting Standard 17 (AS-17) on "Segment Reporting" requires disclosure of segment information to facilitate better understanding of the performance of an enterprise's business operations.

The Company has identified Business Segments to comply with the primary-segment disclosures as per AS-17, considering the organization structure, internal financial reporting system, and the risk-return profiles of the businesses. The Company's organisation structure and management processes are designed to support effective management of multiple businesses while retaining focus on each one of them.

#### (a) Identification of Business Segments

The Consumer Durables segment includes Furniture, Office Equipment, Home Appliances, Locks and Security Equipment. The Industrial Products segment includes Process Plant and Equipment, Toolings, Special Purpose Machines, Precision Components/Engineering, Electricals and Electronics, Electric Motors, Storage Solutions and Material Handling Equipment. Chemicals includes the business of production and sale of Oleochemicals and Surfactants such as Fatty Acids, Fatty Alcohols, refined glycerine, Alpha Olefin Sulphonates, Sodium Lauryl Sulphate and Sodium Lauryl Ether Sulphate. Animal Feed segment includes the business of production and sale of compound feeds for cattle, poultry, shrimp and fish. Veg oils segment includes the business of processing and bulk trading of refined vegetable oils & vanaspati, international vegetable oil trading and Oil Palm Plantation. Estate & property development segment includes the business of development and sale of real estate and leasing and leave and licensing of properties. Ready-mix Concrete, Integrated Poultry, Agri Inputs and tissue culture, seeds business, energy generation through windmills and gourmet foods and fine beverages are included under Other operations. The geographical segments consists of Sales in India represent sales to customers located in India and Sales outside India represent sales to customers located outside India.

#### (b) Segment Revenue, Results, Assets and Liabilities

Segment revenue and results are arrived at based on amounts identifiable to each of the segments. Inter-segment transfers are valued at cost or market-based prices, as may be negotiated between the segments with an overall optimization objective for the Company. Other unallocated expenses include corporate expenses, as well as expenses incurred on common shared-services provided to the segments. Segment assets include all operating assets used by the business segment and consist mainly of net fixed assets, debtors and inventories. Segment liabilities primarily include creditors and advances from customers. Unallocated assets mainly relate to the factory, administrative, employee welfare, and marketing infrastructure at Vikhroli, Mumbai and at up-country establishments, not directly identifiable to any business segment. Liabilities which have not been identified between the segments are shown as unallocated liabilities.

## 42. SCHEMES OF AMALGAMATION

### (i) Amalgamation of East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. with the Company:

(a) A Scheme of Amalgamation ("the Scheme") of East View Estates Pvt. Ltd., First Rock Infrastructure Pvt. Ltd. and Miracletouch Developers Pvt. Ltd. ("three subsidiaries") with the Company with effect from 1st April 2015, was sanctioned by the Hon'ble High Court of Judicature at Bombay ("the Court") on 8th July, 2016 and certified copies of the Order of the Court sanctioning the Scheme were filed with the Registrar of Companies, Maharashtra on 8th July, 2016. Accordingly, the Scheme has been given effect to in the accounts for the year, and the entire undertaking of the erstwhile three subsidiaries stands transferred to and vested in the Company as a going concern and the three subsidiaries, without any further act, stands dissolved without winding up. The three subsidiaries were mainly engaged in the business of land development.

(b) The details of adjustments made in the accounts pursuant to the Scheme are set out below:

Value of Net Assets of three subsidiaries taken over as at 1 <sup>st</sup> April, 2015 (See Notes below):	First Rock			Total
	East View Estates Pvt. Ltd.	Infrastructure Pvt. Ltd.	Miracletouch Developers Pvt. Ltd.	
	Rs.	Rs.	Rs.	Rs.
Fixed Assets (Freehold Land)	34,349,155	82,030,163	61,978,315	178,357,633
Long-term loans and advances	61,565			61,565
Cash and Cash equivalents	325,412	27,668	17,889	370,969
Short-term loans and advances		20,331	109,289	129,620
<b>Total Assets (A)</b>	<b>34,736,132</b>	<b>82,078,162</b>	<b>62,105,493</b>	<b>178,919,787</b>
Less: Liabilities:				
Short-term borrowings	46,042,437	123,642,674	91,354,069	261,039,180
Trade Payables	8,764		132	8,896
Other Current Liabilities		11,236	11,368	22,604
<b>Total Liabilities (B)</b>	<b>46,051,201</b>	<b>123,653,910</b>	<b>91,365,569</b>	<b>261,070,680</b>
<b>Total Value of Net Assets taken over [(A) – (B)]</b>	<b>(11,315,069)</b>	<b>(41,575,748)</b>	<b>(29,260,076)</b>	<b>(82,150,893)</b>
Less: Book Value of Investments	(9,385,245)	(69,407,440)	(78,384,250)	(157,176,935)
<b>Balance adjusted against Capital Reserve [Note 3 i (iii)]</b>	<b>(20,700,314)</b>	<b>(110,983,188)</b>	<b>(107,644,326)</b>	<b>(239,327,828)</b>

## Notes:

## (i) For recording Fixed Assets in the books of the Company at Fair Values:

Freehold Land has been recorded at the carrying value of Rs. 17.84 crore in the books of the three subsidiaries as at 31st March, 2015.

(ii) All assets and liabilities, other than the Fixed Assets items mentioned in the Note (i) above, have been recorded in the books of the Company at the values appearing in the books of the three subsidiaries as at the closing balance sheet as at 31st March, 2015. Since these subsidiaries were 100% owned by the Company, there was no issue of shares, instead, the carrying values of these investments in the book of the Company have been adjusted (as shown above) against Capital Reserve.

(c) With effect from 1st April, 2015, all debts, liabilities, duties and obligations of the three subsidiaries as at the close of business on the date preceding the aforesaid date, whether or not provided in the books of the three subsidiaries, and all liabilities which arise or accrue on or after 1st April, 2015 shall be deemed to be the debts, liabilities, duties and obligations of the Company.

(d) Since the aforesaid Scheme, which is effective from 1st April, 2015, has been given effect to in these accounts, the figures for the current year to that extent are not comparable with those of the previous year.

## (ii) Members' Voluntary Liquidation Proceedings Of Godrej (Malaysia) Sdn. Bhd:

During the year, as part of the Members' Voluntary Liquidation proceedings of Godrej Malaysia (GM), 12,50,000 shares of Rs.10 each held by G(M) in Mercury Manufacturing Company Ltd. (MMCL) have been acquired by the Company as distribution in specie. Distribution of assets of G(M) back to the Company as a shareholder in MMCL would be capital in nature and be a part of its entitlement as a shareholder. The transfer of the said shares of MMCL was registered on 18th March 2016 and the stamp duty on the said transfer amounted to Rs.1,30,250/-. Pursuant to the said transfer, MMCL has become a wholly-owned subsidiary of G&B w.e.f 18th March, 2016. The value of other net assets (residual basic balance) will be transferred to the Company on the completion of the liquidation proceedings in Malaysia. The carrying value of the Company's investment in G(M) has been reduced by the value of MMCL shares received by the Company from the liquidator of G(M), pending completion of the liquidation proceedings.

(iii) During the quarter, Godrej Consumer Products Ltd., through one of its wholly owned subsidiaries, has entered into an agreement to acquire 75% stake in Canon Chemicals Limited, Kenya, a home and personal care company.

(iv) In April, 2016, Godrej Consumer Products Ltd., through one of its wholly owned subsidiaries, has completed the acquisition of 100% stake in Strength of Nature, USA a leading hair care company.

(v) Pursuant to a Deed of Merger ("the Scheme"), sanctioned by a Dutch Court, vide its order effective March 31, 2016, Godrej Argentina Dutch Cooperatief UA has been merged with Godrej Consumer Products Dutch Cooperatief UA, Godrej Netherlands Argentina BV has been merged with Godrej Consumer Holdings (Netherlands) B.V. and Godrej Netherlands Argentina Holding BV has been merged with Godrej Consumer Products (Netherlands) B.V with effect from April 1, 2015.

## 43. INCENTIVE PLAN

The amount carried forward in notional bank as on March 31, 2016 amounting to Rs. 0.38 crore (previous year Rs. 0.42 crore) has been provided for as PLVR for the financial year 2015-16 and balance carried forward is NIL as on March 31, 2016.

#### 44. RELATED PARTY DISCLOSURES

##### (a) NAMES OF RELATED PARTIES AND NATURE OF RELATIONSHIPS:

###### (i) An investing associate with a substantial interest in voting power:

Godrej Investments Private Ltd. (holds 26.77% of the equity share capital of the Company)

###### (ii) Subsidiaries of the Company:

###### A. Subsidiaries (with the Company's direct equity holdings in excess of 50%):

1. Godrej Industries Ltd.
2. Godrej Infotech Ltd.
3. Godrej (Malaysia) Sdn. Bhd. (incorporated in Malaysia) (in members' voluntary liquidation w.e.f. 7th September, 2015)
4. Godrej (Singapore) Pte. Ltd. (incorporated in Singapore)
5. Veromatic International BV (incorporated in the Netherlands)
6. Busbar Systems (India) Ltd (a wholly-owned subsidiary)
7. Mercury Mfg. Co. Ltd. (a wholly-owned subsidiary)
8. Godrej Americas Inc. (a wholly-owned subsidiary incorporated in the USA)
9. First Rock Infrastructures Pvt. Ltd. (a wholly-owned subsidiary)
10. MiracleTouch Developers Pvt. Ltd. (a wholly-owned subsidiary)
11. East View Estates Pvt. Ltd. (a wholly-owned subsidiary)
12. India Circus Retail Pvt. Ltd. (a subsidiary w.e.f. 16th December, 2015)

###### B. Subsidiaries of Godrej Industries Ltd.:

1. Godrej Agrovat Ltd. (GAVL)
2. Godrej Properties Ltd. (GPL)
3. Ensemble Holdings & Finance Ltd.
4. Godrej International Ltd. (incorporated in the Isle of Man)
5. Natures Basket Ltd.
6. Godrej International Trading & Investments Pte Ltd. (Incorporated in Singapore)
7. Godrej International Ltd. (Labuan Malaysia)

###### C. Subsidiaries of Godrej Infotech Ltd.:

1. Godrej Infotech Americas Inc. (a wholly-owned subsidiary incorporated in the USA on 28th February, 2014)
2. Godrej Infotech (Singapore) Pte. Ltd. (a wholly-owned subsidiary incorporated in Singapore on 27th May, 2014)
3. LVD Godrej Infotech NV (incorporated in Belgium on 18th December, 2009 and a subsidiary w.e.f 22nd October, 2014)

###### D. Subsidiaries of GAVL:

1. Godrej Seeds & Genetics Ltd.
2. Godvet Agrochem Ltd.
3. Astec LifeSciences Ltd. (a subsidiary w.e.f. 12th October, 2015)
  - i. Behram Chemicals Private Limited ( a subsidiary of Astec LifeSciences Ltd.)
  - ii. Astec Europe Sprl (a subsidiary of Astec LifeSciences Ltd.)
  - iii. Comercializadora Agricola Agroastrachem Cia Ltda (a subsidiary of Astec LifeSciences Ltd.)
4. Creamline Dairy Products Ltd. (a subsidiary w.e.f. 21st December, 2015)
  - i. Nagavalli Milkline Pvt. Ltd. (a subsidiary of Creamline Dairy Products Ltd.)

###### E. Subsidiaries of GPL:

1. Godrej Realty Pvt. Ltd.
2. Godrej Real Estate Pvt. Ltd.
3. Happy Highrises Ltd.
4. Godrej Buildwell Pvt. Ltd. (merged with Godrej Projects Development Pvt. Limited w.e.f. April 29, 2015)
5. Godrej Buildcon Pvt. Ltd.
6. Godrej Projects Development Pvt. Ltd. (GPDPL)
7. Godrej Redevelopers (Mumbai) Pvt. Ltd. (a subsidiary of GPDPL)
8. Godrej Premium Builders Pvt. Ltd. (merged with Godrej Projects Development Pvt. Ltd. Limited w.e.f. August 21, 2015)
9. Godrej Garden City Properties Pvt. Ltd.
10. Godrej Landmark Redevelopers Pvt. Ltd.
11. Godrej Green Homes Ltd.
12. Godrej Home Developers Pvt. Ltd.
13. Godrej Hillside Properties Pvt. Ltd.
14. Godrej Greenview Housing Private Limited ( a subsidiary w.e.f 15th May, 2015)
15. Godrej Prakriti Facilities Private Limited ( a subsidiary of Happy Highrises Ltd.w.e.f 9th June, 2015)
16. Godrej Investment Advisers Private Limited ( a subsidiary w.e.f 29th October 2015)

17. Godrej Highrises Properties Private Limited ( a subsidiary w.e.f 26th June, 2015)
  18. Wonder Projects Development Private Limited ( a subsidiary w.e.f 24th June, 2015)
  19. Godrej Genesis Facilities Management Private Limited ( a subsidiary of Happy Highrises Ltd w.e.f 19th February, 2016)
  20. Godrej Fund Management Pte. Limited ( a subsidiary of Godrej Investment Advisers Pvt. Ltd incorporated on 25th January, 2016)
- F. Subsidiaries of Godrej (Singapore) Pte. Ltd.:
1. JT Dragon Pte. Ltd. (Incorporated in Singapore)
  2. Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam) (a wholly owned subsidiary of JT Dragon Pte. Ltd.)
- H. Subsidiaries of Veromatic International BV:
1. Veromatic Services BV (incorporated in the Netherlands)
  2. Prowama Trading BV (incorporated in the Netherlands) (formerly, Water Wonder Benelux BV) liquidated on 28th December 2015
- I. Other Subsidiaries (where the Company owns directly and/or indirectly through one or more subsidiaries, more than one-half of the equity share capital):
1. Godrej Consumer Products Ltd. (GCPL)
  2. Godrej One Premises Management Pvt. Limited (w.e.f 22nd July, 2015)
- J. Subsidiaries and Sub-subsidiaries of GCPL:
1. Godrej South Africa (Proprietary) Ltd. (formerly, Rapidol (Pty) Ltd.) (incorporated in South Africa)
  2. Godrej Netherlands BV (incorporated in the Netherlands)
  3. Godrej UK Ltd. (a subsidiary of Godrej Netherlands BV)
  4. Godrej Global Mid East FZE (incorporated in Sharjah, U.A.E.) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  5. Godrej Consumer Products Mauritius Ltd.
  6. Godrej Consumer Products Holding (Mauritius) Ltd. (incorporated in Mauritius)
  7. Godrej Household Products Lanka (Private) Ltd. (incorporated in Sri Lanka)
  8. Godrej Household Products Bangladesh Pvt. Ltd. (incorporated in Bangladesh)
  9. Godrej Consumer Products Bangladesh Ltd. (incorporated in Bangladesh)
  10. Godrej Mauritius Africa Holdings Ltd. (incorporated in Mauritius)
  11. Godrej West Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
  12. Godrej Consumer Products (UK) Ltd. (a subsidiary of Godrej UK Ltd.)
  13. Godrej Consumer Investments (Chile) Spa, (incorporated in Chile) (a subsidiary of Godrej Netherlands BV)
  14. Godrej Mideast Holdings Limited (Incorporated in Dubai) (a 100 % subsidiary of Godrej Indonesia IP Holdings Limited) (w.e.f. 28th July, 2015)
  15. Godrej Holdings (Chile) Limitada, (incorporated in Chile) (a subsidiary of Godrej Consumer Investments (Chile) Spa)
  16. Cosmetica Nacional, (incorporated in Chile) (a subsidiary of Godrej Holdings (Chile) Limitada)
  17. Plasticos Nacional, (incorporated in Chile) (a subsidiary of Cosmetica Nacional)
  18. Kinky Group (Proprietary) Ltd. (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
  19. Godrej Nigeria Ltd. (incorporated in Nigeria) (a subsidiary of Godrej Consumer Products Mauritius Ltd.)
  20. Indovest Capital Ltd. (incorporated in Malaysia) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  21. Godrej Consumer Products Dutch Cooperatief UA, (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
  22. Godrej Consumer Products (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
  23. Godrej Consumer Holdings (Netherlands) BV (incorporated in the Netherlands) (a subsidiary of Godrej Consumer Products Dutch Cooperatief UA)
  24. PT Megasari Makmur (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  25. PT Intrasari Raya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  26. PT Ekamas Sarijaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  27. PT Indomas Susemi Jaya (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  28. PT Sarico Indah (incorporated in Indonesia) (a subsidiary of Godrej Consumer Holdings (Netherlands) BV)
  29. Godrej Argentina Dutch Cooperatief UA (incorporated in Netherlands) (a subsidiary of Godrej Consumer Products Mauritius Ltd.) merged into Godrej Consumer Products Dutch Cooperatief UA w.e.f. 31st March, 2016
  30. Godrej Netherlands Argentina Holding BV . (incorporated in Netherlands) (a subsidiary of Godrej Argentina Dutch Cooperatief UA) merged into Godrej Consumer Products Netherlands BV w.e.f. 31st March, 2016
  31. Godrej Netherlands Argentina BV (incorporated in the Netherlands) (a subsidiary of Godrej Argentina Dutch Cooperatief UA) merged into Godrej Consumer Holding Netherlands BV w.e.f. 31st March, 2016
  32. Panamar Proccuccioness S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  33. Argencos S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  34. Laboratoria Cuenca S.A. (incorporated in Argentina) (a subsidiary of Godrej Netherlands Argentina BV)
  35. Deciral S.A. (incorporated in Uruguay) (a subsidiary of Laboratoria Cuenca S.A.)
  36. Issue Group Brazil Ltd. (incorporated in Brazil) (a subsidiary of Godrej Netherlands Argentina BV)

37. Consell S.A . (incorporated in Argentina) (a subsidiary of Laboratoria Cuenca S.A.)
38. Subinite Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej West Africa Holdings Ltd.)
39. Lorna Nigeria Ltd (incorporated in Nigeria) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
40. Weave IP Holding Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej West Africa Holdings Ltd.)
41. Weave Trading Mauritius Pvt. Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
42. Hair Trading (Offshore) S. A. L. (incorporated in Lebanon) (a subsidiary of Weave Trading Mauritius Pvt Ltd.)
43. Weave Mozambique Limitada (incorporated in Mozambique) (a subsidiary of Godrej West Africa Holdings Ltd.)
44. Godrej East Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
45. Style Industries Ltd. (incorporated in Kenya) (a subsidiary of DGH Phase Two Mauritius Pvt. Ltd.)
46. DGH Phase Two Mauritius (incorporated in Mauritius) (a subsidiary Godrej East Africa Holdings Ltd.)
47. Godrej Tanzania Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Ltd.)
48. DGH Tanzania Ltd (incorporated in Tanzania) (a subsidiary of Godrej Tanzania Holdings Ltd.)
49. Sigma Hair Ind Ltd. (incorporated in Tanzania) (a subsidiary of DGH Tanzania Ltd.)
50. Weave Ghana Ltd. (incorporated in Ghana) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
51. Godrej Consumer Products US Holding Limited (Incorporated in Mauritius) (w.e.f. 29th March, 2016)
52. Darling Trading Company Mauritius Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
53. Godrej Africa Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
54. Godrej Indonesia IP Holdings Ltd. (incorporated in Mauritius) (a subsidiary of Godrej Consumer Products Holding (Mauritius) Ltd.)
55. Frika Weave Pty Ltd. (incorporated in South Africa) (a subsidiary of Godrej Mauritius Africa Holdings Ltd.)
56. Belaza Mozambique LDA (w.e.f 30th April, 2015)
57. Charm Industries Ltd. (w.e.f. 14th August, 2015)
58. DGH Angola (name changed from Godrej Megasari Holdings)
59. Godrej Hair Care Nigeria Limited (w.e.f 12th January, 2016)
60. Godrej Household Insecticide Nigeria Ltd. (w.e.f 12th January, 2016)
61. Hair Credentials Zambia Limited (w.e.f 23rd December 2015)
62. Godrej SON Holdings Inc. (Incorporated in USA) (w.e.f. 24th March, 2016)

(iii) Joint Ventures:

1. Godrej Efacec Automation & Robotics Ltd.
2. Godrej & Khimji (Middle East) LLC (incorporated in Oman) [a Joint Venture of Godrej (Singapore) Pte. Ltd.]

(iv) An Associate over which the Company's Chairman and Managing Director is able to exercise significant influence:

1. Geometric Ltd.

(v) Other Associates:

1. Godrej & Boyce Enterprises LLP
2. JNG Enterprise LLP
3. RKN Enterprise LLP
4. ABG Venture LLP
5. NBG Enterprise LLP
6. SVC Enterprise LLP
7. Godrej Vikhroli Properties LLP
8. Godrej Property Developers LLP
9. Mosaic Landmarks LLP
10. Dream World Landmarks LLP
11. Oxford Realty LLP
12. Godrej SSPDL Green Acres LLP
13. M S Ramaiah Ventures LLP
14. Oasis Landmarks LLP
15. Godrej Housing Projects LLP
16. Godrej Construction Projects LLP
17. Godrej Land Developers LLP (w.e.f 22nd April, 2015)
18. Godrej Developers & Properties LLP (w.e.f 22nd April, 2015)
19. Godrej Highrises Realty LLP (w.e.f 22nd April, 2015)
20. Godrej Project Developers & Properties LLP (w.e.f 16th June, 2015)
21. Amitis Developers LLP
22. Caroa Properties LLP
23. Crop Science Advisors LLP
24. Sheetak Inc. (incorporated in USA)

25. Future Factory LLP  
26. Anamudi Real Estates LLP

## (vi) Key Managerial Personnel:

## (a) Whole-time Directors:

1. Mr. J. N. Godrej, Chairman & Managing Director
2. Mr. N. J. Godrej, Executive Director
3. Mr. V. M. Crishna, Executive Director (Lawkim Motors Group)
4. Mr. P. D. Lam, Executive Director
5. Mr. K. A. Palia, Executive Director (Finance)
6. Mr. A. G. Verma, Executive Director & President

## (b) Others:

1. Mr. P. K. Gandhi, Chief Financial Officer
2. Mr. P. E. Fouzdar, Executive Vice President (Corporate Affairs) and Company Secretary

## (vii) Relatives of Whole-time Directors with whom the Company has transactions:

1. Mrs. P. J. Godrej (spouse of Mr. J. N. Godrej)
2. Ms. R. J. Godrej (daughter of Mr. J. N. Godrej)
3. Mrs. S. G. Crishna (spouse of Mr. V. M. Crishna)
4. Mrs. F. C. Bieri (daughter of Mr. V. M. Crishna)
5. Ms. N. V. Crishna (daughter of Mr. V. M. Crishna)

## (viii) Key Managerial Personnel having significant influence over the group:

1. Mr. A. B. Godrej, Non-Executive Director for the parent company
2. Mr. N. B. Godrej, Non-Executive Director for the parent company
3. Ms. Nisaba Godrej (daughter of Mr. A. B. Godrej)
4. Ms. Tanya Dubash (daughter of Mr. A. B. Godrej)
5. Ms. P. A. Godrej (wife of Mr. A. B. Godrej)
6. Mr. P. A. Godrej (son of Mr. A. B. Godrej)
7. Ms. R. N. Godrej (wife of Mr. N. B. Godrej)
8. Mr. S. N. Godrej (son of Mr. N. B. Godrej)
9. Mr. B. N. Godrej (son of Mr. N. B. Godrej)

## (b) PARTICULARS OF TRANSACTIONS WITH RELATED PARTIES DURING THE YEAR:

	Current Year	(Rupees in crore) Previous Year
	Associate Companies [Items (a)(i), (iii), (iv) and (vi)]	Associate Companies [Items (a)(i), (iii), (iv) and (v)]
(i) Transactions carried out with the related parties,		
(a) Purchase of Materials/Finished Goods/Services	13.04	12.19
(b) Sales, Services Rendered and Other Income	34.75	11.95
(c) Dividends Received	7.48	2.44
(d) Interest paid on Deposits taken	7.41	12.31
(e) Dividends paid	180.69	74.84
(f) Unsecured Deposits taken and repaid	252.00	514.00
(g) Trade and other Receivables	7.66	2.28
(h) Trade and other Payables	2.19	0.10
(i) Deposits received, outstanding at year end	109.36	-
(j) Deposits refunded	17.90	51.22
(k) Guarantees given, outstanding at year end	26.50	2.25
(l) Rent, Establishment & other exps paid	6.46	13.42
(m) Other Income	70.10	51.02
(n) Advances given	21.91	1.94
(o) Advances received	1.91	33.41
(p) Repayment of loan given	5.64	0.45
(q) Inter Corporate deposits advanced	35.75	13.30
(r) Redemption of Debentures	34.32	-
(s) Investment in Debentures	140.88	97.85
(t) Issue of Equity Shares	1.14	5.59
(u) Share of Profit in LLP	16.56	4.63



	Current Year	(Rupees in crore) Previous Year
(ii) Transactions carried out with Mr. J. N. Godrej, Chairman & Managing Director		
(a) Dividends paid	15.70	9.81
(b) Unsecured Deposits outstanding	15.00	8.00
(c) Interest paid on Deposits taken	0.37	0.39
(iii) Transactions carried out with Mr. V. M. Crishna, Executive Director:		
(a) Dividends paid *	0.01	0.00
(b) Unsecured Deposits outstanding	7.00	-
(iv) Transactions carried out with Mr. N. J. Godrej, Executive Director:		
(a) Dividends paid	7.88	4.93
(v) Transactions carried out with Mr. A. B. Godrej, Chairman (Godrej Industries Ltd):		
(a) Dividends paid	15.47	9.67
(vi) Transactions carried out with Mr. N. B. Godrej, Managing Director (Godrej Industries Ltd):		
(a) Dividends paid	31.91	19.67
(b) Issue of equity shares		14.01
(vi) Dividend paid to relatives of Whole-time Directors:		
(a) Mrs. P. J. Godrej	0.02	0.01
(b) Ms. R. J. Godrej (beneficiary of The Raika Godrej Family Trust):	7.88	4.93
(c) Mrs. S. G. Crishna	16.96	10.59
(d) Mrs. F. C. Bieri	7.26	4.54
(e) Mrs. N. V. Crishna	7.26	4.54
(vii) Remuneration paid/payable to Key Management Personnel (Whole-time Directors)	84.45	61.00
(viii) Outstanding Remuneration paid/payable to Key Management Personnel (Whole-time Directors)	25.73	14.50
(ix) Transactions carried out with Godrej Investments Ltd.:		
(a) Dividends paid	85.17	53.23
(b) Interest paid on Deposits taken	7.31	11.64
(c) Unsecured Deposits taken and repaid	230.00	506.00
(d) Deposits received and outstanding	109.36	44.59
*(Amount less than Rs.0.01 crore)		
<b>SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES DURING THE YEAR:</b>		
(a) Purchase of Materials/Finished Goods/Services		
Future Factory LLP	2.80	5.12
Polchem Hygiene Laboratories P. Ltd.	2.37	3.24
Godrej Tyson Foods Ltd	1.00	1.80
Geometric Ltd	1.21	1.74
Efacec Handling Solutions S. A.	2.82	0.86
Anamudi Real Estates LLP.	2.06	-
(b) Sales, Services Rendered		
Godrej Efacec Automation & Robotics Ltd.	13.30	11.01
Efacec Engenharia e Sistemas S.A.	2.29	0.87
Efacec Singapore Pte. Ltd	2.91	2.96
Geometric Ltd.	0.11	0.49
Bhabhani Blunt Hairdressing Pvt. Ltd	0.48	-
Godrej Khimji (Middle East) LLC	0.38	0.45
(c) Dividends Received		
Godrej Efacec Automation & Robotics Ltd.	0.78	0.30
Geometric Ltd.	6.70	2.43
(d) Trade and other Receivables		
Geometric Ltd.	0.04	0.31
Godrej Efacec Automation & Robotics Ltd.	2.95	1.79
Efacec Engenharia e Sistemas S.A.	1.70	0.70
Efacec Singapore Pte. Ltd	2.63	1.40
Godrej Khimji (Middle East) LLC	0.15	0.18

	Current Year	(Rupees in crore) Previous Year
(e) Trade and other Payables		
Efacec Handling Solutions S. A.	2.17	0.07
Future Factory LLP	0.02	0.10
(g) Guarantees given, outstanding at year end		
Sheetak Inc., USA	26.50	2.25
(h) Rent, Establishment & other exps paid		
Godrej Tyson Foods Ltd	0.11	0.38
Bhabhani Blunt Hairdressing Pvt. Limited	0.15	0.09
(i) Other Income		
Shubh Properties Cooperatief U.A. (COOP)	60.45	38.28
(j) Investment in Debentures		
Shubh Properties Cooperatief U.A. (COOP)	140.88	97.85

Transactions with Joint Ventures has been reported at full value

#### 45. DISCLOSURE IN RESPECT OF LEASES

(a) The Company's significant leasing arrangements are in respect of operating leases for motor cars, laptop computers, machinery, storage tanks and premises (office, godown, show-room, retail store, residential, etc.), occupied by the Company. The aggregate lease rentals payable by the Company are charged to the Statement of Profit and Loss as Rent [Note 32(j)], Establishment and Other Expenses [Note 32(k)] and Motor Car and Lorry Expenses [Note 32(m)]. The future minimum lease payments under non-cancellable operating leases in respect of premises, motor cars and laptop computers, due within a period of one year are estimated at Rs. 83.73 crore (as at 31-3-2015: Rs. 89.27 crore), those due later than one year but not later than five years at Rs. 219.44 crore (as at 31-3-2015: Rs. 265.33 crore), and those due later than five years at Rs. 37.40 crore (as at 31-3-2015: Rs. 68.98 crore).

(b) Lease income from operating leases is recognised in the Statement of Profit and Loss. Initial direct costs incurred specifically to earn revenues from operating leases of fixed assets are charged to the Statement of Profit and Loss as incurred. These assets pertain to land, commercial/residential premises, forklifts and vending machines given on lease on varying tenure and other terms.

In respect of assets given on operating leases, the gross book value and the accumulated depreciation at the end of the year, aggregate to Rs. 568.12 crore and Rs. 83.32 crore, respectively (as at 31-3-2015: Rs. 395.69 crore and Rs. 59.68 crore respectively); and the depreciation charge for the year corresponding to the period of lease rentals, is estimated at Rs. 19.16 crore (Previous Year: Rs. 14.89 crore).

The future minimum lease rentals receivable under non-cancellable operating leases within a period of one year are estimated at Rs. 57.94 crore (as at 31-3-2015: Rs. 52.80 crore), those due later than one year but not later than five years at Rs. 125.81 crore (as at 31-3-2015: Rs. 175.08 crore), and those due later than five years at Rs. 30.42 crore (as at 31-3-2015: Rs. 48.82 crore).

The future minimum lease rentals under finance lease within a period of one year are estimated at Rs. 0.01 crore (as at 31-3-2015: Rs. 0.78 crore), those due later than one year but not later than five years at Rs. Nil (as at 31-3-2015: Rs. 0.25 crore)

#### 46. FORWARD EXCHANGE CONTRACTS AND UNHEDGED FOREIGN CURRENCY EXPOSURE

(a) Commodity futures contracts entered into by the Company:

Particulars and Purpose	Amount in foreign currency	
	As at 31-03-2016	As at 31-03-2015
Sales		
Number of contracts	20,001	21
Number of units under above contracts in M	730	21,460
Purchase		
Number of contracts	2	22
Number of units under above contracts in M	2,480	23,960

## (b) Outstanding forward exchange contracts entered into by the Company:

Particulars and Purpose	Amount in foreign currency				
		As at 31-03-2016		As at 31-03-2015	
Forward Cover (Trade Receivables and unexecuted Sales Orders)					
Number of contracts		134		114	
Amount	USD	33,986,030	USD	32,645,480	
Amount	EUR	5,296,760	EUR	2,300,000	
Forward Cover (Trade Payables, unexecuted Purchase Orders and foreign currency borrowings)					
Number of contracts		158		169	
Amount	USD	63,819,552	USD	65,078,096	
Amount	EUR	5,037,430	EUR	284,326	
Amount	GBP	3,300,283		-	
Amount	AUD	39,941,560	AUD	42,471,660	
Spot Contract to Purchase (USD) - 1 contract (previous year 0 contract)	USD	250,000		-	

## (c) Details of year-end foreign currency exposures that are not hedged:

Particulars	Amount in foreign currency				
		As at 31-03-2016		As at 31-03-2015	
Trade Payables	USD	181,925,490	USD	178,620,146	
	EUR	2,556,057	EUR	1,929,226	
	GBP	69,413.99	GBP	100,920.00	
	AED	780,466	AED	239,341	
	ZAR	80,000	ZAR	1,420,000	
	INR	-	INR	9,650,000	
	JPY	102,799,361	JPY	950,000	
	SGD	111,541	SGD	2,109	
	CNY	210,000		-	
	SAR	37,150		-	
	CAD	29,061		-	
	SEK	2,978		-	
	CHF	64,876		-	
Trade Receivables	USD	49,960,828	USD	36,451,856	
	EUR	3,781,220	EUR	2,835,703	
	GBP	11,064,094	GBP	662,702	
	KWD	907,833	KWD	222,441	
	ZAR	950,000	ZAR	760,000	
	SAR	36,807	SAR	49,450	
		-	QAR	42,246	
	AED	138,195		-	
	SGD	36,414		-	
Cash and Cash Equivalents	USD	4,460,000	USD	15,720,000	
	EUR	10,000	EUR	940,000	
	ZAR	580,000	ZAR	430,000	
	CNY	930,000		-	
		-		VND 1,070,000	

(\*) For Godrej Industries Limited, Uncovered Foreign Exchange Exposure includes US Dollar 9.56 crore (previous year US Dollar 10.56 crore) of External Commercial Borrowings (ECB) and Foreign Currency Term Loan (FCTL) taken for Capital Expenditure. Impact of fluctuation in Foreign Currency Rates on ECB will be capitalised to Fixed Assets and would not impact Statement of Profit and Loss.

47. Details of Loans Given , Investments made and Guarantee given, covered under section 186(4) of Companies Act, 2013 are given under the respective heads.

48. The figures of the current year are not strictly comparable with those of the corresponding figures of the previous year in view of amalgamation made.

Figures for the previous year have been regrouped / restated wherever necessary to conform to current year's presentation.

49. INFORMATION ON SUBSIDIARIES, JOINT VENTURE AND ASSOCIATES

(a) The subsidiary Companies Considered in the Consolidated Financial Statements are:

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership interest	Proportion of voting power held	Reporting date
1	Godrej Infotech Limited	India	52.06%	52.06%	31-03-16
2	Mercury Manufacturing Company Limited	India	100.00%	100.00%	31-03-16
3	Busbar Systems (India) Limited	India	100.00%	100.00%	31-03-16
4	India Circus Retail Private Limited	India	51.95%	51.95%	31-03-16
5	Godrej (Malaysia) Sdn. Bhd. (under liquidation)	Malaysia			31-12-15
6	Godrej (Singapore) Pte Ltd	Singapore	100.00%	100.00%	31-12-15
7	JT Dragon Pte. Ltd.	Singapore	100.00%	100.00%	31-12-15
8	Godrej (Vietnam) Co. Ltd.	Vietnam	100.00%	100.00%	31-12-15
9	Veromatic International B.V.	Netherlands	100.00%	100.00%	31-12-15
10	Prowama Trading B.V.(terminated on 28/12/2015)	Netherlands	100.00%	100.00%	31-12-15
11	Veromatic Services BV	Netherlands	99.95%	99.95%	31-12-15
12	Godrej Consumer Products Limited (including Godrej Industries Ltd. share of 23.58%)	India	58.57%	58.57%	31-03-16
13	Godrej Household Products Lanka (Private) Limited	Srilanka	58.57%	58.57%	31-03-16
14	Godrej Household Products (Bangladesh) Private Limit	Bangladesh	58.57%	58.57%	31-03-16
15	Godrej Consumer Products Bangladesh Limited	Bangladesh	58.57%	58.57%	31-03-16
16	Godrej South Africa (Proprietary) Limited	South Africa	58.57%	58.57%	31-03-16
17	Godrej Global Mid East FZE	UAE	58.57%	58.57%	31-03-16
18	Godrej Netherlands B.V.	Netherlands	58.57%	58.57%	31-03-16
19	Godrej UK Limited	UK	58.57%	58.57%	31-03-16
20	Godrej Consumer Products (UK) Limited	UK	58.57%	58.57%	31-03-16
21	Darling Trading Company Mauritius Limited (Mauritius)	Mauritius	52.71%	52.71%	31-03-16
22	Godrej Consumer Investments (Chile) Spa	Chile	58.57%	58.57%	31-03-16
23	Godrej Holding (Chile) Limitada	Chile	58.57%	58.57%	31-03-16
24	Cosmetica Nacional	Chile	58.57%	58.57%	31-03-16
25	Plasticos Nacional	Chile	58.57%	58.57%	31-03-16
26	Godrej Consumer Products Mauritius Limited	Mauritius	58.57%	58.57%	31-03-16
27	Godrej Africa Holdings Ltd.	Mauritius	58.57%	58.57%	31-03-16
28	Frika Weave (Pty) Limited (South Africa)	Mauritius	58.57%	58.57%	31-03-16
29	Kinky Group (Proprietary) Limited	South Africa	58.57%	58.57%	31-03-16
30	Godrej Nigeria Limited	Nigeria	58.57%	58.57%	31-03-16
31	Godrej Netherlands Argentina Holding B.V.	Netherlands	58.57%	58.57%	31-03-16
32	Godrej Netherlands Argentina B.V.	Netherlands	58.57%	58.57%	31-03-16
33	Laboratoria Cuenca S.A.	Argentina	58.57%	58.57%	31-03-16
34	Deciral S.A.	Uruguay	58.57%	58.57%	31-03-16
35	Issue Brazil Limited	Brazil	58.57%	58.57%	31-03-16
36	Consell S.A.	Argentina	58.57%	58.57%	31-03-16
37	Panamar Produccioness S.A.	Argentina	58.57%	58.57%	31-03-16
38	Argencos S.A.	Argentina	58.57%	58.57%	31-03-16
39	Godrej Consumer Products Holding (Mauritius) Limited	Mauritius	58.57%	58.57%	31-03-16
40	Indovest Capital Limited	Malaysia	58.57%	58.57%	31-03-16
41	PT Indomas Susemi Jaya	Indonesia	58.57%	58.57%	31-03-16
42	PT Intrasari Raya	Indonesia	58.57%	58.57%	31-03-16
43	PT Megasari Makmur	Indonesia	58.57%	58.57%	31-03-16
44	PT Ekamas Sarijaya	Indonesia	58.57%	58.57%	31-03-16
45	PT Sarico Indah	Indonesia	58.57%	58.57%	31-03-16

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership interest	Proportion of voting power held	Reporting date
46	Godrej Mauritius Africa Holdings Limited	Mauritius	58.57%	58.57%	31-03-16
47	Weave Ghana	Mauritius	58.57%	58.57%	31-03-16
48	Godrej Indonesia IP Holdings Limited	Mauritius	58.57%	58.57%	31-03-16
49	Lorna Nigeria Limited	Nigeria	58.57%	58.57%	31-03-16
50	Godrej West Africa Holdings Limited	Mauritius	52.71%	52.71%	31-03-16
51	Subinite Pty Limited	South Africa	52.71%	52.71%	31-03-16
52	Godrej Weave Holdings Limited				
53	DGH Mauritius Private Limited	<i>merged with Godrej South Africa Holdings Limited w.e.f.</i>			
54	Weave Business Holding Mauritius Private Limited				
55	DGH Phase 3 Mauritius	<i>31/03/2015</i>			
56	Weave IP Holding Mauritius Private Limited	Mauritius	52.71%	52.71%	31-03-16
57	Weave Mozambique Limitada	Mozambique	52.71%	52.71%	31-03-16
58	Weave Trading Mauritius Private Limited	Mauritius	29.87%	29.87%	31-03-16
59	Hair Trading (Offshore) S.A.L.	Lebanon	29.81%	29.81%	31-03-16
60	Godrej East Africa Holdings Limited	Mauritius	58.57%	58.57%	31-03-16
61	DGH Phase Two Mauritius Private Limited	Mauritius	52.71%	52.71%	31-03-16
62	Style Industries Limited	Kenya	52.71%	52.71%	31-03-16
63	Godrej Tanzania Holdings Limited	Mauritius	58.57%	58.57%	31-03-16
64	DGH Tanzania Ltd	Tanzania	58.57%	58.57%	31-03-16
65	Sigma Hair Industries Limited	Tanzania	58.57%	58.57%	31-03-16
66	DGH Angola [formerly Godrej Megasari Holdings Limited (Mauritius)]	Mauritius	29.87%	29.87%	31-03-16
67	Godrej Consumer Products US Holding Limited	Mauritius	58.57%	58.57%	31-03-16
68	Belaza Mozambiq LDA	Mozambique	58.57%	58.57%	31-03-16
69	Charm Industries Ltd.	Kenya	29.87%	29.87%	31-03-16
70	Godrej Hair Care Nigeria Limited	Nigeria	58.57%	58.57%	31-03-16
71	Godrej Household Insecticide Nigeria Ltd.	Nigeria	58.57%	58.57%	31-03-16
72	Godrej Hair Weave Nigeria Ltd.	Nigeria	58.57%	58.57%	31-03-16
73	Godrej Consumer Investments Holdings Limited	<i>merged with Godrej South Africa Holdings Limited w.e.f. 31/03/2015</i>			
74	Hair Credentials Zambia Limited	Zambia	29.87%	29.87%	31-03-16
75	Godrej SON Holdings Inc. (Incorporated in USA)	USA	58.57%	58.57%	31-03-16
76	Godrej Mid East Holdings Limited	U.A.E.	58.57%	58.57%	31-03-16
77	Godrej Consumer Products Dutch Cooperatief U.A.	Netherlands	58.57%	58.57%	31-03-16
78	Godrej Consumer Products (Netherlands) B.V.	Netherlands	58.57%	58.57%	31-03-16
79	Godrej Consumer Holdings (Netherlands) B.V.	Netherlands	58.57%	58.57%	31-03-16
80	Godrej Industries Limited	India	57.71%	57.71%	31-03-16
81	Godrej Agrovet Ltd. India	India	37.96%	37.96%	31-03-16
82	Godrej Seeds and Genetics Ltd.	India	34.17%	34.17%	31-03-16
83	Godvet Agrochem Limited	India	37.96%	37.96%	31-03-16
84	Astec LifeSciences Ltd.	India	20.36%	20.36%	31-03-16
85	Behram Chemicals Private Limited	India	13.36%	13.36%	31-03-16
86	Astec Europe Sprl	Belgium	10.20%	10.20%	31-03-16
87	Comercializadora Agricola Agroastrachem Cia Ltda	Columbia	20.36%	20.36%	31-03-16
88	Creamline Dairy Products Ltd. (a subsidiary w.e.f. 21st December, 2015)	India	19.71%	19.71%	31-03-16
89	Nagavalli Milkline Pvt. Ltd. (a subsidiary of Creamline Dairy Products Ltd.)	India	19.70%	19.70%	31-03-16
90	Natures Basket Ltd.	India	57.71%	57.71%	31-03-16
91	Godrej Properties Limited	India	38.03%	38.03%	31-03-16
92	Godrej Realty Pvt. Ltd.	India	19.39%	19.39%	31-03-16
93	Godrej Real Estate Pvt. Ltd.	India	38.03%	38.03%	31-03-16
94	Happy Highrises Ltd.	India	19.39%	19.39%	31-03-16
95	Godrej Buildcon Pvt. Ltd.	India	38.03%	38.03%	31-03-16
96	Godrej Projects Development Pvt. Ltd.	India	38.03%	38.03%	31-03-16
97	Godrej Garden City Properties Pvt. Ltd.	India	38.03%	38.03%	31-03-16
98	Godrej Landmark Redevelopers Pvt. Ltd.	India	19.39%	19.39%	31-03-16
99	Godrej Redevelopers (Mumbai) Private Ltd.	India	19.39%	19.39%	31-03-16

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership interest	Proportion of voting power held	Reporting date
100	Godrej Hillside Properties Pvt. Ltd.	India	38.03%	38.03%	31-03-16
101	Godrej Home Developers Pvt. Ltd.	India	38.03%	38.03%	31-03-16
102	Godrej Green Homes Ltd.	India	38.03%	38.03%	31-03-16
103	Godrej Greenview Housing Private Limited	India	38.03%	38.03%	31-03-16
104	Godrej Prakriti Facilities Private Limited	India	19.39%	19.39%	31-03-16
105	Godrej Investment Advisers Private Limited	India	38.03%	38.03%	31-03-16
106	Godrej Highrises Properties Private Limited	India	38.03%	38.03%	31-03-16
107	Wonder Projects Development Private Limited	India	38.03%	38.03%	31-03-16
108	Godrej Genesis Facilities Management Pvt. Ltd.	India	38.03%	38.03%	31-03-16
109	Godrej Fund Management Pte. Ltd.	Singapore	38.03%	38.03%	31-03-16
110	Ensemble Holdings & Finance Ltd.	India	57.71%	57.71%	31-03-16
111	Godrej International Limited	UK	57.71%	57.71%	31-03-16
112	Godrej International Limited (Labuan)	Labuan	57.71%	57.71%	31-03-16
113	Godrej International Trading & Investments Pte. Ltd	Singapore	57.71%	57.71%	31-03-16
114	Godrej One Premises Management Ltd.	India	86.00%	86.00%	31-03-16
115	LVD Godrej Infotech NV	Belgium	52.06%	52.06%	31-12-15
<b>(b) Interests in Joint Ventures :</b>					
1	ACI Godrej Agrovvet Pvt. Ltd.	India	18.98%	18.98%	31-03-16
2	Godrej Tyson Foods Ltd.	India	18.60%	18.60%	31-03-16
3	Wonder Space Properties Pvt. Ltd	India	9.55%	9.55%	31-03-16
4	Wonder City Buildcon Pvt. Ltd w.e.f. 24-Jun-2014	India	9.55%	9.55%	31-03-16
5	Godrej Home Constructions Pvt. Ltd.	India	9.55%	9.55%	31-03-16
6	Godrej Efacec Automation & Robotics Limited	India	49.00%	49.00%	31-03-16
7	Godrej Property Developers LLP	India	80.17%	80.17%	31-03-16
8	Godrej Easy IP Holdings (FZC)	UAE	29.29%	29.29%	31-03-16
<b>(c) Investment in Associates:</b>					
1	Personalitree Academy Ltd.	India	14.71%	14.71%	31-03-16
2	AI Rahaba International Trading LLC	UAE	9.11%	9.11%	31-03-16
3	Polchem Hygiene Laboratories Pvt. Ltd.	India	9.87%	9.87%	31-03-16
4	Bhabhani Blunt Hairdressing Pvt. Limited	India	14.56%	14.56%	31-03-16
5	Godrej & Khimji (Middle East) LLC (incorporated in Orr	Oman	49.00%	49.00%	31-03-16
6	Future Factory LLP	India	20.00%	20.00%	31-03-16
7	Geometric Ltd.	India	18.72%	18.72%	31-03-16
8	Godrej & Boyce Enterprises LLP	India	50.00%	50.00%	31-03-16
9	Parazelsus Orient Ltd	Singapore	30.00%	30.00%	31-12-15
<b>(d) Investment in Limited Liability Partnership:</b>					
1	Godrej Vikhroli Properties LLP	India	38.03%	38.03%	31-03-16
2	Mosiac Landmarks LLP	India	0.38%	0.38%	31-03-16
3	Dream World Landmarks LLP	India	15.21%	15.21%	31-03-16
4	Oxford Realty LLP	India	10.14%	10.14%	31-03-16
5	SSPDL Green Acres LLP	India	16.73%	16.73%	31-03-16
6	Oasis Landmarks LLP	India	14.45%	14.45%	31-03-16
7	M S Ramaiah Ventures LLP	India	18.82%	18.82%	31-03-16
8	Caroa Properties LLP	India	13.31%	13.31%	31-03-16
9	Godrej Construction Projects LLP	India	15.21%	15.21%	31-03-16
10	Godrej Housing Projects LLP	India	15.21%	15.21%	31-03-16
11	Amitis Developers LLP	India	17.49%	17.49%	31-03-16
12	Godrej Land Developers LLP	India	38.03%	38.03%	31-03-16
13	Godrej Land Developers & Properties LLP	India	38.03%	38.03%	31-03-16
14	Godrej Highrises Realty LLP	India	38.03%	38.03%	31-03-16
15	Godrej Project Developers & Properties LLP	India	38.03%	38.03%	31-03-16

## 50. BREAK UP OF INVESTMENT IN ASSOCIATES IS AS UNDER :

(Rupees in crore)

Sr. No.	Name of the Company	Cost of Acquisition	Goodwill Included In Cost of Acquisition	Share in Profits / (Loss) of Associates Post Acquisition	Carrying Cost of Investments
1	Geometric Limited	7.27	3.28	59.20	66.47
	<i>Previous Year</i>	<i>7.27</i>	<i>3.28</i>	<i>46.26</i>	<i>53.53</i>
2	Future Factory LLP	1.50	1.36	0.93	2.43
	<i>Previous Year</i>	<i>1.50</i>	<i>1.36</i>	<i>0.62</i>	<i>2.12</i>
3	Godrej and Boyce Enterprises LLP	0.00	0.00	0.00	0.00
	<i>Previous Year</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>	<i>0.00</i>
	*(Amount less than Rs.0.01 crore)				

## 51. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARY / ASSOCIATES

Name of the Enterprise	Net Assets (i.e. total assets minus total liabilities)		Share in Profit / Loss account	
	As % of consolidated net assets	Amount (Rs. in crore)	As % of consolidated profits	Amount (Rs. in crore)
<b>Parent</b>				
Godrej and Boyce Manufacturing Company Limited	61.47%	3,431.14	43.68%	329.84
<b>Subsidiaries</b>				
<b>Indian</b>				
1 Godrej Industries Ltd.	62.38%	3,482.14	64.15%	484.43
2 Godrej Consumer Products Ltd.	91.32%	5,097.67	148.24%	1,119.41
3 Godrej Infotech Ltd.	0.18%	10.20	0.46%	3.47
4 Busbar Systems (India) Ltd	0.18%	10.06	0.51%	3.85
5 Mercury Mfg. Co. Ltd.	0.30%	16.97	0.23%	1.70
6 India Circus Retail Pvt. Ltd.	0.05%	2.58	-0.69%	(5.19)
<b>Foreign</b>				
1 Godrej (Singapore) Pte. Ltd.	1.35%	75.35	1.00%	7.57
2 Veromatic International BV	0.20%	11.18	-0.48%	(3.64)
3 Godrej Americas Inc.	0.03%	1.61	-0.04%	(0.28)
<b>Joint Venture</b>				
1 Godrej Efacec Automation & Robotics Ltd.	0.15%	8.65	0.27%	2.01
<b>Inter-company Eliminations</b>				
Inter-company Eliminations	-57.27%	(1,626.84)	-63.27%	(477.79)
Minority Interest in all subsidiaries	-60.34%	(4,938.49)	-95.19%	(718.79)
<b>Associates (Investment as per the equity method)</b>				
Geometric Ltd.			1.06%	7.99
Future Factory LLP			0.07%	0.55
<b>Grand Total</b>	<b>100.00%</b>	<b>5,582.23</b>	<b>100.00%</b>	<b>755.14</b>

## Form AOC - 1

[ PURSUANT TO FIRST PROVISIO TO SUB SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 ]

## STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES / JOINT VENTURES/ LIMITED LIABILITY PARTNERSHIPS

## Part "A": Subsidiaries

Sr. No.	Name of Subsidiary	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Rupees in Crore	
			Reporting currency	Exchange rate										Proposed Dividend	% of share-holding
1	Godrej IndustriesLtd.	01-Apr-2015 To 31-Mar-2016	INR	1.00	33.60	1,725.88	4,689.86	2,930.38	2,494.54	1,309.51	150.24	(7.06)	157.30	-	57.71%
2	Godrej Infotech Ltd.	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.10	9.95	31.76	21.71	1.60	91.60	4.83	1.81	3.02	0.01	52.06%
3	Busbar Systems (India) Ltd.	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.05	10.01	28.60	18.54	-	25.42	5.52	1.67	3.85	-	100%
4	Mercury Manufacturing Co. Ltd.	01-Apr-2015 To 31-Mar-2016	INR	1.00	3.75	13.22	24.56	7.59	-	34.20	2.74	1.04	1.70	-	100%
5	India Circus Retail Private Ltd	01-Apr-2015 To 31-Mar-2016	INR	1.00	18.38	(15.80)	4.28	1.70	-	3.46	(5.01)	0.18	(5.19)	-	51.95%
6	Godrej (Singapore)Pte. Ltd.	01-Jan-2015 to 31-Dec-2015	SGD	46.8084	8.37	53.39	70.24	8.49	13.87	17.35	1.59	0.14	1.45	-	100%
7	Veromatic International BV ( <i>consolidated nos.</i> )	01-Jan-2015 to 31-Dec-2015	EURO	72.3289	32.68	(20.88)	28.36	16.57	0	54.22	(12.56)	(5.71)	(6.85)	-	99.95%
8	Godrej Americas Inc. USA.	01-Apr-2015 To 31-Mar-2016	USD	66.0989	1.98	(0.37)	1.61	0.00	-	-	(0.33)	(0.05)	(0.28)	-	100%
Godrej (Malaysia)Sdn. Bhd. (under voluntary liquidation)															
JOINTLY-HELD SUBSIDIARY (where the Company (G&B) and its subsidiary Godrej Industries Ltd (GIL) together hold more than 50% of equity share capital)															
9 a.	Godrej Consumer Products Ltd. (GCPL)	01-Apr-2015 To 31-Mar-2016	INR	1.00	34.05	3,789.20	5,026.35	1,203.10	2,564.98	4,811.57	941.21	201.49	739.72	-	58.57%
9 b.	Godrej One Premises Management Pvt. Ltd.	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.01	-	2.98	2.97	-	7.92	-	-	-	-	86.00%
SUBSIDIARIES OF GCPL															
10	Argencos SA	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	0.84	16.62	23.44	5.98	-	26.10	3.65	1.54	2.10	-	100%
11	Beleza Mozambique LDA	01-Apr-2015 To 31-Mar-2016	MZN	1.3104	-	-	-	-	-	-	-	-	-	-	100%
12	Consell SA	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	1.31	(1.16)	0.29	0.13	-	0.00	(0.39)	(0.01)	(0.38)	-	100%
13	Cosmetica Nacional	01-Apr-2015 To 31-Mar-2016	CPeso	0.0974	130.85	13.78	194.30	49.66	3.22	230.24	12.87	2.70	10.17	-	100%
14	Charm Industries Limited	01-Apr-2015 To 31-Mar-2016	KES	0.6531	0.65	15.46	24.68	8.57	-	12.40	(0.75)	(0.21)	(0.54)	-	51%
15	Darling Trading Company Mauritius Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	6.62	32.80	162.35	122.94	-	225.57	47.71	-	47.71	-	90%
16	Deciral Uruguay	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	3.46	1.06	23.35	18.82	-	21.54	(3.41)	(0.39)	(3.02)	-	100%



Sr. No.	Name of Subsidiary	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
			Reporting currency	Exchange rate											
17	DGH Phase2	01-Apr-2015 To 31-Mar-2016	USD	66.1774	230.77	34.73	266.09	0.60	260.23	9.54	6.63	2.53	4.10	-	90%
18	DGH Tanzania Limited	01-Apr-2015 To 31-Mar-2016	USD	66.1774	30.10	(0.36)	29.79	0.05	29.78	-	(0.10)	-	(0.10)	-	100%
19	DGH Angola	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.01	(0.13)	0.00	0.12	-	-	(0.13)	-	(0.13)	-	51%
20	Frika Weave (PTY) LTD	01-Apr-2015 To 31-Mar-2016	ZAR	4.4615	4.94	(1.73)	20.09	16.87	-	35.36	(2.50)	(0.73)	(1.77)	-	100%
21	Godrej Africa Holding Limited	01-Apr-2015 To 31-Mar-2016	USD	66.1774	1,945.65	125.16	2,110.95	40.13	2,078.69	46.43	46.02	-	46.02	-	100%
22	Godrej Consumer Products Mauritius Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	299.35	348.45	687.80	40.00	646.13	2.22	1.68	-	1.68	-	100%
23	Godrej Consumer Holdings (Netherlands) BV	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.17	662.46	662.80	0.17	654.33	37.03	36.34	3.70	32.63	-	100%
24	Godrej Consumer Investments (Chile) Spa	01-Apr-2015 To 31-Mar-2016	USD	66.1774	280.16	(15.20)	264.96	0.00	264.68	0.05	0.05	-	0.05	-	100%
25	Godrej Consumer Products (Netherlands) BV	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.15	37.60	37.82	0.07	37.75	0.02	(0.23)	0.00	(0.24)	-	100%
26	Godrej Consumer Products (UK) Ltd	01-Apr-2015 To 31-Mar-2016	GBP	95.0893	0.28	128.01	272.01	143.73	-	521.56	34.74	8.40	26.34	-	100%
27	Godrej Consumer Products Bangladesh Ltd	01-Apr-2015 To 31-Mar-2016	Taka	0.844716	0.04	0.00	0.05	-	-	-	(0.00)	-	(0.00)	-	100%
28	Godrej Consumer Products Dutch Coöperatief U.A.	01-Apr-2015 To 31-Mar-2016	USD	66.1774	667.53	38.28	706.12	0.31	705.86	33.25	32.71	-	32.71	-	100%
29	Godrej Consumer Products Holding (Mauritius) Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	1,232.88	171.13	1,555.33	151.32	1,508.68	22.85	17.31	0.08	17.23	-	100%
30	Godrej Consumer Products US Holding Limited	29-Mar-2016 To 31-Mar-2016	USD	66.1774	-	-	-	-	-	-	-	-	-	-	100%
31	Godrej East Africa Holdings Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	102.24	(31.96)	951.42	881.14	944.34	9.11	0.00	-	0.00	-	100%
32	Godrej Global Mid East FZE	01-Apr-2015 To 31-Mar-2016	AED	18.0175	8.26	3.35	29.78	18.16	-	57.97	1.21	-	1.21	-	100%
33	Godrej Hair Care Nigeria Limited	12-Jan-2016 To 31-Mar-2016	Naira	0.3331	-	-	-	-	-	-	-	-	-	-	100%
34	Godrej Hair Weave Nigeria Limited	02-Mar-2016 To 31-Mar-2016	Naira	0.3331	-	-	-	-	-	-	-	-	-	-	100%
35	Godrej Holdings (Chile) Limitada	01-Apr-2015 To 31-Mar-2016	USD	66.1774	264.93	14.74	405.56	125.89	405.36	11.47	9.91	-	9.91	-	100%
36	Godrej Household Products (Bangladesh) Pvt. Ltd.	01-Apr-2015 To 31-Mar-2016	Taka	0.8447	39.58	(47.96)	47.60	55.97	-	73.07	(16.48)	-	(16.48)	-	100%
37	Godrej Household Products (Lanka) Pvt. Ltd.	01-Apr-2015 To 31-Mar-2016	LKR	0.4446	10.29	3.10	36.95	23.56	-	39.54	(0.48)	0.09	(0.57)	-	100%
38	Godrej Household Insecticide Nigeria Limited	12-Jan-2016 To 31-Mar-2016	Naira	0.3331	-	-	-	-	-	-	-	-	-	-	100%
39	Godrej Indonesia IP Holdings Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	1,207.14	(0.08)	1,207.10	0.03	1,206.81	-	(0.08)	-	(0.08)	-	100%
40	Godrej Mauritius Africa Holding Ltd.	01-Apr-2015 To 31-Mar-2016	USD	66.1774	516.18	(54.71)	1,967.98	1,506.51	1,825.86	34.60	2.94	-	2.94	-	100%
41	Godrej MID East Holding Limited	28-Jul-2015 To 31-Mar-2016	USD	66.1774	0.66	1,233.00	1,235.29	1.63	-	28.05	26.85	-	26.85	-	100%
42	Godrej Netherlands BV	01-Apr-2015 To 31-Mar-2016	GBP	95.0893	0.13	109.02	342.72	233.57	342.20	8.29	2.89	(0.07)	2.95	-	100%

Sr. No.	Name of Subsidiary	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
			Reporting currency	Exchange rate											
			43	Godrej Nigeria Ltd.											
44	Godrej SON Holdings INC	24-Mar-2016 To 31-Mar-2016	USD	66.1774	-	-	-	-	-	-	-	-	-	-	100%
45	Godrej South Africa (Pty) Ltd.	01-Apr-2015 To 31-Mar-2016	ZAR	4.4615	8.05	91.73	113.31	13.53	-	116.56	22.74	6.37	16.37	-	100%
46	Godrej Tanzania Holdings Ltd	01-Apr-2015 To 31-Mar-2016	USD	66.1774	31.43	(0.38)	31.10	0.04	30.97	-	(0.11)	-	(0.11)	-	100%
47	Godrej UK Limited	01-Apr-2015 To 31-Mar-2016	GBP	95.0893	107.77	115.54	223.31	0.00	222.34	8.04	7.94	0.00	7.94	-	100%
48	Godrej West Africa Holdings Ltd.	01-Apr-2015 To 31-Mar-2016	USD	66.1774	107.74	0.16	107.95	0.04	107.76	3.77	3.66	(0.39)	4.05	-	90%
49	Hair Credentials Zambia Limited	01-Apr-2015 To 31-Mar-2016	ZMK	0.00019	-	-	-	-	-	-	-	-	-	-	51%
50	Hair Trading (offshore) S. A. L	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.13	62.35	161.49	99.01	-	425.73	67.61	0.00	67.60	-	51%
51	Indovest Capital	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.00	10.47	10.48	0.01	-	1,228	1,227	0.04	1,227	-	100%
52	Issue Brazil	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	20.58	(23.38)	0.65	3.45	-	(0.00)	(1.17)	-	(1.17)	-	100%
53	Kinky Group (Pty) Ltd	01-Apr-2015 To 31-Mar-2016	ZAR	4.4615	0.00	10.52	22.25	11.73	-	25.48	(4.54)	0.08	(4.62)	-	100%
54	Laboratoria Cuenca	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	4.98	68.79	180.34	106.57	0.03	339.12	43.85	16.48	27.37	-	100%
55	Lorna Nigeria Ltd.	01-Apr-2015 To 31-Mar-2016	Naira	0.3331	39.66	144.99	266.07	81.43	-	288.28	35.42	-	35.42	-	100%
56	Panamar Producciones S.A.	01-Apr-2015 To 31-Mar-2016	ARS	4.5277	0.25	3.20	3.45	0.00	2.55	-	(0.22)	-	(0.22)	-	100%
57	Plasticos Nacional	01-Apr-2015 To 31-Mar-2016	CPeso	0.0974	3.16	1.61	5.59	0.82	-	6.49	(0.50)	(0.06)	(0.44)	-	100%
58	PT Ekamas Sarijaya	01-Apr-2015 To 31-Mar-2016	IDR	0.0050	1.25	6.47	7.96	0.24	-	0.89	0.57	0.18	0.38	-	100%
59	PT Indomas Susemi Jaya	01-Apr-2015 To 31-Mar-2016	IDR	0.0050	1.44	42.21	50.80	7.15	-	38.39	9.45	1.90	7.55	-	100%
60	PT Intrasari Raya	01-Apr-2015 To 31-Mar-2016	IDR	0.0050	0.50	45.19	339.09	293.40	-	1,567.88	20.53	7.08	13.45	-	100%
61	PT Megasari Makmur	01-Apr-2015 To 31-Mar-2016	IDR	0.0050	73.21	429.63	821.09	318.25	-	1,348.53	197.78	48.82	148.96	-	100%
62	PT Sarico Indah	01-Apr-2015 To 31-Mar-2016	IDR	0.0050	3.35	7.71	14.02	2.96	-	23.27	2.15	0.52	1.63	-	100%
63	Sigma Hair Industries Limited	01-Apr-2015 To 31-Mar-2016	TZS	0.0303	29.81	1.98	33.99	2.20	-	3.91	2.83	0.85	1.98	-	100%
64	Style Industries Limited	01-Apr-2015 To 31-Mar-2016	KES	0.6531	0.78	242.61	297.07	53.68	-	337.66	(6.70)	(1.42)	(5.28)	-	90%
65	Subinite (Pty) Ltd.	01-Apr-2015 To 31-Mar-2016	ZAR	4.4615	0.00	54.93	147.52	92.59	-	251.42	1.80	0.53	1.28	-	90%
66	Weave Ghana Ltd	01-Apr-2015 To 31-Mar-2016	CEDI	17.2059	29.16	8.60	79.54	41.79	-	87.08	1.93	0.61	1.32	-	100%
67	Weave IP Holdings Mauritius Pvt. Ltd.	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.01	2.37	2.43	0.05	-	-	(0.42)	-	(0.42)	-	90%
68	Weave Mozambique Limitada	01-Apr-2015 To 31-Mar-2016	MZN	1.3104	16.18	91.63	176.17	68.36	-	207.38	43.18	1.07	42.11	-	90%
69	Weave Trading Mauritius Pvt. Ltd.	01-Apr-2015 To 31-Mar-2016	USD	66.1774	0.01	0.20	0.38	0.17	0.13	33.41	33.33	-	33.33	-	51%

Sr. No.	Name of Subsidiary / LLP	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
			Reporting currency	Exchange rate											
<b>SUBSIDIARY AND SUB-SUBSIDIARY OF GODREJ SINGAPORE PTE LTD</b>															
70	JT Dragon Pte. Ltd. (Incorporated in Singapore)	01-Jan-2015 to 31-Dec-2015	SGD	46.8084	24.37	1.02	25.43	0.04	24.23	-	0.22	0.00	0.22	-	100%
71	Godrej (Vietnam) Co. Ltd. (Incorporated in Vietnam)	01-Jan-2015 to 31-Dec-2015	VND	0.0029	12.00	14.31	32.67	6.36	-	45.84	6.86	1.06	5.79	-	100%
<b>SUBSIDIARIES OF VEROMATIC INTERNATIONAL BV</b>															
72	Veromatic Services BV *	01-Jan-2015 to 31-Dec-2015	EURO	72.3289	0.13	(0.75)	1.07	1.69	0	9.97	(1.45)	(0.29)	(1.16)	-	100%
73	Prowama Trading BV (liquidated on 28-Dec-2015)	01-Jan-2015 to 31-Dec-2015	EURO												100%
* Net revenue for Veromatic Services BV)															
<b>SUBSIDIARY AND SUB-SUBSIDIARY OF GODREJ INFOTECH LTD</b>															
74	LVD Godrej Infotech NV	01-Jan-2015 to 31-Dec-2015	EURO	72.3289	0.44	(0.09)	1.43	1.07	0.98	2.62	(0.45)	0.00	(0.45)	-	46.85%
75	Godrej Infotech (Singapore) Pte Ltd.	01-Apr-2015 To 31-Mar-2016	SGD	46.8084	0.47	0.90	3.55	2.19	-	7.01	0.97	0.05	0.93	-	52.06%
<b>SUBSIDIARIES OF GIL</b>															
76	Godrej Infotech Americas, Inc.	01-Apr-2015 To 31-Mar-2016	USD	66.0989	-	(0.13)	-	0.13	-	-	(0.09)	-	(0.09)	-	-
77	Godrej Agrovet Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	92.57	601.03	2,367.76	2,367.76	481.68	3,590.77	209.41	50.09	159.32	-	60.81%
78	Godrej Seeds & Genetics Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.06	(1.07)	6.25	6.25	-	3.68	(0.40)	-	(0.40)	-	90%
79	Godvet Agrochem Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	9.95	(0.04)	65.75	65.75	14.77	-	0.60	0.19	0.41	-	100%
80	Astec Lifesciences Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	19.46	97.39	371.41	371.41	0.01	117.78	4.22	8.05	(3.83)	-	53.64%
81	Creamline Dairy Products Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	11.32	150.18	291.22	291.22	51.00	272.89	11.91	5.39	6.52	-	51.91%
82	Natures Basket Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	225.23	(208.30)	116.71	116.71	-	270.52	(62.65)	0.04	(62.69)	-	100%
83	Godrej International Limited	01-Apr-2015 To 31-Mar-2016	USD	66.25	22.53	69.90	109.92	109.92	-	2,273.11	9.00	-	9.00	-	100%
84	Godrej International Trading & Investment	01-Apr-2015 To 31-Mar-2016	USD	66.25	6.63	3.46	25.80	25.80	-	107.21	0.78	0.06	0.72	-	100%
85	Ensemble Holdings & Finance Ltd	01-Apr-2015 To 31-Mar-2016	INR	1.00	5.77	7.40	13.69	13.69	11.92	1.03	0.83	0.13	0.70	0.40	100%
86	Godrej Properties Limited	01-Apr-2015 To 30-Nov-2014	INR	1.00	108.13	1,993.25	5,190.93	5,190.93	761.95	563.08	33.37	3.00	30.37	-	57.37%
87	Godrej Buildcon Private Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.05	99.27	1,497.77	1,497.77	-	1,425.65	153.62	52.93	100.69	-	100%
88	Godrej Garden City Properties Private Limited *	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.05	2.03	37.59	37.59	-	10.80	1.62	0.54	1.08	-	100%

Sr. No.	Name of Subsidiary / LLP	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
			Reporting currency	Exchange rate											
89	Godrej Green Homes Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.45	(0.05)	0.41	0.41	0.38	-	(0.03)	-	(0.03)	-	100%
90	Godrej Hillside Properties Private Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.41	(0.02)	0.40	0.40	0.37	-	(0.02)	-	(0.02)	-	100%
91	Godrej Home Developers Private Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.41	(0.02)	0.40	0.40	0.37	-	(0.02)	-	(0.02)	-	100%
92	Godrej Landmark Redevelopers Private Limited <sup>2</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.05	81.76	311.32	311.32	-	276.25	76.47	26.50	49.98	-	51%
93	Godrej Premium Builders Private Limited <sup>1</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	-	-	-	-	-	-	-	-	-	-	100%
94	Godrej Projects Development Private Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.28	135.16	1,158.51	1,158.51	150.91	397.38	90.11	12.42	77.69	0.00	100%
95	Godrej Real Estate Private Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.45	(0.26)	183.86	183.86	-	-	(0.03)	(0.00)	(0.02)	-	100%
96	Godrej Realty Private Limited *	01-Apr-2015 To 31-Mar-2016	INR	1.00	1.74	1.73	10.01	10.01	-	-	(0.19)	-	(0.19)	-	51%
97	Godrej Redevelopers (Mumbai) Private Limited <sup>2</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.06	12.58	380.96	380.96	-	6.16	2.27	0.70	1.57	-	51%
98	Happy Highrises Limited	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.20	92.40	339.60	339.60	-	33.58	(5.90)	(0.03)	(5.87)	-	51%
99	Godrej Highrises Properties Pvt Ltd	26-Jun-2015 To 31-Mar-2016	INR	1.00	0.01	(0.01)	0.01	0.01	-	-	(0.01)	-	(0.01)	-	100%
100	Godrej Greenview Housing Pvt Ltd *	15-May-2015 To 31-Mar-2016	INR	1.00	5.96	(0.00)	6.06	6.06	0.37	-	(0.00)	-	(0.00)	-	100%
101	Godrej Investment Advisors Pvt Ltd	17-Jun-2015 To 31-Mar-2016	INR	1.00	1.70	(0.09)	1.63	1.63	1.14	0.02	(0.09)	-	(0.09)	-	100%
102	Godrej Prakriti Facilities Pvt Ltd	09-Jun-2015 To 31-Mar-2016	INR	1.00	0.01	0.05	6.88	6.88	-	2.74	0.07	0.02	0.05	-	51%
103	Godrej Project Developers & Properties LLP * <sup>3</sup>	16-Jun-2015 To 31-Mar-2016	INR	1.00	0.00	(0.01)	0.00	0.00	-	-	(0.01)	-	(0.01)	-	100%
104	Wonder Projects Development Pvt Ltd	24-Jun-2015 To 31-Mar-2016	INR	1.00	0.01	(0.01)	0.01	0.01	-	-	(0.01)	(0.00)	(0.01)	-	100%
105	Godrej Fund Management Pte. Ltd	25-Jan-2016 To 31-Mar-2016	USD	66.25	1.14	(0.04)	1.13	1.13	-	-	(0.04)	-	(0.04)	-	100%
106	Amitis Developers LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.10	-	11.82	11.82	-	-	-	-	-	-	46%
107	Godrej Vikhroli Properties LLP <sup>1&amp;3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	368.44	-	818.79	818.79	-	11.48	4.20	1.45	2.75	-	100%
108	Caroa Properties LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	1.27	(0.09)	284.12	284.12	-	6.98	(0.15)	(0.06)	(0.09)	-	35%
109	Dream World Landmarks LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	9.13	-	101.62	101.62	-	47.51	13.92	4.80	9.12	-	40%
110	M S Ramaiah Ventures LLP * <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	2.04	-	2.50	2.50	-	0.01	0.00	(0.00)	0.00	-	49.50%
111	Mosaic Landmarks LLP <sup>3&amp;6</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	26.70	-	76.39	76.39	-	33.81	12.10	4.04	8.06	-	1.00%

Sr. No.	Name of Subsidiary / LLP	Reporting Period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries		Share capital	Reserves & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of share-holding
			Reporting currency	Exchange rate											
112	Oasis Landmarks LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.01	-	214.97	214.97	-	156.89	52.67	18.23	34.43	-	38%
113	Oxford Realty LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.12	-	120.69	120.69	-	0.20	0.18	0.06	0.12	-	26.67%
114	Godrej SSPDL Green Acres LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	2.21	(0.01)	56.86	56.86	-	0.54	(0.02)	(0.00)	(0.01)	-	44%
115	Godrej Construction Projects LLP * <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	0.01	(0.01)	19.23	19.23	-	-	(0.00)	0.00	(0.00)	-	40%
116	Godrej Housing Projects LLP <sup>3</sup>	01-Apr-2015 To 31-Mar-2016	INR	1.00	-	-	0.38	0.38	-	-	-	-	-	-	40%
117	Godrej Land Developers LLP * <sup>3</sup>	22-Apr-2015 To 31-Mar-2016	INR	1.00	0.00	(0.01)	0.00	0.00	-	-	(0.01)	-	(0.01)	-	100%
118	Godrej Developers & Properties LLP * <sup>3</sup>	22-Apr-2015 To 31-Mar-2016	INR	1.00	0.00	(0.01)	0.00	0.00	-	-	(0.01)	-	(0.01)	-	100%
119	Godrej Highrises Realty LLP * <sup>3</sup>	22-Apr-2015 To 31-Mar-2016	INR	1.00	0.00	(0.00)	2.36	2.36	-	-	(0.00)	(0.00)	(0.00)	-	100%

\*Amount less than Rs. 50,000

Notes :

- 1 Merged with Godrej Projects Development Private Limited w.e.f. April 1, 2015
- 2 Subsidiary of Godrej Projects Developments Private Limited.
- 3 Percentage of Holding in LLPs denotes the Share of Profits in the LLPs.
- 4 Total Liabilities include Equity
- 5 Turnover includes other income.
- 6 1% w.e.f. April 1, 2015 (Control through Majority Voting Rights)
- 7 Names of subsidiaries which are yet to commence operations:
  - (a) Godrej Consumer Products Bangladesh Limited
  - (b) Belezza Mozambique LDA
  - (c) Godrej Hair Care Nigeria Limited
  - (d) Godrej Household Insecticide Nigeria Limited
  - (e) Godrej Hair Weave Nigeria Limited
  - (f) Godrej Consumer Products US Holding Limited
  - (g) Godrej SON Holdings INC
  - (h) Hair Credentials Zambia Limited
  - (i) Godrej Green Homes Limited
  - (j) Godrej Hillside Properties Pvt. Limited
  - (k) Godrej Home Developers Pvt. Limited
  - (l) Godrej Construction Projects LLP
- 8 As of the date of this Report, Prowama Trading BV and Veromatic Services BV (Sr.nos. 69 and 70) have been liquidated and hence have ceased to be subsidiaries of the Company.

## Part "B": Associates and Joint Ventures

Rupees in Crore

Sr. No.	Name of Associate / Joint Venture	Latest audited Balance Sheet Date	Shares of Associate/ Joint Venture held by the Company on the year end			Description of how there is significant influence	Reason why the Associate / Joint Venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	
			Amount of Investment in Associate No. /Joint Venture	Extent of Holding %					Considered in Consolidation	Not Considered in Consolidation
1	Geometric Ltd.	01-Apr-2015 to 31-Mar-2016	12,175,000	7.27	18.72%	Godrej and Boyce Mfg. Co. Ltd Chairman and Managing Director is able to exercise significant influence	Godrej and Boyce Mfg. Co. Ltd stake is less than 51%	87.56	18.29	79.41
2	Godrej Efacec Automation and Robotics Ltd. (Joint Venture)	01-Apr-2015 to 31-Mar-2016	750,000	0.75	49%	There is significant influence by virtue of joint control.	Godrej and Boyce Mfg. Co. Ltd stake is less than 51%	8.65	2.01	2.09
3	Godrej and Khimji (Middle East) L.L.C. -Oman [Joint Venture of Godrej (Singapore) Pte. Ltd.]	01-Jan-2015 to 31-Dec-2015	578,200	15.21	49%	There is significant influence by virtue of joint control.	Godrej and Boyce Mfg. Co. Ltd stake is less than 51%	16.59	(0.29)	(0.30)
4	Godrej Enterprises LLP *	01-Apr-2015 to 31-Mar-2016	NA	0.00	50%	Godrej and Boyce Mfg. Co. Ltd is holding more than 20% of share capital	Godrej and Boyce Mfg. Co. Ltd stake is less than 51%	0.00	(0.00)	(0.00)
5	Future Factory LLP	01-Apr-2015 to 31-Mar-2016	NA	2.44	20%	Godrej and Boyce Mfg. Co. Ltd is holding 20% of share capital	Godrej and Boyce Mfg. Co. Ltd stake is less than 51%	2.43	0.44	1.78
*(Amount less than Rs. 50,000)										
Associates and Joint Venture of Godrej Consumer Products Ltd										
1	Bhabhani Blunt Hairdressing Private Limited	Year ended March 31, 2015	5546 Equity Instruments & 3060 Debentures	Rs. 22.32 cr & Rs. 12 cr	30%	Godrej Consumer Products Ltd is holding more than 20% of share capital	Godrej Consumer Products Ltd stake is less than 51%	3.05	0.10	0.24
2	Godrej Easy IP Holdings (FZC)	Year ended March 31, 2016	50 Equity Instruments	Rs. 0.14 cr	50%	Godrej Consumer Products Ltd is holding more than 20% of share capital	Godrej Consumer Products Ltd stake is less than 51%	0.07	(0.07)	(0.07)

For and on behalf of the Board of Directors

J. N. GODREJ  
Chairman &  
Managing Director  
DIN: 00076250

K. A. PALIA  
Executive Director  
(Finance)  
DIN: 00281971

A. G. VERMA  
Executive Director  
& President  
DIN: 02366334

P. K. GANDHI  
Chief Financial  
Officer  
DIN: 00066287

P. E. FOUZDAR  
Executive Vice President  
(Corporate Affairs) & Company Secretary  
Mem. No. 6818

Mumbai, August 26, 2016



Godrej & Boyce Manufacturing Company Limited

ANNUAL REPORT AND ACCOUNTS  
Year ended 31st March, 2016

ENCLOSURE 4

Form No. MGT-11 (PROXY FORM)  
Referred to in Note ( c) of the  
Notice of Annual General Meeting



ENCLOSURE 4

**GODREJ & BOYCE MFG. CO. LTD.**

Regd. Office: Pirojshanagar, Vikhroli, Mumbai 400 079

CIN: U28993MH1932PLC001828

Tel: (022) 67961700, 6796 1800; Fax: (022) 6796 1518; Website: <http://www.godrej.com>

**Form No. MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio No. :

Names(s) & Registered Address of the Member:

I/We being the holders of \_\_\_\_\_ shares of the above named Company hereby appoint

(1) Name:  
Address:  
E-mail:

or failing him/her

(2) Name:  
Address:  
E-mail:

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016 at 10:00 a.m. at Pirojshanagar, Vikhroli, Mumbai 400079, and at any adjournment thereof in respect of such resolution as indicated below:

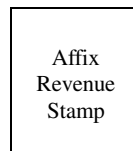
**ORDINARY BUSINESS**

1. Adoption of the Financial Statements for the financial year ended 31st March, 2016
2. Confirm payment of interim dividends
3. Appointment of Mr. A. B. Godrej as Director liable to retire by rotation
4. Appointment of Mr. N. B. Godrej as Director liable to retire by rotation
5. Ratification of the appointment of M/s.Kalyaniwalla & Mistry as Auditors of the Company.

**SPECIAL BUSINESS**

6. Ratification of the remuneration payable to M/s. P. D. Dani & Co., Cost Auditors and Mr. A. N. Raman, Cost Accountant, for the financial year 2016-17

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016



Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy

- Note: 1. This form, in order to be effective, should be duly stamped, signed, completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.
2. The Proxy-holder is required to carry an identity proof at the time of attending the meeting.









**Godrej & Boyce Manufacturing Company Limited**  
Pirojshanagar, Vikhroli, Mumbai 400 079