



## Godrej Consumer Products Limited

Registered Office : Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixth ANNUAL GENERAL MEETING of the members of GODREJ CONSUMER PRODUCTS LIMITED will be held on Thursday, July 20, 2006 at 3.30 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400 021 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2006, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report;
2. To declare a dividend on equity shares;
3. To appoint a Director in place of Mr. Jamshyd Godrej, who retires by rotation and being eligible, offers himself for reappointment;
4. To appoint a Director in place of Dr. Bala Balachandran, who retires by rotation and being eligible, offers himself for reappointment;
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, and to authorise the Board of Directors of the Company to fix their remuneration. M/s. Kalyaniwalla & Mistry, Chartered Accountants, the retiring Auditors are eligible for reappointment.

#### SPECIAL BUSINESS:

6. **To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:**

RESOLVED that subject to the provisions of Section 257 and other applicable provisions of the Companies Act 1956, if any, Mr. Aman Mehta, who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on April 26, 2006 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a Member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

7. **To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:**

RESOLVED that pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. A. B. Godrej be and is hereby reappointed as Managing Director designated as "Chairman and Managing Director" of the Company to hold office for a period of three years with effect from April 1, 2007, upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. A. B. Godrej, on the following terms and conditions:

#### I. Remuneration

##### A) Fixed Compensation

Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and Gratuity.

The Basic Salary shall be in the scale of Rs. 4,50,000 to Rs.7,50,000 per month, payable monthly.

The Annual increments will be decided by the Board of Directors and will be merit based and will take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the company, in force from time to time.

##### B) Performance linked variable remuneration (PLVR)

PLVR according to applicable scheme of the Company for each of the financial years 2007-08, 2008-09 and 2009-10 or as may be decided by the Board of Directors.

### C) Flexible Compensation

In addition to the Fixed Compensation and PLVR, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 1956 (collectively called “perquisites and allowances”). These perquisites and allowances may be granted to the Managing Director in such form and manner as the Board may decide:

- Furnished residential accommodation (including maintenance of such accommodation, provision of or reimbursement of expenditure incurred on gas, water, power & furnishing) or house rent allowance in lieu thereof as per rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses for the Managing Director and his family, hospitalisation and accident insurance for self and family in accordance with the rules of the Company;
- Leave Travel Assistance for the Managing Director and his family in accordance with the rules of the Company;
- Payment/reimbursement of club fees;
- Earned/privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the Rules specified by the Company. Casual/Sick leave as per the rules of the Company;
- Provision of Company maintained car(s) with driver for official use;
- Provision of free telephone facilities or reimbursement of telephone expenses at residence including payment of local calls and long distance official calls;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

#### Explanation

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalization expenses, ‘family’ means the spouse and dependent children of Mr. A. B. Godrej.
- ii) For the purpose of calculation of gratuity and other retirement benefits, the tenure of Mr. A. B. Godrej as an employee in the erstwhile Godrej Soaps Ltd. till 31.3.2001 shall also be taken into account.
- iii) For the purpose of accumulation of leave, the balance of leave to the credit of Mr. A. B. Godrej as on 31.3.2001 in the erstwhile Godrej Soaps Ltd. will be carried forward to Godrej Consumer Products Ltd.
- iv) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

### II. Overall Remuneration

The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Managing Director from time to time, shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

### III. Minimum Remuneration

Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

#### Notes:

- i) The Managing Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and the Managing Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person from disclosing the aforesaid information.

ii) If the Managing Director be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Managing Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office of the Managing Director desirable, the opinion of such other Directors shall be final, conclusive and binding on the Managing Director and the Company may, by giving thirty days notice in writing to the Managing Director, determine this Agreement and he shall cease to be a Director and Managing Director of the Company, upon expiration of such notice.

**8. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:**

RESOLVED that pursuant to Sections 198, 269, 309, 311 and Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. H. K. Press be and is hereby reappointed as Whole-Time Director designated as "Executive Director & President" of the Company to hold office for a period of three years and one month with effect from April 1, 2007, upon the remuneration as may be determined and agreed to between the Board of Directors and Mr. H. K. Press, on the following terms and conditions :

**I. Remuneration**

**A) Fixed Compensation**

Fixed Compensation shall include Basic Salary, Company's Contribution to Provident Fund and Gratuity.

The Basic Salary shall be in the range of Rs.3,00,000 to Rs.6,00,000 per month, payable monthly. The Annual increments will be decided by the Board of Directors and will be merit based and take into account other relevant factors.

The Company's contribution to Gratuity shall be according to the rules of the company, in force from time to time.

**B) Performance linked variable remuneration (PLVR)**

PLVR according to applicable scheme of the Company for each of the financial years 2007-08, 2008-09, 2009-10 and 2010-11 or as may be decided by the Board of Directors.

**C) Flexible Compensation**

In addition to the Fixed Compensation and PLVR, he will be entitled to the following allowances, perquisites, benefits, facilities and amenities as per rules of the Company and subject to the relevant provisions of the Companies Act, 1956 (collectively called "perquisites and allowances").

These perquisites and allowances may be granted to the Executive Director & President in such form and manner as the Board may decide.

- Housing as per rules of the Company (i.e. unfurnished residential accommodation and House Rent Allowance at applicable rate as per Company's rules OR House Rent Allowance as per Company's rules);
- Furnishing at residence as per rules of the Company;
- Supplementary Allowance;
- Leave Travel Assistance for the whole-time director and his family in accordance with the rules of the Company;
- Payment/reimbursement of medical/hospitalisation expenses for the whole-time director and his family in accordance with the rules of the Company.
- Group insurance cover, group mediclaim cover;
- Payment/reimbursement of Club Fees, Food Vouchers, petrol reimbursement;
- Company car with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan as per rules of the company, Contingency Loan as per rules of the company. These loans shall be subject to Central Government approval, if any;

- Earned/privilege leave, on full pay and allowance, not exceeding 30 days in a financial year. Encashment/accumulation of leave will be permissible in accordance with the Rules specified by the Company. Casual/Sick leave as per the rules of the Company;
- Such other perquisites and allowances as per the policy/rules of the Company in force and/or as may be approved by the Board from time to time.

### **Explanation**

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse and dependent children and dependent parents of the Whole-Time Director.
- ii) For the purpose of calculation of gratuity and other retirement benefits, the tenure of Mr. H. K. Press as an employee in the Godrej Group and associate companies till 31.3.2001 shall also be taken into account.
- iii) For the purpose of accumulation of leave, the balance of leave to the credit of Mr. H. K. Press as on 31.3.2001 in the erstwhile Godrej Soaps Ltd. will be carried forward to Godrej Consumer Products Ltd.
- iv) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

### **II. Overall Remuneration**

The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the Whole-time Director from time to time, shall not exceed the limits prescribed from time to time under Sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may for the time being, be in force.

### **III. Minimum Remuneration**

Notwithstanding the foregoing, where in any Financial Year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule XIII to the Companies Act, 1956.

### **Notes:**

- i) The Whole-time Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 283(1)(i) of the Act, while at the same time the Whole-time Director is liable to retire by rotation. The appointment is terminable by giving three months notice in writing on either side.
- ii) The Whole-time Director shall not, during the continuance of his employment or at any time thereafter, divulge or disclose to whomsoever or make any use whatsoever, whether for his own or for any other purpose other than that of the Company, any information or knowledge obtained by him during his employment with the business or affairs or other matters whatsoever of the Company and the Whole-time Director shall, during the continuance of his employment hereunder, also use his best endeavour to prevent any other person from disclosing the aforesaid information.
- iii) If the Whole-time Director be guilty of such inattention to or negligence in the conduct of the business of the Company or of misconduct or of any other act or omission inconsistent with his duties as Whole-time Director or any breach of this Agreement, as in the opinion of all other Directors renders his retirement from the office of the Whole-time Director desirable, the opinion of such other Directors shall be final, conclusive and binding on the Whole-time Director and the Company may by giving thirty days notice in writing to the Whole-time Director determine this Agreement and he shall cease to be a Director and Whole-time Director of the Company, upon expiration of such notice.

### **9. To consider and if deemed fit, to pass, with or without modification(s), the following as an ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to Section 94 of the Companies Act, 1956 (including any modification or re-enactment thereof) and other applicable provisions, if any, and subject to approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities, the Authorised Share Capital of the Company comprising of 6,25,00,000 (Six Crore Twenty Five Lac) equity shares of the face value of Rs. 4/- each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) be and is hereby sub-divided into 25,00,00,000 (Twenty Five Crore) equity shares of the face value of Re. 1/- each, with effect from the 'Record Date' to be determined by the Board of Directors (hereinafter referred to as "the Board" which expression shall be deemed to include any duly authorized committee thereof).

RESOLVED FURTHER THAT the issued, subscribed and fully paid-up Equity Share Capital of the Company, comprising of 5,64,61,019 (Five Crore Sixty Four Lac Sixty One Thousand Nineteen) equity shares of the face value Rs.4/- each aggregating to Rs. 22,58,44,076 (Rupees Twenty Two Crore Fifty Eight Lac Forty Four Thousand Seventy Six only) be subdivided into 22,58,44,076 (Twenty Two Crore Fifty Eight Lac Forty Four Thousand Seventy Six) equity shares of the face value Re.1/- each, as on the Record Date that may be fixed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required in the said connection and to delegate all or any of the powers herein vested in them to give effect to the above.

**10. To consider and if deemed fit, to pass, with or without modification(s), the following as an ORDINARY RESOLUTION:**

RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Twenty Five Crore) equity shares of Re. 1/- (Rupee One) each with the power to the Board of Directors of the Company to increase or reduce the capital and to divide the capital of the Company for the time being into several classes therein and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be thought expedient.

**11. To consider and if deemed fit, to pass, with or without modification(s), the following as a SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 and the provisions of other statues as applicable, the Articles of Association of the Company be and are hereby altered by deleting the existing Article 3 and substituting in place thereof the following as Article 3:

**3. AMOUNT OF CAPITAL**

The Authorised Equity Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 25,00,00,000 (Twenty Five Crore ) equity shares of Re. 1/- (Rupee One) each with the power to the Board of Directors of the Company to increase or reduce the capital and to divide the capital of the Company for the time being into several classes therein and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and as may be thought expedient.

Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialized form.

**By Order of the Board of Directors**

Sunil Sapre  
Executive Vice President (Finance & Commercial)  
& Company Secretary

Mumbai, April 26, 2006

**Registered Office :**

Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai 400 079

**NOTES:**

1. The relative Explanatory Statement in respect of business under Item No. 6 to 11 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting.
3. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
4. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
5. In terms of Section 205A of the Companies Act, 1956, 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 thirty days to an unclaimed dividend account with a scheduled bank. In terms of sub-section 5 of Section 205A 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 to the fund established under Section 205C viz. Investors' Education and Protection Fund.  
Shareholders who have not encashed the dividend warrants are requested to send back their warrants or make their claims to our Registrar & Share Transfer Agents viz., Computech Sharecap Ltd., 147, M. G. Road, Fort, Mumbai 400 023 Tel. : 22671824/1825. It may be noted that once the unclaimed dividend is transferred to the above fund, no claim from the shareholder shall lie in respect thereof.
6. Reappointment/appointment of Directors :  
The disclosures required under clause 49 of the listing agreement in respect of the Directors being appointed/reappointed in this Annual General Meeting are given in the Corporate Governance section of the Annual Report. Members are requested to refer to the Corporate Governance section of the Annual Report.

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**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****ITEM 6**

The Board of Directors at its meeting held on April 26, 2006 appointed Mr. Aman Mehta as an Additional Director on the Board of the Company.

Profile of Mr. Aman Mehta:

Mr. Aman Mehta, 57, has a Bachelor's degree in Economics from Delhi University. He has over 35 years of experience in various positions with the HSBC Group. He was the Manager, Corporate Planning at The Hongkong and Shanghai Banking Corporation's headquarters in Hong Kong. He was the Chairman and Chief Executive Officer of HSBC, USA Inc., the New York-based arm of HSBC Holdings plc which oversaw HSBC group companies in the Americas, before being appointed as Deputy Chairman of HSBC Bank Middle East, based in Dubai with responsibility for the Group's operations in the Middle East region. Mr. Mehta was re-appointed General Manager International of the Hongkong and Shanghai Banking Corporation in February 1998, Executive Director International in May 1998 and Chief Executive Officer in January 1999. Mr. Mehta also became Chairman of HSBC Bank Malaysia Berhad on January 1, 1999 and a Director of HSBC Bank Australia Limited. Mr. Mehta retired from HSBC in December 2003 and presently is an independent Non-Executive Director of several public companies in India as well as overseas.

Mr. Mehta holds office up to the date of this Annual General Meeting. The Company has received a notice from a Member under Section 257 of the Companies Act, 1956 to propose the candidature of Mr. Aman Mehta as a Director of the Company.

Mr Mehta does not hold any shares in the Company.

The details of directorships held by Mr. Aman Mehta are given in the corporate governance section of the Annual Report of the Company for 2005-06.

The Board feels that the Company will benefit from his professional expertise and rich experience. The Board of Directors recommends the passing of this resolution.

None of the Directors, except Mr. Aman Mehta is concerned or interested in the Resolution.

**ITEM 7**

The shareholders in the Annual General Meeting held on July 22, 2003 reappointed Mr. A. B. Godrej as “Managing Director” designated as “Chairman & Managing Director” with effect from April 1, 2004 to hold office for a period of three years till March 31, 2007.

It is proposed to reappoint Mr. A. B. Godrej as the “Chairman & Managing Director” of the Company to hold office for a period of three (3) years with effect from April 1, 2007 (i.e. from April 1, 2007 to March 31, 2010).

The personal profile of Mr. A. B. Godrej is given below:

Full Name	: Adi Burjorji Godrej
Date of Birth	: April 3, 1942
Date of appointment as director in the Company	: November 29, 2000
Qualification	: BS, MS (MIT, USA)
Specialised Expertise	: Industrialist having rich business experience

The details of directorships held by Mr. A. B. Godrej are given in the corporate governance section of the Annual Report of the Company for 2005-06.

For the sake of brevity the particulars of the proposed remuneration, perquisites and benefits of Mr. A. B. Godrej are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

These particulars also constitute the abstract of the terms of the contract proposed to be entered into with Mr. A. B. Godrej which is required to be sent to every member pursuant to Section 302 of the Companies Act, 1956.

Mr. A. B. Godrej himself and Mr. N. B. Godrej may be deemed to be interested in this resolution.

None of the other directors are in any way concerned or interested in the resolution. The Board of Directors recommends the passing of the said resolution.

**ITEM 8**

The shareholders in the Annual General Meeting held on July 22, 2003 reappointed Mr. H. K. Press as Whole-time Director designated as “Executive Director & President” with effect from April 1, 2004 to hold office for a period of three years till March 31, 2007.

It is proposed to reappoint Mr. H. K. Press as a Whole-time Director designated as “Executive Director & President” of the Company for a further period of three years and one month from April 1, 2007 (i.e. from April 1, 2007 to April 30, 2010).

Mr. H. K. Press, an Electrical Engineer from IIT Bombay (1970) and a Management graduate from IIM Ahmedabad (1972), joined Godrej Soaps as a “Management Trainee” in 1972. He has held various positions in Sales and Marketing to rise to the position of “Senior Vice-President” in charge of the Consumer Products Division in 1991.

He was with Procter & Gamble Godrej, the joint venture between Procter & Gamble and the Godrej Group, from 1993 to 1996. He returned to Godrej Soaps in 1996 and was instrumental in restarting the consumer business there. He was appointed President of the Consumer Products Division in 1999.

Mr. Press joined the Board of Godrej Consumer Products Ltd. in 2001 as “Executive Director and President” and has been running its operations.

The personal profile of Mr. H. K. Press is given below:

Full Name	: Mr. Hoshedar Kersasp Press
Date of Birth	: June 1, 1949
Date of appointment as director in the Company	: November 29, 2000
Qualification	: B.Tech (Hons.), (IIT, Bombay), P.G.D.B.A. (IIMA)
Specialised Expertise	: Marketing and General Management

The details of directorships held by Mr. H. K. Press are given in the corporate governance section of the Annual Report of the Company for 2005-06.

For the sake of brevity the particulars of the proposed remuneration, perquisites and benefits of Mr. H. K. Press are not being set out in the explanatory statement and the members are requested to refer to the same as set out in the body of the resolution.

These particulars also constitute the abstract of the terms of the contract proposed to be entered into with Mr. H. K. Press which is required to be sent to every member pursuant to Section 302 of the Companies Act, 1956.

Mr. H. K. Press may be deemed to be concerned or interested in this resolution.

None of the other Directors are in any way concerned or interested in this resolution. The Board of Directors recommends the passing of the said resolution.

#### **ITEM 9, 10 & 11**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE) and are actively traded. In order to improve the liquidity of the Equity Shares with higher floating stock in absolute numbers and to make the Equity Shares more affordable to the investors, the Board of Directors of the Company, at its meeting held on April 26, 2006, has recommended sub-division of the face value of equity shares of the Company from Rs. 4/- each into 4 (Four) shares of the face value of Re. 1/- each.

Consequent to the above sub-division it is necessary to alter the Capital Clause of the Memorandum and Articles of Association of the Company.

The Ordinary Resolution in Item No. 10 and Special Resolution in Item No.11 seeks to make corresponding amendments in Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company to give effect to the sub-division of shares which is proposed in the Ordinary Resolution mentioned in Item No. 9.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and the investors and hence recommends the passing of the above resolutions.

A copy of the Memorandum and Articles of Association of the Company showing proposed alterations is available for inspection at the Registered Office of the Company from 10.00 a.m. to 12.00 p.m. on any working day upto the date of the Annual General Meeting.

The Directors of the Company may be deemed to be concerned or interested in the resolutions at item 9, 10 & 11 only to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other member of the Company.

**By Order of the Board of Directors**

**Sunil Sapre**

Executive Vice President (Finance & Commercial) &  
Company Secretary

Mumbai, April 26, 2006

**Registered Office :**

Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai - 400 079