

BAJAJ CONSUMER CARE LTD.

64TH ANNUAL REPORT

2004-05

BAJAJ CONSUMER CARE LTD.

Board of Directors :

Shri Shishir Bajaj	(Chairman)
Shri Kushagra N. Bajaj	(Vice Chairman)
Shri R.F.Hinger	(Whole-Time Director)

Auditors :

M/s R.S. Dani & Co.,
Chartered Accountants,
Naya Bazar, Ajmer – 305 001

Bankers :

Corporation Bank

Registered Office :

17-1-204-8,
Saidabad,
Hyderabad – 500 059

Head Office :

Old Station Road,
Udaipur – 313 001-



DIRECTORS' REPORT

The Directors of the company present their Sixty Fourth Annual Report and the Audited Statement of Accounts for the year ended 31st March 2005.

1. FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	2004-05	Last Year
Sales & Other Income	9226.58	9549.25
Profit before Depreciation & Tax	177.02	270.86
Depreciation	151.67	164.71
Profit before Tax	25.35	106.15
Provision - Current Tax	4.00	8.10
- Deferred Tax	0.06	-
Profit after Tax	21.29	98.05
Prior year Adjustments	4.70	-10.82
Balance brought from Previous year	240.54	153.32
Amount Available for Appropriation	266.53	240.55
<u>Appropriation:</u>		
Proposed Dividend	0.01	0.01
Balance Carried to Balance Sheet	266.52	240.54

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2. DIVIDEND:

The Directors recommend the payment of Dividend @ 5 % on Cumulative Preference Share for the year ended 31st March 2005.

3. CONSUMPTION OF ENERGY:

We are replacing the outdated machinery from time to time with the modern machineries resulting in increased production with reduced power consumption.

4. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION:

The Research & Development Department of the company continued to support the Company's business by developing innovative products to cater to consumer needs and preference.

5. FOREIGN EXCHANGE EARNINGS:

During the period under review Exports were made amounting to Rs.37.27 Lacs (previous year Rs. 38.02 lacs).

6. PARTICULARS OF EMPLOYEES:

There were no employees in respect of whom information as per Section 217(2A) of the Companies Act, 1956 read with rule framed thereunder is required to be given in the Directors' Report.

7. DIRECTORS:

Shri Shishir Bajaj, Director of the company retire by rotation and being eligible, offer himself for reappointment.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of Companies Act., 1956 your Directors confirm that:-

- a. the Annual Accounts have been prepared in accordance with applicable accounting standards and no material departures have been made from the same;
- b. the accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to provide a true and fair view of the state of affairs of the company as at 31st March 2005 and of the profit for the year ended 31st March 2005;
- c. proper and sufficient care has been taken for the 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; and
- d. the Annual Accounts are prepared on a going concern basis.

9. SECRETARIAL COMPLIANCE CERTIFICATE

Copy of Certificate of Compliance dated 10.06.2005 from Lalit Mohan Chandra, Secunderabad, whole time Practicing Company Secretary is attached herewith in pursuant with the provisions of Section 383A (1) of Companies Act, 1956

10. AUDITORS:

M/S R. S. Dani & Company, Chartered Accountants, Ajmer, retire on the forthcoming Annual General Meeting and are eligible for re-appointment.

11. INDUSTRIAL RELATIONS:

During the period under review the relation between the employees and management continued to remain cordial and the Directors express their warm appreciation of the sincere co-operation received from all the executives, staff and workers of the company.

On behalf of the Board of Directors

Place: Mumbai
Date: 20.06.05

SHISHIR BAJAJ
CHAIRMAN



e-mail: lmcins@yahoo.co.in
rajnilalit@rediffmail.com

Phone : 5520 9325
Telefax : 5533 7170
Mobitel : 92463 71152
Res : 2780 7224

Office : # 3-41-61, Plot No. 3/6,
Ramdas Garden, Lane adj to Police Station,
Beside Andhra Bank, West Marredpally,
Secunderabad - 500 026.

Lalit Mohan Chandna

M.Com., F.C.S., L.L.B.
Practising Company Secretary
(F.C.S. 2000; CP No. 2642)

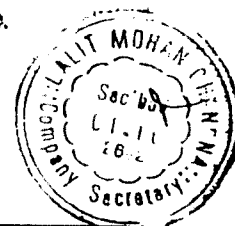
COMPLIANCE CERTIFICATE

Registration No. of the Company : 01-599
Nominal Capital Rs. : 1,00,00,000/-
Paid up Capital Rs. : 99,32,600/-

To,
The Members
Bajaj Consumer Care Limited,
17-1-204-8, Sladabad,
Hyderabad-500059
Andhra Pradesh.

I have examined the registers, records, books and papers of M/s Bajaj Consumer Care Limited, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of the Association of the Company for the year ended on 31st March 2005 (Financial Year). In my opinion and to the best of information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company being a Public company, comments not required
4. The Board of Directors duly met Four times respectively on 10.05.2004, 06.09.2004, 06.12.2004 and 16.02.2005 in respect of which meetings proper notices were given and the proceedings were recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.



Residence : # 3-41-369,-Plot No.42, Laxminagar, Picket, Secunderabad - 500 026.

Lalit Mohan Chandna

M.Com., F.C.S., LL.B.
Practising Company Secretary
(F.C.S. 2000; CP No. 2642)

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5. The company closed its Register of members during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March 2004 was held on 10.02.2005 after giving due notice to the members of the Company and resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra-ordinary general meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The company was not required to make any entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from Board of Directors, Members or Central Government.
12. The company has not issued any duplicate share certificates during the year.
13. (i) The company has delivered all the certificates on allotment of securities and on lodgment thereof for transfer in accordance thereof for transfer in accordance with the provisions of the Act.
(ii) The Company has declared preference dividend during the financial year under review and paid
(iii) As no equity dividend was declared by the Company, it was not required to post any warrants for dividend during the financial year under review.
(iv) The Company was not required to transfer the amounts in the unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund, as there were no such amounts outstanding during the financial year under review.



Residence : # 3-41-369, Plot No.42, Laxminagar, Picket, Secunderabad - 500 026.

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- (v) The company has duly complied with the provisions of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of Additional Directors, Alternate Directors and Director to fill casual vacancy during the financial year.
 15. The company has not appointed any Whole-time Director during the year.
 16. The company has not appointed any sole selling agents during the year.
 17. The Company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
 18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and rules made there under.
 19. The Company has not issued any equity shares during the financial year under review.
 20. The Company has not bought back any shares during the financial year under review.
 21. There was no redemption of preference share or debentures during the financial year.
 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year under review.
 24. The borrowings made by the Company during the financial year are well within the borrowing limits and necessary resolutions as per the provisions of section 293 (1) (d) of the Act have been passed in duly convened general meeting.



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25. The Company has not made any loans or advances or given guarantees or provided securities to other body Corporate & consequently no entries have been made in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the financial year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. As per information given to me there was no prosecutions initiated against or show cause notices received by the company and no fines or penalties or punishment were imposed on the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. The company is regular in depositing Provident Fund dues with prescribed authorities.

PLACE:

DATE: 10/06/2005.



Signature

Name of Company Secretary: Lalit Mohan Chandna
C.P. No. 2642

