Fast Forward into the Future



Godrej Industries Limited annual report 2006-2007

Fast Forward into the Future

The future, we believe, belongs to the brave.

Godrej Industries has grown rapidly over the years,

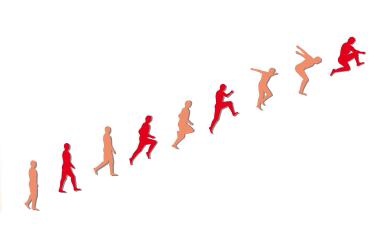
in all its different sectors.

The growth is propelled by the Company's endeavour to excel in each of its businesses, and to deliver value to its consumers and business partners.

Our customers appreciate the consistent quality, excellence

in service and cost effective products.

It is this vision, empowered by an enthusiastic team and a constant aim to innovate that will ensure that we, along with our customers and shareholders move into a future of enduring success and growth.





GODREJ INDUSTRIES LIMITED

DIRECTORS

A.B. Godrej Chairman

J.N. Godrej

N.B. Godrej Managing Director

S.A. Ahmadullah

V.M. Crishna

K.K. Dastur

V.N. Gogate

K.N. Petigara

F.P. Sarkari

V.F. Banaji Executive Director & President (Group Corporate Affairs)

T.A. Dubash Executive Director & President (Marketing)

M. Eipe Executive Director & President (Chemicals)

M.P. Pusalkar Executive Director & President (Corporate Projects)

COMPANY SECRETARY

S.K. Bhatt

AUDITORS

Kalyaniwalla & Mistry, Chartered Accountants

| CONTENTS Page | Nos. |
|---|------|
| Financial Highlights | 03 |
| Notice | 04 |
| Directors' Report along with Management | 0.0 |
| Discussion and Analysis Report | 08 |
| Report on Corporate Governance | 18 |
| | 23 |
| Auditors' Report | 25 |
| Accounts | 28 |
| Consolidated Accounts | 52 |
| Statement Pursuant to Section 212 | 68 |
| SUBSIDIARIES | |
| Godrej Agrovet Limited | 70 |
| Aadhaar Retailing Limited | 82 |
| Godrej Aquafeed Limited | 85 |
| Golden Feed Products Limited | 89 |
| Goldmohur Foods & Feeds Limited | 94 |
| Godrej Properties Limited | 100 |
| Girikandra Holiday Homes & Resorts Limited | 108 |
| Godrej Developers Private Limited | 111 |
| Godrej Real Estate Private Limited | 114 |
| Godrej Realty Private Limited | 117 |
| Godrej Seaview Properties Private Limited | 121 |
| Godrej Waterside Properties Private Limited | 124 |
| Godrej Hicare Limited | 128 |
| Ensemble Holdings & Finance Limited | 134 |
| Godrej International Limited | 139 |
| Godrej Global Mid East FZE | 141 |
| Godrej Global Solutions Limited | 145 |
| Godrej Global Solutions (Cyprus) Limited | 150 |
| Godrej Global Solutions, Inc | 153 |

| REGISTERED OFF | ICE : | : | Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079. Phone: 022-2518 8010, 2518 8020, 2518 8030 Fax: 022-2518 8074, 2518 8066 website: http://www.godrejinds.com |
|-----------------------------|----------|---|---|
| FACTORIES : | Vikhroli | | Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400 079. Phone : 022 - 2518 8010, 2518 8020, 2518 8030 Fax : 022 - 2518 8068/2518 8074 |
| | Valia | | Burjorjinagar, Plot No. 3, Village Kanerao, Taluka - Valia, District Bharuch, Gujarat 393 135. Phone: 02643 - 270756 to 270760 Fax: 02643 - 270018 |
| | Wadala | | L.M. Nadkarni Marg Near M.P. T. Hospital Wadala (East), Mumbai 400 037. Phone : 022 - 2412 6320/23, 2414 6296 Fax : 022 - 2412 6204/2416 4599 |
| BRANCHES : | Delhi | | 4th Floor, Delite Theatre Building, 4/1, Asaf Ali Road, New Delhi 110 002 Phone : 011 - 2326 1069/76 Fax : 011 - 2326 1088 |
| | Kolkata | | Block GN, Sector-V, |
| | | | Salt Lake City, Kolkata 700 091. Phone: 033 - 2357 3556, 2357 3555 |
| | | | Fax : 033 - 2357 3945 |
| | Chennai | | New No. 102, (Old No. 81), |
| | | | Chamiers Road, |
| | | | Chennai 600 028. |
| | | | Phone: 044 - 2431 5721/2431 5722 |
| | London | | Fax : 044 - 2431 5723 284A, Chase Road, Southgate, |
| | LONGON | | London N14 - 6HF., UK |
| | | | Phone: (004420) - 88860145 |
| | | | Fax : (004420) - 88869424 |
| BANKERS | : | • | Central Bank of India State Bank of India Bank of India HDFC Bank Ltd. Citibank N.A. |
| REGISTRARS & TRANSFER AG | : ENT | : | Computech Sharecap Ltd. 147, Mahatma Gandhi Road, Opp. Jehangir Art Gallery, Fort, Mumbai 400 023. Phone : 022 - 2263 5000 - 01- 02 Fax : 022 - 2263 5003 E-Mail : helpdesk@computechsharecap.com |
| | | | |

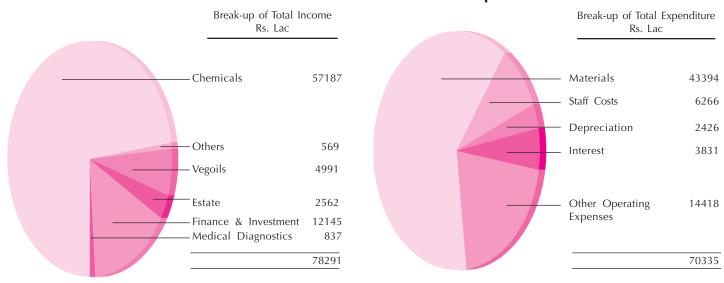


| GODREJ INDU | JSTRIES LIMITEI | D – FINANCIAL I | HIGHLIGHTS | | |
|---|-----------------|-----------------|------------|---------|-----------|
| | | | | | (Rs. Lac) |
| | 2006-07 | 2005-06 | 2004-05 | 2003-04 | 2002-03 |
| BALANCE SHEET | | | | | |
| SOURCES OF FUNDS: | | | | | |
| Shareholders' Funds | | | | | |
| Share Capital | 2919 | 2919 | 2919 | 2919 | 2919 |
| Reserves & Surplus | 38143 | 34216 | 30618 | 26197 | 21511 |
| Loan Funds | | | | | |
| Secured Loans | 33093 | 24911 | 22075 | 16814 | 14815 |
| Unsecured Loans | 13677 | 7803 | 3557 | 4235 | 7432 |
| Deferred Tax Liability | 3980 | 3818 | 2502 | 2972 | 3466 |
| | 91811 | 73667 | 61671 | 53137 | 50143 |
| APPLICATION OF FUNDS: | | | | | |
| Fixed Assets | 28704 | 28594 | 25100 | 25656 | 28130 |
| Investments | 48567 | 37135 | 33577 | 26533 | 18646 |
| Net Working Capital | 12937 | 5719 | 2868 | 739 | 2944 |
| Miscellaneous Expenditure | 1602 | 2219 | 126 | 209 | 423 |
| | 91811 | 73667 | 61671 | 53137 | 50143 |
| INCOME AND PROFIT | | | | | |
| Total Income | 78291 | 80270 | 82353 | 73355 | 67780 |
| Expenditure other than Interest and Depreciation | 64078 | 69661 | 70117 | 64243 | 57737 |
| Profit before Interest, Depreciation and Tax | 14213 | 10609 | 12236 | 9112 | 10043 |
| Interest (net) | 3831 | 2837 | 2582 | 580 | 2024 |
| Profit before Depreciation and Tax | 10382 | 7772 | 9654 | 8532 | 8019 |
| Depreciation | 2426 | 2259 | 2148 | 2150 | 2211 |
| Profit before Tax and exceptional items | 7956 | 5513 | 7506 | 6382 | 5808 |
| Exceptional items - expense/(income) | (95) | (3106) | A11.7A | | _ |
| Provision for Current Tax | 61 | 82 | 401 | 365 | 421 |
| Net Profit after Tax | 7990 | 8537 | 7105 | 6017 | 5387 |
| Provision for Deferred Tax | 162 | 1417 | (470) | (494) | 2119 |
| Adjustment in respect of prior years - expense/(income) | 22 | 8 | (2) | (57) | (153) |
| Net Profit after taxes and adjustments | 7806 | 7113 | 7577 | 6568 | 3421 |

Note : The figures for FY 2002-03 are not comparable with the previous year in view of the Schemes of Arrangement with Godrej Consumer Products Limited and Godrej Foods Limited, in FY 2001-02.

Total Income 2006-2007

Total Expenditure 2006-2007



3

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the members of GODREJ INDUSTRIES LIMITED will be held on Friday, July 27, 2007 at 4.30 P.M. at Y. B. Chavan Centre, Nariman Point, Mumbai - 400 021, to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2007 the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report along with Management Discussion and Analysis Report and Statement of Corporate Governance.
- 2. To declare dividend for the financial year ended March 31, 2007.
- 3. To appoint a Director in place of Mr. A.B. Godrej, who retires by rotation and being eligible offers himself for reappointment.
- 4. To appoint a Director in place of Mr. S.A. Ahmadullah, who retires by rotation and being eligible offers himself for reappointment.
- 5. To appoint a Director in place of Mr. V.N. Gogate, who retires by rotation and being eligible offers himself for reappointment.
- 6. To appoint a Director in place of Mr. Fali P. Sarkari, who retires by rotation and being eligible offers himself for reappointment.
- 7. 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 authorize the Board of Directors of the Company to fix their remuneration. M/s. Kalyaniwalla & Mistry, Chartered Accountants, the retiring Auditors are eligible for re-appointment.

SPECIAL BUSINESS:

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT subject to the provision of Section 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded for the re-appointment of and remuneration payable to Mr. N.B. Godrej as Managing Director of the Company for a period of three years from April 1, 2008 to March 31, 2011 on the terms and conditions as contained in the agreement to be entered into between the Company and Mr. N.B. Godrej, a draft of which is placed before the meeting and for the purpose of identification, initialled by the Chairman.

By Order of the Board of Directors

S.K. BHATT

Executive Vice-President

(Corporate Services)

& Company Secretary

Mumbai, May 25, 2007 **Registered Office:**Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai 400 079.

NOTES:

- 1. The relative Explanatory Statement in respect of business under Item No. 8 as set out in 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. The Register of Members and Share Transfer Books of the Company will be closed from July 20, 2007 to July 27, 2007 (both days inclusive) for ascertaining the names of the shareholders to whom the dividend which if declared at the Annual General Meeting is payable. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., for this purpose.



4. Those Members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the 'Investor Education and Protection Fund' of the Central Government, pursuant to Section 205C of the Companies Act, 1956 on the respective dates mentioned thereagainst. Please note that as per Section 205C of the Companies Act, 1956, no claim shall lie against the Company or the aforesaid Fund in respect of individual amounts which remain unclaimed or unpaid for a period of seven years from the date the dividend became due for payment and no payment shall be made in respect of such claims.

| Dividend for the | |
|----------------------|-----------------------|
| Financial Year ended | Due date for transfer |
| 31.03.2000 | 01.07.2007 |
| 31.03.2001 | 28.07.2008 |
| 31.03.2002 | 14.08.2009 |
| 31.03.2003 | 25.08.2010 |
| 31.03.2004 | 26.07.2011 |
| 31.03.2005 | 26.07.2012 |
| 31.03.2006 | 24.07.2013 |

- 5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- 6. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 Item nos.8

The tenure of Mr. N.B. Godrej as Managing Director of the Company will expire on March 31, 2008.

It is proposed to re-appoint Mr. N.B. Godrej for a further period of three years from April 1, 2008 to March 31, 2011.

The proposed remuneration and terms and conditions of appointment of Mr. N.B. Godrej as Managing Director are given below:

- 1. Mr. N.B. Godrej, shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- 2. Period of appointment: From 1/4/2008 to 31/3/2011.
- 3. In consideration of the performance of his duties, Mr. N.B. Godrej shall be entitled to receive remuneration as stated hereinbelow:-

1. Fixed Compensation:

Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and Gratuity Fund. The Basic Salary shall be in the range of Rs. 5,00,000 to Rs. 9,00,000 per month, payable monthly. The Annual Basic Salary and increments will be decided by the Compensation Committee/Board of Directors depending on the performance of the Managing Director, the profitability of the Company and other relevant factors. The Basic Salary approved by the Compensation Committee for the year 2007-08 is Rs. 4,50,000.

2. Performance Linked Variable Remuneration (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Compensation Committee/Board of Directors of the Company based on Economic Value Added in the business and other relevant factors and having regard to the performance of the Managing Director for each year.

3. Flexible Compensation:

In addition to the Fixed Compensation and PLVR, Mr. N.B. Godrej 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 Mr. N.B. Godrej in the manner as the Board may decide as per the Rules of the Company.

- Housing (i.e. unfurnished residential accommodation OR House Rent Allowance at 80% of Basic Salary);
- Furnishing at residence;
- Supplementary Allowance;
- Leave Travel Assistance;
- Payment/reimbursement of medical expenses for self and family;
- Payment/reimbursement of Food Vouchers, petrol reimbursement;
- Company cars with driver for official use, provision of telephone(s) at residence;
- Payment/reimbursement of telephone expenses;
- Housing Loan, 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.

The maximum cost to the Company per annum for the aggregate of the allowances listed above for the Managing Director shall be Rs. 21,00,000. In addition to the above, the Managing Director shall be eligible to encashment of leave, club facilities, group insurance cover, group hospitalisation cover, and/or any other allowances, perquisites and facilities as per the Rules of the Company.

Explanation

- i) For the Leave Travel Assistance and reimbursement of medical and hospitalisation expenses, 'family' means the spouse, dependent children and dependent parents.
- ii) Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

4. 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.

5. Loans:

- (a) Granting of loans according to Company's Scheme subject to Central Government's approval, if applicable.
- (b) Continuation of Loans, if already availed.

Notes:

- 1. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. 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 by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule XIII to the Companies Act, 1956, except with the approval of the Central Government.
- III. The limits specified above are the maximum limits and the Compensation Committee / Board may in its absolute discretion pay to the Managing Director lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or re-codification of the Companies Act, 1956 or the Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 1956 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued thereunder.
- V. If at any time the Managing Director ceases to be in the employment of the Company for any cause whatsoever, he shall cease to be the Managing Director of the Company.
- VI. The Managing Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 283(1) of the Companies Act, 1956. The appointment is terminable by giving three months' notice in writing on either side.

Draft of the agreement to be entered into with Mr. N.B. Godrej is available for inspection at the Registered Office of the Company from 10.00 A.M. to 12.00 Noon, Monday to Friday (except public holidays) upto the date of the Annual General Meeting.



The particulars given above constitute the abstract of the terms of the agreement which is required to be given to every member under the provisions of Section 302 of the Companies Act, 1956.

The Board of Directors of the Company recommend passing of the resolution as set out at Item no.8 of the Notice.

Mr. N.B. Godrej, may be deemed to be interested in the resolution at Item no.8, Mr. A.B. Godrej, being relative of Mr. N.B. Godrej, may be deemed to be interested in the resolution at item no.8. None of the other Directors of the Company are concerned or interested in the resolution.

By Order of the Board of Directors

S.K. BHATT

Executive Vice-President (Corporate Services) & Company Secretary

Mumbai, May 25, 2007 Registered Office:

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

Details of the Directors seeking appointment/reappointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Mr. A.B. Godrej (65): Mr. A.B. Godrej is B.S., M.S. from Massachusetts Institute of Technology, U.S.A. and is a Director since 1988. Directorship in other Companies:

Chairman & Managing Director, Godrej Consumer Products Ltd.,

Chairman: Godrej Commodities Ltd., Godrej Beverages & Foods Ltd., Godrej Hicare Ltd., Godrej Sara Lee Ltd., Swadeshi Detergents Ltd., Vora Soaps Ltd., Godrej Properties Ltd., Godrej Upstream Ltd., Godrej SCA Hygiene Ltd., Godrej Investments Pvt. Ltd., Godrej Consumer Products (UK) Ltd., Keyline Brands Ltd., Rapidol (Pty) Ltd.

Director: Godrej & Boyce Mfg. Co. Ltd., Godrej Agrovet Ltd., Nutrine Confectionery Company Ltd., Godrej International Ltd., Godrej Global Mid East FZE,

Member of the Executive Board: Indian School of Business.

Committee position held in companies:

Chairman : Audit Committee - Godrej Properties Ltd.
Chairman : Audit Committee - Godrej Sara Lee Ltd.
Chairman : Shareholders' Committee - Godrej Industries Ltd.
Member : Shareholders' Committee - Godrej Consumer Products

Mr. S.A. Ahmadullah (67): Mr. S.A. Ahmadullah is B. A. (Cantab.). He is a Director of the Company since 1995.

Directorship in other Companies: Godrej Industries Ltd., Godrej Global Solutions Ltd., Lawkim Ltd., Globe Theatres Private Ltd., Nadir Company Private Ltd., Motorsports Association of India, Western India Automobile Association. Committee position held in companies:

Chairman: Compensation Committee, Godrej Industries Ltd.

Member : Audit Committee, Godrej Industries Ltd.

Mr. V.N. Gogate (74): Mr. V.N. Gogate is a Chartered Accountant and a qualified Company Secretary by profession. Mr. Gogate was heading the finance function of the former Godrej Soaps Ltd. before retiring in 1994. He is a director of the Company since 1995. Directorship in other Companies:

Committee position held in companies :

Member: Compensation Committee - Godrej Industries Ltd.

Member: Audit Committee - Godrej Industriés Ltd.

Mr. F.P. Sarkari (75): Mr. F.P. Sarkari is a Practising Chartered Accountant. He was appointed as a Director of the Company from Jan. 30, 2002. Directorship in other Companies:

Director: Godrej & Boyce Mfg. Co. Ltd., Tropicana Enterprise Pvt. Ltd., Godrej Global Solutions Ltd.,

Committee position held in companies :

Chairman: Audit Committee - Godrej Industries Ltd., Godrej & Boyce Mfg. Co. Ltd;

Chairman : Remuneration Committee - Godrej & Boyce Mfg. Co. Ltd., Member : Remuneration Committee: Godrej Global Solutions Ltd.,

Member: Audit Committee, Godrej Global Solutions Ltd.

Mr. N.B. Godrej (55): Mr. N.B. Godrej has a B.S. degree in Chemical Engineering from the Massachusetts Institute of Technology and a M.S. in Chemical Engineering from Stanford University. He did his M.B.A. at Harvard Business School in 1976. He has a career spanning 29 years in Godrej group as a Board Member/Managing Director of Godrej Soaps Ltd., Gujarat-Godrej Innovative Chemicals Ltd. and Godrej Industries Ltd. He has been very active in developing the chemicals business of the Company. He has demonstrated outstanding leadership skills in diverse business areas.

Directorship in other companies:

Chairman: Godrej Agrovet Ltd., Goldmohur Foods & Feeds Ltd., Godrej Global Solutions Ltd.

Director: Godrej & Boyce Mfg Co. Ltd., Godrej Properties Ltd., Godrej Consumer Products Ltd., Mahindra & Mahindra Ltd., Godrej

Beverages & Foods Ltd., Godrej Sara Lee Ltd., KarRox Technologies Ltd., Godrej Upstream Ltd., Godrej Gold Coin Aquafeed Ltd., Nutrine Confectionery Co. Ltd., Avestha Gengraine Technologies Pvt. Ltd., CBay Systems (India) Pvt. Ltd., Godrej International Ltd., Godrej Global Mid East FZE, Compass Connections Ltd., UK, CBay Systems Ltd., USA, ACI Godrej Agrovet Pvt. Ltd., Bangladesh, Keyline Brands Ltd. Committee position held in companies:

Chairman: Audit Committee - Godrej Global Solutions Ltd. and Godrej Beverages & Foods Ltd.

Chairman: Shareholders' Committee' - Godrej Consumer Products Ltd.'

Member: Audit Committee - Godrej Sara Lee Ltd., Godrej Properties Ltd. and Mahindra & Mahindra Ltd.

DIRECTORS' REPORT

To the Shareholders,

Your Directors have pleasure in submitting the Annual Report along with the Audited Accounts for the year ended March 31, 2007.

REVIEW OF OPERATIONS

Your Company's performance during the year as compared with that during the previous year is summarised below.

(Rs. lac)

| | | (, |
|--|------------|-----------|
| | Year ended | March 31, |
| | 2007 | 2006 |
| Sales of products and services | 65477 | 74548 |
| Other Income | 12814 | 5733 |
| Total Income | 78291 | 80281 |
| Total Expenditure other than Interest and | | |
| Depreciation | 64078 | 69660 |
| Profit before Interest, Depreciation and Tax | 14213 | 10621 |
| Depreciation | 2426 | 2260 |
| Profit before Interest and Tax | 11787 | 8361 |
| Interest and Financial Charges (net) | 3831 | 2848 |
| Profit before Tax | 7956 | 5513 |
| Provision for Current Tax | 61 | 82 |
| Profit after Current Tax | 7895 | 5431 |
| Provision for Deferred Tax | 162 | 1417 |
| Profit after Current and Deferred Taxation | 7733 | 4014 |
| Profit on sale of undertaking, extraordinary | | |
| item (Net of tax) | 73 | 3098 |
| Net Profit | 7806 | 7112 |
| Adjustments in respect of prior years | _ | _ |
| Surplus brought forward | 23710 | 20082 |
| Profit after Tax available for appropriation | 31516 | 27194 |
| Appropriation | | |
| Your Directors recommend appropriation as un | nder: | |
| Dividend on Equity Shares | 2919 | 2432 |
| Tax on Distributed Profits | 496 | 341 |
| Transfer to General Reserve | 781 | 711 |
| Surplus Carried Forward | 27320 | 23710 |
| Total Appropriation | 31516 | 27194 |

The total income reduced by 2% from Rs. 80281 lac to Rs. 78291 lac, mainly on account of sale of Foods division. The Net Profit for the year was Rs. 7806 lac as compared to Rs. 7112 lac in the previous year, an increase of 10%.

DIVIDEND

The Board of Directors of your Company recommends a final dividend of Re. 1/- per equity share of Re. 1/- each, aggregating to Rs. 2919 lac, as against final dividend of Rs. 5/- per equity share of Rs. 6/- each aggregating to Rs. 2432 lac in the previous year.

MANAGEMENT DISCUSSION & ANALYSIS

There is a separate section on Management Discussion and Analysis in this Annual Report, which, *inter alia*, covers the following:

Industry Structure and Developments

- Discussion on financial performance with respect to operational performance
- Segment wise performance
- Human Resources and Industrial Relations
- Opportunities and Threats
- Internal Control Systems and their adequacy
- Risks and Concerns
- Outlook

The same is appended as Annexure A to the Directors' Report.

SUBSIDIARY AND ASSOCIATE COMPANIES

Your Company has interests in several industries including animal feeds, poultry and agro-products, property development, household insecticides, pesticides, tea, fruit and soya drinks and infotech, etc. through its subsidiary/associate companies.

Godrej Agrovet Limited (GAVL): The Company is in the business of animal feeds, agri inputs, poultry, oil palm and rural retailing. The Company recorded a revenue growth of 18% in FY 2006-07, the total income rising from Rs. 60556 lac to Rs. 71285 lac. The Profit after tax however declined from Rs. 683 lac to Rs. 275 lac.

The Company launched 8 new rural retail stores under the Aadhaar initiative in the last quarter of the year taking the total store count to 39 outlets and launched 3 new Nature's Basket stores in Mumbai (total 8 such stores), which retail a large range of domestic as well as exotic fruits, vegetables and herbs. The Company also launched the Yummiez range of ready to eat veg and non-veg snacks and extended this range to Delhi, Baroda, Nagpur and Chandigarh in the last quarter.

Avian Influenza and high prices of certain key raw materials impacted the performance of the Animal Feed and Poultry businesses.

The Company entered into a MoU with IJM Plantations, Berhad a listed Malaysian Company to promote oil palm plantation in India and also entered into a JV (49:51) named Godrej Gold Coin Aqua Feed Limited with Gold Coin Group, Singapore for developing and marketing special feed for shrimp.

Goldmohur Foods and Feeds Limited (GFFL): Operations of this wholly owned subsidiary of GAVL were also impacted during the initial months of the Financial Year under review by the outbreak of Avian Influenza. High prices of certain key raw materials like maize also impacted the performance. The Profit after Tax came down from Rs. 538 lac in the previous year to Rs. 320 lac in the year under review, in spite of the total income rising from Rs. 29588 lac to Rs. 32635 lac.

Golden Feed Products Limited (GFPL): This wholly owned subsidiary of GAVL transferred its Higashimaru brand shrimp feed marketing business to Godrej Gold Coin Aquafeed Limited during the year. The Company reported a loss of Rs. 15.57 lac against a loss of Rs.140 lac for 2005-06.

Godrej Properties Limited (GPL): Recorded an increase in Total Income of 95% from Rs. 7046 lac in the previous year to Rs.13726 lac in the current year. The Profit after Tax increased by 210% from Rs. 1339 lac in the previous year to Rs. 4145 lac. GPL has declared an interim dividend of 419% as compared to 96% in the previous year.

"Planet Godrej", the five 50-storeyed towers project located in close proximity to Mahalaxmi race course and Willingdon Club in Mumbai has won the prestigious Pinnacle Award 2006 awarded by Zee Business in the category of 'Best Upcoming Real Estate Project' in India.

In addition to the two IT parks over 35 lac sq. ft. in Salt Lake area, Kolkata, the Company has started developing an IT park at Hyderabad