

BOARD OF DIRECTORS

Dr. A.C. MUTHIAH	CHAIRMAN
PETER KARDORFF	DIRECTOR
PETER K.SCHERER	DIRECTOR
Dr. RAINER SALZ	DIRECTOR
RAJENDRA S. LODHA	DIRECTOR
Dr. A. BESANT C. RAJ	DIRECTOR
D. ARUNACHALAM	DIRECTOR
A. SATISHKUMAR	MANAGING DIRECTOR

SECRETARY
N. RAJEEVA PRAKASH

REGD. OFFICE & PRINCIPAL OFFICE

TPL House, 1st Floor,
No.3, Cenotaph Road
Teynampet
Chennai - 600 018

FACTORY

Peralam Main Road
Thirunallar Commune
Karaikal - 609 607
Union Territory of Pondicherry

PROCESS LICENSOR

HENKEL KGaA
D-40191, Dusseldorf
Germany

AUDITORS

Messrs. S. Viswanathan
Chartered Accountants
8-A, Bishop Wallers Avenue (West)
Mylapore, Chennai - 600 004.

BANKERS

State Bank of India
Standard Chartered Bank
Deutsche Bank
Citibank N.A.

REGISTRARS & SHARE TRANSFER AGENTS

Cameo Corporate Services Ltd.
Subramanian Building, V Floor, 1, Club House Road, Chennai - 600 002.
Tel : (044) 2846 0390 (5 Lines) Fax : (044) 2846 0129 Grams : "CAMEO"

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OUR MISSION

“We are ready to meet the economic and ecological challenges of the 21st Century.

We assure Henkel’s position as a top international company.

This goal guides our actions.

***Through applied chemistry and expert service,
we make people’s lives easier,
safer and better.***

We are dedicated to helping our customers improve their own performance and meet their requirements.

We manage change and we are proud of our achievements.”

QUALITY POLICY

HSIL is committed to the mission of manufacturing and marketing products that fulfill in toto the needs and expectations of its consumers.

HSIL will ensure that its products do not pose any threat to the environment both during manufacture and use.

HSIL will strive for upgrading its products / processes through appropriate technology inputs / motivation of its workforce to do things “right first time”. In achieving this objective, HSIL will in addition to its own endeavour draw upon the state-of-art technology inputs available to it from its promoter Henkel KGaA.

ENVIRONMENTAL POLICY

HSIL will strive for pollution prevention and continual improvement in Environmental performance by

- ***Minimizing air emissions, wastages.***
- ***Effectively utilizing available energy resources.***
- ***Developing environmental friendly products.***

HSIL will comply with relevant legislation and regulatory requirements.

HSIL will train all employees to make them conscious of their environmental responsibilities.

HSIL will in addition to its own endeavour make use of the expertise available from its promoter Henkel KGaA, for achieving these objectives and review periodically

HSIL will maintain dialogue with the public and interested parties on pertinent environmental issues.

YEAR AT A GLANCE

	(Rs in Crs.)
● Net Sales	345.23
● Operating Profit	45.86
● Profit before Tax and prior period/extraordinary items	5.99
● Total Assets	377.33
● EPS (before extraordinary items) (Rs.)	0.51
● Book Value per equity share (Rs.)	20.14

WE ARE MOVING ...

*Effective from June 2003
Principal Office will function at :
TPL House,
1st Floor, No.3, Cenotaph Road
Teynampet, Chennai - 600 018.*

NOTICE FOR THE FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade, (Near High Court) Chennai - 600 108 on Monday the 30th June 2003 at 10.15 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2002, Profit and Loss Account for the year ended that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in the place of Dr.A.C.Muthiah who retires by rotation and being eligible offers himself for re-election.
3. To appoint a Director in the place of Dr.Rainer Salz who retires by rotation and being eligible offers himself for re-election.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s.CNGSN Associates, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company in the place of retiring Auditors M/s. S. Viswanathan, Chartered Accountants, Chennai to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs. 5,25,000/- (Rupees five lakh and twenty five thousand only) exclusive of out-of-pocket expenses, travelling and other expenses incurred, in connection with the Company's Audit”.

SPECIAL BUSINESS

5. 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 257 and all other applicable provisions, if any, of the Companies Act, 1956, Thiru. Rajendra S.Lodha who was appointed as an Additional Director of the Company and who u/s 260 of the Companies Act, 1956 holds office only upto the date of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received notice in writing from a member, pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Thiru. R.S.Lodha for the Office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

6. 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, read with Schedule XIII and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and / or any notification which the Central Government may issue from time to time) and subject to the approval of statutory authorities, if any, required and subject to such alterations and modifications, if any, that may be effected by the above authorities, in that behalf, consent of the Company be and is hereby accorded for the revision in the remuneration of Thiru. A.Satishkumar, Managing Director of the Company with retrospective effect from 1st January 2003 till expiry of his present term of office upto 31st May 2006, on the terms and conditions as set out in the Explanatory Statement attached to this notice and that the Board of Directors and/or the Remuneration Committee be and are hereby authorized to alter and vary such terms and conditions in accordance with the laws in force from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of the term of office, the company has no profits or its profits are inadequate it may pay to Thiru.A.Satishkumar, remuneration by way of salary and perquisites as specified herein, subject to the approval of the Central Government or in the alternative within the limits laid down in Section 2 Part II of Schedule XIII of the Companies Act, 1956, as in force from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board/ Committee be and are hereby authorized to take all such actions and give all such directions, or do all such acts, deeds, matters and things as may be necessary in this regard and further to execute all such deeds, documents and writings as may be necessary in this regard.

By order of the Board
for Henkel SPIC India Ltd.

Regd.Office:
No.3 Cenotaph Road
Teynampet
Chennai 600 018.
Dated : 28th April 2003

N. RAJEEVA PRAKASH
SECRETARY

NOTES :

1. Members who hold shares in the dematerialised form are requested to indicate without fail their DP ID and Client ID numbers in the attendance slip.
2. A Member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the Company. Proxy to be valid shall be deposited with the Company not later than Forty-eight hours before the time for holding the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 17/6/2003 to 30/6/2003 (both days inclusive).
4. Members are requested to immediately intimate any change in their addresses to the Registrars.
5. The documents referred to in this Notice / Explanatory Statements are open for inspection by any members at the Principal Office of the Company during the Company's business hours on any working day upto the last date of Annual General Meeting.

6. INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT :

As required under the Listing Agreement, the particulars of the Directors who are proposed to be appointed/reappointed are furnished below :

i) Item No 2 of the Notice.

Name	:	Dr.A.C.Muthiah
Age	:	62 years
Qualification	:	Bachelor of Engineering Post Doctorate in Science Management Graduate - University of Detroit Member of Society of Manufacturing Engineers, U.S.A.
Expertise	:	Industrialist
Date of appointment	:	8th November, 1990

An Engineer from Madras University and a Management Graduate from University of Detroit, Dr.A.C. Muthiah is the Chairman of SPIC group. He is a member of the Society of Manufacturing Engineers, USA. He had extensive training abroad and in India before he joined the family business. He is associated with several leading industries both in India and abroad in various capacities, such as Chairman, President, Vice-Chairman and Director. He heads "SPIC" (Southern Petrochemical Industries Corporation Limited), Chennai, which is one amongst the largest industrial

conglomerates in the country, with diversified activities in various fields.

Dr.Muthiah is a member of the Prime Minister's Advisory Council on Trade and Industry. Dr.Muthiah was the President of the Southern India Chambers of Commerce & Industry for eight years and was the President of the Indian National Committee of the International Chambers of Commerce & Industry. He is presently the President of the Federation of Indian Chambers of Commerce & Industry (FICCI) and is a member of the Executive Board of the International Chambers of Commerce, Paris.

Dr.Muthiah is connected with a number of educational institutions. He is a member of the Board of Governors of the Regional Engineering College, Trichy. He is the Chairman of Governing Board of the SPIC Bio Process Laboratory in the Anna University. He is also a Member of the Board of Governors of Anna University's Curriculum Programme on Industrial Bio-Technology. A Founder Member of SPIC Science Foundation, Dr.Muthiah is also the Chairman of the Management Committee of the Foundation. The SPIC Science Foundation has formed a separate Division "Chennai Mathematical Institute" with the active participation of eminent mathematicians.

Dr.Muthiah is also Founder Member of the Madras School of Economics and he is also on the Board of Governors of the same. Dr.Muthiah is also the Chairman of Sri Venkateswara Educational & Health Trust which runs the highly acclaimed Sri Venkateswara Engineering College, near Chennai.

Dr.Muthiah is a member of the Central Management Committee of the Voluntary Health Services, Adyar, Chennai. The MAC Medical Foundation has a model rural health-cum-training centre in Thuraipakkam, near Chennai along with several mini health centres at various locations. The MAC Educational Foundation runs a Nursing College for women. He is also member of the Board of Sri Kamakoti Child's Trust Medical Research Foundation.

Anna University, which is one of the oldest and internationally renowned Engineering Universities in the country, conferred on him an Honorary (Honoris Causa) in Science in 1992.

Dr.Muthiah is the Honorary Consul of Belgium for Southern India. The Award 'Knighthood' was bestowed on Dr.Muthiah by His Royal Highness Crown Prince Philippe of Belgium, on behalf of the King of Belgium in recognition of his outstanding services as Consul of Belgium.

Dr.Muthiah was the President of the Board of Control for Cricket in India for the year 1999-2001 and was a member of the Executive Board of the International Cricket Council, London. He was the President of Tamilnadu Cricket Association for 8 years. He is a Member of many clubs, including the Marylebone Cricket Club, London.

Dr.Muthiah is the Trustee and Secretary of Tamil Isai Sangam founded by his illustrious grandfather Sir.Annamalai Chettiar for promotion of Tamil Music. The Tamil Isai Sangam also runs a famous Music College from its premises. The Tamil Isai Sangam celebrated its Golden Jubilee a couple of years ago. He is the Chairman of Cheshire Home.

He is holding Directorship in the following Indian companies. The list does not include directorship in companies excluded as per Section 278 of the Companies Act 1956.

SL No.	Name of the Company	Status	Committee Membership*	
			Chairman	Member
1	Southern Petrochemical Industries Corporation Limited	Chairman	-	-
2	South India Corporation (Agencies) Ltd	Chairman	-	-
3.	SPIC Petrochemical Limited	Chairman	-	-
4.	First Leasing Company of India Limited	Chairman	-	-
5.	Manali Petrochemical Limited	Chairman	-	-
6.	Tuticorin Alkali Chemical & Fertilisers Limited	Chairman	-	-
7.	Tamilnadu Petroproducts Limited	Vice Chairman	-	-
8	National Aromatics and Petrochemical Corporation Limited	Vice Chairman	-	-
9.	Mysore Cements Limited	Director	-	-
10.	Indo-Jordan Chemicals Limited	Director	-	-

* Dr.A.C. Muthiah is not a Member of any Committee of Directors of any company except Chairmanship of Capital Issues and Allotment Committee of our Company.

ii) Item No. 3 of the Notice.

Name : Dr.Rainer Salz
Age : 57 years
Qualification : Chemical Graduate
Post Doctorate
(Metalorganic
Catalytical Process)
Expertise : Technical Manager.
Date of appointment : 30th June 1997

Dr.Rainer Salz is a Chemist from University of Cologne, Germany. Graduate from Max-Planck-Institute fuer Kohlenforschung in Muehlheim/Ruhr and Ruhr University of Bochum. After postdoctorate and scientific research in metalorganic catalytical processes, he is serving Henkel in Duesseldorf for more than 20 years. He had different positions in Research and Development and in big scale productions for chemicals, detergents and cosmetics. Dr.Salz is an experienced technical manager and technologywise responsible for Henkel's new acquisitions and foundation of Joint Ventures in the field of detergents. He is responsible for their development in terms of implementation of latest technologies, investment structuration and manufacturing efficiency. Dr. Salz is also member of the Board of Henkel Enad Algerie, a new foundation of Henkel Detergent.

Dr.Salz does not hold directorship in any of the Indian Companies.

iii) Item No. 5 of the Notice.

Name : Rajendra S Lodha
Age : 60 years
Qualification : F.C.A.
Expertise : Chartered Accountant
Date of appointment : 26th July 2002

Thiru Rajendra S. Lodha, the well-known Chartered Accountant was the President of the Federation of Indian Chambers of Commerce and Industry (FICCI) in its Platinum Jubilee Year i.e.2002 with the additional distinction of being the first professional from the services sector to occupy this post.

He is a Senior Partner of the leading accounting and consulting firm M/s. Lodha & Co. which is the Indian member firm of BDO International (the 5th largest international accounting firm having annual billing in excess of US\$ 2.4 billion). He is the Chairman of BDO Lodha (P) Ltd. He has served on the Indian Prime Minister's Council on Trade & Industry, the Board of Trade, the Central Direct Taxes Advisory Committee etc. He is also the first Chairman of the South Asia Business Forum sponsored by the Asian Development Bank and a Director on the Board of the BOAO Economic Forum headquartered in China.

A past President of the Indian Chamber of Commerce Calcutta, Thiru. Lodha has served for six years on the Central Board of the State Bank of India as well as on its Executive Committee. A gold medalist in his C.A. exams, he is presently the President of the Indian Council of Arbitration and the FICCI Socio Economic Development Foundation.

Thiru. Lodha is currently serving on the Boards of organisations inter alia National Securities Depository Ltd. (NSDL), Indian Petrochemicals Corporation, Tourism Finance Corporation and Oriental Insurance Co. Ltd. and on SEBI's Committees on Takeover Code Review, on Corporate Governance and on Disclosure in Offer Documents. Besides he is Chairman of Alfred Herbert

(India) Ltd., and Co-Chairman of Birla Corporation Ltd. He is a Trustee of Bharatiya Vidya Bhavan, U.K. and Bombay Hospital, Mumbai.

He has been a pioneer in acting as the Advisor to prestigious GDR/Euro Issues in excess of US\$ 1 billion for several Indian corporates and has personally supervised the statutory audit of organisations inter alia RBI, LIC, IOC, ICICI, ONGCR SAIL, IFCI etc. He has served on the Boards of the Bank of India and the Unit Trust of India. He was a Member of the Working Group set up by the Government to totally recast the Companies Act and is currently serving on the first National Advisory Committee on Accounting Standards.

He is holding Directorship in the following Indian companies. This list does not include directorship in companies excluded as per Section 278 of the Companies Act 1956.

SL No.	Name of the Company	Status	Committee Membership	
			Chairman	Member
1	Alfred Herbert (I) Ltd.	Director	-	-
2	Birla Corporation Limited	Chairman	-	-
3.	First Capital India Ltd.	Director	-	-
4.	Hindustan Gums & Chemicals Ltd.	Director	-	-
5.	Indian Petrochemicals Corporation Ltd.	Director	Audit	Remuneration
6	Lodha Capital Markets Ltd.	Director	-	-
7.	National Securities Depository Ltd.	Director	Audit	-
8.	The Oriental Insurance Co.Ltd.	Director	-	Audit, Investment
9	The Punjab Produce Holdings Ltd	Director	-	-
10	SBI Life Insurance Co.Ltd.	Director	-	-
11	Toursim Finance Corporation of India Ltd.	Director	Audit	
12	21 st Century Printers Limited	Director	-	-
13	UTI Securities Exchange Ltd.	Director	-	-
14	Vindhya Telelinks Ltd.	Director	-	

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO. 5

The Board had in accordance with the Articles of Association appointed Thiru. Rajendra.S.Lodha, as an Additional Director with effect from 26th July 2002 to strengthen the Board and to have benefits of his experience and expertise.

Thiru R.S.Lodha will hold office until the conclusion of this Annual General Meeting and is eligible for reappointment. The profile of Thiru R.S.Lodha appears under note 6(iii) in the accompanying note convening the Annual General Meeting.

In view of rich experience in the industry and expertise, the Board of Directors consider it beneficial and in the interest of the company to have him in the Board and recommend his appointment as Director of the company.