



Laundry & home care
products



Personal & Oral care products



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
SUKHENDU RAY	DIRECTOR
RM. MUTHUKARUPPAN	DIRECTOR
A. SATISH KUMAR	MANAGING DIRECTOR

SECRETARY

N. RAJEEVA PRAKASH

REGD. OFFICE & PRINCIPAL OFFICE

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

FACTORIES

- Peralam Main Road, Thirunallar Commune
Karaikal - 609 607, Union Territory of Pondicherry.
- 6&7, Tiljala Road, Kolkata - 700 039.
- 28, S.Roy Road, Kolkata - 700 039.
- 69, Southern Avenue, Industrial Estate,
Ambattur, Chennai - 600 058.

PROCESS LICENSOR

HENKEL KGaA
Germany

AUDITORS

M/s. CNGSN & Associates
Chartered Accountants
'Agastyar Manor', No.20, Raja Street
T. Nagar, Chennai - 600 017.

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

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

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

HIL 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, HIL 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

“HIL 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.***

HIL will comply with relevant legislation and regulatory requirements.

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

HIL 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.

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

YEAR AT A GLANCE

(Rs. in Crs.)

• Net Sales	177.80
• Operating Profit	9.21
• Profit before Tax and prior period / extraordinary items	4.30
• Total Assets	402.39
• Book Value per equity share (Rs.)	40.31

NOTICE FOR THE EIGHTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Fourth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade (Near High Court) Chennai - 600 108, on Tuesday, the 27th day of September 2005 at 11.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2004, 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 place of Mr.Sukhendu Ray, who retires by rotation and being eligible, offers himself for re-election.

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s CNGSN & Associates, Chartered Accountants, Chennai the retiring auditors be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.8,00,000/- (Rupees Eighty Lakhs only) plus out-of-pocket expenses for travelling and other expenses incurred, in connection with the Company's Audit"

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Dr.A.C.Muthiah, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under Section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mr.Peter Kardorff, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

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

RESOLVED THAT Mr.Peter K Scherer, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

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

RESOLVED THAT Dr.Rainer Salz, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

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

RESOLVED THAT Mr.Rajendra S.Lodha, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

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

RESOLVED THAT Dr.A.Besant C.Raj, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

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

RESOLVED THAT Mr.Rm.Muthukaruppan, who holds Office as Director till the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and in respect of whose appointment notice under

section 257 has been received from a member of the Company, be and is hereby appointed as Director to retire by rotation.

11. To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL 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, as may be 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 appointment of Mr.A.Satish Kumar, as Managing Director of the Company with effect from 11th August 2005, for a period of 5 years on the terms and conditions as set out in the Explanatory Statement attached to this notice and that the Board of Directors be and are hereby authorized to alter and vary such terms and conditions in accordance with the laws in force from time to time as may be agreed to by the Board of Directors and Mr.A.Satish Kumar.

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 Mr.A.Satish Kumar, remuneration by way of salary and perquisites as specified above, subject to the approval of the Central Government or in the alternative within the limits laid down in Section-II, 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 is 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.

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

RESOLVED that in supersession of the resolution passed by the Company at the Annual General Meeting held on 18th December 1998, in relation to the exercise of borrowing power, the Board/Committee of Directors of the Company be and is hereby authorised pursuant to section 293 (1) (d) of the Companies Act, 1956, for borrowing from time to time,

any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any one time Rs. 300 crores (Rupees Three hundred crores only) irrespective of the fact that such aggregate amount of borrowing, outstanding at anyone time may exceed the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose.

By order of the Board
for Henkel India Ltd.

N. RAJEEVA PRAKASH
COMPANY SECRETARY

Regd.Office:
No.3 Cenotaph Road,
Teynampet,
Chennai 600 018.

Date: 11th August 2005

NOTES :

1. A member entitled to attend and vote at the above 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 48 hours before the time for holding the meeting.
2. A member who hold shares in the dematerialised form are requested to indicate without fail their DP ID and Client ID numbers in the attendance slip.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September 2005 to 27th September 2005 (Both days inclusive).
4. Members are requested to immediately intimate any change in their addresses to the Registrars.
5. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
6. Members are requested to quote their FOLIO/DP ID and Client ID Number, in all correspondences.
7. The documents referred to in this Notice / Explanatory Statements are open for inspection by any members at the Registered Office of the Company during the Company's business hours on any working day upto the last date of Annual General Meeting.
8. **INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE-49 OF THE LISTING AGREEMENT :**
As required under the Listing Agreement, the particulars of the Directors who are proposed to be appointed/reappointed are given hereunder: