



BOARD OF DIRECTORS

DR. A.C. MUTHIAH	CHAIRMAN
PETER KARDORFF	DIRECTOR
PETER K. SCHERER	DIRECTOR
PATRICK KAMINSKI	DIRECTOR
RAJENDRA S. LODHA	DIRECTOR
Dr. A. BESANT C. RAJ	DIRECTOR
SUKHENDU RAY	DIRECTOR
RM. MUTHUKARUPPAN	DIRECTOR
A. SATISH KUMAR	MANAGING DIRECTOR

COMPANY SECRETARY

N. RAJEEVA PRAKASH

REGISTERED OFFICE

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

AUDITORS

M/s. CNGSN & Associates
Chartered Accountants
Chennai – 600 017.

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 VISION

“Henkel is a leader with brands and technologies that make people’s lives easier, better and more beautiful.”

OUR VALUES

We develop superior brands and technologies.

We are customer driven.

We are successful because of our people.

We are committed to shareholder value.

We aspire to excellence in quality.

*We are dedicated to sustainability and
corporate social responsibility.*

We strive for innovation.

We communicate openly and actively.

We embrace change.

We preserve the tradition of an open family company.

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.”



NOTICE FOR THE EIGHTY FIFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Fifth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade (Near High Court) Chennai – 600 108, on Monday, the 5th day of June 2006 at 10.15 am to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2005, 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 appoint a Director in place of Dr.A.C.Muthiah, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr.Peter Kardorff, who retires by rotation and being eligible, offers himself for re-election.
5. To consider and if thought fit, to pass with or without modification(s), 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 and to authorize the Board of Directors to fix the remuneration as they deem fit.

SPECIAL BUSINESS

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

RESOLVED THAT Mr.Patrick Kaminski, 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.

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

By order of the Board
for **Henkel India Ltd.**

Date: 15th February 2006

N. RAJEEVA PRAKASH
COMPANY SECRETARY

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. The relative explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business set out under item No.6 is annexed hereto.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from 1st June 2006 to 5th June 2006 (Both days inclusive).
4. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the meeting.
5. Members are requested to quote their FOLIO/DP ID and Client ID Number, in all correspondences.
6. 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.

7. 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.

Item No.2 of the Notice

Name : Mr.Sukendu Ray
Age : 82 years
Qualification : F.C.A. England and Wales
Expertise : Chartered Accountant
Date of appointment : 5th August 1985

A Science Graduate from the University of Calcutta and qualified Chartered Accountant from England. He is a Fellow Member of the Institute of Chartered Accountants of England and Wales having 40 years of working experience in varied functions. He was the Chief Executive and Managing Director of Guest Keen Williams Ltd. Mr.Ray served as a Member of Bengal Chamber of Commerce and Industry, Central Council of the Association of Indian Engineering Industries (now CII), Indian Institute of Management, Indian Institute of Social Welfare and Business Management, Calcutta and Indian Advisory Board of Standard Chartered Bank.

Details of other Directorships / Committee Membership held by him are as follows:

Sl. No.	Company	Position	Committee Membership	
			Chairman	Member
1	Stone India Ltd.	Director	Audit Shareholders/ Investors' Grievance	–
2	Consolidated Fibers & Chemicals Ltd.	Director	Shareholders/ Investors' Grievance	Audit
3.	Asiatic Oxygen Ltd	Director	Audit	Shareholders/ Investors' Grievance
4	Unimers India Ltd.	Director	–	Audit
5	Nagarjuna Agrichem Ltd.	Director	–	–
6	International Combustions (India) Ltd.	Director	–	–

Item No.3 of the Notice

Name : Dr.A.C.Muthiah
Age : 64 years
Qualification : B.E (Mechanical)
Post Doctorate in Science
Expertise : Industrialist
Date of appointment : 29th April 2005

An Engineer from Madras University and a management graduate from University of Detroit, Dr.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 connected 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 and the Vice President of Federation of Indian Chamber of Commerce. Dr.Muthiah was the President of the Southern India Chamber of Commerce & Industry for 8 years and he was also the President of the Indian Council of Arbitration. He is connected with a number of educational institutions. He is a member of the Executive Committee of the All India Council for Technical Education. He is also a member of the Tamil Nadu State Council for Higher Education. He is a member of the Board of Governors of the Regional Engineering College, Trichy. Dr.Muthiah is also the Chairman of Sri Venkateswara Educational & Health Trust which runs the highly acclaimed Sri Venkateswara College of Engineering near Chennai.

Dr.Muthiah is Chairman of Governing Board of the SPIC Bio Process Laboratory in Anna University. He is also a Member of the Board of Governors of Anna University’s Curriculum Programme on Industrial Bio Technology. Founder Member of SPIC Science Foundation, Dr.Muthiah is also the Chairman of the Management Committee of this Foundation. SPIC Science Foundation has formed a separate Division “Chennai Mathematical Institute” in which eminent and renowned mathematicians are involved. Dr.Muthiah is also Founder Member of the Madras School of Economics; He is also on the Board of Governors of the same. Anna University, which is one of the oldest and internationally renowned Engineering Universities in the country, conferred on his Honorary Doctorate Degree in Science in 1992.

Dr.Muthiah is the Honorary Consul of Belgium for Southern India. His Royal Highness Crown Prince Philippe of Belgium, on behalf of the King of Belgium, bestowed a ‘Knighthood’ on Dr.Muthiah in recognition of his outstanding services as Consul of Belgium. He was the President of the Board of Control for Cricket in India and the President of Tamilnadu Cricket Association for 8 years. He is a Member of many clubs, including the Marylebone Cricket Club, London. He is the Trustee and Secretary of Tamil Isai Sangam founded by his illustrious grandfather Sri.Annamalai Chettiar for promotion of Tamil Music. He is the Chairman of Cheshire Home.



Dr.Muthiah is holding directorship in the following Indian companies.

Sl. No.	Company	Position	Committee Membership	
			Chairman	Member
1	Southern Petrochemical Industries Corporation Limited	Chairman	–	–
2	SICAL Logistics Limited	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 Petrochemicals Corporation Limited	Vice Chairman	–	–
9.	Mysore Cements Ltd.	Director	–	–
10.	Indo–Jordan Chemicals Limited	Director	–	–

Item No. 4 of the Notice.

Name : Mr. Peter Kardorff
Age : 48 years
Qualification : M.B.A. from Mannheim University, Germany
Expertise : Marketing and Sales
Date of appointment : 29th April 2005

Mr. Peter Kardorff is holding a Master Degree for Business Administration from Mannheim University, Germany in 1984 and he joined Henkel KGaA in the same year. In different assignments within Henkel, Mr. Peter has 21 years business experience in marketing and sales in Germany as well as in Belgium / Netherlands. From 1994-98, he had the position of International Marketing Director for Henkel's flagship brand "Persil". Since 1998, he is Vice President Detergents for the Emerging Markets, covering India, the Near / Middle East as well as the Maghreb region. Mr. Peter Kardorff does not hold directorship in any of the Indian Companies.