

BOARD OF DIRECTORS

DR. A.C. MUTHIAH	CHAIRMAN
PETER K. SCHERER	DIRECTOR
PATRICK KAMINSKI	DIRECTOR
THOMAS JUNGSMANN	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 SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Sixth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade (Near High Court) Chennai – 600 108, on Friday, the 29th June 2007 at 10.15 am to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2006, 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.Peter K.Scherer, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr.Rajendra S Lodha, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Dr.Besant C Raj, 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 the Board of Directors be and are hereby authorized to fix the terms of appointment including the remuneration of the Statutory Auditors, as they deem fit.

SPECIAL BUSINESS

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

RESOLVED THAT Mr.Thomas Jungmann, 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 of the Company liable to retire by rotation.

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

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

N. RAJEEVA PRAKASH
COMPANY SECRETARY

Date: 23rd February 2007

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 A COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. Members who hold shares in dematerialised form are requested to indicate without fail their Folio No., DP ID and Client ID numbers in the attendance slip and in all their correspondences with the company. Members are requested to immediately intimate any change in their postal addresses to the Registrars.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th June 2007 to 29th June 2007 (Both days inclusive).
4. The documents referred to in this Notice/Explanatory Statements are open for inspection by any members at the Registered Office during the business hours on any working day upto the date of Annual General Meeting.
5. The relative explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the special business is set out under item no.6 is annexed hereto.

5. 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.Peter K Scherer
Age : 48 years
Qualification : M.B.A. Finance
Expertise : Responsible for Henkel's Acquisition and foundation of Joint Venture
Date of appointment : 29th April 2005

Mr.Peter K Scherer holds a master degree in Business Administration from University of Saarland, Germany and University of Michigan, Ann Arbor, USA. After spending two years in banking, Mr.Scherer joined Henkel KGaA in 1986 where he held various positions in Corporate Finance and controlling. During his career with Henkel, Mr.Scherer was assigned as Head of Finance to Henkel Thai Ltd., Bangkok and Henkel SPIC India Ltd., Chennai. He is currently serving as Vice President and CFO of Henkel Arabia being responsible for Finance, Accounting, IT and Purchasing.

Mr.Peter K Scherer does not hold Directorship in any of the Indian Companies.

ITEM NO.3 OF THE NOTICE

Name : Mr.Rajendra S Lodha
Age : 64 years
Qualification : F.C.A
Expertise : Chartered Accountant
Date of appointment : 29th April 2005

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

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

Mr.Lodha has served for six years on the Central Board of the State Bank of India as well as on its Executive Committee. He was also on SEBI's Committees on Takeover Code Review, on Corporate Governance and on Disclosure in Offer Documents. A gold medallist in his C.A. exams, he was the President of the Indian Council of Arbitration, the Indian Chamber of Commerce, Calcutta, as well as the FICCI Socio Economic Development Foundation.

Mr.Lodha is currently serving on the Boards of various Companies interalia includes National Securities Depository Ltd. (NSDL), SBI Life Insurance Co. Ltd., Chairman of Alfred Herbert (India) Ltd., Birla Corporation Ltd., Universal Cables Ltd., Hindustan Gum & Chemicals Ltd., Vindhya Telelinks Ltd., Birla Ericsson Optical Ltd., etc. He is Trustee of Bharatiya Vidya Bhavan, U.K. and Bombay Hospital, Mumbai.

He is regarded as a pioneer in acting as the Advisor to prestigious GDR/Euro Issues in excess of US\$1 billion for several Indian Corporates. He has personally supervised the Statutory Audit of several of the largest organizations including interalia RBI, LIC, IOC, ICICI, ONGC, SAIL, IFCI etc. He has served on the Board of Directors of the Bank of India, SIDBI, Oriental Insurance Co. Ltd., TFCI, Hindalco, UTI Securities Ltd., etc. and as a Trustee of the Unit Trust of India. He was Member of the Working Group set up by the Government to totally recast the Companies Act and was on the first National Advisory Committee on Accounting Standards set up under the Companies Act. He served till recently as Chairman of the Breach of Tariff Committee under the Insurance Act as well as on the Company Law Advisory Committee under the Companies Act.

Mr.Lodha is holding Directorship in the following Indian companies (excluding Companies as per Section 278 of the Companies Act, 1956).

Company	Position
Alfred Herbert (I) Ltd.	Director
Birla Corporation Limited	Chairman
Birla Ericsson Optical Ltd.	Director
First Capital India Ltd.	Director
Hindustan Gums & Chemicals Ltd.	Director
Indian Petrochemicals Corpn. Ltd. * #	Director
Lodha Capital Markets Ltd.	Director
Mazbat Tea Estate Limited	Director
National Securities Depository Ltd. *	Director
The Punjab Produce Holdings Ltd.	Director
PNB Gilts Limited	Director
SBI Life Insurance Co.Ltd.	Director
Universal Cables Limited	Director
Vindhya Telelinks Limited	Director

*Chairman – Audit Committee #Member – Remuneration Committee

ITEM NO. 4 OF THE NOTICE

Name : Dr.A.Besant C Raj

Age : 75 years

Qualification : Doctor of Business Administration(DBA), Harvard University, U.S.A
M.B.A, IIM Ahmedabad
International Teachers Programme in Business Administration,
Harvard University, U.S.A.
M.A. Psychology, Banaras Hindu University
M.A.Philosophy, University of Madras

Expertise : Management / HRD Consultant

Date of appointment : 29th April 2005

Dr. A. Besant C. Raj is an MBA from the Indian Institute of Management, Ahmedabad (first batch). He also holds the doctoral degree in Business Administration from the Harvard Business School, Harvard University, USA. He has a Masters degree in Philosophy from Madras University and a Masters degree in Psychology from Banaras Hindu University. After a distinguished teaching career, which includes being the Director of Studies at Administrative Staff College, Hyderabad, Dr. Raj founded his own Management Consultancy Company, Besant Raj International Ltd. in 1979 with his wife.

Dr.Raj is the founder Chairman of the Institute of Chartered Financial Analysts of India. He is on several boards and till recently was on the board of Industrial Development Bank of India (IDBI). He is closely associated with several educational institutions like The Jawaharlal Nehru Institute of Development Banking of IDBI and he is the Chairman of The Madras Christian College Board.

Dr. Raj has carried out several prestigious national and international consultancy assignments, which include work with The Ford Foundation, New York and The Common Wealth Fund for Technical Co-operation, London, The Economic Development Institute of the World Bank and the Iraq National Oil Company. Dr.Raj was also a member of the Panel of Judges to evaluate Integrated Steel Plants for Prime Minister's Award. He was appointed by Government of Tamil Nadu, as a member of a high power committee to evaluate the working of State Level Public Enterprises in Tamil Nadu.

His Publications include "Public Enterprise Investment Decisions in India" published by Macmillan during 1977; "Corporate Financial Management" published by Tata McGraw Hill publishing Company Ltd. 1978, "Unravelling the China Miracle: A Comparative Study with India (1950-2005), Book Surge LLC, USA 2006 and three books on Psychology in Tamil. His book on Social Psychology in Tamil won the State Award of the Government of Tamilnadu.

Currently, Dr.Besant Raj is holding Directorship in the following other Indian Companies This list does not include directorship in Companies excluded as per Section 278 of the Companies Act, 1956.

Company	Position
Cochin Minerals and Rutile Ltd.#	Director
Ispat Industries Ltd # \$	Director
SPEL Semiconductor Ltd.*	Director
Besant Raj International Ltd	Chairman & Managing Director

* Chairman – Audit Committee # Member – Audit Committee \$ Member – Remuneration Committee

ITEM NO.6 OF THE NOTICE

Name : Thomas Jungmann

Age : 42 years

Qualification : MBA Business Administration
MBA International Management
(University of Saarbruecken; Germany)

Expertise : Marketing

Date of appointment : 23rd Feb' 2007

Mr. Thomas Jungmann holds a master degree in Business Administration and a master degree in International Management, both from University of Saarland, Germany. After starting his professional career with Henkel in 1993 he held various positions in marketing and sales. Besides assignments in Germany and Spain, he was responsible as International Market Director for the special-cleaner product categories on a global level and later on for detergents in the Middle East, North Africa and India. In his current responsibility as International Innovation Director he is responsible for the innovation management of Henkel's Laundry and Home Care Division. In addition, he is responsible for the marketing coordination for laundry and home care products with Henkel India. Mr. Thomas Jungmann does not hold Directorship in any of the Indian Companies.