

## **BOARD OF DIRECTORS**

<b>Dr. A.C. MUTHIAH</b>	<b>CHAIRMAN</b>
<b>PATRICK KAMINSKI</b>	<b>DIRECTOR</b>
<b>PETER K SCHERER</b>	<b>DIRECTOR</b>
<b>THOMAS JUNGMAHN</b>	<b>DIRECTOR</b>
<b>Dr. A. BESANT C. RAJ</b>	<b>DIRECTOR</b>
<b>SUKHENDU RAY</b>	<b>DIRECTOR</b>
<b>RM. MUTHUKARUPPAN</b>	<b>DIRECTOR</b>
<b>A. SATISH KUMAR</b>	<b>DIRECTOR</b>
<b>JAYANT K SINGH</b>	<b>MANAGING DIRECTOR</b>

## **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.  
Subramaniam Building, V Floor, 1, Club House Road, Chennai – 600 002.  
Tel: (044) 2846 0390 (5 Lines) Fax: (044) 2846 0129 Grams: "CAMEO"

## CONTENTS

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	<i>Page No.</i>
<b>1</b> <i>Vision &amp; Values</i>	<b>02</b>
<b>2</b> <i>Quality Policy</i>	<b>04</b>
<b>3</b> <i>Environment Policy</i>	<b>05</b>
<b>4</b> <i>Notice</i>	<b>06</b>
<b>5</b> <i>Directors' Report</i>	<b>14</b>
<b>6</b> <i>Annexure to the Directors' Report</i>	<b>18</b>
<b>7</b> <i>Management Discussion and Analysis Report</i>	<b>20</b>
<b>8</b> <i>Corporate Governance Report</i>	<b>22</b>
<b>9</b> <i>Auditors' Report</i>	<b>35</b>
<b>10</b> <i>Balance Sheet</i>	<b>38</b>
<b>11</b> <i>Profit and Loss Account</i>	<b>39</b>
<b>12</b> <i>Schedules to Accounts</i>	<b>40</b>
<b>13</b> <i>Notes on Accounts</i>	<b>49</b>
<b>14</b> <i>Abstract of Balance Sheet &amp; Business profile</i>	<b>61</b>
<b>15</b> <i>Cash Flow Statement</i>	<b>63</b>
<b>16</b> <i>Statement Pursuant to Section 212</i>	<b>65</b>
<b>17</b> <i>Consolidated Financial Statements</i>	<b>66</b>
<b>18</b> <i>Financial Statements of Subsidiary Company</i>	
• <i>Henkel Marketing India Ltd.</i>	<b>86</b>
<b>20</b> <i>Proxy Form</i>	<b>103</b>

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## VISION & VALUES

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

- We are customer driven.
- We develop superior brands and technologies.
- We aspire to excellence in quality.
- We strive for innovation.
- We embrace change.
- We are successful because of our people.
- We are committed to shareholder value.
- We are dedicated to sustainability and corporate social responsibility.
- We communicate openly and actively.
- 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 Henkel AG & CO. 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 Henkel AG & CO. 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 EIGHTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Eighth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade (Near High Court) Chennai – 600 108 on Friday, the 11th September 2009 at 10.15 A.M to transact the following business :

### ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> December 2008, 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 Dr. A.C.Muthiah, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr.Thomas Jungmann, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Dr.A.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 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 and the Board of Directors / Committee 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 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 of the Company liable 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 in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr.Jayant K Singh, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company and not liable to retire by rotation.

8. To consider and if thought fit, to pass with or without modification, 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 the Central Government or other 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. Jayant K Singh, as Managing Director of the Company for a period of 3 years with effect from 1<sup>st</sup> April 2009 on a Basic Salary of Rs.3,35,000/- per month in the slab of Rs.2,25,000/- per month to Rs.4,00,000/- per month, as per the terms alongwith the Perquisites the value of which would not exceed two times of Annual Basic Salary (Perquisites be paid in the form or kind mentioned in the Explanatory Statement or in any other form the value of which would not exceed the limits as mentioned above) and the Commission of 1% on profits computed u/s 198 of the Companies Act, 1956 and

that the Board of Directors/Remuneration Committee be and are hereby authorized to fix the remuneration within the overall limit set out above and also to vary such terms and conditions as deem fit, 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, Mr. Jayant K Singh be paid a remuneration on a Basic Salary of Rs.3,35,000/- per month in the slab of Rs.2,25,000/- per month to Rs.4,00,000/- per month (subject to the approval of the Members, Central Government or other Statutory Authorities) as per the terms alongwith the perquisites the value of which would not exceed two times of Annual Basic Salary (Perquisites be paid in the form or kind mentioned in the Explanatory Statement or in any other form the value of which would not exceed the limits as mentioned above) and that the Board of Directors/Remuneration Committee be and are hereby authorized to fix the

remuneration within the overall limit as set out above and also to vary such terms and conditions as deem fit, in accordance with the laws in force from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board/Remuneration Committee of Directors 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.

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

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

Date: 31<sup>st</sup> March 2009

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. 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 Share Transfer Agents.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from 19th June 2009 to 26th June 2009 (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 as set out under Item No.6,7&8 is annexed hereto.

6. The Company has obtained approval of the Registrar of Companies, Tamil Nadu for extension of time for holding the Annual General Meeting of the Company.

## 7. **INFORMATION AS PER CLAUSE-49 OF THE LISTING AGREEMENT :**

Particulars of Directors who are proposed to be appointed/reappointed:

### A. **Item No.2 of the Notice.**

<b>Name</b>	<b>: Dr. A.C.Muthiah</b>
<b>Age</b>	<b>: 68 years</b>
<b>Qualification</b>	<b>: B.E (Mechanical) Post Doctorate in Science</b>
<b>Expertise</b>	<b>: Industrialist</b>
<b>Date of appointment</b>	<b>: 29th April 2005</b>

An Engineer from University of Madras and a Management Graduate from University of Detroit, Dr.Muthiah is the Chairman of Southern Petrochemical Industries Corporation Limited (SPIC). 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, Vice-Chairman and Director. He heads "SPIC" Chennai, which is one amongst the largest Industrial Conglomerates in the country, with diversified activities in various fields. He was the President of Federation of Indian Chambers of Commerce & Industry. Dr.Muthiah was President of the Southern India Chamber of Commerce & Industry for 8 years.

Dr. Muthiah is connected with a number of Educational Institutions in areas as diverse as Engineering, Biotechnology, Mathematics, Economics, Pure Sciences, Management and Music. Dr.Muthiah is the Chairman of the prestigious Indian Institute of Management, Kozhikode. The Chennai Mathematical Institute is Dr.Muthiah's brainchild. The Institute, run with the active participation of many eminent Mathematicians, has an excellent reputation for quality work in Pure and Applied Mathematics. Dr.Muthiah is a Founder Member and a Member of the Board of Governors of the Madras School of Economics. He is the Chairman of the Sri Venkateswara Educational and Health Trust that runs the highly acclaimed Sri Venkateswara College of Engineering, near Chennai

Anna University, which is one of the oldest and internationally renowned Engineering Universities in the country, conferred on him 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, Southern Region, India.



Dr. A. C. Muthiah 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.	Company	Position	Committee Membership	
			Chairman	Member
1.	Southern Petrochemical Industries Corporation Limited	Chairman	-	-
2.	First Leasing Company of India Limited	Chairman	-	-
3.	Tuticorin Alkali Chemical & Fertilisers Limited	Chairman	-	-
4.	SPEL Semiconductor Limited	Chairman	-	-
5.	Tamilnadu Petroproducts Limited	Vice Chairman	-	-
6.	Indo-Jordan Chemicals Company Limited	Vice Chairman	-	-

## B. Item No.3 of the Notice

**Name** : Mr. Thomas Jungmann

**Age** : 44 years

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

**Expertise** : Marketing

**Date of appointment** : 23rd February 2007

Mr. Thomas Jungmann holds a master degree in Business Administration and a master degree in International Management, both from University of Saarbruecken, 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 Director Steering Asia Pacific, he is responsible for further developing Henkel's Laundry and Home Care Division in Asia. Mr. Thomas Jungmann does not hold Directorship in any of the other Indian Companies.

## C. Item No.4 of the Notice

**Name** : Dr. A. Besant C. Raj

**Age** : 76 years

**Qualification** : Doctorate of Business Administration,  
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** : 29<sup>th</sup> 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 the Administrative Staff College of India, 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 corporate boards and was also on the board of the Industrial Development Bank of India (IDBI). He is currently the Chairman of the Madras Christian College Association and the Board.

Dr. Raj has carried out several prestigious national and international consultancy assignments, which include work with The Ford Foundation, New York; The Commonwealth Fund for Technical Co-operation, London; The Economic Development Institute of the World Bank; and the Iraq National Oil Company. Dr. Raj was a member of a Panel of Judges appointed by Govt. of India to evaluate the performance of Integrated Steel Plants in India for the Prime Minister's Award. He was also a member of a panel of experts appointed by Govt. of Tamilnadu to evaluate the working of Public Enterprises in Tamil Nadu.

His books include Public Enterprise Investment in India : A Managerial Analysis, Macmillan 1977, Reprinted 1978; Corporate Financial Management : An Introduction, Tata McGraw Hill Publishing Company Ltd., 1978. Reprinted 1989, Second Edition 1991. Reprinted 1992. 1994 (Twelfth Reprint), Third Revised and enlarged Edition, 2003; Unravelling the China Miracle: A Comparative Study with India (1950-2005), BookSurge Publishing, an Amazon.com Company, USA, 2006; Managing Your Investments published by Everonn Systems India Ltd., Chennai 2008; and three books on Psychology in Tamil. His book on Social Psychology in Tamil, won the State Award of the Government of Tamil Nadu.

Dr. Besant Raj is currently 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.	Company	Position	Committee Membership	
			Chairman	Member
1.	Cochin Minerals and Rutile Ltd.	Director	-	-
2.	Ispat Industries Ltd	Director	-	-
3	Besant Raj International Ltd	Managing Director	-	-
4.	SPEL Semiconductor Ltd.	Director	-	-

#### D. Item No.6 of the Notice

**Name** : Mr. Peter K Scherer  
**Age** : 50 years  
**Qualification** : M.B.A. Finance  
**Expertise** : Responsible for Henkel's Acquisition and foundation of Joint Venture

**Date of appointment** : 10<sup>th</sup> December 2008.

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, he joined Henkel AG & CO. KGaA. in 1986 where he held various positions in Corporate Finance and controlling. During his career with Henkel, he was assigned as Head of Finance to Henkel Thai Ltd., Bangkok, Henkel India Ltd., Chennai and VP and CFO of Henkel Arabia. He is currently holding the position of Regional CFO for Middle East and North African Region.