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**Henkel**

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**BOARD OF DIRECTORS**

<b>Dr. A.C. MUTHIAH</b>	<b>CHAIRMAN</b>
<b>PATRICK KAMINSKI</b>	<b>DIRECTOR</b>
<b>BEN HO</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>Dr. UDDESH KOHLI</b>	<b>DIRECTOR</b>
<b>Prof. DEBASHIS CHATTERJEE</b>	<b>DIRECTOR</b>
<b>V. SELVARAJ</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

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## VISION

**A Global Leader in brands and technologies**

## VALUES

**We put our customers at the center of what we do**

We anticipate, respond to and meet our customers' and consumers' expectations by providing the best value, quality, and most innovative brands and technologies.

**We value, challenge and reward our people**

We treat each other with respect and dignity and develop our capabilities. We expect everyone to take personal responsibility and perform to high standards. We rely on each other for our success as a company.

**We drive excellent sustainable financial performance**

We are a performance-driven company committed to growing the value of our business and providing a competitive return to our shareholders.

**We are committed to leadership in sustainability**

We provide products, technologies and processes that meet the highest standards. We are committed to the safety and health of our employees, the protection of the environment and the quality of life in the communities in which we operate.

**We build our future on our family-business foundation**

We value the continuity of our purpose and Vision based on our long history of success and a strong focus on our Values. We are guided by our long-term Vision which rests on a fair entrepreneurial spirit and a solid financial basis.



## QUALITY & SHE POLICY

**We at Henkel India Limited, are committed to the mission of business growth in the Fast Moving Consumer Goods market in India .**

**We stand committed to manufacture and market products that will satisfy the expectations of our consumers and customers.**

**We are committed to improve the Safety, Health and Environment (SHE) performance by periodic assessment of SHE related aspects, risk of our activities and implement necessary control.**

**We ensure that all employees are aware of their Quality & SHE obligations, by suitable training.**

**We comply with all relevant legislation and regulatory requirements.**

**We make this policy available to the public & interested parties and maintain dialogue with them on pertinent issues related to Quality, Occupational Health , Safety and Environment.**

**We shall leverage the expertise and stewardship of our principal, M/s. Henkel AG & Co. KGaA and actively manage all our internal processes with a focus on continual improvement.**



# Henkel

## NOTICE FOR THE EIGHTY NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighty Ninth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade, Chennai – 600108 on Thursday, the 16th day of September 2010 at 10.30 A.M. to transact the following business :

### ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2009, 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.A.Satish Kumar, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr.Rm. Muthukaruppan, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Mr.Sukhendu Ray, 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 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 Dr.Uddesh Kohli, 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 ORDINARY RESOLUTION:

RESOLVED THAT Prof.Debashis Chatterjee, 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.

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

RESOLVED THAT Mr.V.Selvaraj, 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.

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

RESOLVED THAT Mr.Ben Ho, 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.

Date : 4th June'10

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

N RAJEEVA PRAKASH  
Company Secretary

# Henkel

## NOTES :

- 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.**
- 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.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 14th September 2010 to 16th September 2010 (Both days inclusive).
- The documents referred to in this Notice 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.
- An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Resolutions set out under Item Nos.6 to 9 of the Notice is annexed hereto.
- 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

**Name** : Mr.A.Satish Kumar  
**Age** : 57 years  
**Qualification** : MBA from IIM, Ahmedabad  
**Expertise** : General Management  
**Date of appointment** : 31<sup>st</sup> March 2009

Mr.A. Satish Kumar was serving as the Managing Director since 1991 in Henkel SPIC India Ltd. and stepped down from the position of Managing Director of Henkel India Ltd. (HIL) at the end of March 2009, but continues to occupy the position of Director. He was the youngest to become a CEO of SPIC group of Companies. An MBA from the Indian Institute of Management, Ahmedabad and an Alumni of The Columbia University through their Senior Executive program, Mr.Satish Kumar has over 20 years experience in the Industry. Mr.Satish was given the "Hind Gaurav Award" in 1996 by the All India achievers Conference and is in the Management Committee of number of bodies like Southern India Chamber of Commerce, India Soaps and Toiletries makers association. He was also the President of Madras Management Association (MMA) and member of the Executive Committee of Indo- German Chamber of Commerce.

Mr.Satish Kumar 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.

S.No.	Company	Position	Committee Membership	
			Chairman	Member
1	Henkel Marketing India Ltd.	Director	—	—
2	Amrutanjan Healthcare Ltd.	Director	—	Audit
3	First Leasing Co. of India Ltd.	Director	—	Audit
4	Royal Soft Services Ltd.	Director	—	—

### B. Item No.3 of the Notice

**Name** : Mr. Rm.Muthukaruppan  
**Age** : 57 years  
**Qualification** : Bachelor of Engineering (Chemical)  
**Expertise** : Technical  
**Date of appointment** : 29<sup>th</sup> April 2005



# Henkel

Mr. Rm.Muthukaruppan has served in various positions in handling process, production, Technical services, Project development work, Market development, implementing and operating LAB & ECH projects. He was inducted on the Board of Tamilnadu Petroproducts and serving as its Managing Director & COO since February 2004. He is a member in the Indian Chemical Council both Regional Committee as well as in the Executive Committee (formerly Indian Chemical Manufacturers Association). He is also a Vice President in Manali Industries Association.

Mr.Rm.Muthukaruppan 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.

S.No.	Company	Position	Committee Membership	
			Chairman	Member
1	Tamilnadu Petroproducts Ltd.	Director	–	Share Transfer & Investors' Grievance
2	Gulf Petroproducts E.C.	Director	–	–
3	SPIC Electric Power Corpn. Ltd	Director	–	–

## C. Item No.4 of the Notice

**Name** : Mr.Sukhendu Ray  
**Age** : 86 years  
**Qualification** : F.C.A. England and Wales.  
**Expertise** : Leading Chartered Accountant  
**Date of appointment** : 29<sup>th</sup> April 2005

A Science Graduate from the University of Calcutta and qualified Chartered Accountant from England. He is presently a Fellow Member of the Institute of Chartered Accountants of England and Wales having 40 years of working experience in varied functions. 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. Mr.Ray has also served as President of the Bengal Club, Calcutta.

Mr.Ray 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.

S.No	Company	Position	Committee Membership	
			Chairman	Member
1	Stone India Ltd.	Director	Audit/Investors' & Share-holders' Grievance	–
2.	Asiatic Oxygen Ltd	Director	Audit	–
3	Nagarjuna Agrichem Ltd.	Director	–	Audit
4	International Combustion (India) Ltd.	Director	Audit	Investors' & Shareholders' Grievance
5	Henkel Marketing India Ltd.	Director	–	–

## D. Item No.6 of the Notice

**Name** : Dr.Uddesh Kohli  
**Age** : 70 years  
**Qualification** : Ph.D in Economics – Delhi School of Economics  
Post Graduate in Management (Manchester, UK)  
Hons. Degree in Engineering - IIT, Roorkee  
**Expertise** : Strategic Management  
**Date of Appointment** : 11th September 2009

# Henkel

## Presently

Chairman Emeritus	– Construction Industry Development Council
Chairman	– Construction Industry Arbitration Council
Chairman	– Engineering Council of India
President Emeritus	– Indian Society for Training & Development,
Secretary General	– International Federation of Training & Development Organisations
Senior Adviser	– Global Compact, United Nations
Member	– Board of Governors of Indian Institute of Management, Kozhikode
Director	– Industrial Credit Rating Agency (ICRA), Alstom Projects India Ltd, Lanco Infratech Ltd, Power Equity Capital Advisors Pvt Ltd, PTC India Financial Services, R K Wind Ltd, Lanco Power trading Ltd

## Formerly

Chairman & Managing Director	– Power Finance Corporation
Adviser	– Planning Commission, Government of India
Adviser	– Asian Development Bank, United Nations for Countries like Papua New Guinea, Tanzania, China, Maldives
Chairman/President	– Council of Indian Employers, Standing Conference of Public Enterprises, All India Management Association and Consultancy Development Centre.

## Former Director

Indian Oil Corporation Ltd, National Thermal Power Corporation Ltd, National Mineral Development Corporation Ltd, National Research Development Corporation Ltd, West Bengal Consultancy Corporation Ltd.

## Professional

Past President-International Federation of Training & Development Organisations and Asian Regional Training & Development Organisations, Board Member-Indian Institute of Management, Bangalore, Fellow-Institute of Management Consultants of India, Indian Society for Training & Development and Institution of Engineers (India).

**Publications** – Over 24 publications (books and articles) on various topics including project planning, Information Systems, management, power and energy systems.

Dr.Uddesh Kohli 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.

S.No.	Company	Position	Committee Membership	
			Chairman	Member
1	Alstom Projects India Ltd	Director	–	–
2	Lanco Infratech Ltd	Director	–	–
3.	Power Equity Capital Advisors Pvt Ltd	Director	–	–
4.	PTC India Financial Services	Director	–	–
5.	R K Wind Ltd	Director	–	–
6.	Lanco Power trading Ltd	Director	–	–