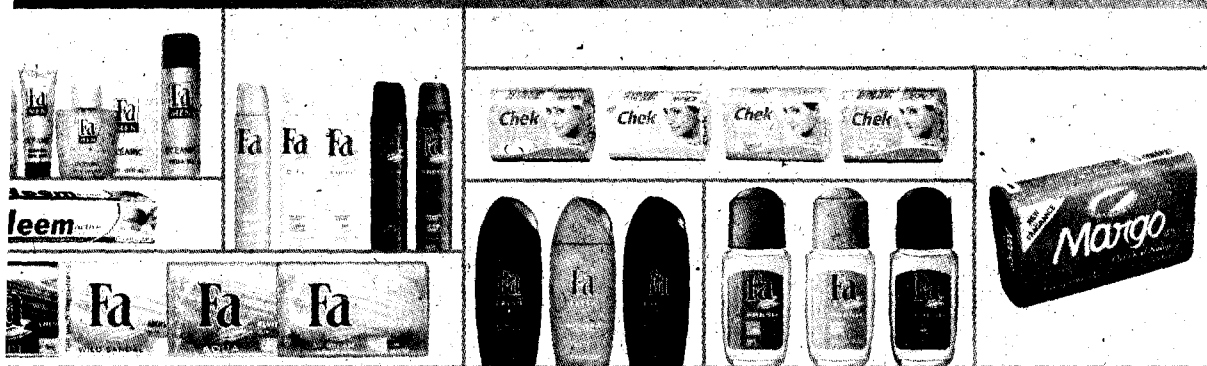


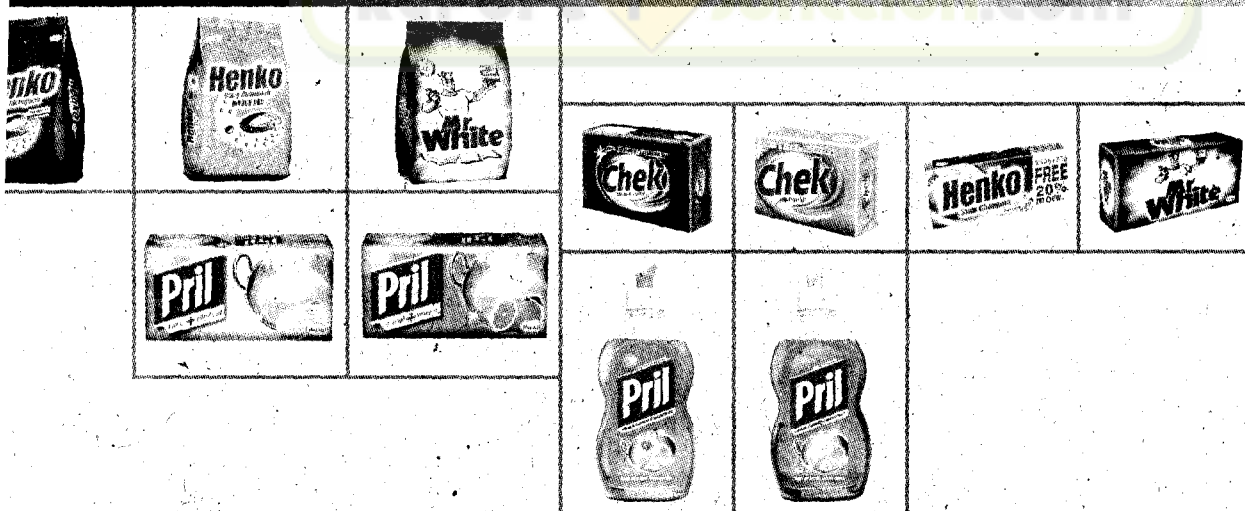


inspiring better living

Personal & Oral care products:



Laundry & Home 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
D. ARUNACHALAM	DIRECTOR
A. SATISHKUMAR	MANAGING DIRECTOR

SECRETARY

N. RAJEEVA PRAKASH

REGD. OFFICE & PRINCIPAL OFFICE

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

FACTORY

Peralam Main Road
Thirunallar Commune
Karaikal - 609 607
Union Territory of Pondicherry

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"

Henkel

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Henkel

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

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

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

HSIL 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, HSIL 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

“HSIL 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.***

HSIL will comply with relevant legislation and regulatory requirements.

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

HSIL 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.

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

YEAR AT A GLANCE

	(Rs in Crs.)
● Net Sales	361.52
● Operating Profit	54.49
● Profit before Tax and prior period/extraordinary items	5.02
● Total Assets	406.54
● Book Value per equity share (Rs.)	20.57



NOTICE FOR THE FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteenth Annual General Meeting of the Company will be held at Rajah Annamalai Hall, Esplanade (Near High Court), Chennai – 600 108, on Thursday the 29th July 2004 at 10.35 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the audited Balance Sheet as at 31st December 2003, 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 the place of Mr. Peter Kardorff, who retires by rotation and being eligible offers himself for re-election.
3. To appoint a Director in the place of Mr. R.S. Lodha, who retires by rotation and being eligible offers himself for re-election.
4. 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.5,50,000/- (Rupees five lakhs fifty thousand only) plus out-of-pocket expenses for travelling and other expenses incurred, in connection with the Company's Audit”.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines 2003 (hereinafter referred to as the Delisting Guidelines) and subject to the provisions of the Companies Act, 1956 [including any statutory modification(s) or re-enactments thereof for the time being in force], the Securities Contracts (Regulation) Act, 1956 and the

Rules, Regulations and Guidelines and Rules formed thereunder the Listing Agreements and all other applicable rules, regulations and guidelines and subject to the approvals of the Securities and Exchange Board of India, Stock Exchanges where the Company's shares are listed and other appropriate authorities, institutions or regulators as may be prescribed or imposed by any authority while granting such approvals (which may be deemed to include any Committee thereof constituted by the Board) the consent of the Members be and is hereby accorded to the Board of Directors to delist the equity shares of the company from all or any of the Stock Exchange where the equity shares of the Company are listed i.e., Madras Stock Exchange, Delhi Stock Exchange Association Limited and The Stock Exchange, Ahmedabad.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps in this regard in order to comply with the legal and/or procedural formalities, including authorizing any Committee of Directors or any of the Directors/Officers/ Executives of the Company to do all such acts, deeds or things to give effect to the above.

By order of the Board
for Henkel SPIC India Ltd.

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

N RAJEEVA PRAKASH
SECRETARY

Dated : 29th April 2004

NOTES :

1. Members who hold shares in the dematerialised form are requested to indicate without fail their DP ID and client ID numbers in the attendance slip.
2. A Member entitled to attend and vote at the 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.

3. The Register of Members and the Share Transfer Books of the Company will remain closed from 16th July 2004 to 29th July 2004 (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 THE LISTING AGREEMENT :

As required under the Listing Agreement, the particulars of the Directors who are proposed to be reappointed are furnished below:

i) Item No.2 of the Notice

Name : Peter Kardorff
Age : 46 years
Qualification : MBA from Mannheim University, Germany
Expertise : Marketing and Sales
Date of appointment : 26/02/2000

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 18 years business experience in marketing and sales in Germany as well as in Belgium/Netherlands. From 1994-98, he held the position of International Marketing Director for Henkel's flagship brand "Persil". Since 1998, he is the Vice President of 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.

ii) Item No. 3 of the Notice

Name : Rajendra S Lodha
Age : 61 years
Qualification : F.C.A.
Expertise : Leading Chartered Accountant
Date of appointment : 26/7/2002

Thiru. 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 professional from service sector to occupy this position.

Thiru. Lodha is a Senior Partner of the leading accounting and consulting firm M/s. Lodha & Co. which is the Indian Member firm of BDO International (5th largest international accounting firm having annual billing in excess of US \$ 2.4 billion). He has served on the Indian Prime Minister's Council on Trade & Industry, the Board of Trade, the Central Direct Taxes Advisory Committee etc. He is also the first Chairman of the South Asia Business Forum sponsored by the Asian Development Bank and a Director of the Board on the BOAO Economic Forum headquartered in China.

A past President of the Indian Chamber of Commerce, Calcutta, Thiru. Lodha has served for six years on the Central Board of the State Bank of India as well as on its Executive Committee. A gold medalist in his C.A. exams, he is presently the President of the Indian Council of Arbitration and the FICCI Socio Economic Development Foundation.

Thiru. Lodha is currently serving on the Boards of organizations inter alia, National Securities Depository Ltd. (NSDL), Indian Petrochemical Corporation, Tourism Finance Corporation, Oriental Insurance Co. Ltd. and on SEBI's Committees on Takeover Code Review, on Corporate Governance and on Disclosure in Offer Documents. He is a Trustee of Bharatiya Vidya Bhavan, U.K. and Bombay Hospital, Mumbai. He is the Chairman of BDO Lodha (P) Ltd.

Thiru. Lodha has been a pioneer in acting as the Advisor to prestigious GDR/Euro issues in excess US \$1 billion for several Indian Corporates and has personally supervised the statutory audit of organizations, inter alia RBI, LIC, IOC, ICICI, ONGC, SAIL, IFCI etc. He has served on the Boards of the Bank of India and the Unit Trust of India. He was a Member of the Working Group set up by the Government to totally recast the Companies Act and is currently serving on the first National Advisory Committee on Accounting Standards.

Thiru. Lodha 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.