



Our Challenge Is Life





Annexe to the Report of Directors

Statement pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 for the year ended December 31, 2002 and forming part of the Directors' Report for the said financial year.

A. Employed throughout the year under review and were in receipt of remuneration in aggregate of not less than Rs. 2,400,000/-

Name	Age (Years)	Qualifications	Designation	Date of commencement of employment	Experience (Years)	Gross Remuneration (Rs.)	Particulars of last employment
Dr.Bhattacharya Sandeep	46	Ph.D. Pharmacology	Director, Commercial Operations	15-May-85	22	3,113,486	Sales Promotion Manager-PCI Pharmaceuticals Pvt.Ltd.
Mr. Ghoge S.C.	51	M.Com., L.L.B., A.C.S., I.C.W.A., D.M.A.	Director, Public Policy & Corporate Affairs	1-Jun-96	31	3,812,933	Vice President Commercial, Roussel India Ltd.
Mr.Ponsin Arnaud	43	Engineering & Graduate-Economic Sciences	Chief Financial Officer	1-Nov-00	18	2,670,192	Financial Controller, Aventis S.A., Strasbourg
Mr. Subrahmanian R.	41	B.Com, C.A. (England), Dip.in Fin. & Accounting	Managing Director	21-Apr-97	19	2,808,728	Corporate Planning Director, Hoechst AG

B. Employed for part of the year under review and were in receipt of remuneration in aggregate of not less than Rs. 200,000/- p.m.

Name	Age (Years)	Qualifications	Designation	Date of commencement of employment	Experience (Years)	Gross Remuneration (Rs.)	Particulars of last employment
Mr.Collaco Alan	53	B.A. (Hons), M.A. in Pers. Mgt. & Ind.Relations, Dip. in Mass Communication	General Manager, HR	22-Mar-88	22	1,103,332	Asst.Personnel & Industrial Relations Mgr.May & Baker (I) Ltd.,
Dr. Khandelwal Y.	48	M.Sc., Ph.D. (Sys. Org. Chem)	Vice President, Quality Operations	5-Sep-83	28	1,962,703	Pool Scientist, C.D.R.I., Lucknow
Dr. Naik R.G.	48	M.Sc., Ph.D.	Head, Industrial Operations	6-May-85	22	3,691,349	Research Asst., Indian Inst.of Science
Mr. Pande P.	48	B.Sc., Master of Labour Studies, L.L.B.	Director, Human Resources & Communications	2-Nov-92	25	3,184,953	Sr.Personnel Manager, Hindustan Lever Ltd.
Mr. Yarkhan M.S.	57	M.Sc., (Org. Chem)	G.M., Distribution & Hospital Business	10-Jun-68	34	667,102	First Employment

1. All appointments are/were contractual
2. Remuneration includes salary, bonus, rent/house rent allowance and other allowances, Company's contribution to Provident Fund, Superannuation Fund, leave travel assistance, home leave return passages for expatriates and their families, medical expenses, depreciation of furniture /appliances and perquisite value of car as per Income Tax rules, but excludes Company's contribution to Gratuity Fund and payment made to employees under Voluntary Retirement Scheme.
3. Other terms and conditions of employment are as per agreement of service and rules of the Company.
4. None of the employees is a relative of any Director of the Company.

By Authority of the Board

DR. VIJAY MALLYA
CHAIRMAN

28th April 2003

Aventis Pharma Limited



AVENTIS PHARMA LIMITED

Registered Office : Aventis House, 54/A, Sir Mathuradas Vasanji Road, Andheri (East), Mumbai 400 093

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-seventh Annual General Meeting of the Members of Aventis Pharma Limited will be held at Y. B. Chavan Centre – Auditorium, Gen. J. Bhosale Marg, near Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021 on Wednesday, 25th June 2003 at 11 a.m. to transact the following business :-

1. To receive, consider and adopt the audited Balance Sheet as at 31st December 2002 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To confirm the declaration and payment of Interim Dividend for the year ended 31st December 2002 and to declare a Final Dividend for the year ended 31st December 2002.
3. To elect a Director in place of Mr. S. R. Gupte who retires by rotation and who, being eligible, offers himself for re-election.
4. To elect a Director in place of Dr. Vijay Mallya who retires by rotation and who, being eligible, offers himself for re-election.
5. To elect a Director in place of Mr. M. Lienard who retires by rotation and who, being eligible, offers himself for re-election.
6. To appoint Auditors to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.
7. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution :

“RESOLVED THAT the Board of Directors be and is hereby authorised to appoint the Company's Auditors and/or in consultation with the Company's Auditors any person or persons qualified for appointment as Auditor or Auditors of the Company under Section 226 of the Companies Act, 1956, to audit the Accounts for the financial year 2003 of the Company's Regional Offices in India and to fix their remuneration (which in the case of the Auditors of the Company shall be in addition to their remuneration as the Company's Auditors) and the terms and conditions on which they shall carry out the audit.”

By Order of the Board

Registered Office :

Aventis House
54/A, Sir Mathuradas Vasanji Road
Andheri East
Mumbai 400 093

Mumbai, 12th May 2003

K. SUBRAMANI
COMPANY SECRETARY

**NOTES :**

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. The Register of Members of the Company shall remain closed from Tuesday, 3rd June 2003 to Wednesday, 25th June 2003 (both days inclusive).
3. The final dividend, if declared, will be paid on or after 26th June 2003 to those Members entitled thereto whose names appear in the Register of Members of the Company on 25th June 2003.
- 4a) The amounts of the unclaimed dividend upto the financial year ended 31st March 1995 have been transferred to the General Revenue Account of the Central Government in terms of Section 205A of the Companies Act, 1956. Those who have not encashed the Dividend Warrants for the said period may claim their dividends by submitting applications in Form No. II to the Registrar of Companies, Maharashtra, Mumbai.
- b) In terms of Section 205A and 205C of the Companies Act, 1956, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Members who have not encashed their dividend warrants for the year 1995-96 or thereafter are requested to write to the Company's Registrars and Transfer Agents.

PROFILE OF DIRECTORS BEING RE-APPOINTED

As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be re-appointed are given below :

1. Name : Mr. Subhash Raghunath Gupte
 Age : 64 years
 Qualifications : B.Com, Chartered Accountant
 Experience : Mr. Gupte worked with Caltex India Limited from 1964 for 5 ½ years in various capacities.

He joined Air India in 1969 and worked in various positions in India and abroad. He was promoted as Director of Finance in May 1988 and also took charge as Director-Human Resources Development in August 1988. He was also entrusted with the functions of Deputy Managing Director at the same time. He took over in the acting capacity as Chairman and Managing Director of Air India from 17th July 1990 and was also Chairman of Hotel Corporation of India till November 1991. During his tenure with Air India, he was on the Boards of Air Mauritius and Indian Airlines and was Deputy Chairman and Vice President of Airline Mutual Insurance based in Bermuda. He was a Member of International Air Transport Association (IATA) Executive and Financial Committees and Fuel Trade Group. He was also a Director on the Board of Pacific Asia Travel Association.

Mr. Gupte joined the United Breweries Group in March 1992 as Executive Vice Chairman. He is on the Board of a number of Public Limited Companies.

He has been on the Board of the Company from 9th March 1993.

Other Directorships as on 28th April 2003

<u>Name of the Company</u>	<u>Position held</u>
Asian Age Holdings Limited	Director
Associated Breweries & Distilleries Limited	Director
Bayer CropScience India Limited	Director
BDA Limited	Director
Herbertsons Limited	Director
Inertia Industries Limited	Director



Mangalore Chemicals & Fertilizers Limited	Director
McDowell Alcobev Limited	Director
McDowell & Co. Limited	Director
Rifa Publications Private Limited	Director
UB Engineering Limited	Director
UB Electronic Instruments Limited	Director
UB Global Corporation Limited	Director
UB General Investments Limited	Director
United Breweries Limited	Director
United Breweries Nepal Private Limited	Director
United National Breweries (SA) Limited, South Africa	Director
UB Resorts (South Africa) Pty Limited, South Africa	Director
Federation of Indian Chambers of Commerce & Industry	Executive Committee Member

Mr. Gupte is a Member of the following Committees :

Audit Committee

Bayer CropScience India Limited
McDowell & Co. Limited
Mangalore Chemicals & Fertilizers Limited

Investors' Grievance Committee

Bayer CropScience India Limited
United Breweries Limited

Compensation/Remuneration Committee

McDowell & Co. Limited
United Breweries Limited

Other Committees :

Share Transfer Committee

United Breweries Limited

Committee of Directors

McDowell & Co. Limited

2. Name : Dr. Vijay Mallya
Age : 47 years
Qualifications : Ph.D. in Business Administration
Experience : Dr. Mallya, a well known industrialist, took over the reins of the United Breweries Group in 1983 at the young age of 28. The Group today has an annual turnover of US\$ 1.2 billion. The focal business areas of the Group encompass Beverage Alcohol, Life Sciences, Engineering, Agrochemicals, Information Technology, Fertilizers, Print Media and Infrastructure development.

Dr. Mallya is the Chairman of public Companies both in India as well as in the U.S.A.

Dr. Mallya has received several awards both in India and overseas. He was conferred a Doctorate of Philosophy in Business Administration (honoris causa) by the Southern California University, Irvine, U.S.A. He has also been nominated as a Global Leader for Tomorrow by the World Economic Forum.

Brilliant orator and a keen sportsman, Dr. Mallya is an ardent aviator and yachtsman of distinction. He not only participates in various sporting events but also supports several sporting activities worldwide.



He was elected a Member of the Rajya Sabha in April 2002.

He has been Director of the Company since 1973 and Chairman since December 1983.

Other Directorships as on 28th April 2003

<u>Name of the Company</u>	<u>Position held</u>
Herbertsons Limited	Executive Chairman
Asianage Holdings Limited	Director
Associated Breweries & Distilleries Limited	Director
Bayer CropScience India Limited	Director
Indian Premier Football Association Limited	Director
Kamsco Industries Private Limited	Director
Mallya Private Limited	Director
Mangalore Chemicals and Fertilizers Limited	Director
McDowell & Co. Limited	Director
Pharma Trading Company Private Limited	Director
The Gem Investment & Trading Company Private Limited	Director
United Breweries (Holdings) Limited	Director
United Breweries Limited	Director
United East Bengal Football Team Private Limited	Director
United Mohun Bagan Football Team Private Limited	Director
United Racing and Bloodstock Breeders Limited	Director
Bangalore Turf Club Limited	Managing Committee Member
Motor Sports Association of India	Managing Committee Member

He is also a Director of 38 Companies incorporated outside India.

Dr. Mallya is a Member of the Share Transfer Committee of United Breweries (Holdings) Limited.

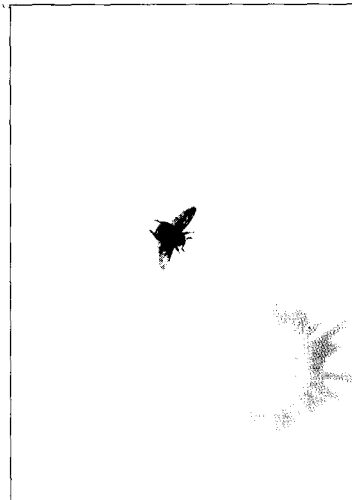
3. Name : Mr. Michel Lienard
 Age : 57 years
 Qualifications : Degree in Nuclear Sciences and Electronics from ISSNA and Arts & Metiers (Belgium)
 Experience : Mr. Lienard held operational positions in Abbott Laboratories from 1971 to 1991 in Belgium, France, Nigeria and Switzerland.
 From 1991 to 2000 he held various positions in Rhone-Poulenc Rorer.
 He is presently Sr. Director, Head of Industrial Operations (DP) Asia Pacific Zone, Aventis Pharma.

He is a Director of the Company from 25th July 2000.

Other Directorships as on 28th April 2003

<u>Name of the Company</u>	<u>Position held</u>
Rhone-Poulenc Rorer (Bangladesh) Limited	Director
Fisons (Bangladesh) Limited	Director
Hoechst Marion Roussel (Bangladesh) Limited	Director
Rhone-Poulenc Rorer (Pakistan) Limited	Director
Aventis Pharma (Pakistan) Limited	Director
Aventis Huabei Private Limited	Director
Aventis Pharma Beijing Co. Limited	Director

Mr. Lienard is not a Member of any Committee on the Boards of the above Companies.



Occasionally
the most astute business person
misses the point.

But the bee never does.

It knows itself intuitively.
Its strengths, its predilections.
And it is sharply focused
on what needs to be done.

When *you* see a flower
you see colours
and you smell fragrance.

But the bee
it sees something else
altogether.
It sees nectar.
And in the nectar
it sees Opportunity.
But more than that
it sees its very sustenance.

Report



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Aventis: An Update

Business Overview

Aventis is a global pharmaceutical company that discovers, develops, manufactures and markets branded prescription drugs and human vaccines to protect and improve the health of patients around the world. Our therapeutic innovations rank among the leading treatments for lung and breast cancer, thrombosis, seasonal allergies, diabetes and hypertension.

In 2002, Aventis' core business activity generated sales of Euro 17.6 billion. It invested Euro 3.1 billion in research and development and employed approximately 71,000 people in its core business.

Strategy

Aventis aspires to be recognised as a pharmaceutical industry leader valued by patients and healthcare providers, sought after as an employer, and respected by the scientific community and by our competitors.

The strategy that Aventis pursues to realise this vision and create sustainable value - for patients, healthcare professionals, shareholders and employees - centers around products. In practical terms, this involves rapidly developing, launching and marketing innovative prescription drugs and human vaccines that not only satisfy unmet medical needs in large patient populations, but also help lower the overall cost of healthcare.

Aventis' strategic priorities have evolved from managing and effecting a successful integration to strengthening and focusing on the core pharmaceutical business and establishing a track record of achievability. Going forward, its strategic goal is to maintain this successful track record by delivering sustainable growth in a changing environment. In order to remain one of the fastest-growing multinational pharmaceutical companies, its strategic imperative is product leadership by discovering, developing and supplying those products that offer the greatest therapeutic benefit to patients.

The Aventis strategy for achieving its goal of product leadership includes:

- Focusing discovery efforts and development resources on core disease areas to introduce a steady stream of innovative and value-adding prescription drugs and vaccines.
- Aggressively deploying a targeted in-licensing and alliance strategy to supplement organic growth and enhance our vigorous in-house R&D efforts with high-value, late-stage products.
- Maximising the value of existing and recently launched global brands through commercial investments and by continually expanding their utility through proactive life-cycle management.
- Working to increase its share of sales in the United States and for key strategic brands.
- Building an industry-leading position in the application of cutting-edge scientific tools.
- Recruiting and retaining the best scientists with passion to discover and develop innovative therapies.

Financial results for 2002 prove that Aventis' strategy for growth is working: it was one of the fastest-growing global pharmaceutical companies in terms of both sales and earnings in 2002. This is due not least to the performance of its strategic brands, which now account for 54.6% of prescription drug sales compared to 47% in 2001. Its sales in the U.S., the world's largest pharmaceutical market, grew 21.4% on an activity basis and now represent 39% of its global core business sales.

In India, Aventis is the second largest pharmaceutical multinational company with a turnover of Rs. 6.2 bio and a market share of 2.9%. With a focused portfolio totally in sync with the global Aventis portfolio, the company seeks to consolidate and penetrate fresh markets in its seven key therapeutic segments: anti-infectives, metabolism, cardiology/thrombosis, respiratory, CNS, bone/joint and oncology and in fact is a leader in six of these segments.



Board of Directors

(As on 28th April 2003)

Dr. Vijay Mallya

Chairman

Mr. Ramesh Subrahmanian

Managing Director

Mr. J. M. Gandhi

Mr. S.R. Gupte

Mr. M. Lienard

Mr. A.K.R. Nedungadi

Dr. Carlo de Notaristefani

Mr. J. Perez

Mr. W. Wagner

Mr. A. Ponsin

(Alternate to Mr. J. Perez)

Company Secretary

Mr. K. Subramani

Registered Office

Aventis House,
54/A, Sir Mathuradas Vasanji Road,
Andheri (East), Mumbai 400 093.

Factories

3501-15, 6310, B-14, GIDC Estate,
Ankleshwar 393 002.

GIDC, Plot No. L-121,
Phase III, Verna Industrial Estate,
Verna, Goa 403 722.

Registrars & Transfer Agents

MCS Limited, Sri Venkatesh Bhavan,
Plot No. 27, Road No. 11,
M.I.D.C. Area,
Andheri (East), Mumbai 400 093.



47th Annual General Meeting

Date

Wednesday, June 25, 2003

Time

11 a.m.

Venue

Y. B. Chavan Centre - Auditorium,
Gen. J. Bhosale Marg,
Nariman Point, Mumbai 400 021.

Auditors

M/s. P.C. Hansotia & Co.

Solicitors

M/s. Crawford Bayley & Co.

Bankers

Bank of America
BNP Paribas
Citibank N.A.
Deutsche Bank
Hongkong & Shanghai Banking Corpn. Limited
State Bank of India

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OVERVIEW

Converting Opportunity

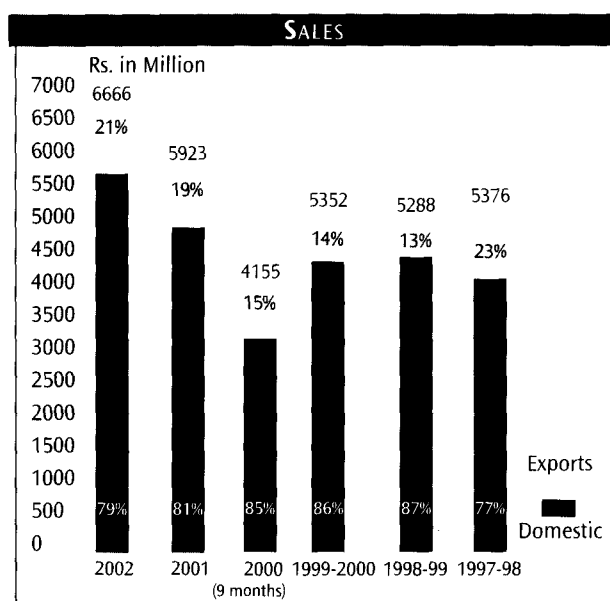
One doesn't need a Business School background to understand a simple fact: a growing market spells Opportunity.

During 2002, the Indian pharmaceutical market grew 10.3% over the previous year to notch an estimated Rs. 180.4 billion. This growth was driven primarily by Volumes (5.1%), New Products (3.4%) and Line Extensions (1.2%). Price revisions contributed only 0.7%. Translated, the figures mean that out there is Opportunity waiting to be converted.

How well is Aventis placed to capture this opportunity? The IMS Report ranks Aventis as the 6th largest domestic player with a market

2002 was the year of consolidating the strong equity that Cardace had hitherto established in the marketplace. In 2002 Cardace grew by 32% and added many more firsts to its credit: it became the undisputed leader in the ACE inhibitor market (IMS & ORG) and also the number one brand in terms of sales in the entire Indian cardiovascular market (IMS & ORG). Cardace also became the most-prescribed cardiovascular brand by cardiologists and diabetologists (CMARC).

All this was the result of a focused campaign involving scientific promotion of the compelling evidence for Cardace in preventing CV events to the prescribing groups. This was supplemented with seminars, symposia and conferences with international experts. A campaign with national Key Opinion Leaders where leading specialists of the country were called together to frame guidelines for management of patients at high CV risk and roll-out meets for the same were held all over the country. Dedicated campaigns for Cardace in additional indications were also carried out to expand the usage profile for the brand. Cardace bagged the prestigious 'Marketing Excellence' award for 2001-2002 from the OPPI.



Share of 2.9%

Sales

share of 2.9% and a growth of 4.3%. However, these statistics do not fully reflect Aventis' leadership position in its select therapeutic franchises and its brand strengths. In these areas, Aventis' brands have grown faster than their respective segments.

"Despite an overall market slowdown and intense competition, our focus on achieving market leadership with strategic brands is paying off," said Managing Director Ramesh Subrahmanian. "We have consolidated or established market leadership in our target markets,