

## NOTICE

NOTICE is hereby given that the Forty-Ninth Annual General Meeting of the Members of the Company will be held on **Monday, December 9, 2013, at 3.30 p.m.** at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2013 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the Financial Year ended June 30, 2013.
3. To appoint a Director in place of Mr. B. S. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Messrs. Deloitte Haskins and Sells, Chartered Accountants (Firm Reg. No. 117366W) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

***Appointment of Mr. Anil Kumar Gupta as a Director of the Company, liable to retire by rotation***

“RESOLVED THAT Mr. Anil Kumar Gupta who was appointed as an Additional Director of the Company on January 18, 2013 by the Board of Directors in terms of Section 260 of the Companies Act, 1956, and who holds such office until this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956, proposing Mr. Gupta’s candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**By Order of the Board of Directors**

**Preeti Bishnoi**  
**Company Secretary**

Mumbai  
August 14, 2013

**Registered Office:**  
P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai 400 099.

## NOTES

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of business under Item No. 5 is annexed hereto and forms a part of this Notice.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy(ies) to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing proxy, in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. A proxy may not vote except on a poll.** The instrument appointing proxy submitted on behalf of Limited Companies, Societies, Partnership Firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer books of the Company will remain closed from **Monday, November 25, 2013 to Monday, December 9, 2013** (both days inclusive), for the purpose of determining the names of Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
6. The dividend on Equity Shares for the Financial Year ended June 30, 2013, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or around December 18, 2013 as under:
  - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 25, 2013;
  - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company’s Register of Members as on December 9, 2013.
7. As per a notification from the Reserve Bank of India (RBI), with effect from October 1, 2009 the remittance of money through ECS is replaced by the National Electronic Clearing Services (NECS) and Banks have been instructed to move to the NECS platform. The NECS facility is available at locations identified by RBI from time to time and covers most of the cities and towns. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new unique Bank Account number, allotted by

Banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.

In this regard, Members holding shares in electronic form are requested to furnish their new 10-digit Bank Account numbers allotted by their Banks (after implementation of CBS), along with a photocopy of a cheque pertaining to the concerned account, to their Depository Participants (DPs). Members holding shares in physical form are requested to furnish these details to the RTA, M/s. Link Intime India Pvt. Ltd.

8. Members holding shares in the Physical Form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA), M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: (022) 2596 3838, Fax: (022) 2594 6969, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)/[pginvestors@linkintime.co.in](mailto:pginvestors@linkintime.co.in);
    - (a) Bank Mandate with full particulars (as per details given in Sr. no. 10 below) for remittance of dividend directly into their Bank Accounts, if declared at the Meeting;
    - (b) Intimate changes, if any, in their address/name, bank details, NECS/ECS, mandates, nominations, power of attorney etc. at an early date;
    - (c) Apply for consolidation of folios, if shareholdings are under multiple folios in identical names or joint holding in the same order of names;
    - (d) Send their share certificates for consolidation, and
    - (e) Request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956. Members holding shares in the Dematerialized (electronic) Form are requested to intimate the aforesaid changes directly to their Depository Participants (DPs), as applicable.
  9. In terms of SEBI Circular dated April 27, 2007 furnishing of Permanent Account Number (PAN) has been made mandatory for all transactions in the securities market. Members who are holding shares in Dematerialised form and have not so far submitted their PAN details with their respective DPs are requested to do so at the earliest. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the transfer deeds and share certificates at the time of lodgement of transfer of shares is now mandatory.
  10. To avoid incidents of fraudulent encashment of the warrants, Members are requested to intimate the RTA of the Company, under the signatures of the sole/ first joint holder, the following information so that the Bank Account number and name and address of the Bank can be printed on the dividend warrant, if and when issued:
    - (a) Name of sole/first joint holder and folio number.
    - (b) Particulars of Bank Account viz:
      - (i) Name of Bank;
      - (ii) Name of branch;
      - (iii) Complete address of the Bank with the pin code number;
      - (iv) Account type, whether Savings or Current; and
      - (v) Bank account number allotted by the Bank.
  11. In the case of Dematerialized Shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited (NSDL) and the Central Depositories Services (India) Limited (CDSL) ("the Depositories") to the Company and the Company cannot entertain any request for deletion/change of Bank details without confirmation from the Depositories. In this regard, Members are advised to contact their Depository Participants (DPs) and furnish them the particulars of any change(s) desired.
  12. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned DP, as the case may be, about the following:
    - (a) The change in the residential status on return to India for permanent settlement;
    - (b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
  13. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the Meeting.
  14. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
  15. Members are requested to address all correspondences, including Share Transfer documents and dividend matters to the Company's RTA, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: (022) 2596 3838, Fax: (022) 2594 6969, e-mail: [pginvestors@linkintime.co.in](mailto:pginvestors@linkintime.co.in) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). For providing better services to our Members, the RTA has deputed a full time resource, *Ms. Chaitali Jadhav*, who will provide all help to our Members and can be contacted directly on her dedicated Telephone Number (022) 2596 7799.
- Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.

16. An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. [www.pg.com/en\\_IN](http://www.pg.com/en_IN)
17. In terms of Clause 5A of the Listing Agreement, the Company has identified the unclaimed Physical Share Certificates lying with the Company and sent the requisite reminders to the respective Members. The Company is in process of crediting the same to demat suspense account.
18. The Ministry of Corporate Affairs (MCA) has issued circulars propagating the "Green Initiative" by allowing paperless compliances, by serving documents through the electronic mode (e-mails). In line with the spirit of the 'Green Initiative', the Securities and Exchange Board of India (SEBI) has also vide their circular dated October 5, 2011 amended the Listing Agreement enabling the listed entities to send soft copies of full Annual Reports to all those Members who have registered their email addresses for the purpose. This will ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits.

Members holding shares in physical form, who have not registered/updated their respective e-mail addresses, are requested to intimate their respective e-mail ids to [pandgogreen@linkintime.co.in](mailto:pandgogreen@linkintime.co.in). Members holding shares in dematerialised form, who have not registered/updated their respective e-mail addresses, are requested to do so with their respective Depository Participants (DPs). This Annual Report comprising of Notice, Audited Financial Statements, Directors' Report, Auditors' Report etc. is

being sent in the electronic form to all the Members who have furnished their e-mail ids to the Company or updated/ provided their e-mail ids to their respective DPs. Members may kindly note that as Members of the Company they are entitled to be furnished, free of cost a printed copy of the Annual Report of the Company, upon receipt of requisition at any time. The communications/documents issued by the Company would also be made available on the Company's website: [www.pg.com/en\\_IN](http://www.pg.com/en_IN).

We request the Members to support the Green Initiative introduced by the MCA and make it a success.

19. Members' attention is drawn towards a Draft Circular No. 17/218/2011 CL.V dated July, 2011 issued by the Ministry of Corporate Affairs which prohibits the Company from providing anything other than tea, coffee, cold drink and snacks at the Annual General Meeting of the Company. Members are requested to take note of the same.

**By Order of the Board of Directors**

**Preeti Bishnoi**  
*Company Secretary*

Mumbai  
August 14, 2013

**Registered Office:**  
P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai 400 099.

## **EXPLANATORY STATEMENT**

**(Pursuant to Section 173(2) of the Companies Act, 1956)**

### **Item No. 5**

Mr. Anil Kumar Gupta was appointed as an Additional Director of the Company by the Board of Directors on January 18, 2013 pursuant to Section 260 of the Companies Act, 1956. Mr. Gupta holds such office till the date of ensuing Forty-Ninth (49<sup>th</sup>) Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Gupta as a Director liable to retire by rotation.

Mr. Gupta is an Engineer from IIT, Delhi besides holding a PG Diploma in Industrial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. Mr. Gupta is an expert in the field of manufacturing and supply chain management. He has vast experience of over 34 years in India and abroad in the field of manufacturing and product supply and had held various senior management positions.

The Company has received a notice under Section 257 of the Companies Act, 1956 together with a deposit of ₹ 500/-

from a Member proposing his candidature for the office of Director liable to retire by rotation.

The Board recommends the appointment of Mr. Gupta as a Director of the Company liable to retire by rotation.

None of the Directors except Mr. Gupta is concerned or interested in the said resolution.

**By Order of the Board of Directors**

**Preeti Bishnoi**  
*Company Secretary*

Mumbai  
August 14, 2013

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Mumbai 400 099.

**Details of Directors proposed to be appointed/re-appointed at the forthcoming 49<sup>th</sup> Annual General Meeting (in pursuance to Clause 49 IV (G) of the Listing Agreement)**

| <b>Name of Director</b>  | <b>Mr. B. S. Mehta</b>   | <b>Mr. Anil Kumar Gupta</b>  |
|--|--|--|
| <b>Age</b>   | 77 years   | 67 years   |
| <b>Date of appointment on the Board</b>  | 26 <sup>th</sup> October, 2005   | 28 <sup>th</sup> March, 2009   |
| <b>Expertise in specific field</b>   | Chartered Accountant   | Consultant   |
| <b>Names of other Companies in which he holds Directorships</b>  | <p><b>Public Companies</b></p> <ol style="list-style-type: none"> <li>Atul Limited</li> <li>Bharat Bijlee Limited</li> <li>Century Enka Limited</li> <li>CEAT Limited</li> <li>Housing Development Finance Corporation Limited</li> <li>IL&amp;FS Investment Managers Limited</li> <li>J.B. Chemicals &amp; Pharmaceuticals Ltd</li> <li>Pidilite Industries Limited</li> <li>Sasken Communication Technologies Limited</li> <li>SBI Capital Markets Limited</li> <li>Sudarshan Chemical Industries Limited</li> <li>NSDL E-Governance Infrastructure Limited</li> <li>Gillette India limited</li> </ol> <p><b>Alternate Directorship</b></p> <ol style="list-style-type: none"> <li>Uhde India Private Limited</li> </ol> <p><b>Foreign Company</b></p> <p>Jumbo World Holdings Limited</p>   | <ol style="list-style-type: none"> <li>Gillette India Limited</li> </ol>   |
| <b>Chairman/Member of the Committee(s) of the Board of Directors of the Company</b>                            | Audit Committee – Member   | Audit Committee – Member   |
| <b>Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director.</b> | <p><b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>IL &amp; FS Investment Managers Limited (Chairman &amp; Member)</li> <li>J.B. Chemicals &amp; Pharmaceuticals Limited (Chairman &amp; Member)</li> <li>Sudarshan Chemicals Ltd (Chairman &amp; Member)</li> <li>Sasken Communication Technologies Ltd (Chairman &amp; Member)</li> <li>Pidilite Industries Ltd (Chairman &amp; Member)</li> <li>Gillette India Limited (Member)</li> <li>Housing Development Finance Corporation Limited (Member)</li> <li>Atul Limited (Member)</li> <li>Century Enka Limited (Member)</li> </ol> <p><b>Remuneration / Compensation Committee</b></p> <ol style="list-style-type: none"> <li>Gillette India Ltd (Member)</li> <li>Housing Development Finance Corporation Limited (Member)</li> <li>Century Enka Limited (Member)</li> <li>IL &amp; FS Investment Managers Limited (Member)</li> </ol> | <p><b>Audit Committee</b></p> <ol style="list-style-type: none"> <li>Gillette India Limited (Member)</li> </ol> <p><b>Shareholders' Grievances Committee</b></p> <ol style="list-style-type: none"> <li>Gillette India Limited (Member)</li> </ol> |
| <b>Shareholding in the Company</b>   | 3,799 Equity Shares of ₹10/- each  | NIL  |