

## NOTICE

NOTICE is hereby given that the Twenty-fifth Annual General Meeting of the members of the Company will be held on Tuesday, October 27, 2009, at 11.00 a.m. at the registered office of the Company at SPA- 65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar) Rajasthan - 301 019 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended June 30, 2009, the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the year ended June 30, 2009.
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 a Director in place of Ms. Deborah Henretta, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors 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 may decide.

### SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Anil Kumar Gupta, who was appointed as an Additional Director of the Company on March 28, 2009 by the Board of Directors in terms of Section 260 of the Companies Act, 1956, and who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors**

**Deepak Acharya**  
*Company Secretary*

Mumbai  
August 27, 2009

### Registered Office:

SPA- 65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Distt. Alwar)  
Rajasthan - 301 019

## NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy (ies) to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, to be effective should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.** Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/ authority, as applicable, issued by the member organization.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special business proposed to be transacted at the meeting, as item no. 6, is annexed hereto.
3. The register of members and the share transfer books of the Company will remain closed from **Saturday, October 17, 2009 to Tuesday, October 27, 2009** (both days inclusive), for the purpose of payment of dividend to those members whose names stand on the register of members as on October 27, 2009. The dividend in respect of dematerialized shares will be payable to the beneficial owners of the dematerialized shares as at the end of business hours on October 16, 2009 as per details furnished by the depositories for this purpose.
4. The dividend on equity shares as recommended by the Directors for the year ended June 30, 2009, will be payable on or around November 4, 2009, in accordance with the resolution to be passed by the members of the Company.
5. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi 110020:
  - a) bank mandate with full particulars (as per details given in Sr. no. 6 below) for remittance of dividend directly into their bank accounts, if declared at the meeting;
  - b) changes, if any, in their address/name, bank details, ECS, mandates, nominations, power of attorney etc. at an early date;
  - c) apply for consolidation of folios, if shareholdings are under multiple folios;

- d) quote ledger folio numbers in all their correspondence;
  - e) send their share certificates for consolidation;
  - f) request for nomination forms for making nominations as per the 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, as applicable.**
- 6. To avoid incidents of fraudulent encashment of the warrants, members are requested to intimate the RTA of the Company, under the signature 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 pin code number
      - iv) Account type, whether Savings or Current account
      - v) Bank account number allotted by the Bank.
  - 7. 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 Participant (DP) and furnish them the particulars of any change(s) desired.
  - 8. **Members are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS), which is available at specified locations. Members holding shares in dematerialized form are requested to contact their respective Depository Participants for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the RTA for details.**
  - 9. **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) alongwith the transfer deeds and share certificates at the time of lodgement of transfer of shares is now mandatory.**
  - 10. 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 of the Annual Report 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.
  - 11. Members’ attention is particularly drawn to “Corporate Governance” section of the Annual Report in respect of unclaimed and unpaid dividends.
  - 12. Members are requested to address all correspondences, including share transfer documents and dividend matters to the Company’s RTA, M/s. MAS Services Limited, T-34, 2nd floor, Okhla Industrial Area, Phase II, New Delhi 110 020. Tel (011) 26387281-3; Fax (011) 26387384; e-mail: info@masserv.com
  - 13. **An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. <http://www.pg-india.com/gillette2/index.html> 48 hours after the Annual General Meeting.**

## **EXPLANATORY STATEMENT**

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

### **ITEM NO. 6**

Mr. Anil Kumar Gupta was appointed as an Additional Director of the Company via circular resolution passed by the Board of Directors on March 28, 2009 under Article 99 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956. Mr. Anil Kumar Gupta holds office till the date of the ensuing Annual General Meeting.

Mr. Gupta is an Engineer from IIT, Delhi besides holding a PG Diploma in Industrial Management from the 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 has held very senior management positions.

Other details of Mr. Gupta including his directorships and Board Committee memberships of public limited companies in India are given in the Corporate Governance Section of this Annual Report.

A notice together with a deposit of Rs.500/- has been received from a member proposing his candidature for the office of Director. Consent of Mr. Gupta under Section 264(1) of the Companies Act, 1956 to act as a Director has been duly filed. Mr. Gupta does not hold any shares in the Company.

The Board recommends the appointment of Mr. Gupta as a Director of the Company.

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

**By order of the Board of Directors**

**Deepak Acharya**  
*Company Secretary*

Mumbai  
August 27, 2009

**Registered Office:**  
SPA- 65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Distt. Alwar)  
Rajasthan - 301 019

**Details of directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance to Clause 49IV(G) of the Listing Agreement)**

<b>Name of Director</b>	Mr. B.S Mehta	Ms. D.A Henretta	Mr. Anil Kumar Gupta
<b>Age</b>	73	48	63
<b>Date of appointment on the Board</b>	26th October 2005	26th October 2005	28th March 2009
<b>Expertise in specific field</b>	Accounting	General Management	Manufacturing & Supply Chain Management
<b>Names of other companies in which he holds directorships (excluding foreign, private and Section 25 companies)</b>	<ul style="list-style-type: none"> <li>i) Atul Ltd.</li> <li>ii) Bharat Bijlee Ltd.</li> <li>iii) Century Enka Ltd.</li> <li>iv) CEAT Ltd.</li> <li>v) Clariant Chemicals (India) Ltd.</li> <li>vi) Procter &amp; Gamble Hygiene and Health Care Ltd.</li> <li>vii) Housing Development Finance Corporation Ltd.</li> <li>viii) IL&amp;FS Investment Managers Ltd.</li> <li>ix) J.B. Chemicals &amp; Pharmaceuticals Ltd.</li> <li>x) National Securities Depository Ltd.</li> <li>xi) Pidilite Industries Ltd.</li> <li>xii) Sasken Communication Technologies Ltd.</li> <li>xiii) SBI Capital Markets Ltd.</li> <li>xiv) Sudarshan Chemical Industries Ltd.</li> </ul>	Procter & Gamble Hygiene and Health Care Limited	None
<b>Chairman/ Member of the Committees of the Board of Directors of the Company</b>	Audit Committee – Member	None	None
<b>Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he is a Director.</b>	<ul style="list-style-type: none"> <li>i) Housing Development Finance Corporation Ltd. – Audit Committee Member</li> <li>ii) Atul Ltd. – Audit Committee Member</li> <li>iii) Century Enka Ltd. – Audit Committee Member</li> <li>iv) Procter &amp; Gamble Hygiene and Health Care Ltd. – Audit Committee Member</li> <li>v) IL&amp;FS Investment Managers Ltd. – Audit Committee Chairman</li> <li>vi) J.B. Chemicals &amp; Pharmaceuticals Ltd. – Audit Committee Chairman</li> <li>vii) Sudarshan Chemicals Ltd. – Audit Committee Chairman</li> <li>viii) Sasken Communication Technologies Ltd. – Audit Committee Chairman</li> <li>ix) Pidilite Industries Ltd. – Audit Committee Chairman</li> </ul>	None	None
<b>Shareholding in the Company</b>	NIL	NIL	NIL