

## NOTICE

NOTICE is hereby given that the Forty-Seventh Annual General Meeting of the Members of the Company will be held on Wednesday, November 23, 2011 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 Profit and Loss Account for the Financial Year ended June 30, 2011, the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the Financial Year ended June 30, 2011.
3. To appoint a Director in place of Mr. Bansi S. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General 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 a **Special Resolution**:

“RESOLVED THAT in pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, the Non-Executive Independent Directors of the Company be paid, a commission upto one percent of the net profits of the Company per annum in the aggregate for a period of five years with effect from July 1, 2011.

RESOLVED FURTHER THAT the Board of Directors and/or a Committee hereof, constituted by the Board in this regard, be and is hereby authorized to do all such acts, deeds, matters and take such action, as may be considered necessary, desirable or expedient to give effect to above resolution.”

**By Order of the Board of Directors**

**Amit Vyas**  
**Company Secretary**

Mumbai  
August 25, 2011

**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 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 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. A proxy may not vote except on a poll.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, November 9, 2011 to Wednesday, November 23, 2011** (both days inclusive), for the purpose of payment of dividend to those members whose names stand on the Register of Members as on **November 23, 2011**. 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 Tuesday, November 8, 2011 as per details furnished by the Depositories for this purpose.
4. The dividend on Equity Shares as recommended by the Directors for the Financial Year ended June 30, 2011, will be paid on or around November 30, 2011 in accordance with the resolution to be passed by the Members of the Company.
5. As per RBI notification, 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. 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 respective Banks (after implementation of CBS), along with a photocopy of a cheque pertaining to the concerned account, to their Depository Participants (DPs). Please send these details to the RTA, M/s. Link Intime India Pvt. Ltd. only if the shares are held in physical form, immediately.
6. 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. 8 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;
- (d) Quote their ledger folio numbers in all their correspondence;
- (e) Send their share certificates for consolidation;
- (f) 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.

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. The demat accounts for which PAN details have not been verified are “suspended for debit” until the same is verified with the DPs. Further vide SEBI Circular dated July 29, 2010, such PAN non-compliant demat accounts shall also be “suspended for credit” in certain cases. Members who are holding shares in Demat form and have not so far verified their PAN details with their respective DPs are requested to do so at the earliest.

7. For providing better services to our Members, the RTA has deputed a full time resource, who will provide all help to our Members. Ms. Poonam Kumbharde can be contacted directly on her dedicated Telephone Number **(022) 2596 7799**; email id: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); [pginvestors@linkintime.co.in](mailto:pginvestors@linkintime.co.in)
8. 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;
    - (v) Bank account number allotted by the Bank.

9. 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.
10. Non-resident Indian Members are requested to immediately inform to 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.
11. 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.
12. 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.
13. Members’ attention is particularly drawn to “Corporate Governance” section of the Annual Report in respect of unclaimed and unpaid dividends.
14. 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)
15. An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. <http://www.pg-india.com>.
16. The Company, in order to facilitate consolidation of Share Certificates and also with a view to encourage more Dematerialization of Shares by the holders of Physical Shares, has issued new consolidated single Share Certificates with the re-organized Distinctive Nos. on March 29, 2011. The old Share Certificates will be treated as cancelled and bad delivery in the market. The cut-off date for reckoning the list of Physical Shareholders who were eligible for new consolidated Share Certificates was Friday, March 18, 2011. In

view of the such newly issued Shares Certificates, the Company would be examining and pursuing the necessary steps for ensuring compliance with the newly introduced Clause 5AII of the Listing Agreement regarding "Unclaimed Shares".

17. **Green Initiative:-** The Ministry of Corporate Affairs (MCA) has issued a Circular No- 17/2011 dated April 24, 2011 and another Circular No- 18/2011 dated April 29, 2011 propagating the "Green Initiative" by allowing paperless compliances by serving documents through the electronic mode (e-mails). This will ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits. Keeping in view the underlying theme and the Circulars issued by MCA, we are in the course of sending henceforth all communications/ documents including Notice calling General Meeting(s), Audited Financial Statements, Directors' Report, Auditors' Report etc. for the Financial Year 2010 – 11 onwards, in electronic form, to the email address provided/updated by you in your Demat Account and made available to us by Depositories.

The Company therefore had issued Letters and e-mails on August 1, 2011 to all the Members requesting them to exercise their option to receive the said communications/documents in the electronic form. Members holding shares in physical form are requested to intimate their respective e-mail ids to [pandggogreen@linkintime.co.in](mailto:pandggogreen@linkintime.co.in). Members holding shares in the electronic form are requested to provide/update their e-mail ids to their respective Depository Participants (DPs). This Annual Report

comprising of Notice, Audited Financial Statements, Directors' Report, Auditors' Report etc. has been 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 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-india.com](http://www.pg-india.com).

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

18. Members' attention is drawn towards a Circular (Draft) that prohibits the Company from providing any thing 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

Amit Vyas  
Company Secretary

Mumbai  
August 25, 2011

**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

The Members of the Company had at their 42nd Annual General Meeting held on October 6, 2006 passed a Special Resolution according approval for payment of Commission of upto 1% of the net profits of the Company per annum in the aggregate for a period of Five Years w.e.f. January 1, 2006 or such date as the Board may approve to the Non Executive Directors. The Board of Directors (and a committee constituted thereof) had subsequently accorded approval for payment of Annual Commission within the prescribed limit to the Non Executive Independent Directors for 5 years w.e.f. July 1, 2006. It is now therefore necessary to seek a fresh approval from the Members at the ensuing 47th Annual General Meeting for payment of commission upto 1% of the net profits of the Company per annum in the aggregate for a period of Five Years w.e.f. July 1, 2011 or such date as the Board of Directors may approve. The role and responsibilities of Non Executive Independent Directors have increased significantly and the proposal to

pay the said Commission is commensurate with the same.

The Board recommends the passing of the aforesaid Special Resolution.

All the Non Executive Independent Directors, namely Mr. R. A. Shah and Mr. B. S. Mehta, are deemed to be interested and concerned in this item of business.

By Order of the Board of Directors

Amit Vyas  
Company Secretary

Mumbai  
August 25, 2011

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P&G Plaza,  
Cardinal Gracias Road,  
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**Details of the Director seeking re-appointment at the forthcoming  
Forty-Seventh Annual General Meeting (in pursuance to  
Clause 49IV(G) of the Listing Agreement)**

<b>Name of Director</b>	<b>Mr. Bansi S. Mehta</b>
<b>Age</b>	76 years
<b>Date of appointment on the Board</b>	October 11, 1979
<b>Expertise in specific field</b>	Mr. B. S. Mehta is a Fellow of the Institute of Chartered Accountants of India. Mr. Mehta is an accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions.
<b>Names of other Companies in which he holds Directorships</b>	(i) Atul Limited (ii) Bharat Bijlee Limited (iii) Century Enka Limited (iv) CEAT Limited (v) Clariant Chemicals (India) Limited (Formerly known as Color-Chem Limited) (vi) Gillette India Limited (vii) Housing Development Finance Corporation Limited (viii) IL&FS Investment Managers Limited (Formerly known as IL&FS Venture Corporation Limited) (ix) J.B. Chemicals & Pharmaceuticals Ltd. (x) National Securities Depository Limited (xi) Pidilite Industries Limited (xii) Sasken Communication Technologies Limited (xiii) SBI Capital Markets Limited (xiv) Sudarshan Chemical Industries Limited (xv) Uhde India Private Limited (Alternate Director) (xvi) Jumbo World Holdings Limited (BVI) (A body incorporated outside India)
<b>Chairman/Member of the Committee(s) of the Board of Directors of the Company</b>	Audit Committee – Member
<b>Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director.</b>	(i) Remuneration Committee Member – Gillette India Limited (ii) Audit Committee Member – Gillette India Limited (iii) Compensation Committee Member – Housing Development Finance Corporation Limited (iv) Audit Committee Member – Housing Development Finance Corporation Limited (v) Audit Committee Member – Atul Limited (vi) Audit Committee Member – Century Enka Limited (vii) Compensation Committee Member – IL&FS Investment Managers Limited (viii) Audit Committee Chairman – IL&FS Investment Managers Limited (ix) Audit Committee Chairman – J.B. Chemicals & Pharmaceuticals Limited (x) Audit Committee Chairman – Sudarshan Chemicals Limited (xi) Audit Committee Chairman – Sasken Communication Technologies Limited (xii) Audit Committee Chairman – Pidilite Industries Limited
<b>Shareholding in the Company</b>	3799 Equity Shares of ₹10/- each