

Procter & Gamble Hygiene and Health Care Limited

NOTICE

NOTICE is hereby given that the Forty-fourth Annual General Meeting of the Members of the Company will be held on Friday, October 10, 2008, at 3.30 p.m. at Yashwantrao Chavan Pratishthan (YB Chavan Centre), General Jagannath Bhosale Marg, Mumbai 400 021 to transact the following business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended June 30, 2008, the Balance Sheet as at that date, the Directors' and Auditors' Reports thereon.
2. To declare dividend for the year ended June 30, 2008.
3. To appoint a Director in place of Mr. B. V. Patel, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint a Director in place of Ms. Deborah Ann Henretta, who retires by rotation and being eligible, offers herself for re-election.
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.

By Order of the Board of Directors

Amit K Vyas
Company Secretary

Mumbai
August 29, 2008

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

NOTES

1. *A member entitled to attend and vote at the meeting is entitled to appoint a Proxy or Proxies 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.

2. The Register of Members and the Share Transfer Books of the Company will remain closed **from September 27, 2008 to October 10, 2008** (both days inclusive).
3. If payment of dividend as recommended by the Board of Directors is approved, at the Annual General Meeting,

payment of such dividend will be made on or around October 16, 2008 as under –

- (a) to all the beneficial owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of close of business hours on September 26, 2008;
 - (b) to all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on September 26, 2008.
4. To avoid incidents of fraudulent encashment of the dividend warrants, members are requested to intimate the Registrar and Share Transfer Agents (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.
 5. Members holding shares in Demat form may please note that the bank account details given by them to their Depository Participants (DPs) and passed on to the Company by such DPs would be printed on the dividend warrants of the concerned members. However, if any member wants to receive dividend in any other bank account, they should change/correct the bank account details with their concerned DPs. The Company would not entertain any request from such shareholders directly for deletion/change in the bank account details printed on the dividend warrants unless the same is first intimated to their respective DPs.
 6. Pursuant to Section 205-A of the Companies Act, 1956, unclaimed dividends declared on or before September 29, 1995, have been transferred to the General Revenue Account of the Central Government. Members who have not encashed dividend warrants for the period prior to September 29, 1995, are requested to claim the amount by submitting an application in Form No. II to the office of the Registrar of Companies, CGO Building, 2nd Floor, A Wing, Belapur, Navi Mumbai.

Pursuant to Section 205A(5) of the Companies Act, 1956, the following unpaid dividends are due for transfer to the Investor Education and Protection Fund:

Dividend No.	Date of Declaration	For the year ended	Due for transfer to IEPF
48 (Final)	28.09.2001	30.06.2001	03.11.2008
49	27.09.2002	30.06.2002	02.11.2009
50	10.10.2003	30.06.2003	15.11.2010
51	15.10.2004	30.06.2004	20.11.2011
52	25.11.2005	30.06.2005	31.12.2012
53	06.10.2006	30.06.2006	11.11.2013
54	12.10.2007	30.06.2007	17.11.2014

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company's RTA, for obtaining payment thereof.

During the Financial year 2007/08, unclaimed Interim dividend amount for the year ended June 30, 2001 of Rs.3,64,377/- was transferred to the Investor Education and Protection Fund on January 15, 2008.

7. Share transfer documents and all correspondence relating thereto, should be addressed to the Company's RTA,

M/s. Intime Spectrum Registry Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078.

Tel – (022) 2594 6980 / 2596 3838,
Fax – (022) 2594 6969,

e-mail– pginvestors@intimespectrum.com /
isrl@intimespectrum.com.

The Company has designated an exclusive e-mail ID viz. pginvestors@intimespectrum.com for redressal of member's complaints / grievances.

For providing better services to our Members, the RTA has deputed a full time resource, who will provide all help to our Members. Ms. Preeti Joshi can be contacted directly on her dedicated telephone number **(022) 2594 6980**.

8. Members who hold shares in physical form are requested to notify immediately any change in their addresses, to the RTA of the Company and to respective Depository Participants, in case shares are held in dematerialized mode.

By Order of the Board of Directors

Amit K Vyas
Company Secretary

Mumbai
August 29, 2008

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Details of Directors seeking re-appointment at the forthcoming annual general meeting (in pursuance to clause 49IV(G) of the listing agreement)

Name of Director	Mr. B.V. Patel	Ms. D.A. Henretta
Age	64	47
Date of appointment on the Board	January 1, 2000	September 2, 2005
Expertise in specific field	General Management	General Management
Names of other companies in which he holds directorships	1. Wockhardt Limited 2. Force Motors Limited 3. Yes Bank Limited 4. NESCO Limited	1. Gillette India Limited
Chairman/ Member of the Committee(s) of the Board of Directors of the company	Audit Committee - Chairman Shareholders Grievance Committee - Chairman	None
Chairman/ Member of the Committee(s) of Board of Directors of other companies in which he/she is a Director.	1. Wockhardt Limited - Audit Committee Member 2. Yes Bank Limited - Audit Committee Member	None
Shareholding in the company	NIL	NIL

Procter & Gamble Hygiene and Health Care Limited

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai - 400 099

ATTENDANCE SLIP

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Forty-fourth ANNUAL GENERAL MEETING at Yashwantrao Chavan Pratishthan (YB Chavan Centre), General Jagannath Bhosale Marg, Mumbai 400 021 on Friday, October 10, 2008, at 3.30 p.m.

Name of the attending Member
(in Block Letters)

Members Folio Number

Name of the Proxy (in Block Letters, to be filled
in if the Proxy attends instead of the Members)

No. of Shares held

.....
*Member's/Proxy's Signature

*To be signed at the time of handing over the slip.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING.
NO DUPLICATE WILL BE ISSUED

Procter & Gamble Hygiene and Health Care Limited

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai - 400 099

PROXY FORM

Folio No.

I / We.....of.....

in the district ofbeing a member / members

of Procter & Gamble Hygiene and Health Care Limited, hereby appoint

of in the district of

or failing him.....as my/our proxy to attend and vote

for me/us on my/our behalf at the Forty-fourth ANNUAL GENERAL MEETING of the Company to be held at Yashwantrao Chavan Pratishthan (YB Chavan Centre), General Jagannath Bhosale Marg, Mumbai 400 021 on Friday, October 10, 2008, at 3.30 p.m. and at any adjournment thereof.

Signed this day of, 2008.

Signature

Re. 1.00 Revenue Stamp

Note: The Proxy Form duly completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time of the meeting.

