

NOTICE

NOTICE is hereby given that the Forty-sixth Annual General Meeting of the Members of the Company will be held on Friday, October 8, 2010, at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Mumbai 400 021 to transact the following business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended June 30, 2010, the Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To declare dividend for the financial year ended June 30, 2010.
3. To appoint a Director in place of Mr. R. A. Shah, who retires by rotation and being eligible, offers himself for re-election.
4. 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 of Directors may decide.

By Order of the Board of Directors

Amit K. Vyas
Company Secretary

Mumbai
August 18, 2010

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 (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.

2. The register of members and the share transfer books of the Company will remain closed from **Saturday, September 25, 2010 to Friday, October 8, 2010** (both days inclusive), for the purpose of payment of dividend to those members whose names stand on the register of members as on October 8, 2010. 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 September 24, 2010 as per details furnished by the depositories for this purpose.
3. The dividend on equity shares as recommended by the Directors for the year ended June 30, 2010, will be paid on or around October 15, 2010 in accordance with the resolution to be passed by the members of the Company.
4. As per RBI notification, with effect from October 1, 2009 the remittance of money through ECS is replaced by 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, shareholders holding shares in electronic form are requested to furnish the new 10-digit bank account number allotted to you by your bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the RTA, M/s. Link Intime Private Limited, only if the shares are held in physical form, immediately.

5. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA), M/s. Link Intime

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
pginvestors@linkintime.co.in

- (a) bank mandate with full particulars (as per details given in Sr. No. 7 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, 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 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, as applicable.

In terms of SEBI Circular dated April 27, 2007 furnishing of 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 DP. Further vide SEBI Circular dated July 29, 2010, such PAN non-compliant demat accounts shall also be “suspended for credit” in certain cases. Members holding shares in demat form and not so far verified their PAN details with their respective DPs are requested to do so at the earliest.

6. For providing better services to our Shareholders, the RTA has deputed a fulltime resource, who will provide all help to our Shareholders. Mr. Vikrant Kamble can be contacted directly on his dedicated telephone number (022) 2596 7999; email – rnt.helpdesk@linkintime.co.in
pginvestors@linkintime.co.in

7. To avoid the 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.

8. In the case of dematerialized shares, the Company is obliged to print bank details on the dividend warrants, as are furnished by National Securities Depository Limited (NSDL) and 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 desired.

9. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be:

- (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.

10. 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.

11. 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.

12. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
13. Members are requested to address all correspondences, including share transfer documents and dividend matters to the Company's RTA,
M/s. Link Intime 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
rnt.helpdesk@linkintime.co.in

14. An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. <http://www.pghhcl.in> 48 hours after the annual general meeting.

By Order of the Board of Directors

Amit K. Vyas
Company Secretary

Mumbai
August 18, 2010

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

Details of Director seeking re-appointment at the forthcoming Annual General Meeting (in pursuance to clause 49IV(G) of the listing agreement)

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| Name of Director | Mr. R. A. Shah |
| Age | 79 years |
| Date of appointment on the Board | July 20, 1964 |
| Expertise in specific field | Solicitor |
| Names of other companies in which he holds directorships | (i) Clariant Chemicals (India) Limited (ii) Godfrey Phillips India Limited (iii) Pfizer Limited (iv) Colgate Palmolive India Limited (v) Abbott India Limited (vi) Asian Paints Limited (vii) ACC Limited (viii) The Bombay Dyeing & Mfg. Co. Limited (ix) BASF India Limited (x) Century Enka Limited (xi) Deepak Fertilizers & Petrochemicals Corporation Limited (xii) Lupin Limited (xiii) Piramal Healthcare Limited (xiv) Wockhardt Limited |
| Chairman/Member of the Committee(s) of the Board of Directors of the Company | Audit Committee – Chairman |
| Chairman/Member of the Committee(s) of Board of Directors of other companies in which he/she is a Director. | (i) Audit Committee Chairman – Colgate Palmolive India Limited (ii) Audit Committee Chairman – Pfizer Limited (iii) Audit Committee Chairman – Piramal Healthcare Limited (iv) Audit Committee Chairman – Clariant Chemicals (India) Limited (v) Audit Committee Member – Bombay Dyeing & Mfg. Co. Limited (vi) Audit Committee Member – Abbott India Limited (vii) Audit Committee Member – BASF India Limited (viii) Audit Committee Member – Century Enka Limited (ix) Audit Committee Member – Wockhardt Limited |
| Shareholding in the Company | 5550 equity shares of ₹10/- each |