

EXTRACT OF ANNUAL RETURN

Form No. MGT-9

(As on the Financial Year ended on June 30, 2019)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24239MH1964PLC012971
- ii) Registration Date : July 20, 1964
- iii) Name of the Company : Procter & Gamble Hygiene and Health Care Limited
- iv) Category / Sub-Category of the Company : Company limited by shares / Indian Non-Government Company
- v) Address of the Registered Office and contact details : P & G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai 400 099
Tel : 022-2826 6000; Fax: 022-2826 7337
Website : www.pg.com/en_IN
- vi) Whether listed Company : Yes
- vii) Name, Address and contact details of Registrar and Transfer Agent, if any : Link Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083
Tel - (022) 4918 6270, Fax - (022) 4918 6060
e-mail - rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of Products	NIC Code of the Product	% to total turnover of the Company
1	Ayurvedic products	21003	30
2	Sanitary napkins	13996	69

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Holding Company [Section 2(46)]:-

Sr. No.	Name and address of the Company	CIN/GLN	% of shares Held
1	The Procter & Gamble Company, USA (Ultimate holding Company)	Not applicable (Foreign Company)	Holds 70.64% through its subsidiaries
2	Procter & Gamble Overseas India B.V., Netherlands (Holding Company)	Not applicable (Foreign Company)	Holds 68.73 % directly

The Company does not have any subsidiary companies or associate companies.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i. Category-wise Shareholding:-

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	Promoters									
1.	Indian									
	Bodies corporate	619683	-	619683	1.91	619683	-	619683	1.91	0.00
2.	Foreign									
	Bodies corporate	22310090	-	22310090	68.73	22310090	-	22310090	68.73	0.00
	Total Promoter Shareholding (A)	22929773	-	22929773	70.64	22929773	-	22929773	70.64	0.00
B.	Public Shareholding									
1.	Institutions									
	Mutual funds	1652268	-	1652268	5.09	1566126	-	1566126	4.82	-0.27
	Alternate Investment Funds	10160	-	10160	0.03	16751	-	16751	0.05	0.02
	Financial Institutions / Banks	778765	4956	783721	2.41	1202035	4736	1206771	3.72	1.31
	Insurance Companies	823104	-	823104	2.54	823083	-	823083	2.53	-0.01
	Foreign Institutional Investors	1179569	393	1179962	3.63	1097894	-	1097894	3.38	-0.25
	Sub Total (B)(1)	4443866	5349	4449215	13.70	4705889	4736	4710625	14.50	0.80
2.	Non-Institutions									
	Bodies Corporate									
	- Indian	994534	6965	1001499	3.09	827401	6730	834131	2.57	-0.52
	Individuals									
	- Individual shareholders holding nominal share capital up to Rs 1 lakh	3051446	344369	3395815	10.46	3181740	252345	3434085	10.58	0.12
	- Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	359578	-	359578	1.11	257464	0	257464	0.79	-0.32
	Others									
	- NBFCs registered with RBI	44456	-	44456	0.14	1786	-	1786	0.01	-0.13
	- Clearing Members	3595	-	3595	0.01	3239	-	3239	0.01	0
	- HUF	85656	210	85866	0.26	82873	210	83083	0.26	0
	- Foreign National	430	-	430	0.00	430	-	430	0.00	0
	- NRI	25982	30	26012	0.08	26247	30	26277	0.08	0

- NRN	134537	3616	138153	0.43	134441	3616	138057	0.43	-0.01
- Director / Relatives	17326	-	17326	0.05	17095	-	17095	0.05	0.00
- Trust	610	-	610	0.00	432	-	432	0.00	0
- Central Government / State Government(s)	8408	-	8408	0.03	8408	-	8408	0.03	0
-IEPF					15595	-	15595	0.05	0.05
Sub Total (B)(2)	4726558	355190	5081748	15.66	4557407	262931	4820338	14.86	-0.80
Total Public Shareholding (B)	9170424	360539	9530963	29.36	9263296	267667	9530963	29.36	0.00
Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	32100197	360539	32460736	100.00	32193069	267667	32460736	100.00	0.00

ii. Shareholding of Promoters

Sr. No.	Shareholder's name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Procter and Gamble Overseas India B.V.	22310090	68.73	-	22310090	68.73	-	0.00
2	Temple Trees Impex & Investment Pvt Ltd	619683	1.91	-	619683	1.91	-	0.00
		22929773	70.64	-	22929773	70.64	-	0.00

iii. Change in Promoters' Shareholding

Sr. No.	Name of Shareholder	Shareholding at the beginning and end of the year		Date of change in shareholding	Increase/ decrease in shareholding	Reason for increase/ decrease	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
There was no change in Promoter shareholding during the Financial Year 2018-2019.								

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on June 30, 2019:**

The detailed changes in top ten shareholders during the financial year 2018-19 shall be displayed on the website of the Company.

v. **Shareholding of Directors and Key Managerial Personnel**

S. no	Name of Director	Shareholding at the beginning and at the end of the year		Date of change of Shareholding	Increase / Decrease in shareholding	Reason for change	Cumulative Shareholding during the year (No of Shares)
		No of Shares	% of total shares of the company				
1	Mr. R. A. Shah	12906	0.04	01 July, 2018			
		12906	0.04	30 June, 2019	-	No change during the year	12906
2	Mr. B. S. Mehta	3799	0.01	01 July, 2018			
		3799	0.01	30 June, 2019	-	No change during the year	3799
3	Mr. P. Agarwal	0	0.00	01 July, 2018			
		25	0.00	17 May, 2019	0.00%	Purchase	25

Note: No other Director apart from the above mentioned Directors, held any shares of the Company during the Financial Year 2018-19

VI. INDEBTEDNESS

The Company had no indebtedness with respect to secured or unsecured loans or deposits during the Financial Year 2018-19.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director:

Sl. no.	Particulars of Remuneration	Mr. Madhusudan Gopalan* (Amount in Rs. Lacs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	438.27
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.62
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, please specify	119.30*
	Total (A)	558.21
	Ceiling as per the Act	2975.37

* Mr. Madhusudan Gopalan has exercised Stock Options of the ultimate Holding Company amounting to Rs. 1,19,30,799 under its Employee Stock Option Plan

B. Remuneration to other Directors:*Rs. in lakhs*

Particulars of Remuneration	Mr. R. A. Shah	Mr. B. S. Mehta	Mr. A. K. Gupta	Mr. P. Agarwal	Ms. M. Ganesh	Total Amount
Independent Directors						
Fee for attending board / committee meetings	3.80	3.20	5.00	2.30	0.50	7.78
Commission	12.00	12.00	12.00	12.00	3.43	51.42
Total	15.80	15.20	17.00	14.30	3.93	59.20

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR / MANAGER / WHOLE TIME DIRECTOR:

Sl. No	Particulars of remuneration	Prashant Bhatnagar* CFO (Rs. In lakhs)	Flavia Machado# Company Secretary (Rs. In lakhs)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	45.57 2.18	11.49 - -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
5	Others, please specify	- [^]	-
	Total	47.75	11.49

* Mr. Prashant Bhatnagar receives salary from another group Company, Gillette India Limited and the Company contributes towards the same in proportion to its Net Outside Sales

[^] Mr. Prashant Bhatnagar has exercised Stock Options of the ultimate Holding Company amounting to Rs. 2,14,96,488 under its Employee Stock Option Plan, which was charged to group Company, Gillette India Limited

Ms. Flavia Machado was appointed as Company Secretary of the Company w.e.f. September 18, 2018

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the Financial Year.