

# PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

(CIN: L24239MH1964PLC012971)

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

Website: www.pg.com/en\_IN • Tel: (91-22) 2826 6000; Fax: (91-22) 2826 7337

## NOTICE

NOTICE is hereby given that the Fifty-Fifth Annual General Meeting of the Members of the Company will be held on **Wednesday, November 27, 2019 at 11.00 a.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 Balance Sheet as at June 30, 2019 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To confirm payment of Interim Dividend and to declare Final Dividend for the Financial Year ended June 30, 2019.
3. To appoint a Director in place of Mr. Karthik Natarajan (DIN 06685891), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:

**Appointment of Mr. Ghanashyam Hegde (DIN 08054712) as a Non-Executive Director of the Company**

*"RESOLVED THAT Mr. Ghanashyam Hegde (DIN 08054712) who was appointed as an Additional Director of the Company on May 9, 2019 by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, and who holds such office until this Annual General Meeting be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."*

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

**Appointment of Ms. Meena Ganesh as an Independent Director of the Company**

*"RESOLVED THAT Ms. Meena Ganesh (DIN 00528252) who was appointed as an Additional Director of the Company on March 19, 2019, by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, and who holds such office until this Annual General Meeting, be and is hereby appointed as a Director of the Company.*

*RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), 2015 (as amended from time to time), Ms. Meena Ganesh (DIN 00528252), who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from March 19, 2019, not being liable to retire by rotation."*

7. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as a **Special Resolution**:

**Re-appointment of Mr. Rajendra Ambalal Shah as an Independent Director of the Company**

*"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Rajendra Ambalal Shah (DIN 00009851), aged*

88 years, who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of one year with effect from September 24, 2019, not being liable to retire by rotation.”

8. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as a **Special Resolution**:

**Re-appointment of Mr. Bansidhar Sunderlal Mehta as an Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Bansidhar Sunderlal Mehta (DIN 00035019), aged 83 years, who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of one year with effect from September 24, 2019, not being liable to retire by rotation”

9. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as a **Special Resolution**:

**Re-appointment of Mr. Anil Kumar Gupta as an Independent Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), 2015 (as amended from time to time), Mr. Anil Kumar Gupta

(DIN 02588131), who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from September 24, 2019, not being liable to retire by rotation.

10. To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:

**Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Rules framed thereunder (as amended from time to time) and other applicable laws, such other permissions as may be necessary, the Members hereby ratify the remuneration of ₹ 8,50,000/- plus service tax and out-of-pocket expenses payable to Ashwin Solanki & Associates, Cost Accountants, who are appointed by the Board of Directors of the Company to conduct audit of the Cost records maintained by the Company for the Financial Year 2019-20.”

**By Order of the Board of Directors**

**Flavia Machado**  
**Company Secretary**

Mumbai  
August 21, 2019

**Registered Office:**

P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai - 400 099

## NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item Nos. 5 to 10 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 PROXY(IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report. Proxies submitted on behalf of Corporate Members must be supported by relevant Board Resolution/ authority etc.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, November 21, 2019, to Wednesday, November 27, 2019** (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the Annual General Meeting.
6. The final dividend on Equity Shares for the Financial Year ended June 30, 2019, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 20, 2019:
  - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 20, 2019;
  - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company's Register of Members as on November 27, 2019.
7. In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update bank details of the Members of the Company to enable usage of the electronic mode of remittance such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT for distributing dividends and other cash benefits to its Members.

In this regard, Members holding shares in electronic form are requested to furnish their bank details to their Depository Participants ("DPs"). Members holding shares in physical form are requested to furnish their bank details, alongwith a photocopy of a blank cancelled cheque pertaining to your bank account to the Registrar and Share Transfer Agent, ("RTA"), M/s. Link Intime India Pvt. Ltd.
8. Members holding shares in the physical form are requested to intimate the following directly to the Company's RTA, M/s. 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](mailto:rnt.helpdesk@linkintime.co.in).

  - (a) Bank Mandate with full particulars 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 in identical names or joint holding in the same order of names;
- (d) Send their share certificates for consolidation; and
- (e) Request for nomination forms for making nominations, as per the format prescribed under the Companies Act, 2013.

Members holding shares in the dematerialized (electronic) form are requested to intimate the aforesaid changes directly to their DPs, as applicable.

9. SEBI has mandated submission of Permanent Account Number ("PAN") for all transactions in the securities market. Members who are holding shares in dematerialized form are requested to submit their PAN details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company's RTA, M/s. Link Intime India Private Limited.

10. As per SEBI directions, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form effective April 01, 2019. The transfer deed(s) lodged prior to deadline, i.e., April 1, 2019, and returned due to deficiency in the document may be re-lodged for transfer with Mas Services Limited (Registrar & Transfer Agents), even after the deadline of April 01, 2019.

Transfer of shares is effected by the Registrar & Transfer Agents and share certificates are dispatched within a period of 15 days from the date of receipt of relevant documents, provided they are complete in all respects.

11. 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 DPs and furnish them the particulars of any change(s) desired.

12. Non-resident Indian Members are requested to immediately inform 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.

13. 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.

14. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on November 29, 2018 (date of last Annual General Meeting) are available on the website of the Company [www.pg.com/en\\_IN](http://www.pg.com/en_IN). The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

15. Members are requested to contact the Company's RTA, M/s. Link Intime India Private Limited, for claiming the unclaimed dividends. The detailed dividend history and due dates for transfer to IEPF are provided in the "Corporate Governance" section of the Annual Report.
16. Members are requested to address all correspondences, including dividend matters to the Company's RTA, M/s. 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](mailto:rnt.helpdesk@linkintime.co.in).
- Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.
17. At the beginning of the Financial Year, there were 38,657 shares in the name of 298 shareholders lying in the demat suspense account. During the Financial Year, the Company received claims from 3 shareholders, which was duly transferred to the claimant shareholders. As on June 30, 2019, 38,070 shares in name of 295 shareholders are lying in the demat suspense account.
18. This Annual Report comprising of Notice, Audited Financial Statements, Directors' Report, Auditors' Report etc. is being 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 as Members of the Company 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.com/en\\_IN](http://www.pg.com/en_IN). Members holding shares in physical form, who have not registered / updated their respective e-mail addresses, are requested to intimate their respective e-mail ids to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Members holding shares in dematerialized form, who have not registered/ updated their respective e-mail ids, are requested to do so with their respective DPs.
19. The Shareholders are informed that the Company will be providing a webcast facility to view the live streaming of the 55<sup>th</sup> Annual General Meeting on the NSDL website. You may access the same at <https://www.evoting.nsdl.com> by using your e-voting credentials. The link will be available in shareholder login where the EVEN of Company will be displayed. The Webcast facility will be available from 11.00 a.m. (IST) onwards on Wednesday, November 27, 2019.
20. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, Members may cast their votes electronically, through the e-voting services, on all the resolutions set forth in this Notice. The e-voting period commences on Friday, November 22, 2019 at 9:00 a.m. and ends on Tuesday, November 26, 2019 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 20, 2019, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently. The Company has appointed Mr. B. V. Dholakia, Practising Company Secretary and in his absence, Mr. Nrupang Dholakia, Practising Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### **Procedure For E-Voting**

The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

| <b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b> | <b>Your User ID is:</b>  |
|---|--|
| a) For Members who hold shares in demat account with NSDL.            | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.   |
| b) For Members who hold shares in demat account with CDSL.            | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form.                       | EVEN Number followed by Folio Number registered with the company<br>For example, if folio number is 001*** and EVEN is 112561 then user ID is 112561001*** |

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pghhgm2019@dholakia-associates.com](mailto:pghhgm2019@dholakia-associates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Wednesday, November 20, 2019.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e November 20, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA or follow instructions provided on page 5-7 of this notice. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
4. Facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
5. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

6. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.
7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Members may kindly note that no gifts in any form shall be given to any Member and the Company will not entertain any requests in this regard.**

**By Order of the Board of Directors**

**Flavia Machado  
Company Secretary**

Mumbai  
August 21, 2019

**Registered Office:**

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



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 5

#### **Appointment of Mr. Ghanashyam Hegde (DIN 08054712) as Non-Executive Director of the Company.**

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Ghanashyam Hegde was appointed as an Additional Director of the Company by the Board of Directors on May 8, 2019 effective May 9, 2019, pursuant to Section 161 of the Companies Act, 2013. Mr. Hegde holds such office till the date of ensuing 55<sup>th</sup> Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Hegde as a Non-Executive Director, liable to retire by rotation.

Mr. Hegde is a legal professional with over 18 years of experience across pharma, media & entertainment, financial services and chemical industries. He is an alumnus of Bangalore University and National Law School of India University and holds a degree in law and Post Graduate Diploma in Intellectual Property Rights. He is also a qualified Company Secretary. He joined P&G in September 2018 as General Counsel for Indian Subcontinent. He is also Company Secretary of Gillette India Limited.

The Board recommends passing of the resolution at item no. 5 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Hegde, are concerned or interested, financially or otherwise, in this item.

### Item No. 6

#### **Appointment of Ms. Meena Ganesh as an Independent Director of the Company.**

Pursuant to the recommendation of the Nomination and Remuneration Committee, Ms. Meena Ganesh was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors for a term of five years, effective March 19, 2019, subject to approval of the Shareholders of the Company. Ms. Ganesh holds office as additional Director till the date of ensuing 55<sup>th</sup> Annual General Meeting of the Company.

Ms. Meena Ganesh is one of India's foremost business leaders and most successful entrepreneurs with nearly three decades of experience in industries including healthcare, consulting, technology, outsourcing, education and e-commerce. Ms. Meena Ganesh is the Managing Director & CEO of Portea Medical, which she co-founded in July 2013. Ms. Meena Ganesh is a PGDM holder from Indian Institute of Management – Calcutta and has a graduate degree in Physics from the Madras University. In 2011, she was conferred the 'Distinguished Alumnus' award by Indian Institute of Management – Calcutta. She has been named by Fortune India as one of the 50 'Most Powerful Women in Business' for five consecutive years (2015 - 2019). She won the ET Startup Award in the 'Women Ahead' category in 2016.

Further, Ms. Meena Ganesh meets the criteria of independence laid down in Section 149 of the Companies Act, 2013, ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has furnished a declaration to the Company in this respect.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at [www.pg.com/en\\_IN](http://www.pg.com/en_IN) and the same shall be made available for inspection at the registered office of the Company on all working days from 10:00 am to 5:00 pm upto the date of this Annual General Meeting.

The Board recommends passing of the resolution at item no. 6 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Meena Ganesh, are concerned or interested, financially or otherwise, in this item.

### Item No. 7

#### **Re-appointment of Mr. Rajendra Ambalal Shah as an Independent Director of the Company.**

At the 50<sup>th</sup> Annual General Meeting held on September 24, 2014, Shareholders of the Company appointed Mr. Rajendra Ambalal Shah as an Independent Director for a period of five years effective September 24, 2014. Mr. Shah will complete his present term on September 23, 2019.

Mr. Shah (aged 88 years) is a leading solicitor and a senior partner of Crawford Bayley & Co., a firm of solicitors and advocates. He specializes in broad spectrum of corporate laws. He has been a Director on the Boards of several prominent companies in India. Over the decades of his association with the Company, Mr. Shah has made valuable contributions by lending his expertise and experience to the Company.

Mr. Shah meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and has furnished a declaration to that effect to the Company.

Owing to personal reasons, Mr. Shah has offered himself for re-appointment for a period of one year only. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee and subject to the approval of the Shareholders of the Company, the Board of Directors of the Company at its meeting held on August 21, 2019, approved the reappointment of Mr. Shah as an Independent Director for a term of one year effective September 24, 2019.

Reappointment of independent directors for second term as well as appointment of non-executive directors who have attained the age of 75 years requires approval of Shareholders by way of Special Resolution.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at [www.pg.com/en\\_IN](http://www.pg.com/en_IN) and the same shall be made available for inspection at the registered office of the Company on all working days from 10:00 am to 5:00 pm upto the date of this Annual General Meeting.

The Board recommends passing of the Special Resolution at item no. 7.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Rajendra Ambalal Shah, are concerned or interested, financially or otherwise, in this item.

#### **Item No. 8**

##### ***Re-appointment of Mr. Bansidhar Sunderlal Mehta as an Independent Director of the Company.***

At the 50<sup>th</sup> Annual General Meeting held on September 24, 2014, Shareholders of the Company

appointed Mr. Bansidhar Sunderlal Mehta as an Independent Director for a period of five years effective September 24, 2014. Mr. Mehta will complete his present term on September 23, 2019.

Mr. Mehta (aged 83 years) is a graduate in commerce and a fellow member 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. He is a director on the boards of several prominent companies in India. Over the decades of his association with the Company, Mr. Mehta has made valuable contributions by lending his expertise and experience to the Company.

Mr. Mehta meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and has furnished a declaration to that effect to the Company.

Owing to personal reasons, Mr. Mehta has offered himself for re-appointment for a period of one year only. Accordingly, pursuant to the recommendation of Nomination & Remuneration Committee and subject to the approval of the Shareholders of the Company, the Board of Directors of the Company at its meeting held on August 21, 2019, approved the reappointment of Mr. Mehta as an Independent Director for a term of one year effective September 24, 2019.

Re-appointment of independent directors for second term as well as appointment of non-executive directors who have attained the age of 75 years requires approval of Shareholders by way of Special Resolution.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at [www.pg.com/en\\_IN](http://www.pg.com/en_IN) and the same shall be made available for inspection at the registered office of the Company on all working days from 10:00 am to 5:00 pm upto the date of this Annual General Meeting.

The Board recommends passing of the Special Resolution at item no. 8.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Bansidhar S. Mehta, are concerned or interested, financially or otherwise, in this item.

#### **Item No. 9**

##### ***Re-appointment of Mr. Anil Kumar Gupta as an Independent Director of the Company.***

At the 50<sup>th</sup> Annual General Meeting held on September 24, 2014, Shareholders of the Company appointed Mr. Anil Kumar Gupta as an Independent Director for a period of five years effective September 24, 2014. Mr. Gupta will complete his present term on September 23, 2019.

Mr. Gupta (aged 73 years) is an engineer from IIT New Delhi. He also holds a PGDiploma in Industrial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. He has a vast experience of over 40 years in India and abroad in the field of Manufacturing, Projects and Supply Chain Management. Mr. Gupta has made valuable contributions by lending his expertise and experience to the Company.

Mr. Gupta meets the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and has furnished a declaration to that effect to the Company.

Pursuant to the recommendation of Nomination & Remuneration Committee and subject to the approval of the Shareholders of the Company, the Board of Directors of the Company at its meeting held on August 21, 2019, approved the re-appointment of Mr. Gupta as an Independent Director for a term of five years effective September 24, 2019.

Re-appointment of independent directors for second term as well as appointment of non-executive directors who have attained the age of 75 years requires approval of Shareholders by way of Special Resolution.

The terms and conditions of appointment of Independent Directors are available on the website of the Company at [www.pg.com/en\\_IN](http://www.pg.com/en_IN) and the same shall be made available for inspection at the registered office of the Company on all working days from 10:00 am to 5:00 pm upto the date of this Annual General Meeting.

The Board recommends passing of the Special Resolution at item no. 9.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Gupta, are concerned or interested, financially or otherwise, in this item.

#### **Item No. 10**

##### ***Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20***

The Board of Directors at their meeting held on August 21, 2019, on the recommendation of the Audit Committee, approved the appointment and remuneration of Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year 2019-20 and remuneration of ₹ 8,50,000/- plus service tax and out-of-pocket expenses.

In terms with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends passing of the resolution at item no. 10 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this item.

**By Order of the Board of Directors**

**Flavia Machado**  
**Company Secretary**

Mumbai  
August 21, 2019

#### **Registered Office:**

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

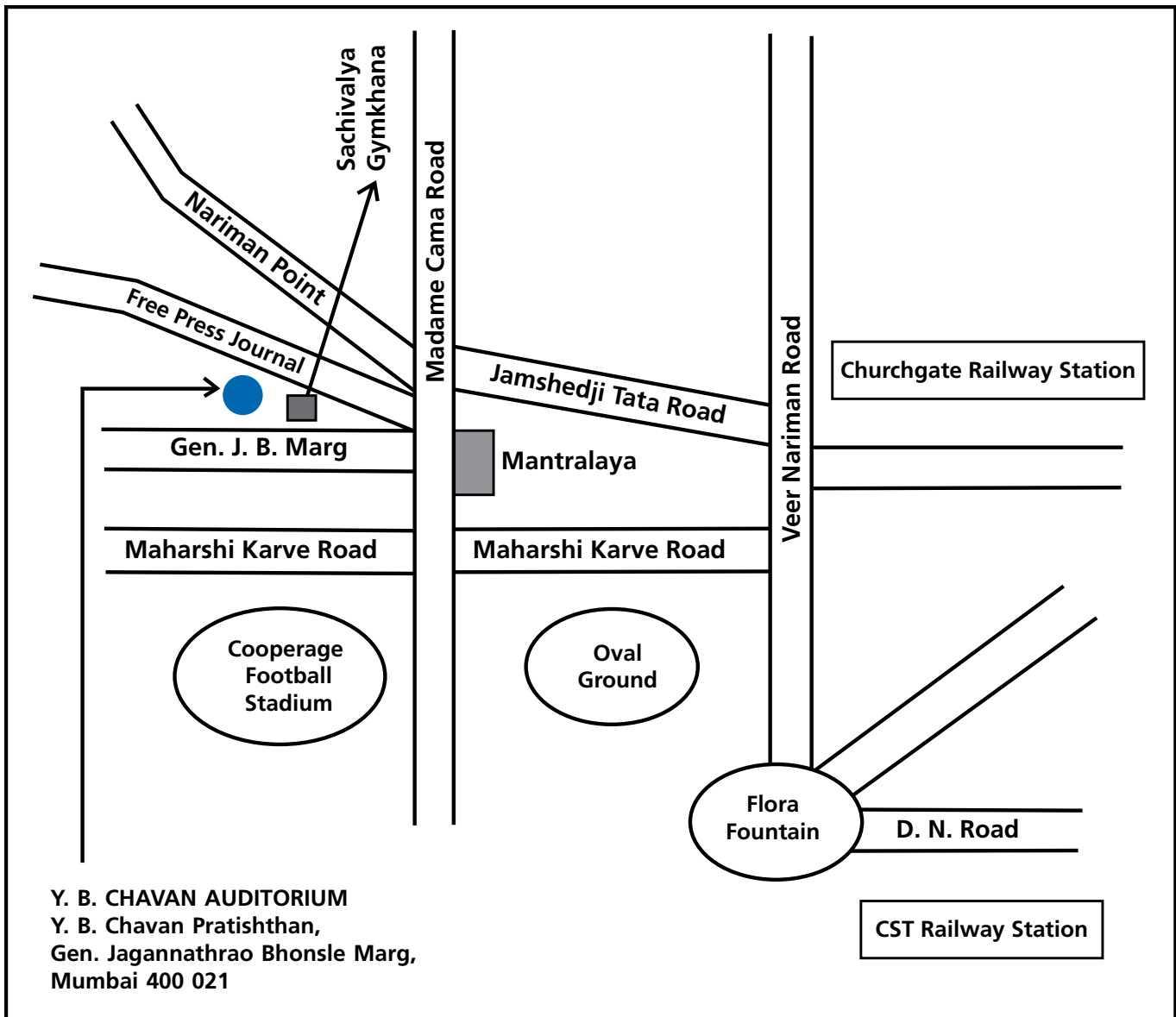
## Details of Directors proposed to be re-appointed at the forthcoming 55<sup>th</sup> Annual General Meeting

|   |   |   |
|---|---|---|
| Resolution at Item No.  | 3   | 4   |
| <b>Name of Director</b>   | <b>Mr. Karthik Natarajan</b>  | <b>Mr. Pramod Agarwal</b>   |
| Age   | 43 years  | 57 years  |
| Date of appointment on the Board  | 01/10/2014  | 08/05/2015  |
| Qualification / Expertise in specific field   | Chartered Accountant  | M & A (Finance)   |
| Names of other Companies in which he holds Directorships  | 1. Gillette India Limited   | 1. Gillette India Limited<br>2. Zircon Technologies (India) Limited   |
| Chairman / Member of the Committee(s) of the Board of Directors of the Company  | Member of Committees:<br>1. Corporate Social Responsibility Committee<br>2. Risk Management Committee<br>3. Cash & Investment Committee | Members of Committees:<br>1. Risk Management Committee<br>Chairman of Committees:<br>1. Cash & Investment Committee   |
| Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director                                | Gillette India Limited:<br>Member of Committees:<br>1. Risk Management Committee<br>2. Cash & Investment Committee                      | Gillette India Limited:<br>Member of Committees:<br>1. Audit Committee<br>2. Risk Management Committee<br>3. Nomination & Remuneration Committee<br>Chairman of Committees:<br>1. Cash & Investment Committee |
| Companies in which he is a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager | Gillette India Limited- Whole Time Director   |   |
| Shareholding in the Company   | Nil   | 25 shares   |
| Relationship with other Directors, Manager or Key Managerial Personnel, if any.   | Nil   | Nil   |

|   |   |   |
|---|---|---|
| Resolution at Item No.  | 5   | 6   |
| <b>Name of Director</b>   | <b>Mr. Ghanashyam Hegde</b>   | <b>Ms. Meena Ganesh</b>   |
| Age   | 41 years  | 56 years  |
| Date of appointment on the Board  | 09/05/2019  | 19/03/2019  |
| Qualification / Expertise in specific field   | Bachelor of Law and Company Secretary   | Business Management   |
| Names of other Companies in which he / she holds Directorships  | 1. Indian Beauty & Hygiene Association  | 1. Pfizer Limited<br>2. Foodvista India Private Limited<br>3. Hygiene Bigbite Private Limited<br>4. CRM Holdings Private Limited<br>5. Manipalcigna Health Insurance Company Limited<br>6. Vriksha Realtors Private Limited<br>7. Curated Marketplaces Private Limited<br>8. Acsys Investments Private Limited<br>9. Takecare Technology Private Limited<br>10. Rocket Logistics Private Limited<br>11. Qtrove Services Private Limited<br>12. Starvista Celebrities Private Limited<br>13. Ezeesmart Education Private Limited<br>14. Portea Medical Private Limited<br>15. Health Vista India Private Limited |
| Chairman / Member of the Committee(s) of the Board of Directors of the Company  | Chairman of Committees:<br>1. Stakeholder Relationship Committee<br><br>Member of Committees:<br>1. Nomination & Remuneration Committee<br>2. Risk Management Committee<br>3. Cash & Investment Committee | Member of Committees:<br>1. Risk Management Committee<br>2. Technology & Innovation Committee   |
| Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he /she is a Director                           | Nil   | Nil   |
| Companies in which he is a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager | Gillette India Limited –<br>Company Secretary   | Healthvista India Private Limited – Managing Director   |
| Shareholding in the Company   | Nil   | Nil   |
| Relationship with other Directors, Manager or Key Managerial Personnel, if any.   | Nil   | Nil   |

| Resolution at Item No.  | 7  | 8   | 9   |
|---|--|---|---|
| <b>Name of Director</b>   | <b>Mr. Rajendra Ambalal Shah</b>   | <b>Mr. Bansidhar Sunderlal Mehta</b>  | <b>Mr. Anil Kumar Gupta</b>   |
| Age   | 88 years   | 83 years  | 73 years  |
| Date of appointment on the Board  | 20/07/1964   | 11/10/1979  | 18/01/2013  |
| Expertise in specific field   | Solicitor  | Chartered Accountant  | Management  |
| Names of other Companies in which he holds Directorships  | <ol style="list-style-type: none"> <li>1. Godfrey Phillips India Limited</li> <li>2. Lupin Limited</li> <li>3. Colgate-Palmolive (India) Limited</li> <li>4. Pfizer Limited</li> <li>5. BASF India Limited</li> <li>6. Atul Limited</li> <li>7. Thyssenkrupp Industrial Solutions (India) Private Limited</li> </ol>   | <ol style="list-style-type: none"> <li>1. Gillette India Limited</li> <li>2. Pidilite Industries Limited</li> <li>3. Century Enka Limited</li> <li>4. Atul Limited</li> </ol>   | <ol style="list-style-type: none"> <li>1. Gillette India Limited</li> </ol>   |
| Chairman / Member of the Committee(s) of the Board of Directors of the Company  | <p>Chairman of Committee :<br/><i>Audit Committee</i></p> <p>Member of Committee :<br/>Nomination &amp; Remuneration Committee</p>   | Member of Committee :<br>Audit Committee  | <p>Chairman of Committees :<br/>Nomination &amp; Remuneration Committee, Corporate Social Responsibility Committee</p> <p>Member of Committee :<br/>Audit Committee, Cash &amp; Investment Committee, Stakeholder Relationship Committee, and Risk Management Committee</p>   |
| Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director                                | <p>Chairman of Committees:</p> <ol style="list-style-type: none"> <li>1. Pfizer Limited – <i>Audit Committee</i>,</li> <li>2. Colgate-Palmolive (India) Limited – <i>Audit Committee, Nomination &amp; Remuneration Committee</i></li> <li>3. Godfrey Phillips India Limited – <i>Corporate Social Responsibility Committee</i></li> <li>4. Atul Limited – <i>Investment Committee</i></li> </ol> <p>Member of Committees:</p> <ol style="list-style-type: none"> <li>1. Godfrey Phillips India Limited – <i>Audit Committee, Nomination &amp; Remuneration Committee</i></li> <li>2. BASF India Limited – <i>Audit Committee, Nomination &amp; Remuneration Committee</i></li> <li>3. Pfizer Limited – <i>Nomination &amp; Remuneration Committee</i></li> <li>4. Atul Limited – <i>Nomination &amp; Remuneration Committee</i></li> <li>5. Lupin Limited – <i>Nomination &amp; Remuneration Committee</i></li> </ol> | <p>Chairman of Committees:</p> <ol style="list-style-type: none"> <li>1. Pidilite Industries Ltd – <i>Audit Committee, Nomination &amp; remuneration Committee and Risk Management Committee</i></li> </ol> <p>Member of Committees:</p> <ol style="list-style-type: none"> <li>1. Atul Limited – <i>Audit Committee and Investment Committee</i></li> <li>2. Century Enka Ltd – <i>Audit Committee, Corporate Social Responsibility Committee &amp; Nomination and Remuneration Committee</i></li> <li>3. Gillette India Limited – <i>Audit Committee</i></li> </ol> | <p>Chairman of Committees:</p> <ol style="list-style-type: none"> <li>1. Gillette India Limited – Stakeholders Relationship Committee and Corporate Social Responsibility Committee</li> </ol> <p>Member of Committees:</p> <ol style="list-style-type: none"> <li>1. Gillette India Limited – <i>Audit Committee, Nomination &amp; remuneration Committee and Cash &amp; Investment Committee</i></li> </ol> |
| Companies in which he is a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager | Nil  | Nil   | Nil   |
| Shareholding in the Company   | 12,906 shares  | 3,799 shares  | NIL   |
| Relationship with other Directors, Manager or Key Managerial Personnel, if any  | NIL  | NIL   | NIL   |

Route Map for venue of the 55<sup>th</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited



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