

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24239MH1964PLC012971

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACP6332M

(ii) (a) Name of the company

PROCTER & GAMBLE HYGIENE

(b) Registered office address

P & G PLAZA, CARDINAL GRACIAS ROAD, CHAKALA,
ANDHERI EAST,
MUMBAI
Maharashtra
400099

(c) *e-mail ID of the company

machado.f.1@pg.com

(d) *Telephone number with STD code

02269586000

(e) Website

in.pg.com

(iii) Date of Incorporation

20/07/1964

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

(f) Specify the reasons for not holding the same

Not applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	
2	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Procter & Gamble Overseas Inc		Holding	68.73

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	35,000,000	32,460,736	32,460,736	32,460,736
Total amount of equity shares (in Rupees)	350,000,000	324,607,360	324,607,360	324,607,360

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	35,000,000	32,460,736	32,460,736	32,460,736
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	350,000,000	324,607,360	324,607,360	324,607,360

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	134,676	32,326,060	32460736	324,607,360	324,607,360	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						0
dematerialized during the year						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
dematerialized during the year						
At the end of the year	134,676	32,326,060	32460736	324,607,360	324,607,360	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	24/11/2023
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

42,057,000,000

(ii) Net worth of the Company

7,748,600,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	22,929,773	70.64	0	
10.	Others	0	0	0	
	Total	22,929,773	70.64	0	0

Total number of shareholders (promoters)

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,204,895	9.87	0	
	(ii) Non-resident Indian (NRI)	215,127	0.66	0	
	(iii) Foreign national (other than NRI)	240	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,219,067	6.84	0	

4.	Banks	3,648	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	506,078	1.56	0	
7.	Mutual funds	2,683,858	8.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	510,284	1.57	0	
10.	Others	187,766	0.58	0	
Total		9,530,963	29.36	0	0

Total number of shareholders (other than promoters)

40,669

**Total number of shareholders (Promoters+Public/
Other than promoters)**

40,669

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

101

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	41,531	40,669
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	9	2	8	0	0
(i) Non-Independent	2	4	2	3	0	0

(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	9	2	8	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANIL KUMAR ISHWAR	02588131	Director	0	23/09/2024
KRISHNAMURTHY NA	01726564	Director	0	
PRAMOD AGARWAL	00066989	Director	50	
SONALI DHAWAN	06808527	Director	0	
GAGAN SAWHNEY	08279568	Director	0	
GHANASHYAM HEGD	08054712	Director	0	
CHITTRANJAN DUA	00036080	Director	0	
GURUCHARAN DAS	00100011	Director	0	
KUMAR VENKATASU	08144200	Director	0	
ASHIMA GOYAL	00233635	Director	0	
MRINALINI SRINIVAS	BXZPS7240D	CFO	0	
GHANASHYAM HEGD	ABEPH1602E	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
L. V. VAIDYANATHA	09632201	Managing Director	30/04/2024	cessation due to resignation
KUMAR VENKATAS	08144200	Managing Director	01/05/2024	appointment
MEENA GANESH	00528252	Director	18/03/2024	cessation due to completion o
ASHIMA GOYAL	00233635	Director	19/03/2024	appointment
KARTHIK NATARAJ	06685891	Director	31/03/2024	cessation due to resignation
PRASHANT BHATN	AAHPB5074G	CFO	28/06/2024	cessation due to resignation
MRINALINI SRINIVA	BXZPS7240D	CFO	29/06/2024	appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	24/11/2023	38,854	54	72

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/08/2023	11	9	81.82
2	30/10/2023	11	8	72.73
3	31/01/2024	11	9	81.82
4	08/03/2024	11	8	72.73
5	18/03/2024	11	9	81.82
6	30/04/2024	10	10	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	28/05/2024	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	refer attachme				
2					
3					
4					
5					
6					
7					
8					
9					
10					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	ANIL KUMAR	7	7	100	20	20	100	
2	KRISHNAMUF	7	7	100	5	5	100	
3	PRAMOD AGA	7	7	100	4	4	100	
4	SONALI DHAN	7	6	85.71	3	3	100	
5	GAGAN SAWA	7	5	71.43	8	7	87.5	

6	GHANASHYA	7	7	100	7	7	100	
7	CHITTRANJA	7	6	85.71	10	9	90	
8	GURUCHARA	7	5	71.43	7	7	100	
9	KUMAR VENK	1	1	100	1	1	100	
10	ASHIMA GOY	2	2	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	L. V. Vaidyanathan	Managing Director	45,183,841	0	0	0	45,183,841
2	Ghanashyam Hegde	Executive Director	7,711,186	0	0	0	7,711,186
3	Kumar Venkatasubramanian	Managing Director	0	0	0	0	0
	Total		52,895,027	0	0	0	52,895,027

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prashant Bhatnagar	CFO	11,996,534	0	0	0	11,996,534
2	Mrinalini Srinivasan	CFO	17,030	0	0	0	17,030
	Total		12,013,564	0	0	0	12,013,564

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Chittranjan Dua	Independent Director	0	1,600,000	0	975,000	2,575,000
2	A K Gupta	Independent Director	0	1,600,000	0	1,475,000	3,075,000
3	Meena Ganesh	Independent Director	0	1,144,000	0	825,000	1,969,000
4	Pramod Agarwal	Non Executive Director	0	1,600,000	0	850,000	2,450,000
5	Krishnamurthy Iyer	Independent Director	0	1,600,000	0	900,000	2,500,000
6	Gurcharan Das	Independent Director	0	1,600,000	0	725,000	2,325,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
7	Ashima Goyal	Independent Dir +1	0	456,000	0	200,000	656,000
	Total		0	9,600,000	0	5,950,000	15,550,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kumudini Bhalerao

Whether associate or fellow

Associate Fellow

Certificate of practice number

6690

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

List of attachments

PGHH- List of committee meeting 2023-24

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



**Procter & Gamble Hygiene
and Health Care Limited**
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 6958 6000
Fax: (91-22) 6958 7337
Website: in.pg.com

Committee Meetings held during the Financial Year 2023-2024:

Name of the Committee	Date of meeting	Number of Directors entitled to attend	Number of Directors attended
Audit Committee	August 28, 2023	4	4
Audit Committee	October 30,2023	4	4
Audit Committee	January 31, 2024	4	4
Audit Committee	March 08,2024	4	4
Audit Committee	April 30,2024	4	4
Audit Committee	May 28,2024	4	3
Stakeholder Relationship Committee	August 28, 2023	3	2
Stakeholder Relationship Committee	October 30,2023	3	3
Stakeholder Relationship Committee	April 30,2024	3	3
Corporate Social Responsibility Committee	August 28, 2023	5	3
Corporate Social Responsibility Committee	January 31, 2024	5	3
Corporate Social Responsibility Committee	April 30,2024	4	4
Nomination and Remuneration Committee	August 28, 2023	4	4
Nomination and Remuneration Committee	January 31, 2024	4	4
Nomination and Remuneration Committee	March 18,2024	4	4
Nomination and Remuneration Committee	May 28,2024	4	3
Risk Management Committee	August 28, 2023	8	6
Risk Management Committee	October 30,2023	8	6
Risk Management Committee	January 31, 2024	8	7
Risk Management Committee	April 30,2024	6	6

Certified True Copy

For Procter & Gamble Hygiene and Health Care Limited

Sd/-

Ghanashyam Hegde

Director and Company Secretary

DIN: 08054712