

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 7303

NOTICE

NOTICE is hereby given that the Fifty-Third Annual General Meeting of the Members of the Company will be held on **Thursday, November 16, 2017**, 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, 2017 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 the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2017.
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.
5. To appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607WW-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty-Eighth Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

SPECIAL BUSINESS

6. 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 2017-18

“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 approve the remuneration of ₹ 7,00,000/- 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 2017-18.”

By Order of the Board of Directors

**Sd/-
Ishan Sonthalia
Company Secretary**

Mumbai
August 23, 2017

Registered Office:

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

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item No. 6 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 9, 2017 to Thursday, November 16, 2017** (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, 2017, as recommended by the Directors, if approved at the Annual General Meeting, will be paid between November 23, 2017 to December 15, 2017
 - (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 8, 2017;
 - (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 16, 2017.

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 Private Limited.

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.
 - (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. 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 mandatory.
10. 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.
11. 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.
12. 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.
13. 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 2nd December, 2016 (date of last Annual General Meeting) are available on the website of the Company 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>.
14. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement.
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 Share Transfer documents and 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

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. The Company had credited the unclaimed physical share certificates for 39,429 shares in name of 304 shareholders to demat suspense account on July 4, 2016, after sending requisite reminders to the Shareholders. During the Financial Year, the Company received claim from 3 shareholders, which was duly transferred to the claimant shareholders. As on June 30, 2017, 38,978 shares in name of 301 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. Members holding shares in physical form, who have not registered/updated their respective e-mail ids, are requested to intimate their respective e-mail ids to 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.

We request the Members to support the Green Initiative introduced by the MCA and make it a success.

19. 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 Saturday, November 11, 2017 at 9:00 a.m. and ends on Wednesday, November 15, 2017 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 9, 2017, 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

- A. The Company has entered into an arrangement with National Securities Depository Limited ("NSDL") for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as under:
 - a) **In case of Members receiving an e-mail from NSDL:**
 - (i) Open the PDF file 'PGHH e-voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.

- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-voting will open. Click on e-voting – Active e-voting Cycles.
 - (vii) Select 'EVEN' of Procter & Gamble Hygiene and Health Care Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the Institutional Shareholders (other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at pghhagm2017@dholakia-associates.com with a copy marked to evoting@nsdl.co.in.
- b) **In case of Shareholders receiving physical copy of the Notice of Annual General Meeting and Attendance Slip**
 - (i) Initial Password is provided at the bottom of the Attendance Slip.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
 - B. In case of any queries, you may refer to the 'Frequently Asked Questions' ("FAQs") and 'e-voting user manual' available at the Downloads section of NSDL's e-voting website www.evoting.nsdl.com.
 - C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
 - D. 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.
 - E. 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.
 - F. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.
- 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

**Sd/-
Ishan Sonthalia
Company Secretary**

Mumbai
August 23, 2017

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. 6

Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2017-18

The Board of Directors at their meeting held on August 23, 2017, 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 2017-18 and remuneration of ₹ 7,00,000/- 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. 6 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

**Sd/-
Ishan Sonthalia
Company Secretary**

Mumbai
August 23, 2017

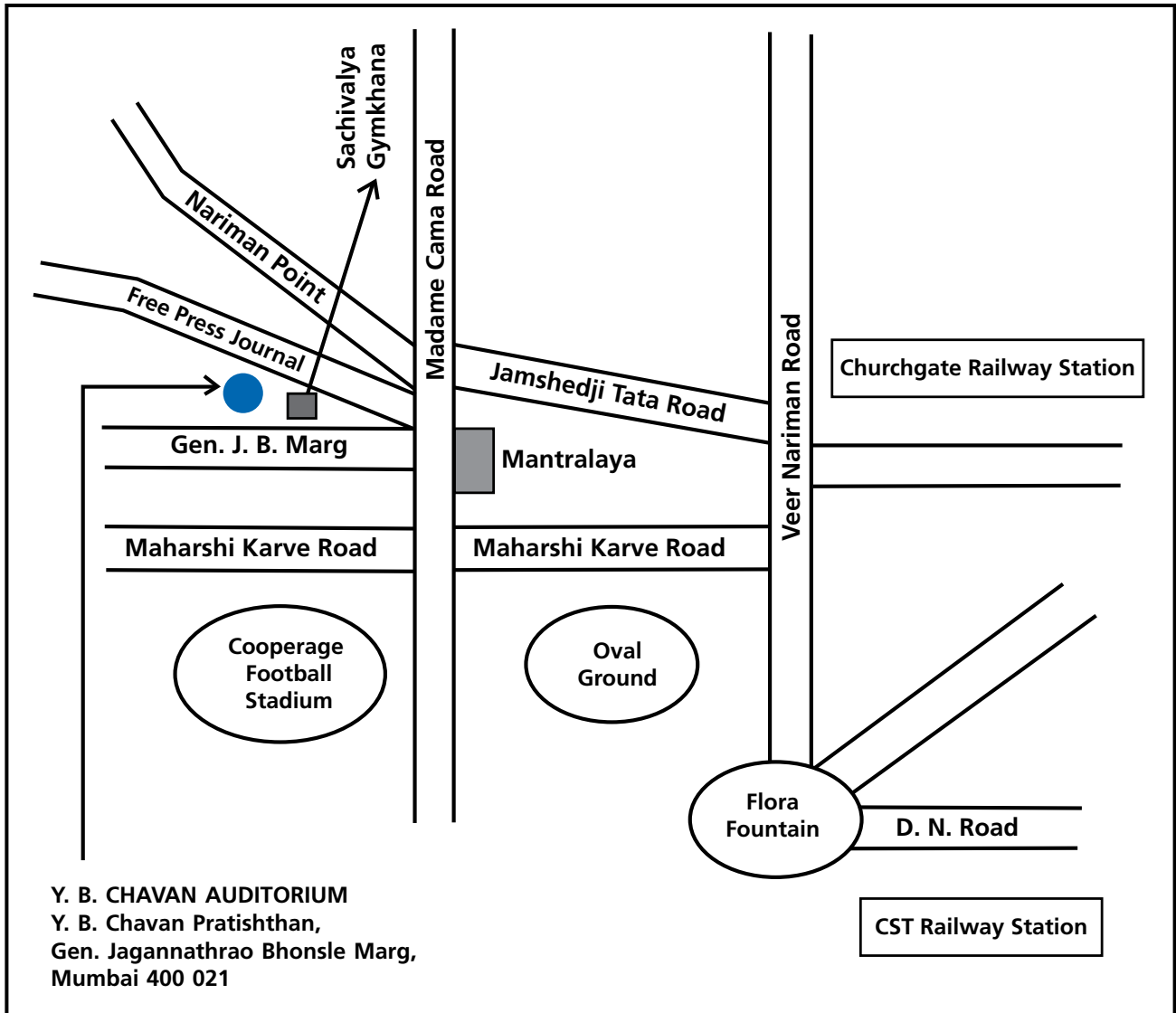
Registered Office:

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

Details of Directors proposed to be re-appointed at the forthcoming 53rd Annual General Meeting

| Name of Director | Mr. Karthik Natarajan | Mr. Pramod Agarwal |
|--|--|------------------------|
| Age | 40 years | 55 years |
| Date of appointment on the Board | October 1, 2014 | May 8, 2015 |
| Expertise in specific field | Chartered Accountant | M.B.A. in Finance |
| Names of other Companies in which he holds Directorships | 1. Gillette India Limited 2. Temple Trees Impex & Investment Private Limited | Gillette India Limited |
| Chairman / Member of the Committee(s) of the Board of Directors of the Company | Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member | Nil |
| Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director | Risk Management Committee – Member (Gillette India Limited) | Nil |
| Shareholding in the Company | Nil | Nil |

Route Map for venue of the 53rd Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited



ATTENDANCE SLIP

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 • email id: investorpghh.im@pg.com

Tel: (91-22) 2826 6000 • Fax: (91-22) 2826 7303

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

I hereby record my presence at the Fifty-Third (53rd) ANNUAL GENERAL MEETING of the Members of the Company at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 on Thursday, November 16, 2017 at 11.00 a.m.

Name of the attending Member:
(in Block Letters)

Registered Address:

Member's Folio No. / DP ID & Client ID:

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

No. of Shares held:

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

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

E-VOTING SLIP

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

(CIN: L24239MH1964PLC012971)

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

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Tel: (91-22) 2826 6000 • Fax: (91-22) 2826 7303

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|---------------------------------|---------|--------------|
| | | |

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**FORM MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

(CIN: L24239MH1964PLC012971)

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| | | |
|--|---|--|
| Name of the Member | : | |
| Registered Address | : | |
| E-mail ID | : | |
| Folio No./DP ID & Client ID | : | |

I/We, being the Member(s) of _____ Shares of the Company, hereby appoint

- Name: _____ E-mail Id: _____
Address: _____

Signature: , or failing him/her
- Name: _____ E-mail Id: _____
Address: _____

Signature: , or failing him/her
- Name: _____ E-mail Id: _____
Address: _____

Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 53rd Annual General Meeting of the Company, to be held on Thursday, November 16, 2017 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Resolution Nos. 1 to 6

| Resolution No. | Description | For* | Against* |
|--------------------------|---|------|----------|
| Ordinary Business | | | |
| 1. | To receive, consider and adopt the Audited Balance Sheet as at June 30, 2017 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. (Ordinary Resolution) | | |
| 2. | To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2017. (Ordinary Resolution) | | |
| 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. (Ordinary Resolution) | | |
| 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. (Ordinary Resolution) | | |
| 5. | To appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty-Eighth Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide. (Ordinary Resolution) | | |
| Special Business | | | |
| 6. | To ratify payment of remuneration to the Cost Auditor for the Financial Year 2017-18 (Ordinary Resolution) | | |

* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Signed this _____ day of _____, 2017.

Signature of the Shareholder

Signature of Proxy Holder(s)

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 53rd Annual General Meeting.