

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: machado.f.1@pg.com

Tel: (91-22) 2826 6000; Fax: (91-22) 2826 7337

Dear Members,

Notice is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for appointment of Mr. Madhusudan Gopalan (DIN 08158357) as Director and Managing Director of the Company for a period of five years, proposed to be passed as an '**Ordinary Resolution**', by way of Postal ballot.

Members' consent is requested for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolution is annexed hereto for your consideration.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Madhusudan Gopalan (DIN 08158357) who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 1, 2018, pursuant to Section 161 of the Companies Act, 2013 ("the Act") and who has submitted a notice in writing under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with the applicable provisions of the Articles of Association of the Company, and if applicable, subject to the approval of the Central Government, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Madhusudan Gopalan (DIN 08158357) as Managing Director of the Company for a period of five years with effect from July 1, 2018, as per the terms and conditions detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to modify / revise the terms and conditions of the remuneration of Mr. Madhusudan Gopalan provided, however, the terms of remuneration of Mr. Madhusudan Gopalan shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time."

By Order of the Board of Directors
For **Procter & Gamble Hygiene and Health Care Limited**

Prashant Bhatnagar
Chief Financial Officer

July 9, 2018
Mumbai

Notes:

- (1) Explanatory Statement for the proposed Ordinary Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice;
- (2) As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the annexure to this Postal Ballot Notice;
- (3) The Company has appointed Mr. B. V. Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Nrupang Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;
- (4) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on June 30, 2018;

- (5) The Company is pleased to provide e-voting facility as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically, instead of dispatching the Postal Ballot form. E-voting is optional;

The instructions for the shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open the PDF file viz, "PGHH.pdf" with your client ID or Folio No as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Procter & Gamble Hygiene and Health Care Ltd;
- (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" and also "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. to the Scrutinizer through e-mail at pghhpb2018@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (6) Shareholders who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investor Relations' page on the website of the Company www.pg.com/en_IN. The Shareholders can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, or the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.
- (7) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.

- (8) Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Registrar & Transfer Agents (RTA), Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, as to reach the RTA on or before the close of working hours on Wednesday, August 8, 2018. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
- (9) The voting period for e-voting module ends on Wednesday, August 8, 2018. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.
- (10) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., on Wednesday, August 8, 2018 shall be the date on which the resolution would deemed to have been passed, if proved by the requisite majority.
- (11) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on June 30, 2018.
- (12) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Thursday, August 9, 2018. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. http://www.pg.com/en_IN/.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Mr. Madhusudan Gopalan is an alumnus of IIM Calcutta, who joined Procter & Gamble in the sales function straight from campus in 1999. He has more than 18 years of experience working for Procter & Gamble across business units and diverse geographies like India, US and ASEAN countries. Prior to this role, Mr. Madhusudan Gopalan was leading the Procter & Gamble business in Indonesia, where he led strong sales growth, share turn around, strong value creation and cash productivity.

The Board, at its meeting held on May 11, 2018, upon the recommendation of the Nomination & Remuneration Committee, appointed Mr. Madhusudan Gopalan (DIN 08158357) as an Additional Director and Managing Director of the Company for a period of 5 (five) years with effect from July 1, 2018, subject to the approval of the shareholders and of the Central Government.

Mr. Madhusudan Gopalan has also been appointed as Managing Director of Gillette India Limited effective July 1, 2018, subject to requisite approvals. The Board of Directors have provided unanimous consent for the appointment of Mr. Madhusudan Gopalan as the Managing Director of Gillette India Limited, at remuneration that shall be shared by the Companies in proportion of their Net Outside Sales (NOS).

The Company has received necessary consent and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and a notice under Section 160 of the Act from Mr. Madhusudan Gopalan proposing his candidature for appointment as Director of the Company.

Mr. Madhusudan Gopalan is an Indian Citizen, however he has not been a resident of India as stipulated under Part 1 (e) of Schedule V to the Act and hence the Company is in the process of making an application to the Central Government for its approval to his appointment as Managing Director as required under law.

The proposed terms and conditions of appointment of Mr. Madhusudan Gopalan as Managing Director are as given below:

- i. *Remuneration upto Rs.4,00,00,000 (Rupees Four Crores Only) per annum*
- ii. *In addition to the above, Mr. Gopalan shall be entitled to company accommodation, medical reimbursements, club membership, personal accident insurance, car loan from the Company, one-time allowances, long term incentives/key manager awards and such other perquisites in accordance with the rules of the Company as applicable to all employees, and the monetary value of which will be in terms of the Income Tax Act, 1961*

iii. *The Board of Directors shall be entitled to modify / revise the terms and conditions of the remuneration of Mr. Madhusudan Gopalan provided, however, the terms of remuneration of Mr. Madhusudan Gopalan shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.*

iv. *He shall not be liable to retire by rotation*

v. *He will not be entitled to sitting fees for attending meetings of the Board or any committees thereof.*

The above shall be treated as abstract under Section 190 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Madhusudan Gopalan to whom the resolution relates, is interested in or concerned with the resolution.

The Board of Directors recommends passing of the resolution as an Ordinary Resolution, by exercising their vote through the Postal Ballot.

Details pursuant to Regulation 36 (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 1.2.5 of SS-2, Secretarial Standard on General Meetings are as given below:

Name of the Director	Mr. Madhusudan Gopalan
DIN	08158357
Age	41 years
Date of appointment on the Board	July 1, 2018
Qualification	MBA (IIM Calcutta)
Experience & brief profile and nature of their expertise in specific functional areas	Mr. Madhusudan Gopalan is an alumnus of IIM Calcutta, who joined Procter & Gamble in the sales function straight from campus in 1999. He has more than 18 years of experience working for Procter & Gamble across business units and diverse geographies like India, US and ASEAN countries. Prior to this role, Mr. Madhusudan Gopalan was leading the Procter & Gamble business in Indonesia, where he led strong sales growth, share turn around, strong value creation and cash productivity.
Directorships held in other companies	Gillette India Limited
Memberships / Chairmanships of the Committees across all other public companies	Gillette India Limited <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee • Risk Management Committee
Relationship with other Directors/Manager/ Key Managerial Personnel	Nil
Shareholding in the Company	Nil
No. of Board Meetings attended during the year	No Board meetings held post effective date of appointment, viz., July 1, 2018

By Order of the Board of Directors
For **Procter & Gamble Hygiene and Health Care Limited**

Prashant Bhatnagar
Chief Financial Officer

July 9, 2018
Mumbai

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 7337

POSTAL BALLOT FORM

(To be returned to Registrar & Transfer Agents of the Company)

1. Name(s) of Shareholder(s) :
(including joint-holders, if any)
2. Registered address of the sole/
first named Shareholder :
3. Registered Folio No./
DP ID No. / Client ID No. :
4. Number of share(s) held :
5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated June 30, 2018 by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent from the resolution (Against)
1.	Approval for appointment of Mr. Madhusudan Gopalan as Director and Managing Director of the Company for a period of five years.			

Place :

Date :

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

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

Note:

1. Kindly read the instructions printed overleaf before filing the form
2. Last date for receipt of Postal Ballot Forms is Wednesday, August 8, 2018

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar & Transfer Agents of the Company, Link Intime India Private Limited at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Registrar & Transfer Agents of the Company on or before the close of working hours on **Wednesday, August 8, 2018**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/ Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instruction for the shareholders for e-voting are as under :

(a) In case of Shareholders receiving e-mail from NSDL :

- (i) Open e-mail and open the PDF file viz, "PGHH.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Procter & Gamble Hygiene and Health Care Ltd;
- (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" and also "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. to the Scrutinizer through e-mail at pghhpb2018@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders receiving Postal Ballot Form in Physical Form:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) 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 Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.