

## EXTRACT OF ANNUAL RETURN

Form No. MGT-9

(As on the Financial Year ended on June 30, 2018)

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

### I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L24239MH1964PLC012971
- ii) Registration Date : July 20, 1964
- iii) Name of the Company : Procter & Gamble Hygiene and Health Care Limited
- iv) Category / Sub-Category of the Company : Company limited by shares / Indian Non-Government Company
- v) Address of the Registered Office and contact details : P & G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai 400 099  
Tel : 022-2826 6000; Fax: 022-2826 7303  
Website : [www.pg.com/en\\_IN](http://www.pg.com/en_IN)
- vi) Whether listed Company : Yes
- vii) Name, Address and contact details of Registrar and Transfer Agent, if any : Link Intime India Private Limited  
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083  
Tel - (022) 4918 6270, Fax - (022) 4918 6060  
e-mail - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of Products	NIC Code of the Product	% to total turnover of the Company
1	Ayurvedic products	21003	32
2	Sanitary napkins	13996	66

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

#### Holding Company [Section 2(46)]:-

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

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

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

**i. Category-wise Shareholding:-**

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A.</b>	<b>Promoters</b>									
<b>1.</b>	<b>Indian</b>									
	Bodies corporate	619683	-	619683	1.91	619683	-	619683	1.91	0.00
<b>2.</b>	<b>Foreign</b>									
	Bodies corporate	22310090	-	22310090	68.73	22310090	-	22310090	68.73	0.00
	<b>Total Promoter Shareholding (A)</b>	<b>22929773</b>	<b>-</b>	<b>22929773</b>	<b>70.64</b>	<b>22929773</b>	<b>-</b>	<b>22929773</b>	<b>70.64</b>	<b>0.00</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
	Mutual funds	1855816	-	1855816	5.72	1652268	-	1652268	5.09	-0.63
	Alternate Investment Funds	0	-	0	0	10160	-	10160	0.03	0.03
	Financial Institutions / Banks	415655	4956	420611	1.30	778765	4956	783721	2.41	1.11
	Insurance Companies	837111	-	837111	2.58	823104	-	823104	2.54	-0.04
	Foreign Institutional Investors	1234291	393	1234684	3.80	1179569	393	1179962	3.63	-0.17
	<b>Sub Total (B)(1)</b>	<b>4342873</b>	<b>5349</b>	<b>4348222</b>	<b>13.40</b>	<b>4443866</b>	<b>5349</b>	<b>4449215</b>	<b>13.70</b>	<b>0.30</b>
<b>2.</b>	<b>Non-Institutions</b>									
	<b>Bodies Corporate</b>									
	- Indian	1046184	6965	1053149	3.24	994534	6965	1001499	3.09	-0.15
	- Overseas	-	-	-	-					
	<b>Individuals</b>									
	- Individual shareholders holding nominal share capital up to Rs 1 lakh	3101268	381385	348265	10.73	3051446	344369	3395815	10.46	-0.27
	- Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	389012	-	389012	1.19	359578	-	359578	1.10	0.09
	<b>Others</b>									
	- NBFCs registered with RBI	-	-	-	-	44456	-	44456	0.14	0.14
	- Clearing Members	2767	-	2767	0.01	3595	-	3595	0.01	0.00

- HUF	77666	210	77876	0.24	85656	210	85866	0.26	0.02
- Foreign National	430	-	430	0.00	430	-	430	0.00	0.00
- NRI	24343	30	24373	0.08	25982	30	26012	0.08	0.00
- NRN	121816	3833	125649	0.39	134537	3616	138153	0.43	0.04
- Director / Relatives	17326	-	17326	0.05	17326	-	17326	0.05	0.00
- Trust	1098	-	1098	0.00	610	-	610	0.00	0.00
- Central Government / State Government(s)	8408	-	8408	0.03	8408	-	8408	0.03	0.00
<b>Sub Total (B)(2)</b>	<b>4790318</b>	<b>392423</b>	<b>5182741</b>	<b>15.96</b>	<b>4726558</b>	<b>355190</b>	<b>5081748</b>	<b>15.66</b>	<b>-0.30</b>
<b>Total Public Shareholding (B)</b>	<b>9133191</b>	<b>397772</b>	<b>9530963</b>	<b>29.36</b>	<b>9170424</b>	<b>360539</b>	<b>9530963</b>	<b>29.36</b>	<b>0.00</b>
Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
<b>Grand Total (A + B + C)</b>	<b>32062964</b>	<b>397772</b>	<b>32460736</b>	<b>100.00</b>	<b>32100197</b>	<b>360539</b>	<b>32460736</b>	<b>100.00</b>	<b>0.00</b>

### ii. Shareholding of Promoters

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

### iii. Change in Promoters' Shareholding

Sr. No.	Name of Shareholder	Shareholding at the beginning and end of the year		Date of change in shareholding	Increase/ decrease in shareholding	Reason for increase/ decrease	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company

There is no change in Promoter shareholding during the Financial Year 2017-2018.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) as on June 30, 2018:

Sr. No	Name of Shareholder	Shareholding at the beginning and end of the year		Date of change in shareholding	Increase/decrease in shareholding	Reason for increase/decrease	Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1	Life Insurance Company of India	374015	1.15	01 Jul 2017				
				21 Jul 2017	1594	Purchase	375609	1.1571
				28 Jul 2017	743	Purchase	376352	1.1594
				04 Aug 2017	2693	Purchase	379045	1.1677
				11 Aug 2017	6945	Purchase	385990	1.1891
				18 Aug 2017	5779	Purchase	391769	1.2069
				25 Aug 2017	101	Purchase	391870	1.2072
				01 Sep 2017	2225	Purchase	394095	1.2141
				22 Sep 2017	1122	Purchase	395217	1.2175
				29 Sep 2017	4662	Purchase	399879	1.2319
				06 Oct 2017	4378	Purchase	404257	1.2454
				13 Oct 2017	30	Purchase	404287	1.2455
				20 Oct 2017	10044	Purchase	414331	1.2764
				27 Oct 2017	1464	Purchase	415795	1.2809
				03 Nov 2017	16539	Purchase	432334	1.3319
				10 Nov 2017	2831	Purchase	435165	1.3406
				17 Nov 2017	4693	Purchase	439858	1.355
				24 Nov 2017	500	Purchase	440358	1.3566
				01 Dec 2017	1042	Purchase	441400	1.3598
				08 Dec 2017	9364	Purchase	450764	1.3886
				15 Dec 2017	24708	Purchase	475472	1.4648
				22 Dec 2017	24886	Purchase	500358	1.5414
				29 Dec 2017	21020	Purchase	521378	1.6062
				05 Jan 2018	51264	Purchase	572642	1.7641
				12 Jan 2018	28822	Purchase	601464	1.8529
				19 Jan 2018	11568	Purchase	613032	1.8885
				26 Jan 2018	23309	Purchase	636341	1.9603
				02 Feb 2018	17807	Purchase	654148	2.0152
				09 Feb 2018	59768	Purchase	713916	2.1993
				16 Feb 2018	10725	Purchase	724641	2.2324
				23 Feb 2018	5091	Purchase	729732	2.248

				02 Mar 2018	10948	Purchase	740680	2.2818
				09 Mar 2018	8806	Purchase	749486	2.3089
				16 Mar 2018	6212	Purchase	755698	2.328
				23 Mar 2018	11356	Purchase	767054	2.363
				01 Jun 2018	284	Purchase	767338	2.3638
				08 Jun 2018	4575	Purchase	771913	2.3780
				15 June 2018	185	Purchase	772098	2.3786
		772098	2.3786	30 June 18				
2	Sbi Magnum Balanced Fund India*	907626	2.7961					
				18 Aug 2017	760	Purchase	908386	2.7984
				25 Aug 2017	6	Purchase	908392	2.7984
				01 Sep 2017	-1894	Transfer	906498	2.7926
				08 Sep 2017	1900	Purchase	908398	2.7985
				29 Sep 2017	-213	Transfer	908185	2.7978
				06 Oct 2017	4	Purchase	908189	2.7978
				03 Nov 2017	4662	Purchase	912851	2.8122
				10 Nov 2017	-4	Transfer	912847	2.8122
				17 Nov 2017	4	Purchase	912851	2.8122
				24 Nov 2017	740	Purchase	913591	2.8144
				01 Dec 2017	16	Purchase	913607	2.8145
				15 Dec 2017	-29104	Transfer	884503	2.7248
				22 Dec 2017	-29561	Transfer	854942	2.6338
				29 Dec 2017	-31333	Transfer	823609	2.5372
				05 Jan 2018	-26000	Transfer	797609	2.4572
				26 Jan 2018	2300	Purchase	799909	2.4642
				02 Feb 2018	7	Purchase	799916	2.4643
				09 Feb 2018	-67077	Transfer	732839	2.2576
				16 Feb 2018	155	Purchase	732994	2.2581
				09 Mar 2018	3	Purchase	732997	2.2581
				06 April 2018	6	Purchase	733003	0.0226
				11 May 2018	4	Purchase	733007	0.0226
				18 May 2018	40000	Purchase	773007	0.0238
				01 June 2018	8	Purchase	773015	0.0238
				22 June 2018	6904	Purchase	779919	0.0240
		779922	2.4027	30 June 2018	3	Purchase	779922	0.0240
3	General Insurance Corporation Of India	517195	1.59	01 July 2018	-	No change	517195	1.59

						during the year		
		517195	1.59	30 June 2018				
4	Hdfc Standard Life Insurance Company Limited	245372	0.76					
				14 Jul 2017	-19	Transfer	245353	0.7558
				21 Jul 2017	-522	Transfer	244831	0.7542
				28 Jul 2017	491	Purchase	245322	0.7557
				18 Aug 2017	326	Purchase	245648	0.7568
				25 Aug 2017	846	Purchase	246494	0.7594
				01 Sep 2017	2000	Purchase	248494	0.7655
				15 Sep 2017	2778	Purchase	251272	0.7741
				22 Sep 2017	971	Purchase	252243	0.7771
				29 Sep 2017	249	Purchase	252492	0.7778
				06 Oct 2017	869	Purchase	253361	0.7805
				03 Nov 2017	3701	Purchase	257062	0.7919
				10 Nov 2017	-1251	Transfer	255811	0.7881
				08 Dec 2017	-421	Transfer	255390	0.7868
				15 Dec 2017	5348	Purchase	260738	0.8032
				22 Dec 2017	5000	Purchase	265738	0.8186
				29 Dec 2017	4631	Purchase	270369	0.8329
				05 Jan 2018	10355	Purchase	280724	0.8648
				12 Jan 2018	6910	Purchase	287634	0.8861
				19 Jan 2018	5000	Purchase	292634	0.9015
				26 Jan 2018	1500	Purchase	294134	0.9061
				09 Feb 2018	17419	Purchase	311553	0.9598
				16 Feb 2018	130	Purchase	311683	0.9602
				23 Feb 2018	217	Purchase	311900	0.9609
				02 Mar 2018	2074	Purchase	313974	0.9672
				16 Mar 2018	1661	Purchase	315635	0.9724
				23 Mar 2018	8374	Purchase	324009	0.9982
				6 April 2018	3500	Purchase	327509	1.0089
				13 April 2018	-3592	Transfer	323917	0.9979
				11 May 2018	-320	Transfer	323597	0.9969
				01 June 2018	-50029	Transfer	273568	0.8428
				15 June 2018	-8470	Transfer	265098	0.8167
				22 June 2018	-836	Transfer	264262	0.8141

		261060	0.8042	30 June 2018	-3202	Transfer	261060	0.8042
5	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Mnc Fund	247511	0.76	01 Jul 2018				
				11 Aug 2017	52	Purchase	247563	0.7627
				01 Sep 2017	-2860	Transfer	244703	0.7538
				01 Dec 2017	-32	Transfer	244671	0.7537
				12 Jan 2018	-21	Transfer	244650	0.7537
		234750	0.7232	30 Jun 2018	-9900	Transfer	234750	0.7232
6	Pari Washington Company Pvt. Ltd. A/C Pari Washington India Master Fund, Ltd.	229418	0.71	01 July 2017	-	No change during the year	229418	0.71
		229418	0.71	30 Jun 2018				
7	Goldman Sachs India Limited	203932	0.6282	01 July 2017	-	No change during the year	203932	0.6282
		203932	0.6282	30 Jun 2018				
8	National Westminster Bank Plc As Trustee Of The Jupiter India Fund	104432	0.32	01 Jul 2017				
				30 Jun 2017	7610	Purchase	145915	0.4495
				07 Jul 2017	771	Purchase	146686	0.4519
				09 Feb 2018	1317	Purchase	148003	0.4559
				06 Apr 2018	1688	Purchase	149691	0.4611
		149691	0.4611	30 Jun 2018				
9	Sundaram Mutual Fund A/C Sundaram Select Midcap*	137864	0.4247	1 Jul 2017				
				07 Jul 2017	5004	Purchase	142868	0.4401
				14 Jul 2017	2000	Purchase	144868	0.4463
				28 Jul 2017	1000	Purchase	145868	0.4494
				18 Aug 2017	-500	Transfer	145368	0.4478
				25 Aug 2017	4	Purchase	145372	0.4478
				22 Sep 2017	-500	Transfer	144872	0.4463

				06 Oct 2017	-13	Transfer	144859	0.4463
				24 Nov 2017	10	Purchase	144869	0.4463
				05 Jan 2018	-4	Transfer	144865	0.4463
				09 Feb 2018	874	Purchase	145112	0.4470
				6-Apr-18	-11	Transfer	145101	0.0045
				18-May-18	7805	Purchase	152906	0.0047
				25-May-18	475	Purchase	153381	0.4725
				1-Jun-18	7344	Purchase	160725	0.4951
				15-Jun-18	-30	Transfer	160695	0.4950
				22-Jun-18	-2	Transfer	160693	0.4950
		160676	0.4950	30-Jun-18	-17	Transfer	160676	0.4950
10	United India Insurance Company Limited	151132	0.4656	1 Jul 2017				
				13 Oct 2017	-3673	Transfer	147459	0.4543
				27 Oct 2017	-2235	Transfer	145224	0.4474
				03 Nov 2017	-1575	Transfer	143649	0.4425
				10 Nov 2017	-1000	Transfer	142649	0.4395
				17 Nov 2017	-2119	Transfer	140530	0.4329
				24 Nov 2017	-1965	Transfer	138565	0.4269
				01 Dec 2017	-10	Transfer	138555	0.4268
		138555	0.4268	30 Jun 2018				
11	IDFC Premier Equity Fund**	180000	0.5545	1 Jul 2017				
				04 Aug 2017	-1000	Transfer	179000	0.5514
				11 Aug 2017	-6000	Transfer	173000	0.533
				15 Sep 2017	-1000	Transfer	172000	0.5299
				13 Oct 2017	-24532	Transfer	147468	0.4543
				20 Oct 2017	-1468	Transfer	146000	0.4498
				12 Jan 2018	-10748	Transfer	135252	0.4167
				19 Jan 2018	-190	Transfer	135062	0.4161
				02 Feb 2018	-5062	Transfer	130000	0.4005
				01-June-2018	-1064	Transfer	128936	0.3972
		128936	0.3972	30-Jun-18				

Note: The above information is based on the weekly beneficiary position received from Depositories.

\* Not in the list of Top 10 shareholders as on June 30, 2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on July 1, 2017.

\*\* Not in the list of Top 10 shareholders as on July 1, 2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on June 30, 2018.



## V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. no.	Name of Director	Shareholding at the beginning and at the end of the year		Date of change of Shareholding	Increase/ Decrease in shareholding	Reason for change	Cumulative Shareholding during the year No of Shares
		No of Shares	% of total shares of the company				
1	Mr. R. A. Shah	12906	0.04	01 July, 2017	-	No change during the year	12906
		12906	0.04	30 June, 2018			
2	Mr. B. S. Mehta	3799	0.01	01 July, 2017	-	No change during the year	3799
		3799	0.01	30 June, 2018			

Note: No other Director apart from the above mentioned Directors, held any shares of the Company during the Financial Year 2017-18

## VI. INDEBTEDNESS

The Company had no indebtedness with respect to secured or unsecured loans or deposits during the Financial Year 2017-18.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director:

Sl. no.	Particulars of Remuneration	Mr. Al Rajwani * (Amount in Rs. Lacs)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	731.48 <sup>\$</sup> 84.62
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, please specify*	-
	Total (A)	<b>816.10</b>
	Ceiling as per the Act (5% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013)	<b>2907.35</b>

\* Mr. Rajwani ceased to be Director & Managing Director effective June 30, 2018

\$ Mr. Al Rajwani was paid by the Company and portion of the remuneration is cross charged to Gillette India Limited and Procter & Gamble Home Products Private Limited in proportion to their respective Net Outside Sales

\*\* All employees of the Company are given the right to purchase shares of the ultimate Holding Company – The Procter & Gamble Company, USA under its 'International Stock Ownership Plan.' Certain employees of the Company are also entitled to Stock Option of the ultimate Holding Company under its Employee Stock Option Plan. Details of the same are disclosed vide Note 31 forming part of the Financial Statements.

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

Particulars of Remuneration	Mr. R. A. Shah	Mr. B. S. Mehta	Mr. A. K. Gupta	Total Amount
<b>Independent Directors</b>				
Fee for attending board / committee meetings	2.61	1.75	3.42	7.78
Commission	11.00	11.00	11.00	33.00
<b>Total</b>	<b>13.61</b>	<b>12.75</b>	<b>14.42</b>	<b>40.78</b>

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

Sl. No	Particulars of remuneration	Ishan Sonthalia# Company Secretary (Amount in Rs.)	Prashant Bhatnagar* CFO (Amount in Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	36,50,161 1,95,713	49,80,333 3,25,945
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
5	Others, please specify**	-	-
	<b>Total</b>	<b>38,45,874</b>	<b>53,06,278</b>

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

# Mr. Sonthalia resigned as Company Secretary with effect from 31<sup>st</sup> March, 2018.

\*\* All employees of the Company are given the right to purchase shares of the ultimate Holding Company – The Procter & Gamble Company, USA under its 'International Stock Ownership Plan.' Certain employees of the Company are also entitled to Stock Option of the ultimate Holding Company under its Employee Stock Option Plan. Details of the same are disclosed vide Note 31 forming part of the Financial Statements.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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