

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 Fiftieth (50th) Annual General Meeting of the Members of the Company will be held on **Wednesday, September 24, 2014, at 10.30 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, 2014, 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 declare dividend for the Financial Year ended June 30, 2014.
3. To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Third (53rd) 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

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. R. A. Shah as the Non-Executive Independent Director of the Company, not liable to retire by rotation

“RESOLVED that pursuant to the provisions of Sections 149, 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 any other applicable law, Mr. R. A. Shah (DIN 00009851), Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as the Non-Executive Independent Director of the Company for a term upto five years with effect from September 24, 2014, not being liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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 Mr. B. S. Mehta as the Non-Executive Independent Director of the Company, not liable to retire by rotation

“RESOLVED that pursuant to the provisions of Sections 149, 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 any other applicable law, Mr. B. S. Mehta (DIN 00035019), Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as the Non-Executive Independent Director of the Company for a term upto five years with effect from September 24, 2014, not being liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

7. 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. A. K. Gupta as the Non-Executive Independent Director of the Company, not liable to retire by rotation

“RESOLVED that pursuant to the provisions of Sections 149, 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 any other applicable law, Mr. A. K. Gupta (DIN 02588131), Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment,

be and is hereby appointed as the Non-Executive Independent Director of the Company for a term upto five years with effect from September 24, 2014, not being liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. 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. Shailyamanyu Singh as a Non-Executive Director of the Company, liable to retire by rotation

"RESOLVED THAT Mr. Shailyamanyu Singh (DIN 06832523) who was appointed as an Additional Director of the Company on March 15, 2014, 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 and who has submitted a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

9. 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. Sonali Dhawan as Non-Executive Director of the Company, liable to retire by rotation

"RESOLVED THAT Ms. Sonali Dhawan (DIN 06808527) who was appointed as an Additional Director of the Company on May 7, 2014, 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 and who has submitted a notice in writing under Section 160 of the Companies

Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15

"RESOLVED THAT pursuant to 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, subject to such amendatory notification issued hereunder, the Members hereby approve the remuneration of ₹ 6,00,000/- plus service tax and out-of-pocket expenses payable to M/s 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 2014-15."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Ms. Preeti Bishnoi, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors

sd/-
Preeti Bishnoi
Company Secretary

Mumbai
August 12, 2014

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 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 A 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 Paid-Up 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.
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(s) 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. In compliance with Clause 35B of the Listing Agreement 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 Tuesday, September 16, 2014 at 9:00 a.m. and ends on Thursday, September 18, 2014 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on August 14, 2014, will be eligible to 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,

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 Members (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 bvdholakia@dholakia-associates.com with a copy marked to evoting@nsdl.co.in. Please note that the requisite documents should be sent on the aforesaid email id's before close of voting.

b) In case of members 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. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.
6. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, September 10, 2014, to Wednesday, September 24, 2014** (both days inclusive), for the purpose of determining the names of Members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
7. The dividend on Equity Shares for the Financial Year ended June 30, 2014, as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid on or around October 10, 2014 as under:
- (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 *September 9, 2014*;
 - (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 *September 24, 2014*.

8. In line with the circular issued by the Securities and Exchange Board of India ("SEBI"), 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. 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, M/s. Link Intime India Pvt. Ltd.

9. Members holding shares in the physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent ("RTA"), M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: (022) 2596 7799, Fax: (022) 2594 6969, 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; and send share certificate(s) for consolidation;
 - (d) Request for nomination forms for making nominations, as per the format prescribed under the Companies Act, 2013, which is available on the website of the Company.
- Members holding shares in the Dematerialized (electronic) Form are requested to intimate the aforesaid changes directly to their Depository Participants, as applicable.
10. 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 Depository Participant. Members holding shares in physical form can submit their PAN details to 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.

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 Depository Participants and furnish particulars of any change(s) desired.
12. Non-resident Indian Members are requested to immediately inform the Company or M/s. Link Intime India Private Limited or the concerned Depository Participants, 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 Non-Resident External (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. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
15. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: (022) 2596 3838, Fax: (022) 2594 6969, e-mail: pginvestors@linkintime.co.in / rnt.helpdesk@linkintime.co.in. For providing better services to our Members, the RTA has deputed a full time resource, *Ms. Chaitali Jadhav*, who will provide all help to our Members and can be contacted directly on her dedicated Telephone Number (022) 2596 7799.

Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.

16. In terms of Clause 5A of the Listing Agreement, the Company has identified the unclaimed Physical Share Certificates lying with the Company and sent the requisite reminders to the respective Members. The Company is in process of crediting the same to demat suspense account.
17. 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 addresses, are requested to intimate their respective e-mail ids to rnt.helpdesk@linkintime.co.in. Members holding shares in dematerialised form, who have not registered/updated their respective e-mail addresses, are requested to do so with their respective Depository Participants.

We request the Members to support the Green Initiative introduced by the Ministry of Corporate Affairs and make it a success.

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/
Preeti Bishnoi
Company Secretary

Mumbai
August 12, 2014

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. R. A. Shah as the Non-Executive Independent Director of the Company, not liable to retire by rotation

Mr. R. A. Shah, Chairman of the Company is a leading Solicitor and a senior partner of M/s. Crawford Bayley & Co., a firm of Solicitors and Advocates. He specializes in a broad spectrum of corporate laws. Mr. Shah has been associated with the Company since its inception.

Mr. Shah meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 ("Act") and has furnished a declaration to the Company in this respect. In the opinion of the Board of Directors, Mr. Shah fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Accordingly, the Board of Directors recommends appointment of Mr. R. A. Shah as the Non-Executive Independent Director for a period of five years with effect from September 24, 2014 in terms of Act, not being liable to retire by rotation.

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

Item No. 6

Appointment of Mr. B. S. Mehta as the Non-Executive Independent Director of the Company, not liable to retire by rotation

Mr. B. S. Mehta 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.

Mr. Mehta meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 ("Act") and has furnished a declaration to the Company in this respect. In the opinion of the Board of Directors, Mr. Mehta fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Accordingly, the Board of Directors recommends appointment of Mr. B. S. Mehta as the Non- Executive Independent Director for a period of five years with effect from September 24, 2014 in terms of Act, not being liable to retire by rotation.

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

Item No. 7

Appointment of Mr. A. K. Gupta as the Non-Executive Independent Director of the Company, not liable to retire by rotation

Mr. A. K. Gupta is an Engineer from Indian Institute of Technology, Delhi besides holding a Post-graduate Diploma in Industrial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. Mr. Gupta is an expert in the field of manufacturing and supply chain management. He has vast experience of over 35 years in India and abroad in the field of manufacturing and product supply and had held various senior management positions.

Mr. Gupta meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 ("Act") and has furnished a declaration to the Company in this respect. In the opinion of the Board of Directors, Mr. Gupta fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Accordingly, the Board of Directors recommends appointment of Mr. A. K. Gupta as the Non-Executive Independent Director for a period of five years with effect from September 24, 2014 in terms of Act, not being liable to retire by rotation.

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

Item No. 8

Appointment of Mr. Shailymanyu Singh as the Non-Executive Director of the Company, liable to retire by rotation

Mr. Shailymanyu Singh was appointed as an Additional Director of the Company by the Board of Directors on March 15, 2014, pursuant to Section 161 of the Companies Act, 2013. Mr. Singh holds such office till the date of ensuing Fiftieth (50th) Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Singh as a Director liable to retire by rotation.

Mr. Singh graduated in Law from Maharishi Dayanand University, Rohtak, and completed his Masters of Law from Bond University, Australia. He is a fellow member of the Center for American and International Law, Texas. Previously, Mr. Singh has also practiced independently.

During his private practice tenure, he was also appointed as a member of the Disciplinary Committee of the Bar Council of India for a six month term. Mr. Singh has been associated with Procter & Gamble for last six years and has held various positions in legal department.

Pursuant to Section 160 of the Companies Act, 2013, Mr. Singh has submitted a notice together with a deposit of ₹ 1,00,000/- proposing his candidature for the office of Director liable to retire by rotation.

The Board recommends the appointment of Mr. Singh as the Non-Executive Director of the Company, liable to retire by rotation.

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

Item No. 9

Appointment of Ms. Sonali Dhawan as the Non-Executive Director of the Company, liable to retire by rotation

Ms. Sonali Dhawan was appointed as an Additional Director of the Company by the Board of Directors on May 7, 2014, pursuant to Section 161 of the Companies Act, 2013. Ms. Dhawan holds such office till the date of ensuing Fiftieth (50th) Annual General Meeting of the Company. Hence, it is proposed to appoint Ms. Dhawan as a Director liable to retire by rotation.

Ms. Dhawan is a graduate from Lady Shriram College, with a B.Com (Hons.) in Business Studies. She has completed her Masters in Business Administration in Marketing from the Indian Institute of Management, Ahmedabad.

Ms. Dhawan joined Procter & Gamble in 1998. She has handled various roles in Marketing across different regions which include ASEAN, India & Australia. Through a career spanning 15 years, she brings with her a wealth of experience.

Pursuant to Section 160 of the Companies Act, 2013, Ms. Dhawan has submitted a notice together with a deposit of ₹ 1,00,000/- proposing her candidature for the office of Director liable to retire by rotation.

The Board recommends the appointment of Ms. Dhawan as a Director of the Company, liable to retire by rotation.

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

Item No. 10

Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15

The Board of Directors at their meeting held on August 12, 2014, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year 2014-15 and remuneration of ₹ 6,00,00/- 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

sd/-
Preeti Bishnoi
Company Secretary

Mumbai
August 12, 2014

Registered Office:

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

**Details of Directors proposed to be appointed/re-appointed
at the forthcoming 50th Annual General Meeting
(in pursuance to Clause 49 IV (G) of the Listing Agreement)**

Name of Director	Mr. R. A. Shah	Mr. B. S. Mehta	Mr. A. K. Gupta	Mr. Pramod Agarwal	Mr. Shaillyamanyu Singh	Ms. Sonali Dhawan
Age	83 years	78 years	68 years	52 years	38 years	38 years
Date of appointment on the Board	20th July, 1964	26th October, 2005	28th March, 2009	August 13, 2012	March 15, 2014	May 7, 2014
Expertise in specific field	Solicitor	Chartered Accountant	Engineer, IIT & PGDM in Industrial Management	MBA in Finance	Masters in Law	MBA in Marketing
Names of other Companies in which he holds Directorships	Public Companies 1. Pfizer Ltd 2. BASF Limited 3. Godfrey Phillips India Ltd 4. The Bombay Dyeing Manufacturing Company Limited 5. Deepak Fertilizers & Petrochemicals Corporation Ltd 6. Abott India Limited 7. Colgate-Palmolive India Limited 8. Lupin Limited 9. Atul Ltd 10. Clariant (Chemicals) India Ltd 11. Century Enka Limited 12. Wokhardt Ltd Alternate Directorships 1. Schrader Duncan Limited 2. RPG Life Sciences Ltd 3. Modicare Ltd 4. Uhde India Pvt Ltd	Public Companies 1. Atul Limited 2. Bharat Bijlee Limited 3. Century Enka Limited 4. CEAT Limited 5. Gillette India Limited 6. Housing Development Finance Corporation Limited 7. IL&FS Investment Managers Limited 8. J.B. Chemicals & Pharmaceuticals Ltd 9. Pidilite Industries Limited 10. Sasken Communication Technologies Limited 11. SBI Capital Markets Limited 12. Sudarshan Chemical Industries Limited 13. NSDL E-Governance Infrastructure Limited Foreign Company Jumbo World Holdings Limited	Public Companies 1. Gillette India Limited	Public Companies 1. Gillette India Limited Private Companies 1. Temple Trees Impex & Investment Private Limited	Private Companies 1. Temple Trees Impex & Investment Private Limited	Public Companies 1. Gillette India Limited
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	Audit Committee - Member	Audit Committee - Member	Audit Committee - Member Shareholders Grievance Committee - Member	Nil	Shareholders Grievance Committee - Chairman	Nil
Chairman/ member of the committee(s) of board of directors of other companies in which he is a director	Audit Committee 1. Colgate Palmolive India Ltd 2. Pfizer Limited 3. Clariant Chemicals India Ltd 4. The Bombay Dyeing & Manufacturing Company Limited 5. Abbott India Limited 6. BASF Ltd 7. Century Enka Limited 8. Workhardt Ltd Remuneration Committee 1. The Bombay Dyeing & Manufacturing Company Limited 2. Lupin Ltd 3. Century Enka Limited	Audit Committee 1. IL&FS Investment Managers Limited (Chairman & Member) 2. Sudarshan Chemicals Limited (Chairman & Member) 3. Sasken Communication Technologies Limited (Chairman & Member) 4. Pidilite Industries Limited (Chairman & Member) 5. Gillette India Limited (Member) 6. Housing Development Finance Corporation Limited (Member) 7. Atul Limited (Member) 8. Century Enka Limited (Member) 9. NSDL e-Governance Infrastructure Limited (Member) Remuneration/Compensation Committee 1. Housing Development Finance Corporation Limited (Member) 2. NSDL e-Governance Infrastructure Limited (Member) 3. Century Enka Limited (Member) 4. IL&FS Investment Managers Limited (Member) 5. Pidilite Industries Limited (Member) CSR Committee 1. IL&FS Investment Managers Limited (Member) 2. NSDL e-Governance Infrastructure Limited (Member)	Audit Committee 1. Gillette India Limited (Member) Shareholders' Grievances Committee 1. Gillette India Limited (Chairman)	Nil	Nil	Nil
Shareholding in the Company	11,406 Equity Shares, face value of ₹ 10 each	3,799 Equity Shares, face value of ₹ 10/- each	Nil	Nil	Nil	Nil