

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-first Annual General Meeting of the Members of the Company will be held on **Wednesday, October 28, 2015, at 3.30 p.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, 2015 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, 2015.
3. To appoint Mr. Shailymanyu Singh (DIN 06832523) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366WW-100018), as approved by Members at the Fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third 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. Karthik Natarajan as Non-Executive Director of the Company, liable to retire by rotation

“RESOLVED THAT Mr. Karthik Natarajan (DIN 06685891) who was appointed as an Additional Director of the Company on October 1, 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 Non-Executive Director of the Company, liable to retire by rotation.”

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. Pramod Agarwal as Non-Executive Director of the Company, liable to retire by rotation

“RESOLVED THAT Mr. Pramod Agarwal (DIN 00066989) who was appointed as an Additional Director of the Company on May 8, 2015 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 Non-Executive Director of the Company, liable to retire by rotation.”

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. Al Rajwani as Managing Director of the Company for a period of five years effective August 28, 2015

“RESOLVED THAT Mr. Al Rajwani (DIN 07251300) who was appointed as an Additional Director of the Company on August 28, 2015 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 received 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 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 (“the Act”) 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. Al Rajwani (DIN 07251300) as Managing Director of the Company for a period of five years with effect from August 28, 2015, as per the terms and conditions detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to modify / revise the terms and conditions of the remuneration of Mr. Rajwani provided, however, the terms of remuneration of

Mr. Rajwani 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."

8. 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 2015-16

"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, and subject to such amendatory notification issued hereunder, the Members hereby ratify the remuneration of ₹ 7,00,000/- 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 2015-16."

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

Payment of Commission to the Non-Executive Independent Directors of the Company

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Non-Executive Independent Directors of the Company be paid, a commission upto one percent of the net profits of the Company per annum in aggregate for a period of five years with effect from July 1, 2016, as may be determined by the Board of Directors from time to time."

By Order of the Board of Directors

sd/
Preeti Bishnoi
Company Secretary

Mumbai
August 28, 2015

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 9 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 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 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 **Wednesday, October 21, 2015, to Wednesday, October 28, 2015** (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.
6. The dividend on Equity Shares for the Financial Year ended June 30, 2015, as recommended by the Directors, if approved at the Annual General Meeting, will be paid between November 4, 2015 to November 12, 2015:
 - (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 October 20, 2015;

(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 October 28, 2015.

7. In line with 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, along with 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.

8. 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.
- Bank Mandate with full particulars for remittance of dividend directly into their Bank Accounts, if declared at the Meeting;
 - Intimate changes, if any, in their address / name, bank details, NECS / ECS, mandates, nominations, power of attorney etc. at an early date;
 - Apply for consolidation of folios, if shareholdings are under multiple folios in identical names or joint holding in the same order of names;
 - Send their share certificates for consolidation; and
 - 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 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) along with 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:
- The change in the residential status on return to India for permanent settlement;
 - 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. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
14. 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.

15. In terms of Clause 5A of the Listing Agreement, the Company has sent the requisite reminders to the respective Members. The Company is in process of crediting the same to demat suspense account.
16. 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 DPs.

We request the Members to subscribe to Annual Report in electronic form to support us in our endeavour to go green.

17. 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 Friday, October 23, 2015 at 9:00 a.m. and ends on Tuesday, October 27, 2015 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on October 21, 2015, being the cut-off date, 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,

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 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'. 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 pghhagm2015@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/-
Preeti Bishnoi
Company Secretary**

Mumbai
August 28, 2015

Registered Office:

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Chakala, Andheri (East),
Mumbai - 400 099

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

Appointment of Mr. Karthik Natarajan as Director of the Company, liable to retire by rotation

Mr. Karthik Natarajan was appointed as an Additional Director of the Company by the Board of Directors on October 1, 2014, pursuant to Section 161 of the Companies Act, 2013. Mr. Natarajan holds such office till the date of ensuing Fifty-first (51st) Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Natarajan as Non-Executive Director, liable to retire by rotation.

Mr. Natarajan is a Chartered Accountant and has completed his Bachelor of Commerce from RA Poddar College, Mumbai. Mr. Natarajan is currently the Finance head for the P&G Group in India and has been with P&G for over 15 years. Prior to this role, he has worked across multiple locations including US, China, Phillipines and Singapore. He has held global responsibilities and has led strategy development, business and financial planning and operational execution with excellence for several important P&G businesses over his tenure with P&G.

Pursuant to Section 160 of the Companies Act, 2013, Mr. Natarajan 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. Natarajan as 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. Karthik Natarajan, are concerned or interested, financially or otherwise, in this item.

Item No. 6

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

Mr. Pramod Agarwal was appointed as an Additional Director of the Company by the Board of Directors on May 8, 2015, pursuant to Section 161 of the Companies Act, 2013. Mr. Agrawal holds such office till the date of ensuing Fifty-first (51st) Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Agrawal as Non-Executive Director liable to retire by rotation.

Mr. Pramod Agarwal is a Bachelor of Commerce from Kanpur University and a Post Graduate in Management from Indian Institute of Management, Ahmedabad. He is Vice President – Finance & Accounting / Chief Financial Officer for P&G Global Hair Care & Color Business based out of Geneva, Switzerland. Mr. Agarwal is an expert in

Finance with deep knowledge of the business in various geographies and product categories. Prior to the current role, he was the Vice President Finance & Accounting for Asia business and has a rich experience in pulling the business out of Asian economic crisis in 1997 as well as the global financial crisis in 2008 and enabled strong growth of P&G business in Asia.

Mr. Agarwal has an experience of over 28 years and has worked across multiple geographies including Thailand, Japan, Philippines, USA, Singapore and now in Switzerland.

Mr. Agarwal has been selected as Member of the Indian Institute of Management Ahmedabad Society.

Mr. Agarwal is also a Director on the Board of Gillette India Limited.

Pursuant to Section 160 of the Companies Act, 2013, Mr. Agrawal 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. Agrawal 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 Mr. Pramod Agarwal, are concerned or interested, financially or otherwise, in this item.

Item No. 7

Appointment of Mr. Al Rajwani as the Managing Director of the Company for a period of five years effective August 28, 2015

Mr. Al Rajwani was appointed as an Additional Director of the Company by the Board of Directors on August 28, 2015, pursuant to Section 161 of the Companies Act, 2013. Mr. Rajwani holds such office till the date of ensuing Fifty-first (51st) Annual General Meeting of the Company. Hence, it is proposed to appoint Mr. Rajwani as a Director of the Company.

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

Further, the Board of Directors of the Company have, subject to the approval of the Members of the Company at ensuing 51st Annual General Meeting and the approval of the Central Government, if applicable, appointed Mr. Rajwani as the Managing Director of the Company for a period of five years with effect from August 28, 2015, on following terms and conditions:

- i. Remuneration upto ₹ 6,00,00,000 (Rupees Six Crores Only) per annum.
- ii. Company accommodation, medical reimbursements, club membership, personal accidence 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. Rajwani provided, however, the terms of remuneration of Mr. Rajwani 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. Mr. Rajwani shall not be liable to retire by rotation.

Mr. Al Rajwani, an American citizen (non-resident), has obtained a degree in Chemical Engineering from the University of Calgary (Canada) in 1981. He has more than 34 years experience working for Procter & Gamble in a variety of roles, i.e., product supply, marketing and general management positions in the US, Canada, China, Korea and Arabian Peninsula.

In his previous role, as General Manager / Vice President of P&G's Arabian Peninsula & Pakistan Operations, he was responsible for developing P&G's extensive portfolio of brands in Saudi Arabia, the Gulf, Yemen and Pakistan. In addition to his brand building responsibilities, he was responsible for overseeing all functional and personnel matters in these countries.

Mr. Rajwani is also proposed to be appointed as Managing Director of Gillette India Limited. The Board of Directors have provided unanimous consent for having no objection to the appointment of Mr. Rajwani as the Managing Director of Gillette India Limited, at a remuneration that shall be shared by the Companies in proportion of their Net Outside Sales (NOS).

The Board recommends the appointment of Mr. Al Rajwani as Managing Director of the Company for a period of five years effective from August 28, 2015.

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

Item No. 8

Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16

The Board of Directors at their meeting held on August 28, 2015, 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 2015-16 and remuneration of ₹ 7,00,00/- 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 ratification of remuneration to the Cost Auditors as mentioned above.

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

Item No. 9

Payment of Commission to the Non-Executive Independent Directors of the Company

The Members of the Company had at their 47th Annual General Meeting held on November 23, 2011, passed a Special Resolution according approval for payment of Commission of upto 1% of the net profits of the Company per annum in the aggregate for a period of five years w.e.f. July 1, 2011. Non-Executive Independent Directors were paid commission of ₹ 11 lakhs towards commission for the Financial Year 2014-15.

It is now therefore necessary to seek fresh approval from the Members at the ensuing 51st Annual General Meeting for payment of commission upto maximum of 1% of the net profits of the Company per annum in the aggregate for a period of five years w.e.f. July 1, 2016 or such date as the Board of Directors may approve.

All the Non-Executive Independent Directors, namely Mr. R. A. Shah, Mr. B. S. Mehta and Mr. A. K. Gupta, are deemed to be interested and concerned in this item of business.

By Order of the Board of Directors

sd/
Preeti Bishnoi
Company Secretary

Mumbai
August 28, 2015

Registered Office:

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

**Details of Directors proposed to be appointed / re-appointed
at the forthcoming 51st Annual General Meeting
(in pursuance to Clause 49 VIII (E) of the Listing Agreement)**

Name of Director	Mr. Al Rajwani	Mr. Pramod Agarwal	Mr. Shailyamanyu Singh	Mr. Karthik Natarajan
Age	57 years	53 years	39 years	38 years
Date of appointment on the Board	August 28, 2015	May 8, 2015	March 15, 2014	October 1, 2014
Expertise in specific field	Chemical Engineer	M.B.A. in Finance	Masters in Law	Chartered Accountant
Names of other Companies in which he holds Directorships	The Advertising Standard Council of India	Gillette India Limited	Temple Trees Impex & Investment Private Limited	Temple Trees Impex & Investment Private Limited
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Stakeholder Relationship Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Chairman	Nil	Stakeholder Relationship Committee – Chairman	Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee – Member Risk Management Committee – Member
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil

Route Map for venue of the 51st Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

