



**Procter & Gamble Hygiene
and Health Care Limited**
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7337
Website: in.pg.com

October 31, 2022

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.
Ref:- Scrip ID:- PGHH

To,
The Listing Department
The National Stock Exchange of India Limit
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
Ref:- Scrip Code:- 500459

Dear Sir / Madam,

Sub: Addendum to Notice calling the 58th Annual General Meeting of the Company for the Financial Year ended June 30, 2022

We refer to our letter dated October 22, 2022, sharing the Annual Report and Notice calling the 58th Annual General Meeting of the Company for the Financial Year ended June 30, 2022. In accordance with, the Circular issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Annual Report for the Financial Year 2021-22, including the Notice of AGM have been sent in electronic mode to Members on October 22, 2022 whose e-mail address is registered with the Company (as on October 14, 2022). The copy of the Notice along with the Annual Report enclosed herewith and is also available on the Company's website: <https://in.pg.com/india-investors/pghh/shareholder-info/info/#annual-report>.

Certain inadvertent omission pertaining to disclosure required under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been noticed in the Explanatory Statement annexed to the AGM Notice pertaining to Ordinary Resolution - Item No. 5 for re-appointment of Statutory Auditors of the Company. Members are requested to note the Explanatory Statement for Item No. 5 as attached in this email, as addendum to the AGM Notice.

Members are requested to read the AGM Notice in conjunction with this Addendum and any reference to the re-appointment of Statutory Auditors in the AGM Notice should be deemed to include a reference to the above-mentioned addendum. All other contents of the AGM Notice remain unchanged. All documents referred to in this Addendum shall be made available for inspection by the Members in the manner set out in the AGM Notice. A copy of this addendum and the AGM Notice shall be available on the Company's website at <https://in.pg.com/india-investors/pghh/shareholder-info/info/#agm-notice>.

Kindly take the same on record and oblige.

Thanking you,
Yours faithfully,
For Procter & Gamble Hygiene and Health Care Limited

Flavia Machado
Senior Manager- Legal and Secretarial



**ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON
TUESDAY, NOVEMBER 15, 2022 AT 11.00 A.M. (IST)**

Procter & Gamble Hygiene and Health Care Limited (“the Company”) had on October 22, 2022, dispatched electronically, to the shareholders of the Company, the Notice of Annual General Meeting (“AGM”) dated August 23, 2022 (“AGM Notice”), scheduled to be held on Tuesday, November 15, 2022, at 11 A.M. (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

Certain inadvertent omission pertaining to disclosure required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been noticed in the Explanatory Statement annexed to the AGM Notice pertaining to Ordinary Resolution - Item No. 5 for re-appointment of Statutory Auditors of the Company.

Members are requested to note the below Explanatory Statement for Item No. 5 as under, as addendum to the AGM Notice:

Item 5:

To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

M/s. Kalyaniwalla & Mistry LLP (Firm Registration number 104607W/W-100166 with ICAI), Chartered Accountants, were appointed as the Statutory auditors of the Company for a term upto the 58th Annual General Meeting of the Company. Their term will end at the conclusion of this Annual General Meeting.

Owing to the good quality of audit services provided by Kalyaniwalla & Mistry LLP, based on parameters such as audit methodology, controls and knowledge of the Firm, the Audit Committee and Board of Directors recommend re-appointment of Kalyaniwalla & Mistry LLP, Chartered Accountants as Statutory Auditors for a second term upto the conclusion of 63rd Annual General Meeting of the Company.

Kalyaniwalla & Mistry LLP, Chartered Accountants, is a multi-service, multi-location, professional service organization established in the year 1928, with offices or associates in all the major cities in India. Since its foundation, they have had a large clientele covering a wide spectrum of industries such as manufacturing, fast moving consumer goods, consumer durables, banking, financial services and insurance, shipping, automotive, engineering, information technology, oil and gas, real estate, airlines, healthcare and hospitals, medium service sectors, etc. The firm provides varied range of service covering Audit & Assurance, Tax Compliance & Advisory, Corporate Advisory & Consultancy and Outsourcing.

As per section 142 of the Companies Act, 2013, the proposed remuneration payable to the auditors for the Financial Year 2022-23 will be in the range of Rs. 110-140 lakhs, plus out of pocket expenses, if any. The remuneration proposed to be paid to the Statutory Auditors for the subsequent years of the term will be determined judiciously by the Board of Directors from time to time based on the recommendations of the Audit Committee, as may be commensurate with the services rendered by them during the said tenure.

The Board recommends passing of the resolution at item no. 5 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.

Members are requested to read the AGM Notice in conjunction with this Addendum and any reference to the re-appointment of Statutory Auditors in the AGM Notice should be deemed to include a reference to the above-mentioned addendum. All other contents of the AGM Notice remain unchanged. All documents referred to in this Addendum shall be made available for inspection by the Members in the manner set out in the AGM Notice.

A copy of this addendum and the AGM Notice shall be available on the Company’s website at <https://in.pg.com/india-investors/pghh/shareholder-info/info/#agm-notice> and websites of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com.