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 7303
www.pg.com/en_IN

December 26, 2018

To,
Listing Department
The National Stock Exchange Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051

Ref:- Scrip Code:- PGHH

Dear Sir/Madam,

Subject: Announcement- Postal Ballot Notice

We would like to submit the notice of the Postal Ballot with respect to the Company's proposal of seeking approval of the Members for continuation of present tenure of directorship of Mr. Rajendra Ambalal Shah and Mr. Bansidhar Sunderlal Mehta, who are above 75 years of age, as Non-Executive Independent Directors and to appoint Mr. Gagan Sawhney as Director of the Company.

Kindly take the above on record and acknowledge the receipt.
Thanking you.

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

Flavia Machado
Company Secretary

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

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 continuation of present tenure of directorship of Mr. Rajendra Ambalal Shah and Mr. Bansidhar Sunderlal Mehta, who are above 75 years of age, as Non-Executive Independent Directors and to appoint Mr. Gagan Sawhney as Director of the Company, by way of Postal ballot.

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

1. Continuation of present tenure of directorship of Mr. Rajendra Ambalal Shah, who is above 75 years of age, as a Non-Executive Independent Director

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

   "RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of present tenure of directorship of Mr. Rajendra Ambalal Shah (DIN 00009851) as Non-Executive Independent Director of the Company, i.e. upto September 23, 2019, notwithstanding that he has attained the age of 75 years."

2. Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director

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

   "RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta (DIN 00035019) as Non-Executive Independent Director of the Company, i.e. upto September 23, 2019, notwithstanding that he has attained the age of 75 years."

3. To appoint Mr. Gagan Sawhney (DIN 08279568) as Non-Executive Director of the Company

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

   "RESOLVED THAT, pursuant to Section 152 of the Companies Act, 2013 ("the Act") read with relevant Rules thereon and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof), approval be and is hereby accorded for appointment of Mr. Gagan Sawhney (DIN 08279568), who has submitted a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, as a Non-Executive Director of the Company, liable to retire by rotation, effective from date of passing of this resolution.

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

Flavia Machado
Company Secretary

December 18, 2018
Mumbai

Notes:

(1) Explanatory Statement for the proposed Resolution nos. 1 to 3, 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 Para 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 December 14, 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 pghhpb2019@dholakia-associates.comwith 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 Thursday, January 24, 2019. 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 Thursday, January 24, 2019.The e-voting module shall also be disabled by NSDL at 5:00 p.m. (IST) on the same day.

(10) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., on Thursday, January 24, 2019 shall be the date on which the resolution would deemed to have been passed, if approved 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 December 14, 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 Friday, January 25, 2019. 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

Item No.1

Continuation of present tenure of directorship of Mr. Rajendra Ambalal Shah, who is above 75 years of age, as a Non-Executive Independent Director

At the 50th Annual General Meeting held on September 24, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Rajendra Ambalal Shah as Non-Executive Independent Director for a period of five years effective September 24, 2014. Mr. Shah will complete his present term on September 23, 2019. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years. Mr. Shah has attained the age of 75 years.

Mr. Shah is a leading solicitor and a senior partner of Crawford Bayley & Co., a firm of solicitors and advocates. He specializes in broad spectrum of corporate laws. He is a Director on the Boards of several prominent companies in India. Considering the rich experience and expertise of Mr. Shah and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on November 2, 2018 recommended the continuation of Mr. Shah's present tenure of appointment as Non-Executive Independent Director i.e. up to September 23, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The Board recommends passing of the Special Resolution at item no. 1.

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

Item No.2

Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director

At the 50th Annual General Meeting held on September 24, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Bansidhar Sunderlal Mehta as Non-Executive Independent Director for a period of five years effective September 24, 2014. Mr. Mehta will complete his present term on September 23, 2019. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of 75 years. Mr. Mehta has attained the age of 75 years.

Mr. Mehta is a graduate in commerce and a Fellow Member of The Institute of Chartered Accountants of India. He is a Chartered 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. Considering the rich experience and expertise of Mr. Mehta and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on November 2, 2018 recommended the continuation of Mr. Mehta's present tenure of appointment as Non-Executive Independent Director i.e. up to September 23, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The Board recommends passing of the Special Resolution at item no. 2.

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

Item No.3

To appoint Mr. Gagan Sawhney (DIN 08279568) as Non-Executive Director of the Company

The Board, at its meeting held on November 2, 2018, upon the recommendation of the Nomination & Remuneration Committee, approved appointment of Mr. Gagan Sawhney (DIN 08158357) as a Non-Executive Director of the Company, liable to retire by rotation, effective from the date of approval of the shareholders of the Company.

Mr. Sawhney has graduated in B. Tech (Chemical Engineering) from IIT Kharagpur. He has completed his MBA (Finance) from IIM Ahmedabad and is also a Chartered Financial Analyst (CFA). He has done an MBA (Exchange Program) from University of St. Gallen and is also a Certified Internal Auditor (CIA).

Mr. Gagan Sawhney joined Procter & Gamble in 2001 in the Finance Function. He has held several leadership positions in Finance across India, Singapore and China including being the Regional Chief Financial Officer of Greater China Beauty Care Business.

Prior to being the Finance Director for India, he was the Finance Director, Global Internal Audit, where he provided assurance and consulting support across multiple processes globally. Presently, he is also Chief Financial Officer of another P&G India group Company, Gillette India Limited.

The Company has received necessary consent and declaration from Mr. Sawhney 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. Sawhney.

The Board recommends passing of the Ordinary Resolution at item no. 3.

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
For **Procter & Gamble Hygiene and Health Care Limited**

Flavia Machado
Company Secretary

December 18, 2018
Mumbai

Details of Director proposed to be appointed/ re-appointed

Resolution/Item No.	1	2	3
Name of Director	**Mr. Rajendra Ambalal Shah**	**Mr. Bansidhar Sunderlal Mehta**	**Mr. Gagan Sawhney**
Age	87 years	83 years	43 years
Date of Birth	07/07/1931	19/09/1935	13/11/1975
Date of appointment on the Board	20/07/1964	11/10/1979	Not Applicable
Expertise in specific field	Solicitor	Chartered Accountant	MBA (Finance) – IIM Ahmedabad, Chartered Financial Analyst (CFA)
Names of other Companies in which she/he holds Directorships	1. Godfrey Phillips India Limited 2. The Bombay Dyeing and Manufacturing Company Limited 3. Lupin Limited 4. Colgate-Palmolive (India) Limited 5. Pfizer Limited 6. Abbott India Limited 7. BASF India Limited 8. Atul Limited 9. BASF Polyurethanes India Limited 10.Thyssen krupp Industrial Solutions (India) Private Limited	1. Gillette India Limited 2. Pidilite Industries Limited 3. Century Enka Limited 4. Atul Limited 5. Sasken Technologies Limited	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL	NIL	Gillette India Limited- Chief Financial Officer
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Audit Committee- *Chairman* Nomination & Remuneration Committee- *Member*	Audit Committee- *Member*	Risk Management Committee- *Member*
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she/he is a Director	Chairman of Committees: 1. Pfizer Limited- *Audit Committee* 2. Colgate-Palmolive (India) Limited- *Audit Committee, Nomination & Remuneration Committee*	Chairman of Committees: 1. Pidilite Industries Ltd – *Audit Committee* 2. Sasken Technologies Ltd – *Audit Committee*	Member of Committee: Gillette India Limited - *Risk Management Committee*

	3. Abbott India Limited – *Audit Committee* 4. Godfrey Phillips India Limited-*Corporate Social Responsibility Committee* Member of Committees: 1. Godfrey Phillips India Limited- *Audit Committee, Nomination & Remuneration Committee* 2. The Bombay Dyeing and Manufacturing company Limited- *Audit Committee, Nomination & Remuneration Committee* 3. BASF India Limited- *Audit Committee, Nomination & Remuneration Committee* 4. Pfizer Limited- *Nomination & Remuneration Committee* 5. Atul Limited- *Nomination & Remuneration Committee, Investment Committee* 6. Lupin Limited- *Nomination & Remuneration Committee* 7. Abbott India Limited- *Nomination & Remuneration Committee, Stakeholder Relationship Committee*	Member of Committees: 1. Atul Limited- *Audit Committee* 2. Century Enka Ltd – *Audit Committee, Corporate Social Responsibility and Committee Nomination and Remuneration Committee* 3. Pidilite Industries Ltd – *Nomination and Remuneration Committee and Risk Management Committe*	
Number of Meetings of the Board attended during the year *(December 2017 to December 2018)*	Four out of four	Three out of four	Not Applicable
Shareholding in the Company	12,906	3,799	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None	None

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