



**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) 6958 6000  
Fax: (91-22) 6958 7337  
Website: in.pg.com

November 04, 2024

To,  
The Corporate Relations Department  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.  
**Ref:- Scrip Code:- 500459**

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

Dear Sir / Madam,

**Sub: Annual Report and Notice calling the 60<sup>th</sup> Annual General Meeting of the Company for the Financial Year ended June 30, 2024**

We refer to our letter dated October 16,2024, informing the date of 60<sup>th</sup> Annual General Meeting. In this respect, please find enclosed Annual Report and Notice calling the 60<sup>th</sup> Annual General Meeting of the Company for the Financial Year ended June 30, 2024.

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 2023-24, including the Notice of AGM has been sent in electronic mode to Members today, November 04, 2024 whose e-mail address is registered with the Company. 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>

Further, it may be noted that shareholders who would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, E-mail id, mobile number at [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com) from the date of this notice up to November 22,2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

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 & Secretarial**  
**Authorised signatory**



# Procter & Gamble Hygiene & Health Care Limited

Annual Report 2023-24







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# Corporate Information

## Board of Directors & Key Managerial Personnel

Mr. Chittranjan Dua	Chairman and Independent Director
Mr. Kumar Venkatasubramanian	Managing Director
Mr. Gurcharan Das	Independent Director
Mr. Anil Kumar Gupta	Independent Director (upto September 23, 2024)
Mr. Krishnamurthy Iyer	Independent Director
Dr. Ashima Goyal	Independent Director
Mr. Pramod Agarwal	Non-Executive Director
Mr. Gagan Sawhney	Non-Executive Director
Ms. Sonali Dhawan	Non-Executive Director
Mr. Ghanashyam Hegde	Executive Director and Company Secretary
Ms. Mrinalini Srinivasan	Chief Financial Officer

## Registered Office

Procter & Gamble Hygiene and Health Care Limited  
(CIN: L24239MH1964PLC012971)  
P&G Plaza, Cardinal Gracias Road,  
Chakala, Andheri (East),  
Mumbai – 400 099  
Tel. No.: (022) 6958 6000  
Investor helpline No.: 86575 12368  
Email Id: investorpghh.im@pg.com

## Registrar & Share Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park,  
L.B.S. Marg, Vikhroli (West),  
Mumbai – 400 083  
Tel. No.: (022) 4918 6279  
Fax: (022) 4918 6060  
E-mail Id: rnt.helpdesk@linkintime.co.in

## Auditors

**Statutory Auditor:**  
Kalyaniwalla & Mistry LLP  
Chartered Accountants

## Cost Auditor:

Ashwin Solanki & Associates  
Cost Accountants

## Secretarial Auditor:

Makarand M. Joshi & Co.  
Company Secretaries

Certain statements in this report, except for the historical data, may contain forward-looking statements, including words, phrases, numbers that set forth anticipated results based on management's current plans and assumptions. Forward-looking statements are based on current expectations and assumptions, which are subject to risks and uncertainties that may cause results to differ materially from those expressed or implied in those statements. The Company cautions investors that any such forward-looking statements are not guarantees of future performance and that actual events or results may differ materially from those statements. Actual events or results may differ materially because of factors that affect international businesses and global economic conditions, as well as matters specific to the Company and the markets it serves. The Company undertakes no obligation to update these statements whether as a result of new information, future events or otherwise, except to the extent required by law.





## Board of Directors



**Mr. Chitranjan Dua,  
Chairman and Independent  
Director**

Mr. Dua is the founding partner of Dua Associates and is currently chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. His experience and expertise encompass a broad range of areas including corporate and commercial law, corporate finance, securities law, infrastructure, public policy and administration, governance and ethics, land acquisition, power projects, foreign investments and collaborations, privatization of public sector undertakings, mergers and acquisitions and exchange control regulations. He continues to effectively provide leadership to over seventy partners across eight office locations in India.



**Mr. Gurcharan Das,  
Independent Director**

Mr. Das is an alumnus of Harvard University. He was CEO, Procter & Gamble India and later Managing Director, Procter & Gamble World-wide (Strategic Planning). After a 30-year career, he took early retirement to become an author. He has been on a number of boards and is a regular speaker to the managements of the world's largest corporations. He is a regular columnist for leading newspaper publications and also contributes periodically to other newspapers and journals.



**Mr. Krishnamurthy Iyer,  
Independent Director**

Mr. Iyer is a member of Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. Mr. Iyer is a long term global professional with wide and varied experience in functional and leadership roles in various industries in different countries. Currently, he is the Managing Partner of an Investment Management company, Rational Equity Partners LLP. During a career spanning over four decades, he has worked in senior positions and as CEO in various companies such as Walmart, AS Watsons, ANZ Grindlays Bank and Piramyd Retail in multiple geographies in India as well as overseas. During the stint in Walmart as President & CEO of Walmart India, he played a pivotal role in growing the brick & mortar and digital footprint of Walmart in India.



**Dr. Ashima Goyal, Independent Director**

Dr. Goyal is an M.A. and M. Phil from Delhi School of Economics. She also has a Ph.D. from Bombay University on thesis titled 'The Short-Run Behaviour of the Indian Economy and its Implications for Long-run growth.' Dr. Goyal is an Emeritus Professor at Indira Gandhi Institute of Development Research. She is widely published in institutional and open economy macroeconomics, international finance and governance, with more than a hundred articles in national and international journals. She has also authored and edited a number of books including Macroeconomics and Markets in Developing and Emerging Economies and A Concise Handbook of the Indian Economy in the 21<sup>st</sup> Century. Dr. Goyal has provided consultancy to ADB, DEA, GDN, UNDP, RBI, UN ESCAP and WB; is active in the Indian policy debate; and has served on several government committees including the Prime Minister's Economic Advisory Council and RBI's Monetary Policy Committee. Her research has received national and international awards.



**Mr. Kumar Venkatasubramanian, Managing Director**

Mr. Kumar Venkatasubramanian has completed his Bachelor of Engineering from National Institute of Technology, Durgapur and has an MBA from Indian Institute of Management, Calcutta. Mr. V. Kumar started his career with P&G in India in 2000 in the Sales function and worked in various sales leadership roles across India. In his 23+ years career, he has led complex categories across some of the world's largest markets including India, Brazil, and Australia. Until 2020, for a few years, he led the P&G India Sales function and the Oral Care category. In 2020, he was elevated to the role of CEO - P&G Australia and New Zealand where he has delivered record business performance through strong category growth. Over the years, he has led large and diverse teams, with extensive leadership experience to complement his strong strategic business acumen.



**Mr. Gagan Sawhney  
Non-Executive Director**

Mr. Gagan Sawhney is an MBA from IIM, Ahmedabad who joined P&G in Finance in 2001. He has over 22 years of experience across multiple geographies : India, ASEAN, Greater China and Middle East. Presently, Mr. Sawhney is Regional CFO, Middle East & Africa at P&G. He has held several leadership roles such as leading Finance for P&G Indian subcontinent and providing assurance and consulting support across regions as Finance Director- Internal Audit for P&G Global operations.

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**Mr. Pramod Agarwal,  
Non-Executive Director**

Mr. Agarwal is an MBA from Indian Institute of Management, Ahmedabad. After over 28 years of experience with P&G, he retired in 2016. He has worked in seven geographies - India, Thailand, Japan, Philippines, USA, Singapore and Switzerland. Mr. Agarwal has led several major changes which have had a lasting impact on the business and organization. He is now a management consultant, an angel investor and mentor to several start-ups. Mr Agarwal is very active in giving back to the society as President - Rotary Club of Delhi South.



**Mr. Ghanashyam Hegde,  
Executive Director and  
Company Secretary**

Mr. Hegde is a B. Com and LL.B from Bangalore University. He holds a Post Graduate Diploma in Intellectual Property Rights from National Law School of India University, Bangalore. He is also a qualified Company Secretary. He has over 23 years of experience across pharma, media & entertainment, financial services and chemical industries. He is currently designated as Vice President and General Counsel- Indian Sub-Continent & Australia New Zealand.



**Ms. Sonali Dhawan  
Non-Executive Director**

Ms. Dhawan is a B.Com (Hons) in Business Studies and is an MBA in marketing from the Indian Institute of Management, Ahmedabad. Ms. Dhawan has been with P&G for 26 years and is currently CEO and Senior Vice President, Procter & Gamble Gulf markets. She has worked across multiple categories and regions including ASEAN, India, Australia & Middle East.



# ABOUT US

## OUR PURPOSE

We will provide branded products and services of superior quality and value that improve the lives of the world's consumers, now and for generations to come.

## OUR VALUES

- Integrity
- Leadership
- Ownership
- Passion for Winning
- Trust

## OUR PRINCIPLES

- We show respect for all individuals.
- The interests of the Company and the individual are inseparable.
- We are strategically focused on our work.
- Innovation is the cornerstone of our success.
- We are externally focused.
- We value personal mastery.
- We seek to be the best.
- Mutual interdependency is a way of life.

The Procter & Gamble Company, US (“P&G”) is a world leading multinational consumer goods Company, focused on providing trusted, branded products of superior quality, performance and value to improve the lives of its consumers around the world. Today, P&G products are sold in about 180 countries and territories throughout the world.

Procter & Gamble Hygiene and Health Care Limited (“the Company”) was incorporated in India as Richardson Hindustan Limited in 1964. P&G acquired the Company in the year 1985. The Company is engaged in manufacturing and selling of branded packaged FMCG products in the femcare and healthcare businesses. It is one of India’s well known FMCG companies that has in its portfolio Whisper – India’s leading feminine hygiene brand, Vicks – India’s No. 1 health care brand and Old Spice. The Company has carved a reputation for delivering high quality, value-added products to meet the needs of consumers. The Company is committed to making every day in the lives of Indian consumers better through superior value propositions.





**We are  
committed to  
doing what's  
right and being  
a good corporate  
citizen.**

LEADER BOARD

Sl. No.	Student Name	Usage min
1 <sup>st</sup>	Dikshita Sandip Sukad	295
2 <sup>nd</sup>	Tagnuti Madhukar Bhog	284
3 <sup>rd</sup>	Riya Sukran Bari	241

TIME TABLE



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## FINANCIAL HIGHLIGHTS 2023-24

₹4,206cr

REVENUE FROM OPERATIONS

₹939cr

PROFIT BEFORE TAX

₹675cr

PROFIT AFTER TAX

₹207.95

EPS

23%

OPERATING PROFIT MARGIN

₹749cr

CASH GENERATED ON OPERATIONS

## TEN YEAR FINANCIAL HIGHLIGHTS

	IGAAP		IND AS								
	2015	2016	2016 <sup>^</sup>	2017 <sup>^</sup>	2018 <sup>^</sup>	2019 <sup>^</sup>	2020 <sup>^</sup>	2021 <sup>^</sup>	2022 <sup>^</sup>	2023 <sup>^</sup>	2024 <sup>^</sup>
<b>YEAR END FINANCIAL POSITION (₹ Crores)</b>											
Net Fixed Assets	308.8	316.9	352.2	326.6	271.6	248.8	228.7	221.4	207.6	192.8	166.9
Net Worth	1228.7	1511.2	1651.8	526.1	805.5	909.1	1157.9	714.3	737.6	946.03	774.9
<b>SUMMARY OF OPERATIONS (₹ Crores)</b>											
Revenue From Operations	2358.4	2552.7	2349.2	2419.2	2455.3	2946.5	3002.0	3574.1	3900.9	3917.9	4205.7
Profit before Tax	500.8	636.5	635.5	671.8	581.8	607.3	593.9	869.9	790.1	839.5	939.2
Profit after Tax	346.1	423.2	422.5	432.7	374.6	419.1	433.1	651.8	575.8	678.1	675.0
Dividend paid in Financial Year	98.2	116.9	98.2	1291.9	87.6	259.7	155.8	1103.7	568.1	470.7	860.2
<b>PER SHARE DATA</b>											
EPS (₹)	106.63	130.37	130.16	133.31	115.40	129.12	133.42	200.79	177.37	208.91	207.95
Dividend for the Financial Year (₹)	30.25	36	36	389*	40	88	105	315*	160	185	255*
<b>NUMBER OF SHARES</b>											
Shares (Lakhs)	324.61	324.61	324.61	324.61	324.61	324.61	324.61	324.61	324.61	324.61	324.61

\*Includes one-time special dividend

<sup>^</sup>Figures for these years are as per Ind-AS and Schedule III of Companies Act, 2013. Hence these numbers are not comparable with previous years.





## Dear Shareholders,

The Company delivered a strong, balanced operational growth in the fiscal year 2023-24. The excellent execution of the Company's integrated growth strategy led to the Company reporting sales of ₹4192 crore, up 7% versus year ago owing to innovation and driving category growth in feminine hygiene category. The Company delivered an operational profit of ₹809 crore, up 19% versus year ago.

The Company continued to drive category growth through innovations that delights its consumers by remaining committed to the Company's integrated growth strategy – a focused product portfolio where performance drives brand choice, superiority (of product performance, packaging, brand communication, retail execution and consumer and customer value), productivity, constructive disruption, and an agile and

accountable organization – all aimed at delivering sustainable, balanced growth and value creation.

These strategic choices reinforce and build on each other. When executed well, they grow markets and create new business which, in turn, grows our share, sales, household penetration and profit. Importantly, this strategy is inherently dynamic and adapts to the changing needs of consumers, customers, and society.

We believe that with a portfolio of brands in categories, where performance drives brand choice, the superiority of our offerings matters. We have been on a journey of consistently improving and upgrading our propositions to raise the bar on consumer delight – across the range and the sizes. Superiority continues to be the formula to delight consumers and earn and maintain their chosen loyalty, and we continue to raise the bar on all aspects of superiority—to win with the consumers we serve. With innovation-driven superior products, packages, brand communication, retail execution and value, we aim to be a disproportionate contributor to market growth—creating business by growing markets and our share in them through new solutions, better and more delightful experiences, adding usage occasions and building regimens.

We are focused on leading disruption in a constructive way that delivers better outcomes and creates value for consumers, customers, employees, society and shareholders.

The Company's business continues to grow behind a strong product portfolio, superior consumer communication and a continuous stream of product innovations. This includes Vicks Cough Drops Double Power that delivers a more effective and longer lasting relief from sore throat, the new Whisper Ultra XL for Heavy Flow that provides leakage & stain prevention, and comfort during heavy flow period days with a first of its kind cushion core technology and cotton like soft top layer. We also introduced Vicks VapoRub Steam Pods; an easy-to-use and on-the-go solution for relieving headache – Vicks Roll On; Whisper Period Panties, and much more.

Whisper continued to drive its efforts to #KeepGirlsInSchool movement, focused on creating awareness around the early onset of periods in girls as young as 8 years. With this, Whisper aims to educate young girls on menstruation, and equip their ecosystem including classmates, parents, educators with the right knowledge on menstruation in an engaging way, growing the category and positively impacting communities. The Company also continued the 'Whisper Menstrual Health & Hygiene Program' – India's biggest single-source menstrual education school program, which has educated 10 crore girls and mothers on puberty and hygiene till date.

During the year, the Company continued to contribute to flagship Corporate Social Responsibility program of the P&G group, P&G Shiksha and to positively impact communities it serves and operates in. P&G Shiksha has continued to support thousands of schools and communities, impacting more than 45 lakh children since its inception. Over the years P&G Shiksha has evolved into a 360-degree educational intervention addressing three critical barriers to achieving universal education – access to education infrastructure, inequity in access to education and gap in learning.

I would like to express my gratitude to all our consumers, customers, employees, business partners and YOU, our valued shareholders for your support and participation in the growth of the Company. We continue to be focused keenly on creating value for our stakeholders. We are entering the new fiscal year with an approach of keeping consumers at the center, and an organization built to serve them with superior propositions that delight. If we do this effectively, consumers will benefit, customers will grow their businesses, employees will develop and thrive, we will have a positive impact on society, and shareholders will continue to be rewarded for their investment. We will continue to focus on our integrated growth strategy which has consistently enabled us to deliver sustained and balanced growth.

**Kumar Venkatasubramanian**  
Managing Director





## REPORT OF THE BOARD OF DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

The Board of Directors have the pleasure of presenting the 60<sup>th</sup> Annual Report including the Audited Financial Statements of the Company for the Financial Year ended June 30, 2024.

### FINANCIAL RESULTS

(Figures in ₹ crores)

	2023-24	2022-23
Revenue from operations	4,206	3,918
Sale of products	4,192	3,905
Profit before tax (PBT)	939	839
Profit after tax (PAT)	675	678
Appropriations:		
Opening Reserve	480	280
Profit for the year	675	678
Re-measurement gain/loss on defined benefit plan (net of tax)	6	(7)
Dividend paid in the year	(860)	(471)
Balance carried to the Balance Sheet	301	480
Earnings per share		
- Basic (₹)	207.95	208.91
- Diluted (₹)	207.95	208.91

### FINANCIAL YEAR

The Company's Financial Year is July 1<sup>st</sup> to June 30<sup>th</sup>.

### DIVIDEND

During the Financial Year, the Board of Directors of the Company at their meeting held on January 31, 2024, declared an interim dividend of ₹ 160 per Equity Share, which was paid on February 28, 2024. This interim dividend includes a one-time special dividend of ₹ 60 per equity share, to commemorate Company's 60 years of serving its consumers, customers, shareholders, employees, and society.

The Board of Directors of the Company, at its meeting held on August 28, 2024, have recommended a final dividend of ₹ 95 per equity share, for the Financial

Year ended June 30, 2024. This final dividend is subject to the approval of the Members at the ensuing 60<sup>th</sup> Annual General Meeting of the Company.

The aggregate dividend for the Financial Year ended June 30, 2024, including the interim dividend of ₹ 160 per equity share paid on February 28, 2024 and the final dividend of ₹ 95 per equity share recommended by the Board, amounts to ₹ 255 per equity share.

### ECONOMY AND MARKETS

The operating environment during the Financial Year 2023-24. Consumer demand in both urban and rural markets remained tepid for the large part of the year, owing to inflationary pressures and factors like delayed monsoons causing lower agricultural yields.

Despite this, India's real gross domestic product (GDP) grew by 8.2\* per cent in FY 2024, exceeding 8 per cent mark in three out of four quarters of FY 2024. Indian economy has recovered and expanded in an orderly fashion post pandemic. The Annual Economic Survey of India in July 2024 highlighted that the real GDP in FY 2024 was 20 per cent higher than its level in FY 2020. Further, the Survey also highlighted that timely policy interventions by the government and Reserve Bank of India's price stability measures helped maintain retail inflation at 5.4 per cent in FY 2024<sup>§</sup>.

The economic growth of 8.2 per cent in FY 2024 was supported by an industrial growth rate of 9.5 per cent. Despite disruptions on many fronts, the manufacturing sector achieved an average annual growth rate of 5.2 per cent in the last decade<sup>§</sup>.

Despite a challenging global landscape, India's economy stayed resilient. India solidified its position as the world's fifth-largest economy, showcasing its significant economic strength and becoming one of the fastest growing major economies.

\*Source: Press release of Ministry of Statistics & Programme Implementation dated May 31, 2024.

§Source: Annual Economic Survey, July 2024.



**OPPORTUNITIES, RISK AND OUTLOOK**

The Reserve Bank of India has raised its real gross domestic product (GDP) growth forecast for the current Financial Year 2024–25 to 7.2%<sup>^</sup> from 7%, demonstrating increasing confidence in the economic growth of the country.

Further, the International Monetary Fund (IMF) has predicted the global inflation rate to slow to 5.9% in 2024 from 6.7% last year, broadly on track for a soft landing.<sup>%</sup> In fact, IMF has forecasted inflation of 4.6% in 2024 and 4.2% in 2025 for India, significantly lower than the global outlook.

In July 2024, Ministry of Statistics and Program Implementation, have reported softened inflation, now below RBI’s medium-term target of 4%. Rainfall over the country, as a whole, was above normal as per the IMD forecast, accordingly, rural demand is expected to keep up with the positive trends<sup>@</sup>. The watch-outs are declining rural wages and rising unemployment, which should stabilize in the near term with the government’s recently announced interventions. Collectively, this should augur well for India’s consumption trends.

While short to medium term challenges exist owing to a tepid global economic outlook, the long-term outlook for the FMCG sector remains positive. Your Company is well positioned to sustain and improve its performance with its integrated growth strategy and serve the consumer with superior products.

<sup>^</sup> Monetary Policy Statement, June 7, 2024

<sup>%</sup>IMF World Economic Outlook, July 2024

<sup>@</sup>Statement issued by the Indian Meteorological department, October 1, 2024

**FINANCIAL PERFORMANCE**

The Company reported sales of ₹ 4,192 crore, up 7% versus year ago owing to innovation and

driving category growth in the feminine hygiene category. For the fiscal, Profit After Tax (PAT) was ₹ 675 crores, flat versus year ago driven by significant impact of one-time tax related items both in the base period and current period. Operational profit, excluding these one-time impacts, was ₹ 809 crore, up 19% versus year ago.



Even in a challenging operating environment, we delivered a balanced growth this year, while continuing to drive category growth through innovations that delight our consumers. These results are a testament to execution of our integrated growth strategy, which we remain committed to – a focused product portfolio where performance drives brand choice, superiority (of product performance, packaging, brand communication, retail execution and consumer and customer value), productivity, constructive disruption, and an agile and accountable organization – all aimed at delivering sustainable, balanced growth and value creation.

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**FINANCIAL RATIOS**

	2023-24	2022-23	Change	Explanation for changes over 25% in the ratios, if any
Debtors (trade receivables) turnover	18.40	19.19	-4%	-
Inventory turnover	18.89	17.27	9%	-
Return on investment	0.06	0.05	32%	Due to interest from loan to group company
Return on capital employed	1.10	0.81	36%	Due to reduction in capital employed on account of dividend payout
Net capital turnover	19.20	9.54	101%	Due to higher sales and lower working capital
Trade payables turnover	1.78	1.88	-6%	-
Interest coverage ratio*	-	-	-	-
Debt Equity Ratio	0.00	0.00	-7%	-
Current ratio	1.22	1.38	-11%	-
Operating profit margin	23%	22%	1.25	-
Net profit margin	16%	17%	-7%	-
Return on Networth	78%	81%	-3%	-

\* The Company did not have any borrowings during the Financial Year.

**BUSINESS PERFORMANCE**

**FEMININE HYGIENE BUSINESS**



Another premium product line – *Whisper Ultra Soft Skin Love*, also underwent a revamp with new packaging. This product delivers a superior protection with a super soft feel against intimate skin.



The Company continued its strong innovation across the feminine hygiene portfolio, providing superior product performance to the consumers in order to meet their needs. In turn, the consumers reinforced their trust in the brand, which truly makes *Whisper* – a market leader.

We have been on a journey of consistently improving and upgrading our propositions to raise the bar on consumer delight – across the product range and sizes. *Whisper's* premium portfolio underwent a product upgrade on *Whisper Ultra Hygiene+Comfort XL*. The product has first of its kind cushion core technology and cotton like soft top layer that provides leakage & stain prevention along with comfort.

The Company's super premium business continues to drive growth with *Whisper Period Panty*. This product continues to be a delighter for consumers with its superior protection and comfort.

*Whisper Choice* portfolio witnessed a big revamp during the Financial Year 2023-24, with a superior *Choice Ultra XL* product being launched during the Financial Year. With this launch, the product significantly ramped up performance on long-lasting stain protection, with faster absorption.





Whisper’s flagship campaign, #KeepGirlsInSchool initiative witnessed unparalleled consumer love, engagement, and response this year – with its latest edition which was focused on early periods. This film highlighted a very touching, critical insight into how periods are starting early these days – as early as 8 years of age for many girls and shared the critical need to provide period education to all –classmates, parents, educators, at the right time. Whisper has already provided period education and free sanitary pads to more than 100 million girls and moms over decades and strives to continue its efforts towards keeping girls in schools.



• **HEALTH CARE BUSINESS**

The Company’s health care business serves consumers with an assortment of products that cater to diverse needs be it – single symptom, multiple symptoms and even evolved needs that require customized solutions. Vicks portfolio delivered a faster growth this Financial Year as the Cough & Cold category has started to recover from post-pandemic slow-down.

The Company continues to remain fully invested in growing the category resulting in strong offtake growth behind the strength of our existing

portfolio, which includes Vicks VapoRub, Vicks Throat Drops, Vicks Action 500 Advanced, Vicks Inhaler, Vicks Xtra Strong Rub, and Vicks Baby Rub; adding Vicks VapoRub Steam Pods and Vicks Headache Roll-on to the portfolio during the year.



With world-class communication, most of our sub-brands continued to grow market share. Superior go-to-market enabled enhanced presence in stores with more visibility touchpoints per store. We continued to accelerate our business in whitespace categories such as sleep supplements with ZzzQuil.



Vicks launched one of its biggest product upgrades for the cough drops portfolio with Vicks cough drops double power with a bigger drop and more ayurvedic mix- a significant upgrade that delivers a more effective and longer lasting relief from sore throat\*. The new product was launched with a new campaign focusing on ‘Badi Goli, Badi Raahat’.

\* Vs. Vicks Cough Drops 1.8g





The business was further strengthened with the launch of *Vicks Headache Roll-on*, a non-greasy oil format for quick headache relief anytime, anywhere. It leverages a superior product formula containing high-strength Ayurvedic ingredients like Pudina (Menthol) and Kapoor (Camphor), formulated to meet the needs of our consumers. It is especially designed to provide a swift & effective solution for headache equipped with a roller ball technology that allows for on-the-go headache relief.



The Company's health care business is continuously identifying the opportunity to grow penetration across its entire range thereby bringing meaningful change to the lives of consumers.

• **OLD SPICE**

Old Spice demonstrated strong double-digit growth led by 0% Gas Deodorants. The brand continued to focus on driving meaningful innovations through new launches and expanded distribution backed by strong media thereby delivering consistent growth.

**RISK MANAGEMENT**

The Company has set up a Risk Management Committee and has also adopted a risk management policy. The Company's risk management policy is in line with the parent Company's global guidelines and as such adequate measures have been adopted by the Company to anticipate, plan and mitigate the spectrum of risks it faces. The Company's risk management process focuses on ensuring that these risks are identified on a timely basis and adequately addressed.

For financing risks, the Company has a robust operational contingency plan. It also undertakes Business Contingency Plan for key vendors and natural disasters. The Company also has adequate insurance coverage to protect the value of its assets. The Company has in place a very stringent and responsive system under which all its distributors and vendors are assessed before being selected.

As part of the business sustainability and governance process, in order to ensure a robust risk management system, in line with the applicable laws, the Company follows a proactive risk management policy, aimed at protecting its employees, assets and the environment, while at the same time ensuring growth and continuity of its business.

The risks are identified by a consistent process across functions and the Company also strives to link each risk with a mitigation step to ensure business continuity. Risk managers consistently map the risks to establish a risk management culture. The risk report is reviewed at regular intervals, to ensure that risks are planned for mitigation, for the fact that not all risks can be eliminated.

**REGULATORY AND COMPLIANCE**

The Company operates within the letter and spirit of all applicable laws. General compliance with legal requirements is an important component of the Company's Worldwide Business Conduct Manual (the WBCM) and the same expects the following from its employees:



- To uphold our Purpose, Values, and Principals in our work and in the business decision we make;
- To do the right thing at all times;
- To follow standards set forth in the WBCM and the law at all times;
- To know and fully comply with the laws, regulations, and company policies that apply to the employees' work; and
- To be alert to any situations or actions that may violate the law, the WBCM or Company policies, and to report them appropriately.

The Company has set in place the requisite mechanism for meeting with the compliance requirements, periodic monitoring of compliance to avoid any deviations, and regular updates to keep pace with the regulatory changes.

A number of training programs are conducted periodically for employees with respect to various compliance related topics such as Global Anti-Corruption Standards, Prevention of Sexual Harassment at Workplace, Whistle-blower Mechanism, Conflict of Interest, Data Privacy, Data Integrity, Anti-Trust compliance etc.

**SECURITY**

Your Company has implemented comprehensive security programs supported by latest technology and trained manpower to protect employees and assets, at its offices and plant. During the Financial Year under review, no major security breaches or incidents occurred. A comprehensive security risk assessment is carried out regularly and adequate security measures are implemented to cater to changing security scenario. Your Company has installed the best of the security measures and processes to protect its personnel and assets.

**INTERNAL AUDITOR**

During the Financial Year, the Board of Directors had appointed Ms. Pooja Bhutra, Chartered Accountant as the Internal Auditor of the Company for the Financial Year 2023-24.

**INTERNAL CONTROLS & THEIR ADEQUACY**

The Company continues to prioritize sustainable control processes that are integral part of organization culture. It has built strong Internal Controls Environment and Risk Assessment/Management systems. These systems enable the Company to comply with Internal Company policies, procedures, standard guidelines, and local laws to help protect Company's assets and confidential information including personally identifiable information (PII) against financial losses and unauthorized use. The robust controls environment at the Company is efficiently managed and monitored through:

- **Controls Self-Assessments (CSA)** are performed during October to December period of every Financial Year across business processes. The purpose of this thorough exercise is to review and evaluate process compliances against standard control objectives, activities, and attributes. This enables the Company to proactively identify control weaknesses and initiate actions to sustainably mitigate them. Along with CSAs, Company also has a process of continuous monitoring for some of controls in manufacturing processes via an internally developed toolkit that tracks control activities and assesses effectiveness of controls with the process owners by selecting auto samples for packing, planning, warehousing, etc. Samples are auto picked up every quarter for the respective areas in the toolkit and tested. Defects, if any,





are reviewed by the management. This ensures ongoing monitoring of controls for operational areas.

• **Local Governance and Global Internal Audit**

There are internal control experts in the organization, guiding business teams on day-to-day compliance requirements. They also ensure that all key processes i.e. selling, distribution, trade & marketing spends, vendor payments, etc. are reviewed and assessed at appropriate intervals via CSAs, standard operating procedures and process reviews or audits as applicable. As part of their ongoing monitoring process, if there are issues identified, those are reported to senior management for implementing action plans to strengthen control environment in these processes. The assessments of high-risk and SOX compliance areas are done by Company's Global Internal Audit (GIA) team. GIA comprises of certified internal auditors who have experience across different markets and have independent centers of excellence. Issues raised by internal audit teams are tagged to business owners and issue remediation is then reviewed and reported appropriately to the senior leadership.

• **Governance Board**

The Governance Board is led by the Managing Director and comprises of Group Chief Financial Officer, Chief Human Resource Officer, Supply Chain Leader, Purchasing & Sustainability Leader, and General Counsel. The Governance Board assesses, and reviews enterprise level risks and works with process owners and functional managers to ensure that corrective action is taken, and risk is mitigated as appropriate.

**BUSINESS RESPONSIBILITY & SUSTAINABILITY**

A separate report on Business Responsibility & Sustainability has been appended as **Annexure I** to this Report.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company's flagship Corporate Social Responsibility program - P&G Shiksha is a 360-degree educational intervention that addresses three critical barriers to achieving universal education – access to education infrastructure, gender inequality in access to education and gap in learning.

The Company has constituted a Corporate Social Responsibility Committee. The composition and terms of reference of the Corporate Social Responsibility

Committee are provided in the Corporate Governance Report annexed to this Annual Report.

Annual report on Corporate Social Responsibility activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure II** to this Report.

**ENVIRONMENTAL SUSTAINABILITY AND CONSERVATION OF ENERGY**

Our efforts in environmental sustainability are important to create superior propositions for consumers, customers, and shareholders- while improving our environmental impact. We seek to reduce the footprint of our operations and enable consumers to reduce their footprint.

The Company is committed to reducing plastic packaging waste by designing the packaging to be recyclable or reusable; and by reducing the use of virgin petroleum plastic resin in consumer packaging. The Company continues to be compliant with the government's Extended Producer Responsibility (EPR) guidelines on plastic packaging waste collection.

The Company's plant site at Goa is a zero-manufacturing-waste-to-landfill site, which means that no manufacturing waste is discharged into the environment.

The Company continuously strives to achieve water efficiency. This year the Company achieved 13,364 kiloliters of circular water through Condensate Recovery and Internal Effluent Treatment Plant (ETP) Recycle.

The Company contributes to the P&G group's ambition to reduce Green House Gas (GHG) emissions across its operations. The Company will continue to strive in its efforts towards this ambition. The Company aims to grow responsibly and continuously improve its efficiency while reducing its carbon footprint.

For a detailed report on Company's sustainability efforts, kindly refer to the business responsibility and sustainability report (BRSR) appended as **Annexure I** to this report.

**TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT**

The Company has the advantage of availing advanced technology and continuous upgradation thereof from The Procter & Gamble Company, USA and its subsidiaries. This is an unmatched competitive advantage that helps the Company deliver strong business results.



As the Company avails benefits of research and development of The Procter & Gamble Company, USA and its subsidiaries across the globe, the Company has not incurred any expenditure on research and development during the Financial Year. Technology absorption and adaptation is a continuous process. The products manufactured and sold by the Company are a result of such imported technology received on an ongoing basis. Initiatives are constantly undertaken for innovation of products, new product development, improvement of packaging, enhancement of product quality and application of best information technology to automate, simplify and generate efficiencies in various business processes.

The Company having ongoing access to cutting-edge technology, derives benefits such as product development, consistent superior product quality, process efficiencies, cost effectiveness and energy efficiency.

**FOREIGN EXCHANGE EARNINGS & OUTGO**

The details of foreign exchange earnings and outgo as required under Section 134 of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 are mentioned below:

₹ in Crores

	For the Financial Year ended June 30, 2024	For the Financial Year ended June 30, 2023
Foreign Exchange earnings	112.09	43.22
Foreign Exchange outgo	537.13	597.10

**RELATED PARTY TRANSACTIONS**

The Company has formulated a policy on related party transactions which is also available on Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>. This policy deals with the review and approval of related party transactions. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm’s length. All related party transactions are subjected to independent review by Chartered Accountant firm to confirm compliance with the requirements under the Companies Act,

2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All related party transactions entered during the Financial Year were in ordinary course of the business and on arm’s length basis. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company.

Details of material related party transaction entered into during the Financial Year 2023-24 are given below:

<b>Name of Related Party</b>	Procter & Gamble Home Products Private Limited
<b>Nature of transaction</b>	Purchase of goods (Contract Manufacturing)
<b>Amount of transaction during Financial Year 2023-24</b>	₹ 729.50 Crores

The above transaction was approved by the Shareholders by passing an Ordinary Resolution at the Annual General Meeting held on November 24, 2023. Being related parties, the Promoter shareholders had abstained from voting on the said resolution.

**LOANS AND GUARANTEES GIVEN AND INVESTMENTS MADE**

The Company had granted an intercorporate loan to one of its group companies, Gillette Diversified Operations Private Limited. Particulars of the loans as required under section 186 of the Companies Act, 2013, have been provided in note no. 5 read along with note 33 to the financial statements.

Further, the Company has not given any guarantees or made any investments during the Financial Year.

**PUBLIC DEPOSITS**

The Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013, during the Financial Year.

**PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has constituted Internal Complaints Committees. During the Financial Year, no complaint with allegation of sexual harassment was filed with the Company.





## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Sections 134(3) (c) of the Companies Act, 2013, with respect to the Directors' Responsibilities Statement, it is hereby confirmed:

- i. that in the preparation of the Annual Accounts for the Financial Year ended June 30, 2024, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for the Financial Year under review;
- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the Directors had prepared the accounts for the Financial Year ended June 30, 2024, on a "going concern" basis;
- v. that the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- vi. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CORPORATE GOVERNANCE

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed to this Report.

## ANNUAL RETURN

The Annual Return for the Financial Year 2023-24, as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at <https://in.pg.com/india-investors/pghh/shareholder-info/info/>.

## HUMAN RESOURCES

The Company has achieved remarkable success throughout the year by consistently delivering superior products to our consumers and customers. This has been made possible through a highly agile and empowered organization, enabling us to achieve outstanding business results and generate significant shareholder value.

The Company continues to focus on creating an appealing employer brand, attracting talent that aligns with our company's values, and nurturing that talent for future success. We have developed comprehensive human resource strategies, keeping employees at the centre of everything we do, and to ensure that our organization is well-prepared to meet future challenges.

India remains a critical talent source for us, and we have adapted our campus initiatives to proactively address changing times. We have launched innovative campus programs and revamped existing ones, ensuring a mix of virtual and face-to-face setups to accommodate a dispersed audience. Our internships, onboarding, and learning & development programs continue to receive recognition in various campus surveys. We are committed to nurturing our talent and fostering diverse leaders who will thrive in our ecosystem.

To foster a winning culture, it is crucial to engage and empower employees right from their comprehensive corporate onboarding program, known as GETiN. By instilling a growth mindset within our Company DNA, we encourage a love for learning and resilience, which are vital for achieving both organizational and personal goals.

We strongly believe in co-creating careers with our employees, allowing them to collaborate with the business and achieve fulfilling careers with us. We encourage our employees to be their authentic selves at work, as we strive to consistently evolve from good to great. Our performance management system evaluates employees based on their impact and growth.

P&G India has been consistently recognized as an employer of choice. For the seventh consecutive year, AVTAR has acknowledged us as one of the top 100 companies for women in India. We have also received accolades such as the Best Organization for Women by ET Now (2024), Buddies of Wellness by People

Matters (2023), and Silver Employer for progress on LGBTQ+ inclusion at the Workplace by the India Workplace Equality Index (2023), among others.

The number of employees as on June 30, 2024 was 439.

The statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure III** to this Report.

As per the provisions of first proviso to Section 136(1) of the Companies Act, 2013, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at [investorpgghh.im@pg.com](mailto:investorpgghh.im@pg.com).

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Ms. Meena Ganesh, who was appointed as Non-Executive Independent Director of the Company for a period of five years, effective March 19, 2019, ceased to be a Director on the Board of the Company effective March 18, 2024, pursuant to completion of her tenure.

Mr. Karthik Natarajan ceased to be a director of the Company effective close of business hours of March 31, 2024, pursuant to his resignation from the Board.

The Board of Directors of the Company express their deepest gratitude to Ms. Meena Ganesh and Mr. Karthik Natarajan for their guidance, value creation and contribution to the Board during their tenure as Directors on the Board of the Company.

Dr. Ashima Goyal, was appointed as Non-Executive Independent Director of the Company for a period of five years effective March 19, 2024, pursuant to the Board's approval and recommendation of the Nomination and Remuneration Committee. The shareholders approved such appointment by a resolution passed via postal ballot and e-voting on March 13, 2024.

Mr. L. V. Vaidyanathan ceased to be the Managing Director of the Company effective close of business hours of April 30, 2024 due to his resignation from the Company. The P&G Management and the Board of Directors of the Company express their deepest gratitude to Mr. L. V. Vaidyanathan for his exemplary

leadership, consistent value creation, and direction to the Company during his tenure as Managing Director of the Company.

Mr. Kumar Venkatasubramanian was appointed as Director and Managing Director of the Company for a period of five years effective May 1, 2024 pursuant to the Board's approval and recommendation of the Nomination and Remuneration Committee. The Shareholders of the Company approved his appointment by resolution passed via postal ballot & e-voting on July 3, 2024. Mr. Kumar Venkatasubramanian being a non-resident at the time of his appointment, the Company has filed an application for seeking approval for his appointment with the Central Government.

Mr. Prashant Bhatnagar ceased to be Chief Financial Officer of the Company due to his resignation from the Company, effective June 28, 2024. Ms. Mrinalini Srinivasan was appointed as Chief Financial Officer of the Company effective June 29, 2024.

Mr. Ghanashyam Hegde and Mr. Gagan Sawhney, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing 60<sup>th</sup> Annual General Meeting. Appropriate resolutions for the re-appointment of the aforesaid Directors are being proposed at the ensuing 60<sup>th</sup> Annual General Meeting, which the Board recommends for approval of the shareholders of the Company.

Brief Profiles of these Directors are mentioned in Corporate Governance section of this report. Details of the Directorships of Directors proposed to be re-appointed as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the Notice convening the ensuing 60<sup>th</sup> Annual General Meeting of the Company.

All Independent Directors of the Company have provided declarations to the Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"].

The Board is of the opinion that all the Independent Directors of the Company possess integrity, have relevant expertise and experience and fulfil the conditions specified under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The details





of the familiarization programmes and Annual Board Evaluation process for Directors have been provided under the Corporate Governance section of the Report.

#### NUMBER OF MEETINGS OF BOARD OF DIRECTORS

Seven (7) meetings of the Board of Directors of the Company were held during the Financial Year. For further details on meetings of the Board of Directors and its Committees, please refer to the Corporate Governance section of the Annual Report.

#### POLICIES

The Company has adopted various policies, including policies on related party transactions, corporate social responsibility, vigil mechanism, nomination and remuneration, materiality of events and dividend distribution policy, which are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

#### AUDITORS

At the Annual General Meeting held on November 15, 2022, Kalyaniwalla & Mistry LLP, Chartered Accountants were appointed as Statutory Auditors of the Company for a second term of five years, i.e., from the conclusion of the 58<sup>th</sup> Annual General Meeting until the conclusion of the 63<sup>rd</sup> Annual General Meeting.

The Report issued by Kalyaniwalla & Mistry LLP, Statutory Auditors on the financial statements of the Company for the Financial Year ended June 30, 2024 is part of the Report. There has been no qualification, reservation or adverse remark given by the Auditors in their Report.

#### COST AUDITORS

Ashwin Solanki & Associates, Cost Accountants carried out the cost audit as Cost Auditors for applicable business during the Financial Year 2023-24. The Board of Directors have re-appointed Ashwin

Solanki & Associates, Cost Accountants for the Financial Year 2024-25. There were no qualifications, reservation or adverse remarks given by the Cost Auditors of the Company.

#### SECRETARIAL AUDIT

Secretarial Audit was carried out by Makarand M. Joshi & Co., Practicing Company Secretaries for the Financial Year 2023-24. There were no qualifications, reservation or adverse remarks given by the Secretarial Auditors of the Company. The Secretarial Audit report is annexed to this Report.

#### SECRETARIAL STANDARDS

During the Financial Year, the Company has complied with the mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

#### ACKNOWLEDGEMENT

We are grateful to The Procter & Gamble Company, USA and its subsidiaries for their invaluable support in terms of access to the latest information and knowledge in the field of research & development for products, ingredients and technologies, exceptional marketing strategies, and the goodwill of its world-renowned trademarks and superior brands. We are proud to acknowledge this unstinted association that has vastly benefited the Company.

The Board of Directors place on record its deep appreciation for the co-operation and support of the Government authorities, distributors, wholesalers, retailers, suppliers, clearing and forwarding agents, business associates, bankers, consumers, employees and Shareholders and look forward to their continued support on the journey ahead.

**On behalf of the Board of Directors**

**Chittranjan Dua**  
**Mumbai, August 28, 2024**

**Chairman**

## Annexure I

### Business Responsibility & Sustainability Report 2023-24

Dear Shareholders,

We are presenting the Company's Business Responsibility and Sustainability Report for the Financial Year ended June 30, 2024.

Our objective is balanced top- and bottom-line growth, while serving the needs of all stakeholders – consumers, customers, employees, society and shareholders. We are growing and creating value through a strategy of five integrated choices - a focused product portfolio where performance drives brand choice, superiority (of product performance, packaging, brand communication, retail execution and consumer and customer value), productivity, constructive disruption, and an agile, empowered and accountable organization. This strategy is inherently dynamic and adapts to the changing needs of consumers, customers and society. We see success in environmental, social and governance areas, what we call Citizenship, as an opportunity to create competitive advantage that can drive shareholder value creation.

Our efforts in environmental sustainability are important to create superior propositions for consumers, customers, and shareholders, while improving our environmental impact. We seek to reduce the footprint of our operations and enable consumers to reduce their footprint.

The Company continued to contribute to P&G India group's flagship Corporate Social Responsibility

Program - P&G Shiksha and positively impacting communities. P&G Shiksha is impacting over 45 lakh children across the country since its inception 19 years ago, in a 360-degree educational intervention addressing three critical barriers to achieving universal education – access to education infrastructure, inequity in access to education, and gap in learning.

As a consumer products company, we believe that it is important for our workforce to reflect the diversity of our consumers. We seek to foster an inclusive work environment where each individual can bring their authentic self, which helps drive innovation and enables us to better serve our consumers. Our ability to serve diverse consumers most effectively is enabled by a workforce and culture that understands, respects, and reflects the uniqueness of all the consumers we serve.

We are entering the new fiscal year keeping consumers at the center, and an organization passionate to serve and delight the consumer, along with all our stakeholders. When done well, consumers will benefit, customers will grow their businesses, employees will develop and thrive, we will have a positive impact on society, and shareholders will continue to be rewarded for their investment.

**Kumar Venkatasubramanian**  
**Managing Director**

#### SECTION A: GENERAL DISCLOSURES

##### I. Details of the listed entity

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN)	L24239MH1964PLC012971
2.	Name of the Company	Procter & Gamble Hygiene and Health Care Limited
3.	Year of incorporation	1964
4.	Registered office address	P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai – 400099
5.	Corporate office address	(East), Mumbai – 400099
6.	E-mail id	<a href="mailto:investorpggh.im@pg.com">investorpggh.im@pg.com</a>
7.	Telephone number	Tel no.: +91 022 6958 6000 Investor helpline no.: +91 86575 12368
8.	Website	<a href="http://in.pg.com">in.pg.com</a>
9.	Financial Year reported	July 1, 2023 to June 30, 2024
10.	Name of the Stock Exchange(s) where shares are listed	• BSE Limited • National Stock Exchange of India Limited





Sr. No.	Particulars	Details
11.	Paid up capital	₹ 32.46 Crores
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ghanashyam Hegde, Executive Director, Company Secretary & Compliance Officer Tel no.: +91 022 6958 6000 Email ID: investorpghh.im@pg.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosures under this report are made on Standalone basis.
14.	Name of Assurance Provider	Kalyaniwalla & Mistry LLP, Chartered Accountants
15.	Type of Assurance obtained	Reasonable Assurance for BRSR Core sections

## II. Products/services

### 16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacture and sale of goods	Manufacture and sale of branded packaged fast moving consumer goods (FMCG)	100%

### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Healthcare products	NIC 21002 and 21003	31%
2.	Sanitary napkins	NIC 13996	67%

## III. Operations

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

The Registered office of the Company is in Mumbai, and it has a manufacturing plant in Goa.

Location	Number of plants	Number of offices	Total
National	1	21*	22
International	-	-	-

\* Includes number of depots/distribution centers/warehouses across India

### 19. Markets served by the entity:

#### a. Number of locations

Locations	Number
National (No. of States)	The Company has a pan-India presence, and its products are sold across India (28 States and 8 Union Territories).
International (No. of Countries)	7 countries*

\* During the Financial Year 2023-24, the Company exported products to 7 countries.

**b. What is the contribution of exports**

Percentage of exports to the total turnover of the entity	2.74%
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**c. A brief on types of customers**

The Company is engaged in manufacturing and selling of branded, packaged, fast moving consumer goods in the feminine hygiene and healthcare businesses and serves consumers with trusted and quality brands, including *Whisper and Vicks*. The Company's distribution channels, *inter alia*, include distributors, modern retail stores, canteen stores, pharmacies and e-commerce platforms.

**IV. Employees**

**20. Details as at the end of Financial Year:**

**a. Employees and workers (including differently abled):**

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>Employees (other than workers)</b>						
1.	Permanent (D)	276	167	60%	109	40%
2.	Other than Permanent (E)	-	-	-	-	-
3.	<b>Total employees (D + E)</b>	<b>276</b>	<b>167</b>	<b>60%</b>	<b>109</b>	<b>40%</b>
<b>Workers</b>						
4.	Permanent (F)	163	157	96%	6	4%
5.	Other than Permanent (G)*	494	435	88%	59	12%
6.	<b>Total workers (F + G)</b>	<b>657</b>	<b>592</b>	<b>90%</b>	<b>65</b>	<b>10%</b>

\* Other than permanent workers include contractual labour.

**b. Differently abled employees and workers: Nil**

**21. Participation/Inclusion/Representation of women**

Sr. No.	Designation	Total (A)	No. and percentage of females	
			No. (B)	% (B/A)
1.	<b>Board of Directors</b>	10	2	20.00%
2.	<b>Key Managerial Personnel (KMP)</b>	3*	1	33.33%

\* 2 KMPs, viz., Mr. Kumar Venkatasubramanian, Managing Director and Mr. Ghanashyam Hegde, Executive Director and Company Secretary are also part of the Board of Directors.

**22. Turnover rate for permanent employees and workers**

	FY. 2023-24			FY. 2022-23			FY. 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	9.24%	10.80%	9.90%	8.00%	12.60%	10.00%	6.20%	12.90%	8.80%
Permanent Workers	0.62%	0.00%	0.60%	0.00%	0.00%	0.00%	0.60%	0.00%	0.60%





**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. (a) Names of holding / subsidiary / associate companies / joint ventures**

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	The Procter & Gamble Company, USA	Ultimate holding company	70.64% <i>(Indirect through its subsidiaries)</i>	The Company is a subsidiary of The Procter & Gamble Company, USA, (“P&G US,” together with all its subsidiaries “P&G”). The Company has adopted P&G’s global standards in P&G’s Worldwide Business Conduct Manual as Company’s business responsibility policy. The Company’s business responsibility initiatives are guided by the global standards and practices followed by P&G US.
2.	Procter & Gamble Overseas India B.V., The Netherlands	Holding company	68.73% <i>(Direct shareholding)</i>	

**VI. CSR Details**

**24.**

- (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **Yes**
- (ii) Turnover : ₹ **4192 Crores**
- (iii) Net worth : ₹ **775 Crores**

**VII. Transparency and Disclosures Compliances**

**25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) <i>(If Yes, then provide web-link for grievance redress policy)</i>	FY. 2023-24			FY. 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	P&G’s Worldwide Business Conduct Manual (the WBCM) sets forth the Company’s standards of business responsibility, and any grievances with respect	Nil	Nil	-	Nil	Nil	-
Employees and workers		7	2	-	5	1	-
Customers		Nil	Nil	-	Nil	Nil	-
Value Chain Partners		5	2	-	2	Nil	-



Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) <i>(If Yes, then provide web-link for grievance redress policy)</i>	FY. 2023-24			FY. 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
	to the WBCM are handled in accordance with process set forth in the WBCM.  Web-link to the WBCM: <a href="https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/">https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/</a>						
Investors (other than Shareholders)	The Company has dedicated contact details for investors and shareholders - investorpggh.im@pg.com.	Nil	Nil	-	Nil	Nil	-
Shareholders		16	Nil	-	15	Nil	-

**26. Overview of the entity’s material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

*Note: Information provided in this report, including in response to this item, should not be construed as “material” for purposes of financial reporting, ESG reporting, or otherwise under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Indian Companies Act, 2013 (read with Rules thereunder), U.S. securities laws and regulations, or the laws or regulations of any jurisdiction. We provide information below on the environmental and social matters that we judge to be most relevant and meaningful to our business.*

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Plastic packaging waste	Risk	The Company’s products have plastic packaging.	The Company is committed towards reducing plastic packaging waste. The Company aims to design the consumer packaging to be recyclable or reusable; and to reduce the use of virgin petroleum plastic resin in consumer packaging.	Creating superior and sustainable packaging solutions represents an opportunity to delight consumers and retail partners and create incremental sales and profit in return.  However, the cost of developing sustainable packaging alternative and cost of implementing processes to be put in place for compliance with EPR obligations in respect of reuse, recycle and end of life disposal of plastic

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Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				<p>The Company has been collecting plastic packaging waste and fulfilling its Extended Producer Responsibility (EPR) Obligations.</p>	<p>packaging waste could be significant, especially with challenges such as absence or unavailability of technology solutions for developing alternative packaging, and lack of availability of post-consumer recycled (PCR) meeting appropriate quality standards.</p>
2.	Diversity and Inclusion	Opportunity	<p>Diversity and Inclusion is good for our business – broadening our ability to better serve our consumers as well as supplementing our efforts to attract, develop, and retain the best employees from the broadest pool of talent available.</p>	<p>Our Equality &amp; Inclusion (E&amp;I) efforts are integrated into how we serve diverse consumers. Our ability to do this most effectively is enabled by a workforce and culture that understands, respects and reflects the uniqueness of all the consumers we serve.</p>	<p>We believe that our E&amp;I efforts provide us with a sustained competitive advantage and further enhances shareholder value.</p>
3.	Community impact	Opportunity	<p>Being a good corporate citizen is core to who we are as a Company. Therefore, it remains a priority now, and in the future.</p>	<p>We continue to give back to the communities we serve through our flagship Corporate Social Responsibility program – P&amp;G Shiksha, which focuses on providing education for underprivileged children through a 360-degree educational intervention to enhance education infrastructure, improve learning outcomes, and support communities via targeted education interventions.</p>	<p>P&amp;G Shiksha is focused on creating scalable and sustainable impact in underserved communities. The efforts are in line with the national priorities as called out in the National Education Policy 2020. As India is a diverse and expansive country and considering the scale of the challenge P&amp;G Shiksha aims to address, there continues to be a big opportunity for making a positive impact in the communities we serve.</p>



**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements

- Principle 1 Ethics, Transparency and Accountability (P1)
- Principle 2 Safe Products & Products Lifecycle Sustainability (P2)
- Principle 3 Employees’ Well-being (P3)
- Principle 4 Stakeholder Engagement (P4)
- Principle 5 Human Rights (P5)
- Principle 6 Environment Protection (P6)
- Principle 7 Policy Advocacy (P7)
- Principle 8 Inclusive Growth (P8)
- Principle 9 Customer Value (P9)

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>										
1.	a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	The Company has adopted P&G’s WBCM, as its Business Responsibility policy, which sets forth global standards, covering all NGRBC Principles.								
	b. Has the policy been approved by the Board?	The Board of the Company at its meeting held on August 23, 2017, had approved P&G’s WBCM as Company’s Business Responsibility policy.								
	c. Web Link of the Policies, if available	<a href="https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/">https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/</a>								
2.	Whether the entity has translated the policy into procedures	While the WBCM policy sets forth core global standards explaining legal & ethical responsibilities, there are detailed policies and procedures in place in respect of various expectations laid down in the WBCM.								
3.	Do the enlisted policies extend to your value chain partners	P&G expects its value chain partners to follow relevant aspects of the WBCM. Further information is available at <a href="http://pgsupplier.com">pgsupplier.com</a>								
4.	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	<p>Our Human Rights Policy Statement communicates our support for the UN Guiding Principles on Business and Human Rights and the principles concerning fundamental rights as set out in the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work. (P5)</p> <p>Our plant at Goa is ISO certified on Quality Management system- ISO 9001:2015 and ISO 13485:2016. The Plant at Goa also has a BIS License- IS 5405:2019. (P2, P9).</p> <p>The Company’s Health &amp; Safety Environment management systems follow stringent and robust internal standards (P3, P6).</p>								

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Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
<b>Policy and management processes</b>										
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	<p>Continuous efforts of reducing environmental footprint: We have made significant progress across our focus areas of climate, water, and waste. We continue to be committed to leveraging renewable sources of energy in our operations.</p> <p>Whisper menstrual hygiene education program: The Company continued the ‘Whisper Menstrual Health &amp; Hygiene Program’ – India’s biggest single-source menstrual education in school program, which has educated 10 crore girls and mothers on puberty and hygiene since inception.</p>								
<b>Governance, leadership and oversight</b>										
6.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Mr. Kumar Venkatasubramanian, Managing Director								
7.	Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The Managing Director is responsible for decision making.								
8.	<p>Details of Review of NGRBCs by the Company: Performance against above policies and follow up action; and Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances</p> <p>a. Whether review was undertaken by Director / Committee of the Board / Any other Committee</p> <p>b. Frequency of review</p>	<p>The Audit Committee reviews the Vigil Mechanism report, viz., complaints filed as per process laid down in the WBCM, on a quarterly basis.</p> <p>Compliance with statutory requirements is reviewed by the Board of Directors annually, including statutory requirements relevant to NGBRC Principles.</p> <p>The Corporate Social Responsibility Committee reviews the business responsibility and sustainability report annually.</p> <p>Further, the Board is updated on various actions or updates relevant to the NGBRC Principles from time to time, e.g. compliance with Plastic Waste management regulations.</p>								
9.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	The Company has a robust internal audit process led by P&G’s Global Internal Audit (GIA) function which consists of a team of independent fulltime Internal Controls experts. GIA function carries out audits on various matters, including various policies and processes under the WBCM, on a regular basis.								



10. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)									Not Applicable
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

**PRINCIPLE 1- Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable**

Taken together, P&G’s Purpose, Values and Principles are the foundation for P&G’s unique culture. Throughout our history, our business has grown and changed while these elements have endured and will continue to be passed down to generations of P&G people to come. More information about our Purpose, Values and Principles are contained in the WBCM.

**1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training	% of persons in respective category covered by the awareness programmes
Board of Directors	5*	<ul style="list-style-type: none"> <li>Vigil mechanism (Ethics)</li> <li>Community impact- CSR initiatives</li> <li>Plastic Waste Regulations compliance</li> <li>Equality &amp; inclusion initiatives</li> <li>Employee well-being measures</li> <li>Customer value &amp; engagement (Go-to-market initiatives)</li> </ul>	100%
Employees (including Key Managerial Personnel)	4**	<ul style="list-style-type: none"> <li>Doing the Right Thing training - WBCM fundamentals (e.g. speaking up, reporting resources), Safeguarding &amp; Managing Information, Protecting Privacy, Stewardship with Vendors &amp; Physical Security</li> <li>Effective sourcing and third-party governance training</li> <li>Data Privacy training</li> <li>We See Equal- Equality &amp; inclusion summit</li> </ul>	100%

\* Various topics discussed at Board & Committee meetings, and other connects held from time-to time.

\*\* Above cover the system-monitored mandatory web-based trainings deployed to employees. Apart from the above, there are various other virtual and in-person trainings conducted from time-to-time to relevant employees, based on functions, new-joiners etc. on various topics such as Worldwide Business Conduct Manual, Prevention of Sexual Harassment, Data Privacy, Anti-bribery etc.



- 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year** (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

During the Financial Year, there were no material fines/penalties punishment/ award/ compounding fees/ settlement amount paid (either monetarily or non-monetarily) as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015.

- 3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed-** Not applicable
- 4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has adopted the P&G anti-bribery Policy. The Company’s anti-bribery policy prohibits bribes to government officials and employees everywhere we do business, including by Company employees or by external parties operating on the Company’s behalf. The Company conducts regular trainings for employees in order to create awareness of the anti-bribery policy. The anti-bribery policy is hosted on the Company intranet. Details of the anti-bribery policy forms part of the WBCM, which is available at <https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/>.

- 5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY. 2023-24	FY. 2022-23
Directors	Nil	Nil
KMP	Nil	Nil
Employee	Nil	Nil
Worker	Nil	Nil

- 6. Details of complaints with regard to conflict of interest:**

	FY. 2023-24		FY. 2022-23	
	Number	Remark	Number	Remark
In relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
In relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

- 7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest-** Not Applicable

- 8. Number of days of accounts payables:**

	FY. 2023-24
Number of days of accounts payable	82





**9. Open-ness of business**

**Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties:**

Parameter	Metrics	F.Y. 2023-24	F.Y. 2022-23
Concentration of Purchases	Purchase from trading houses as % of total purchases	Nil	Nil
	Number of trading houses where purchases are made from	Nil	Nil
	Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	Sales to dealers / distributors as % of total sales	90.48%	90.87%
	Number of dealers / distributors to whom sales are made	36	36
	Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	57.81%	57.90%
Share of RPTs	Purchase (Purchase with related parties / total purchases)*	47%	46%
	Sales (Sales to related parties / total sales)	2%	1%
	Loans & advances (Loans & advances given to related parties / total loans & advances)**	100%	Nil
	Investments (Investments in related parties / Total investments made)	Nil	Nil

\* Purchase of goods and raw and packing materials considered.

\*\* Loans or advances in nature of loans have been considered

**PRINCIPLE 2 - Businesses should provide goods and services in a manner that is sustainable and safe**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively**

	F. Y. 2023-24	F. Y. 2022-23	Details of improvements in environmental and social impacts
R&D	Nil	Nil	As the Company avails benefits of research and development of the Procter & Gamble group across the globe, the Company has not incurred any expenditure on research and development during the Financial Year. The Company from time to time spends on energy efficient equipment, such as energy efficient pumps, energy efficient lighting etc. During the Financial Year, spend towards such equipment has not been substantial vs. total capital expenditure of the Company.
Capex	-	-	

**2.**

**a. Does the entity have procedures in place for sustainable sourcing?**

The Company has a ‘Responsible Sourcing Expectations for External Business Partners’ which shares expectations with our external business partners on various areas, including, *inter alia*, legal compliance, respecting human rights, no child labour, no discrimination, environmental sustainability, prevention of bribery & corruption. Further, based on risk relevance of the nature of business or operations of the Supplier, certain assessments are undertaken, such as EcoVadis sustainability assessment or Sedex Members Ethical Trade Audit (SMETA).

**b. If yes, what percentage of inputs were sourced sustainably?**

100% of the Company’s suppliers are covered under Company’s ‘Responsible Sourcing Expectations for External Business Partners’. Based on risk relevance of the nature of business or operations of the



Supplier, certain suppliers are required to undertake assessments, such as EcoVadis sustainability assessment or Sedex Members Ethical Trade Audit (SMETA).

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life**

In accordance with the Plastic Waste Management Rules, 2016 (as amended from time to time), the Company has been collecting plastic packaging waste and fulfilling its Extended Producer Obligations (EPR).

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, Extended Producer Responsibility (EPR) is applicable to the Company, and the Company has submitted the waste collection plan in line with the Extended Producer Responsibility (EPR) plan to Pollution Control Board.

**PRINCIPLE 3 - Businesses should respect and promote the well-being of all employees, including those in their value chains**

**1.**

**a. Details of measures for the well-being of employees**

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent employees (other than workers)</b>											
Male	167	167	100%	167	100%	-	-	167	100%	167	100%
Female	109	109	100%	109	100%	109	100%	-	-	109	100%
<b>Total</b>	<b>276</b>	<b>276</b>	<b>100%</b>	<b>276</b>	<b>100%</b>	<b>109</b>	<b>100%</b>	<b>167</b>	<b>100%</b>	<b>276</b>	<b>100%</b>
<b>Other than Permanent employees</b>											
Male	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

**b. Details of measures for the well-being of workers**

Category	Total (A)	% of workers covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
<b>Permanent workers</b>											
Male	157	157	100%	157	100%	-	-	157	100%	157	100%
Female	6	6	100%	6	100%	6	-	-	-	6	100%
<b>Total</b>	<b>163</b>	<b>163</b>	<b>100%</b>	<b>163</b>	<b>100%</b>	<b>6</b>	<b>-</b>	<b>157</b>	<b>-</b>	<b>163</b>	<b>100%</b>
<b>Other than Permanent employees*</b>											
Male	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

\* 'Other than permanent workers' are workers engaged through third-party contractors, and their well-being is managed through contractual terms & conditions with the third-party contractors.

**c. Spending on well-being measures towards well-being of employees and workers:**

	F. Y. 2023-24	F. Y. 2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.05	0.05

**2. Details of retirement benefits**

Benefits	F.Y. 2023-24			F.Y. 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total employees	Deducted and deposited with the authority (Yes/No/N.A.)
<b>PF</b>	100%	100%	Yes	100%	100%	Yes
<b>Gratuity</b>	100%	100%	N.A.	100%	100%	N.A.
<b>ESI</b>	Nil	Nil	N.A.	Nil	Nil	N.A.

**3. Accessibility of workplaces**

**Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard**

We recognize the importance of meeting the requirements of the Rights of Persons with Disabilities Act, 2016 and are taking steps to support the needs of individuals with disabilities. The Company has implemented various measures to provide accessible infrastructure, including ramps, wheelchair access, accessible washroom, accessible parking, fire hooter and flasher integrated with fire alarm system, automated sliding doors, height adjustable workstations, voice announcement in service elevators, etc.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy**

The P&G Worldwide Business Conduct Manual (the WBCM) sets forth the Company's commitment to providing equal opportunities in employment. The WBCM prohibits employees from engaging in any form of unlawful discrimination. The WBCM requires employees to follow all anti-discrimination laws and to ensure that employment decisions (such as recruiting, hiring, training, salary and promotion) do not discriminate against individuals on the basis of disability, race, colour, gender, age, national origin, religion, sexual orientation, gender identity, gender expression, marital status, citizenship, veteran status, HIV / AIDS status or any other legally protected factor.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>





**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Yes/No (If Yes, then give details of the mechanism in brief)	Yes
Permanent Workers	The WBCM sets out several ways employees and others may report concerns, including via The Worldwide Business Conduct Helpline which is available via telephone, email, or web reporting around the world 24 hours a day, seven days a week. It is staffed by an independent company and can take calls in most languages. Reports of actual or suspected violations may also be made anonymously, where allowed by applicable law.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

**7. Membership of employees and worker in association(s) or Unions recognized by the Company**

Category	F. Y. 2023-24			F. Y. 2022-23		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)
Total Permanent Employees	276	Nil	Nil	262	Nil	Nil
- Male	167	Nil	Nil	152	Nil	Nil
- Female	109	Nil	Nil	110	Nil	Nil
Total Permanent Workers	163	Nil	Nil	170	Nil	Nil
- Male	157	Nil	Nil	164	Nil	Nil
- Female	6	Nil	Nil	6	Nil	Nil

**8. Details of training given to employees and workers**

Category	F. Y. 2023-24					F. Y. 2022-23				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees (other than workers)</b>										
- Male	167	167	100%	167	100%	152	152	100%	152	100%
- Female	109	109	100%	109	100%	110	110	100%	110	100%
<b>Total</b>	<b>276</b>	<b>276</b>	<b>100%</b>	<b>276</b>	<b>100%</b>	<b>262</b>	<b>262</b>	<b>100%</b>	<b>262</b>	<b>100%</b>
<b>Workers</b>										
- Male	157	157	100%	157	100%	164	164	100%	164	100%
- Female	6	6	100%	6	100%	6	6	100%	6	100%
<b>Total</b>	<b>163</b>	<b>163</b>	<b>100%</b>	<b>163</b>	<b>100%</b>	<b>170</b>	<b>170</b>	<b>100%</b>	<b>170</b>	<b>100%</b>



**9. Details of performance and career development reviews of employees and workers**

Category	F. Y. 2023-24			F. Y. 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees (other than workers)</b>						
- Male	167	167	100%	152	152	100%
- Female	109	109	100%	110	110	100%
<b>Workers</b>						
- Male	157	157	100%	164	164	100%
- Female	6	6	100%	6	6	100%

**10. Health and safety management system**

**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, we have a robust occupational health and safety management system which covers all employees and workers of the Company, including external parties, who work at or visit the Company’s sites.

**b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

We are committed to having safe and healthy operations around the world to protect the life and health of our employees and the community surrounding our operations, to protect our assets, to ensure business continuity and to engender public trust.

On a routine basis, the Company ensures that health, safety & environmental required tests, inspections and monitoring of devices, equipment, process systems, and facility systems are conducted per the required frequencies and procedures. We also ensure that results are assessed for potential risks and, if necessary, a remedial plan and schedule are developed.

On a non-routine basis, the Company ensures appropriate health, safety & environmental risk assessments, studies, classifications, and clearances are completed by appropriately trained or qualified persons before commissioning. We also ensure appropriate measures, including engineering and administrative controls, have been incorporated in the design and construction of facilities and operating systems to meet legal requirements and protect employees, the community, and the environment from physical, health and environmental hazards.

**c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, the WBCM requires every employee who becomes aware of, or suspects, any unsafe working conditions or other safety issues, to report the situation to the employee’s manager, respective site safety leader or Legal immediately. Adequate measures are taken to mitigate any work-related hazards.

**d. Do the employees / worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes, employees and workers of the Company have access to non-occupational medical and healthcare services.



**11. Details of safety related incidents:**

Safety Incident/Number	Category	F.Y. 2023-24	F.Y. 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employee	Nil	Nil
	Worker	0.89	Nil
Total recordable work-related injuries	Employee	Nil	Nil
	Worker	1	Nil
No. of fatalities	Employee	Nil	Nil
	Worker	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employee	Nil	Nil
	Worker	Nil	Nil

**12. Describe the measures taken by the entity to ensure a safe and healthy workplace**

We are committed to promoting respect of our employees in the workplace, ensuring workplace health and safety, and ensuring fair employment practices. Accordingly, we are committed to the highest standards of safety to protect ourselves, our employees and external parties who work at or visit our sites. All P&G employees must follow safety and security procedures, as well as applicable laws and regulations. If employees are aware of, or suspect, any unsafe working conditions or other safety issues, they must report the situation to their manager, site safety leader or Legal immediately. If there are any concerns about health at work, the employee must promptly contact their site Health Services (Medical) unit.

**13. Number of complaints on the following made by employees and workers**

	F. Y. 2023-24			F. Y. 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

**14. Assessments for the year**

	% of your plants and offices that were assessed * (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

\* The Company has in place a compliance monitoring tool for assessing compliances with respect to various laws. Further, the company sites also go through extensive H&SE internal audits, periodically.

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:** Not applicable

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**

**1. Describe the processes for identifying key stakeholder groups of the entity**

Groups which are impacted or are likely to be impacted by the business operations of the Company or which impact or are likely to impact the business operations of the Company, are identified as key stakeholders of the Company. Key stakeholders identified by the Company are its employees, investors, consumers, customers, suppliers & value chain partners, government & regulatory bodies and community, at large.





**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually / Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	<ul style="list-style-type: none"> <li>Regular organizational engagements (in-person &amp; virtual)</li> <li>Email</li> </ul>	<p>Ongoing</p> <p>Event based</p>	<ul style="list-style-type: none"> <li>Employee engagement activities</li> <li>Learning and development</li> <li>Employee recognition</li> <li>Employee performance review and career development</li> <li>Employee safety and well-being</li> </ul>
Shareholders / Investors	No	<ul style="list-style-type: none"> <li>Annual general meeting</li> <li>Postal ballots/e-voting</li> <li>Website updates</li> <li>Newspaper notices</li> <li>Email</li> </ul>	<p>Annual</p> <p>Event based</p> <p>Event based</p> <p>Ongoing</p> <p>Event based</p>	<ul style="list-style-type: none"> <li>Engagement with management on business performance &amp; strategy</li> <li>Seeking approval on resolutions</li> <li>Disclosure of information</li> <li>Resolution of share related grievances</li> </ul>
Consumer	No	<ul style="list-style-type: none"> <li>Advertisements on various media (TV, Social media, newspaper etc.)</li> <li>Website</li> <li>Email</li> <li>Phone</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Awareness of Company's products</li> <li>Seeking consumer feedback</li> <li>Resolution of consumer queries / complaints</li> </ul>
Customers	No	<ul style="list-style-type: none"> <li>Email</li> <li>Phone</li> <li>Market visits and In-person meetings</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Distribution of goods</li> </ul>
Suppliers & value chain partners	No	<ul style="list-style-type: none"> <li>Email</li> <li>Phone</li> <li>Supplier portal- website</li> <li>Meetings</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Sourcing related discussions</li> <li>Conducting third-party risk assessment for engaging suppliers</li> </ul>
Government & Regulatory bodies	No	<ul style="list-style-type: none"> <li>In-person meetings</li> <li>Advocacy through Trade Associations</li> <li>Email</li> <li>Statutory filings (electronic physical filing)</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>Advocacy on proposed laws and policies impacting business &amp; operations</li> <li>Various applications, incl. licenses etc.</li> <li>Statutory compliances</li> </ul>
Community	Yes	<ul style="list-style-type: none"> <li>Connects via NGO partners</li> <li>On-ground field visits</li> </ul>	Ongoing	<ul style="list-style-type: none"> <li>CSR activities</li> <li>Equality &amp; Inclusion objectives</li> </ul>



**PRINCIPLE 5: Businesses should respect and promote human rights**

Respect for Human Rights is fundamental to the way we manage our business. This includes respecting and promoting the human rights of our employees, our external business partners, and the communities in which we live, serve, and operate. We support the U.N. Guiding Principles for Business and Human Rights, which respects and honors the principles of internationally recognized human rights, including those rights expressed in the International Bill of Human Rights (i.e., Universal Declaration of Human Rights, the International Covenants on Economic, Social and Cultural Rights, and the International Covenants on Civil & Political Rights); the principles concerning fundamental rights as set out in the International Labor Organization Declaration on Fundamental Principles and Rights at Work; and the United Nations Declaration of the Rights of Indigenous Peoples.

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the Company**

Category	F. Y. 2023-24			F. Y. 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (D)	No. of employees / workers covered (E)	% (E / D)
<b>Employees (other than workers)</b>						
Permanent	276	276	100%	262	262	100%
Other than permanent	-	-	-	-	-	-
Total Employees	276	276	100%	262	262	100%
<b>Workers</b>						
Permanent	163	163	100%	170	170	100%
Other than permanent	-	-	-	-	-	-
Total Employees	163	163	100%	170	170	100%

Note: All employees of the Company are trained on the expectations under P&G's Worldwide Business Conduct Manual (the WBCM). Additionally, WBCM compliance certifications are obtained from all Managers of the Company annually.

**2. Details of minimum wages paid to employees and workers**

Category	F. Y. 2023-24					F. Y. 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Employees (other than workers)</b>										
Permanent	276	Nil	Nil	276	100%	262	Nil	Nil	262	100%
Male	167	Nil	Nil	167	100%	152	Nil	Nil	152	100%
Female	109	Nil	Nil	109	100%	110	Nil	Nil	110	100%
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

Category	F. Y. 2023-24					F. Y. 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
<b>Workers</b>										
Permanent	163	Nil	Nil	163	100%	170	Nil	Nil	170	100%
Male	157	Nil	Nil	157	100%	164	Nil	Nil	164	100%
Female	6	Nil	Nil	6	100%	6	Nil	Nil	6	100%
Other than Permanent*	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-

\* 'Other than permanent workers' are workers engaged through third-party contractors, and their wages are managed by the third-party contractors, who are contractually obligated to comply with legal requirements, including compliance in respect of wages.

### 3. Details of remuneration/salary/wages

#### a. Median remuneration/wages

	Male		Female	
	Number	Median remuneration / salary / wages of respective category (₹ In Lakhs)	Number	Median remuneration / salary / wages of respective category (₹ In Lakhs)
Board of Directors (BoD)	8	25	2	NA*
Key Managerial Personnel^	3	120	-	-
Employees (other than workers)	167	38	109	37
Workers	157	13	6	14

^ Includes Managing Director, Company Secretary and Chief Financial Officer

\* The Directors under this category were not Directors for full fiscal year

#### b. Gross wages paid to females as % of total wages paid by the entity

	F. Y. 2023-24
Gross wages paid to females as % of total wages	27%

### 4. Do you have a focal point responsible for addressing human rights impacts or issues caused or contributed to by the business?

Respect for Human Rights is fundamental to the way we manage our business. This includes respecting and promoting the human rights of our employees, our external business partners, and the communities in which we live, serve, and operate. We support the U.N. Guiding Principles for Business and Human Rights, which respects and honors the principles of internationally recognized human rights, including those rights expressed in the International Bill of Human Rights (i.e., Universal Declaration of Human Rights, the International Covenants on Economic, Social and Cultural Rights, and the International Covenants on Civil & Political Rights); the principles concerning fundamental rights as set out in the International Labor Organization Declaration on Fundamental Principles and Rights at Work; and the United Nations Declaration of the Rights of Indigenous Peoples.





We recognize that there will be times when national law and international human rights principles do not align, or where there are insufficient legal and regulatory frameworks or enforcement mechanisms. Wherever this is the case, we are committed to respecting human rights across our value chain, which encompasses our employees, our consumers, the communities where we do business, and our business partners.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues**

We strive to promote a work environment of confidence and trust. Our employees hold themselves and one another accountable for operating with trust and integrity, for stepping up as leaders and owners of the Company, and for balancing stewardship with a passion to win.

The Company is committed to creating a work environment internally and with our business partners that fosters open communication and supports individuals in reporting potential violations. Employees and individuals in our operations or extended value chain can report violations at the Worldwide Business Conduct Helpline, which is staffed by an independent third party - 24 hours a day, seven days a week - and includes, where permitted by local law, an anonymous way to report concerns. The Company is committed to reviewing all allegations of wrongdoing with trained teams who ensure thorough, impartial and fact-based investigations. Retaliation for raising concerns in good faith will not be tolerated.

The Company will not knowingly condone or contribute to adverse human rights impacts caused by the actions of our business partners. When the Company becomes aware of an adverse impact, it engages to be part of the solution to address the issue or dilemma, including seeking to prevent or mitigate the adverse impact and working to enable effective remedy.

**6. Number of complaints on the following made by employees and workers**

	F. Y. 2023-24			F. Y. 2022-23		
	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Sexual harassment	Nil	Nil	-	Nil	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child labour	Nil	Nil	-	Nil	Nil	-
Forced labour / Involuntary labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human rights related issues	Nil	Nil	-	Nil	Nil	-

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

	F. Y. 2023-24	F. Y. 2022-23
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers	N.A.	N.A.
Complaints on POSH upheld	N.A.	N.A.

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

P&G does not tolerate any form of retaliation against any person who reports a suspected violation in good faith. In addition, no one who participates or cooperates honestly and completely in the investigation of a

report will be subject to retaliation for doing so. Anyone who retaliates against a person for making a good faith report or for participating in the investigation of a report would be subject to disciplinary action, which may include termination. Further information is contained in the WBCM and our global Anti-Retaliation Policy available to all employees.

**9. Do human rights requirements form part of your business agreements and contracts?**

Yes, Human Rights requirements, such as prohibition of use of Child labour or bonded labour, form part of various business agreements.

**10. Assessments for the year**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	The Company has in place a compliance monitoring tool for assessing compliances with respect to various laws. Further, the company sites also go through extensive Health, Safety, and Environment (HS&E) internal audits, periodically.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments-** Not Applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity**

<b>Parameter</b>	<b>F. Y. 2023-24</b>	<b>F. Y. 2022-23</b>
<b>From renewable sources</b>		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	-	-
<b>From non-renewable sources</b>		
Total electricity consumption (D)	54136 GJ	61745 GJ
Total fuel consumption (E)	4325 GJ	4363 GJ
Energy consumption through other sources (F)	-	-
<b>Total energy consumption from non-renewable sources (D+E+F)</b>	<b>58461 GJ</b>	<b>66108 GJ</b>
<b>Total energy consumed (A+B+C+D+E+F)</b>	<b>58461 GJ</b>	<b>66108 GJ</b>
<i>Energy intensity per rupee of turnover (GJ/Rs. Lakhs)</i>	0.14	0.17
<i>Energy intensity per rupee of turnover (GJ/Rs. Lakhs) (Total energy consumption / turnover)</i>	0.03	0.04
<i>(USD rate for PPP conversion @ 83.368)</i>		

The Company has a diverse product mix with varying units of measure, and is unable to measure intensity Vs. physical output.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency - Yes, Kalyaniwalla & Mistry LLP, Chartered Accountants have carried out reasonable assurance for F. Y. 2023-24.

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial**



**action taken, if any-** Not applicable, as the Company does not fall in the category of industries mandated under PAT scheme.

**3. Provide details of the following disclosures related to water**

Parameter	F. Y. 2023-24	F. Y. 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	18145	16849
(iii) Third party water (Municipal water)	100	192
(iv) Seawater / desalinated water	-	-
(v) Others (Rainwater)	462	370
<b>Total volume of water withdrawal</b> <i>(in kilolitres) (i + ii + iii + iv + v)</i>	<b>18707</b>	<b>17411</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>13524</b>	<b>13610</b>
Water intensity per rupee of turnover (KL / ₹ Lakhs)	0.03	0.04
<i>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</i> <i>(USD rate for PPP conversion @ 83.368)</i>	0.01	0.01

The Company has a diverse product mix with varying units of measure, and is unable to measure intensity Vs. physical output.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Yes, Kalyaniwalla & Mistry LLP, Chartered Accountants have carried out reasonable assurance for F. Y. 2023-24.

**4. Provide the following details related to water discharged:**

Parameter	F. Y. 2023-24	F. Y. 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	-	-
- No treatment	-	-
- With treatment	-	-
(ii) To Groundwater	-	-
- No treatment	-	-
- With treatment	-	-
(iii) To Seawater	-	-
- No treatment	-	-
- With treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment	-	-
(v) Others (Applied on-site)	-	-
- No treatment	-	-
- With treatment (Treated & applied on-site)	5183	3845
<b>Total water discharged (in kilolitres)</b>	<b>5183</b>	<b>3845</b>

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation**

The Company continuously strives to achieve water efficiency. This year the Company achieved 13364 kilolitres circular water through Condensate Recovery and Internal Effluent Treatment Plant (ETP) Recycle.



**6. Please provide details of air emissions (other than GHG emissions) by the entity**

Parameter	Unit	F. Y. 2023-24	F. Y. 2022-23
Nox @ 15% O <sub>2</sub>	Metric Tons	178.75	261.3
So <sub>2</sub>	Metric Tons	1.75	3.19
Particulate matter (PM)	Metric Tons	0.53	0.53
Persistent organic pollutants (POP)	N.A.	-	-
Volatile organic compounds (VOC)	N.A.	-	-
Hazardous air pollutants (HAP)	N.A.	-	-
Others:			
Particulate Matter @ 15%O <sub>2</sub>	Metric Tons	90.21	98.55
Carbon Monoxide	Metric Tons	0.37	0.32
Carbon Monoxide @ 15% O <sub>2</sub>	Metric Tons	77.13	85.95
Hydrocarbon	Metric Tons	0.31	0.24
NMHC as C @ 15% O <sub>2</sub>	Metric Tons	66.84	76.54

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity**

Parameter	Unit	F. Y. 2023-24	F. Y. 2022-23
Total Scope 1 emissions	Metric tonnes of CO <sub>2</sub> equivalent	286	306
Total Scope 2 emissions	Metric tonnes of CO <sub>2</sub> equivalent	Gross: 10772	Gross: 11880
Total Scope 1 and Scope 2 emissions per rupee of	MT per ₹ Lakhs	0.03	0.03
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) [USD rate for PPP conversion @ 83.368]	MT per ₹ Lakhs	0.01	0.01

The Company has a diverse product mix with varying units of measure, and is unable to measure intensity Vs. physical output.

Note: Indicate if any independent assessment / evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency- Yes, Kalyaniwalla & Mistry LLP, Chartered Accountants have carried out reasonable assurance for F. Y. 2023-24.

The Company's market-based Scope 2 Net GHG emissions is NIL, including application of Renewable Energy Certificates.

**8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details**

The Company contributes to the P&G's ambition to reduce Green House Gas (GHG) emissions across its operations. The Company will continue to strive in its efforts towards this ambition.

**9. Provide details related to waste management by the entity**

Parameter	F. Y. 2023-24	F. Y. 2022-23
Plastic waste (A)	1746.89 MT	1733.43 MT
E-waste (B)	2.15 MT	8.04 MT
Bio-medical waste (C)	0.13 MT	0.23 MT
Construction and demolition waste (D)	-	15 MT



Parameter	F. Y. 2023-24	F. Y. 2022-23
Battery waste (E)	0.16 MT	0.48 MT
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	10.57 MT	7.38 MT
Other Non-hazardous waste generated (H). Please specify, if any.	1400.08 MT	1547.51 MT
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>3159.98 MT</b>	<b>3312.07 MT</b>
Waste intensity per rupee of turnover	0.01	0.01
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (USD rate for PPP conversion @ 83.368)	0.002	0.002
<i>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</i>		
Category of waste		
(i) Recycled	3036.39 MT	3280.94 MT
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	8.26 MT	31.13 MT
<b>Total</b>	<b>3044.65 MT</b>	<b>3312.07 MT</b>
<i>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</i>		
Category of waste		
(i) Incineration	2.31 MT	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	113.02 MT	Nil
<b>Total</b>	<b>115.33 MT</b>	<b>Nil</b>

The Company has a diverse product mix with varying units of measure, and is unable to measure intensity Vs. physical output.

Note: Indicate if any independent assessment / evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- Yes, Kalyaniwalla & Mistry LLP, Chartered Accountants have carried out reasonable assurance for F. Y. 2023-24.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Within our operations, we strive to grow responsibly and continuously improve our efficiency while reducing our carbon footprint.

The Company's plant at Goa is a zero-manufacturing, waste-to-landfill site, which means that no manufacturing waste is sent to landfill. The Company continues to be compliant with the government's Extended Producer Responsibility (EPR) guidelines on plastic packaging waste collection.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details**

Sr. no.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable			



**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

**13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances**

Yes, the Company is compliant with applicable environmental law, regulations and guidelines in India.

**PRINCIPLE 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

1. a. **Number of affiliations with trade and industry chambers / associations**
- b. **List the top trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to-**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers / associations (State/National)
1	The Advertising Standard Council of India (ASCI)	National
2	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
3	Confederation of Indian Industry (CII)	National
4	India Home & Personal Care Industry Association (IHPCIA)	National
5	Feminine Hygiene Association of India (FIHA)	National
6	Indian Beauty and Hygiene Association (IBHA)	National
7	US-India Strategic Partnership Forum (USISPF)	National
8	Indian Society of Advertisers (ISA)	National
9	Ayurvedic Drug Manufacturers Association (ADMA)	National

**2. Provide details of corrective action taken or underway on any issues 1 related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities-** Not applicable

Name of authority	Brief of the case	Corrective action taken
Not applicable		

**PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					





**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
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Not applicable

**3. Describe the mechanisms to receive and redress grievances of the community.**

The WBCM sets out several ways employees and others may report concerns, including via The Worldwide Business Conduct Helpline which is available via telephone, email, or web reporting around the world 24 hours a day, seven days a week. It is staffed by an independent company and can take calls in most languages. Reports of actual or suspected violations may also be made anonymously, where allowed by applicable law.

The link to the Worldwide Business Conduct Manual is <https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/>.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

	F. Y. 2023-24
Directly sourced from MSMEs / small producers	3.70%
Sourced directly from within India	90%

Note - Computation based on amounts inclusive of GST

**5. Job creation in smaller towns – Disclose wages paid to persons employed in the following locations, as % of total wage cost**

Location	F. Y. 2023-24
Rural	21%
Semi-Urban	4%
Urban	-
Metropolitan	75%

Note - Non-permanent/Contract workforce is paid through a contractor and not directly by the Company, hence not included in above. The numbers of contract workforce as detailed in general disclosures point 18.a are only in rural location - Kundaim, Goa

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

Our Purpose is to provide branded products of superior quality and value that improve the lives of the consumers, now and for generations to come.

The Company has well-established consumer relations mechanism to address consumer complaints and feedback. Consumers can contact the Company through various mediums such as-

- Phone – 1800-202-1364 or +91 22-24942113
- Email- Consumer Contact Email
- WhatsApp chat
  - Link- [Consumer Contact WhatsApp](#)
  - or
  - QR code-



**2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about Environmental and social parameters relevant to the product, Safe and responsible usage, Recycling and/or safe disposal - 100%**

The Company ensures compliance with legally mandated disclosure of information on product, across all products, including information on environmental and social parameters relevant to the product, safe and responsible usage, recycling or safe disposal, wherever relevant.

**3. Number of consumer complaints in respect of the following**

	F. Y. 2023-24		F. Y. 2022-23	
	Received during the year	Pending resolution at end of year	Received during the year	Pending resolution at end of year
Data privacy	Nil	Nil	1	Nil
Advertising	Nil	Nil	2	Nil
Cyber-security	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil
Other – Product quality / performance, offers & promotions etc.	2862	Nil	1161	Nil

**4. Details of instances of product recalls on account of safety issues**

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

**5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

Yes, P&G has a detailed framework and policies on information security which cover risks related to cyber security. The Company also has a detailed framework and policies on risks related to data privacy. Various policies, standards, guidelines, and control requirements for cyber security and data privacy are communicated to employees on the Company's intranet site. The Company also undertakes trainings and awareness programs for employees on cyber security and data privacy. Details of P&G's consumer privacy policy can be viewed at <https://privacypolicy.pg.com/en-IN/>.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services**

Not applicable, as there were no penalties/regulatory action levied in respect of issues pertaining to delivery of essential services; advertising; cyber security and data privacy of customers; re-occurrence of instances of product recalls; or product safety during the financial year 2023-24.

**7. Provide the following information relating to data breaches:**

a.	Number of instances of data breaches	Nil
b.	Percentage of data breaches involving personally identifiable information of customers	Nil
c.	Impact, if any, of the data breaches	Not applicable



**INDEPENDENT PRACTITIONER’S REASONABLE ASSURANCE REPORT ON IDENTIFIED SUSTAINABILITY INFORMATION IN PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED BRSR**

**TO THE BOARD OF DIRECTORS OF**

**PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED**

Assurance report on the sustainability disclosures in the Business Responsibility and Sustainability Reporting (BRSR) Core Format (called ‘Identified Sustainability Information’ (ISI)) of Procter & Gamble Hygiene And Health Care Limited (the ‘Company’) for the period from July 01, 2023 to June 30, 2024.

**Opinion**

We have performed an assurance engagement on whether the Company’s sustainability disclosures in the Identified Sustainability Information (referred to in Annexure A) for the period July 01, 2023 to June 30, 2024 have been prepared in accordance with the reporting criteria (refer table below).

Identified Sustainability Information (ISI) subject to assurance	Period subject to assurance	Reporting criteria
BRSR Core (refer Annexure A)	July 01, 2023 to June 30, 2024	<ul style="list-style-type: none"> <li>Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)</li> <li>Guidance Note for BRSR format issued by SEBI</li> </ul>

This engagement was conducted by a multidisciplinary team including assurance practitioners and engineers.

In our opinion, the Company’s Identified Sustainability Information in the Business Responsibility and Sustainability Reporting for the period July 01, 2023 to June 30, 2024, subject to reasonable assurance is prepared, in all material respects, in accordance with the Regulation 34(2)(f) of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and basis of preparation set out in Section A: General Disclosures 13 of the Business Responsibility and Sustainability Report.

**Basis of Opinion**

We conducted our engagement in accordance with Standard on Sustainability Assurance Engagements (SSAE) 3000, “Assurance Engagements on Sustainability Information” issued by the Sustainability Reporting Standards Board of the Institute of Chartered Accountants of India (the ‘ICAI’). Our responsibilities under those standards are further described in the “Our responsibilities” section of our report.

We are required to comply with the independence and other ethical requirements of the Code of Ethics issued by the ICAI.

Our firm applies Standard on Quality Control (SQC) 1, “Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements” issued by the ICAI. This standard requires the firm to maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

**Other Information**

The Company’s Board of Directors are responsible for the other information. The other information comprises the information included within the BRSR but does not include the ISI and our assurance report thereon.

Our opinion on the ISI does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our assurance engagement of the ISI, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the ISI, or our knowledge obtained during the course of our engagement or otherwise appears to be materially misstated.

**If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.**

#### Other Matter

The BRSR for the period from July 01, 2022 to June 30, 2023 was not subject to limited/ reasonable assurance engagement and, accordingly, we do not express an opinion / conclusion, or provide any assurance on such information.

Our opinion is not modified with respect to this matter.

#### Intended use or purpose

The ISI and our reasonable assurance report are intended for users who have reasonable knowledge of the BRSR core attributes, the reporting criteria and ISI and who have read the information in the ISI with reasonable diligence and understand that the ISI is prepared and assured at appropriate levels of materiality.

Our opinion is not modified in respect of this matter.

#### Management Responsibilities for the ISI

The management of the Company are responsible for:

- designing, implementing and maintaining internal controls relevant to the preparation of the BRSR and the measurement of ISI that is free from material misstatement, whether due to fraud or error;
- selecting or establishing suitable criteria for preparing the ISI, taking into account applicable laws and regulations, if any, related to reporting on the ISI, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the ISI in accordance with the reporting criteria;
- disclosure of the applicable criteria used for preparation of the ISI in the relevant report/statement;
- preparing/properly calculating the ISI in accordance with the reporting criteria;
- ensuring the reporting criteria is available for the intended users with relevant explanation;
- establishing targets, goals and other performance measures, and implementing actions to achieve such targets, goals and performance measures;
- responsible for providing the details of the management personnel who takes ownership of the ISI disclosed in the report;
- ensuring compliance with law, regulation or applicable contracts;
- making judgments and estimates that are reasonable in the circumstances;
- identifying and describing any inherent limitations in the measurement or evaluation of information subject to assurance in accordance with the reporting criteria;
- preventing and detecting fraud;
- selecting the content of the ISI, including identifying and engaging with intended users to understand their information needs;
- informing us of other information that will be included with the ISI; and
- supervision of other staff involved in the preparation of the ISI.

Those charged with governance are responsible for overseeing the reporting process for the Company's ISI.

#### Inherent limitations in preparing the ISI

The preparation of the Company's BRSR information requires the management to establish or interpret the criteria, make determinations about the relevancy of information to be included, and make estimates and assumptions that affect the reported information.





Measurement of certain amounts and BRSR core metrics, some of which are estimates, is subject to substantial inherent measurement uncertainty, for example GHG emissions, water footprint, energy footprint. Obtaining sufficient appropriate evidence to support our opinion does not reduce the uncertainty in the amounts and metrics.

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

### Our responsibilities

Our responsibility is to express a reasonable assurance conclusion on the Identified Sustainability Information based on the procedures we have performed and evidence we have obtained.

We conducted our engagement in accordance with the Standard on Sustainability Assurance Engagements (SSAE) 3000, "Assurance Engagements on Sustainability Information" and Standard on Assurance Engagements (SAE) 3410 "Assurance Engagements on Greenhouse Gas Statements" (together referred to as the 'Standards'), both issued by the Sustainability Reporting Standards Board of the Institute of Chartered Accountants of India. These Standards requires that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information are prepared, in all material respects, in accordance with the Reporting Criteria. A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances.

The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.

Given the circumstances of the engagement, in performing the procedures listed above, we:

- assessed the suitability of the criteria used by the Company in preparing the reasonable assurance information;
- evaluated the appropriateness of reporting policies, quantification methods and models used in the preparation of the information subject to reasonable assurance and the reasonableness of estimates made by the Company; and
- evaluated the overall presentation of the information subject to reasonable assurance.

### Exclusions

Our assurance scope excludes the following and therefore we will not express a conclusion on the same:

- Operations of the Company other than those mentioned in the "Scope of Assurance".
- Aspects of the BRSR and the data/information (qualitative or quantitative) other than the ISI;
- Data and information outside the defined reporting period i.e., from July 01, 2023 to June 30, 2024; and
- The statements that describe expression of opinion, belief, aspiration, expectation, aim, or future intentions provided by the Company.

For **KALYANIWALLA & MISTRY LLP**

Chartered Accountants

Firm Registration No. 104607W/W100166

**Roshni R. Marfatia**

Partner

Membership No. 106548

UDIN: 24106548BKCSZB2553

Place: Mumbai

Date: October 30, 2024

## Annexure A – BRSR Core attributes

Sr. No.	BRSR Core Indicator	Description of Indicator
1	Section C – Principle 1 – E8	Number of days of accounts payable
2	Section C – Principle 1 – E9	Concentration of purchases & sales done with trading houses, dealers, and related parties Loans and advances & investments with related parties
3	Section C – Principle 3 – E1(c)	Spending on measures towards well-being of employees and workers – cost incurred as a % of total revenue of the company
4	Section C – Principle 3 – E11	Details of safety related incidents including lost time injury frequency rate, recordable work-related injuries, no. of fatalities
5	Section C – Principle 5 – E3(b)	Gross wages paid to females as % of wages paid
6	Section C – Principle 5 – E7	Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including complaints reported, complaints as a % of female employees, and complaints upheld
7	Section C – Principle 6 – E1	Details of total energy consumption (in Joules or multiples) and its intensity
8	Section C – Principle 6 – E3	Total volume of water withdrawal by source and water consumption in Kilolitres and its intensity
9	Section C – Principle 6 – E4	Water discharge by destination and level of treatment (in kilolitres)
10	Section C – Principle 6 – E7	Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity
11	Section C – Principle 6 – E9	Details related to waste generated by category, waste recovered through recycling, re-using or other recovery operations, waste disposed by nature of disposal method and its intensity
12	Section C – Principle 8 – E4	Input material sourced from following sources as % of total purchases – Directly sourced from MSMEs / small producers and from within India
13	Section C – Principle 8 – E5	Job creation in smaller towns – Wages paid to persons employed in smaller towns (permanent or non-permanent / on contract) as % of total wage cost
14	Section C – Principle 9 – E7	Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events



## Annexure II

### Annual Report on Corporate Social Responsibility

#### [Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

#### 1. Brief outline of the Company's CSR policy:

Doing the right thing is the foundation of Procter & Gamble's Purpose, Values, and Principles. It is naturally woven into the way we work every day. We call this– Citizenship, and our Citizenship framework is based on key pillars of Community Impact, Equality & Inclusion and Environmental Sustainability, with a strong foundation of Ethics & Corporate Responsibility guiding everything we do.

Our Community Impact efforts are brought to life via our flagship Corporate Social Responsibility program – *P&G Shiksha*. The program focuses on providing education for underprivileged children through a 360-degree educational intervention.

*P&G Shiksha* began in 2005 with the intention of building schools to provide access to education to underprivileged children. As the country progressed, *P&G Shiksha* evolved into a 360-degree program that aims to enhance children's learning environment, improve learning outcomes, and empower marginalized communities through education.

Details on programs under *P&G Shiksha* are as follows:

##### Strengthening Educational Infrastructure

Many schools in the remote towns and villages of the country operate from dilapidated or open structures. Strong infrastructural support at schools can help make the environment around children more conducive to learning and eliminating distractions. Therefore, together with our partners at Round Table India, we undertake educational infrastructure enhancement projects that include building classrooms and essential infrastructural enhancement like furniture, black boards among others. We also focus on building playgrounds and improving health and hygiene facilities for children like clean drinking water and separate toilets for girls and boys at schools. This helps improve the learning environment for children and teachers, and the impact is seen in increasing enrolments, better attendance, reducing dropouts, driving lesson-efficiency for teachers, encouraging students, and therefore, overall higher learning level.

##### Imparting Early Childhood Education

We implement our Early Childhood Education program with our partner Pratham Foundation to enable this holistic development of children and their readiness for school in the age group of 3-6 years. During the early stages of childhood, when brain development is at its highest point, nurturing the appropriate developmental skills of children has been closely linked with positive outcomes, including improved school readiness and increased knowledge retention of the child. Therefore, through the program, we focus on developing motor, cognitive, social-emotional, language and creative skills in children, to help set them up for a fast-paced growth as they begin their education journey.

##### Leveraging Technology to Bridge Learning Gaps

We are partnering with Educational Initiatives to implement 'Mindspark', an artificial intelligence based adaptive learning tool to remediate learning gaps in students across government schools in 6 states of the country. The tool integrates pedagogy, teacher instruction and a learning management system to assess a student's learning level and develop a customized learning path for each one of them. The program has garnered strong support from various state governments and is poised for successful scaling and widespread implementation in priority state schools. This AI enabled tech is truly helping us enable thousands of children across the country, in improving their learning outcomes and bringing their learning levels at par with their grade level.

##### Remediating Learning Gaps in Communities

We are implementing on-ground remedial learning interventions in partnership with Pratham Education Foundation, by using a community based and an 'in-school' model, together with the support of trained volunteers from within the community and teachers at school. As part of this, we are following the approach of 'Teaching at the Right Level', where children in Grades 3 to 5 are grouped according to their learning levels rather than grade, and level-specific activities are conducted to help strengthen their skills in these subjects. With schools reopening completely

post the pandemic, we have concentrated our efforts in ensuring that children come back to school and the existing learning gap is addressed.

The Corporate Social Responsibility Policy is available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

## 2. The composition of the CSR Committee during the Financial Year was as follows:

Name of the Member of the Committee	Designation	Number of meetings of CSR Committee held during tenure	Number of meetings of CSR Committee attended during the tenure
Mr. Anil Kumar Gupta	Chairman	3	3
Mr. L. V. Vaidyanathan*	Member	3	3
Mr. Karthik Natarajan^	Member	2	0
Ms. Sonali Dhawan	Member	3	3
Mr. Gurcharan Das	Member	3	3
Mr. Kumar Venkatasubramanian#	Member	-	-

\*Mr. L. V. Vaidyanathan ceased to be member of the Committee effective close of business hours of April 30, 2024.

^Mr. Karthik Natarajan ceased to be a member of the Committee effective close of business hours of March 31, 2024.

#Mr. Kumar Venkatasubramanian was inducted as member of the Committee effective May 1, 2024.

The composition of the CSR Committee is available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/board-composition/#social>.

## 3. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable

Impact assessment report for the Financial Year 2023-24 is available at <https://in.pg.com/india-investors/pghh/shareholder-info/info/>.

## 4. Details of amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any

Amount available for set-off – ₹ 13.02 Crores

Amount required for set off – ₹ 2.22 Crores

## 5. Average net profit of the Company for last three Financial Years – ₹ 833.7 Crores

6. a) Prescribed CSR expenditure (2% of amount as in item 5) – ₹ 16.67 Crores
- b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years – Nil
- c) Amount required to be set off for the Financial Year – ₹ 2.22 Crores
- d) Total CSR obligation for the Financial Year (a+b-c) – ₹ 14.45 Crores

## 7. Details of CSR spent during Financial Year

- a) Total amount spent for the Financial Year – ₹ 14.45 Crores
- b) Total amount transferred to Unspent CSR Account as per section 135 (6) of the Companies Act, 2013 – Nil
- c) Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) of the Companies Act, 2013 – Nil

## 8. Details of CSR amount spent against ongoing projects for the Financial Year - Nil





**9. Details of CSR amount spent against other than ongoing projects for the Financial Year:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the Project	Amount spent for the project (in ₹ Crores)	Mode of Implementation: Direct (Yes/No)	Mode of implementation Through implementing agency	
							Name	CSR registration number
1	P&G Shiksha: Supporting remedial learning via digital learning	Promoting education	No	Rajasthan, Madhya Pradesh, Himachal Pradesh, Telangana	4.88	Yes	-	-
2	P&G Shiksha: Read India Program and Early Childhood Education	Promoting education	Yes	Rajasthan, Himachal Pradesh, Delhi, Madhya Pradesh, Maharashtra, Telangana	4.42	No	Pratham Education Foundation	CSR00000258
3	P&G Shiksha: Build & Support Schools	Promoting education	Yes	Pan-India	3.04	No	Round Table India Trust	CSR00000895
4	P&G Shiksha: Supporting communities around our plant – Satlapur Government School for nutrition and hygiene support	Promoting education and nutrition	No	Mandideep	0.15	No	Aarushi	CSR00006205
5	Supporting a special home for the orphan, destitute and abandoned children	Supporting Community	Yes	Goa	0.08	No	Mattruchaya Trust	CSR00008186
6	Supporting special care for children born with disabilities through 'Early Intervention Centre' at Command Hospital – Central Command – Lucknow	Promoting Preventive Healthcare for Children with Disabilities	No	Lucknow	0.52	No	Army Wives Welfare Association	CSR00001826
7	Constructing Rain Water Harvesting Systems at P&G Shiksha supported schools	Promoting Sustainability	No	Kota, Ahmedabad, Jodhpur, Baddi, Udaipur, Bhopal, Chennai, Raipur, and Pondicherry	0.60	No	Round Table India Trust	CSR00000895
8	Supporting education for girls from underprivileged backgrounds	Promoting Education	No	Rajasthan	0.65	No	Bal Raksha Bharat (Save the children)	CSR00000065

- 10.** a. Amount spent in Administrative Overheads – Nil  
b. Amount spent on Impact Assessment, if applicable – ₹ 0.105 Crores  
c. Total amount spent for the Financial Year – ₹ 14.45 Crores

d. Excess amount for set-off, if any – Nil

Sr. No.	Particulars	Amount (in ₹ Crores)
1	Two percent of average net profit of the Company as per section 135(5) of the Companies Act, 2013	16.67
2	Total amount spent for the Financial Year	14.45
3	Excess amount spent for the Financial Year [(2)-(1)]	Nil
4	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
5	Amount available for set off in succeeding Financial Years	Nil

11. a) **Details of Unspent CSR amount for the preceding three Financial Years:** Not applicable  
 b) **Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s):** Not applicable
12. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year –** Not applicable
13. **Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per section 135(5) of the Companies Act, 2013 –** Not applicable

The CSR Committee confirms that the implementation and monitoring of CSR activities, is in compliance with CSR objectives and policy of the Company.

**Kumar Venkatasubramanian**  
 Managing Director

**Anil Kumar Gupta**  
 Chairman of the CSR Committee



### Annexure III

#### Statement of Disclosure of Remuneration under Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**i. Ratio of remuneration to the median remuneration of the employees of the Company and % increase in remuneration of Directors & Key Managerial Personnel for the Financial Year:**

Name of Director	Designation	Total remuneration <sup>§</sup> (₹ in lakhs)	% increase in remuneration	Ratio to median remuneration
Mr. L. V. Vaidyanathan*	Managing Director	451.84	Nil	18.17
Mr. Kumar Venkatasubramanian	Managing Director	-	N.A.^	-
Mr. Chittranjan Dua	Independent Director	25.75	Nil	1.04
Mr. Gurcharan Das	Independent Director	23.20	Nil	0.93
Mr. Krishnamurthy Iyer	Independent Director	25.00	Nil	1.01
Mr. Anil Kumar Gupta	Independent Director	30.75	Nil	1.24
Ms. Meena Ganesh#	Independent Director	19.69	Nil	0.79
Dr. Ashima Goyal	Independent Director	6.56	N.A.^	0.26
Mr. Pramod Agarwal	Non-Executive Director	24.50	Nil	0.99
Ms. Sonali Dhawan	Non-Executive Director	-	-	-
Mr. Karthik Natarajan@	Non-Executive Director	-	-	-
Mr. Gagan Sawhney	Non-Executive Director	-	-	-
Mr. Ghanashyam Hegde	Executive Director & Company Secretary	77.11	7%	3.10
Mr. Prashant Bhatnagar!	Chief Financial Officer	119.97	Nil	4.82
Ms. Mrinalini Srinivasan	Chief Financial Officer	0.17	N.A.^	0.01

^ Dr. Ashima Goyal, Mr. Kumar Venkatasubramanian and Ms. Mrinalini Srinivasan were appointed during the year, hence % increase in remuneration is not applicable.

\*Ceased to be Director and Managing Director effective close of business hours of April 30, 2024

# Ceased to be Director effective close of business hours of March 18, 2024

@ Ceased to be Director effective close of business hours of March 31, 2024

! Ceased to be Chief Financial Officer effective close of business hours of June 28, 2024

§ Please refer to Corporate Governance section of the Report for details of remuneration.

**ii. The % increase in the median remuneration of employees in the Financial Year – 6.47%**

**iii. The number of permanent employees on the rolls of Company – 439**

**iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The percentage increase in the median remuneration of employees in the Financial Year was 6.47% whereas the average increase in managerial remuneration was 3.5%. The guiding principles of the company's compensation policy is to pay for performance, pay competitively and focus on long-term success.

**It is hereby affirmed that the remuneration is as per the remuneration policy of the Company.**

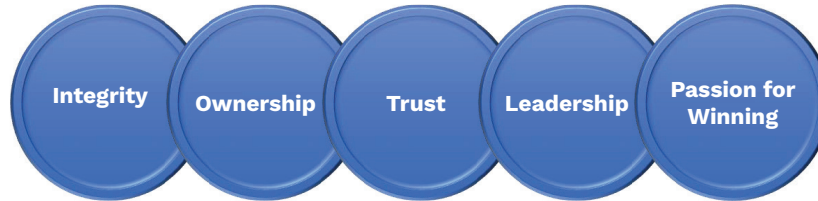
## CORPORATE GOVERNANCE REPORT

The Board of Directors are pleased to present the Corporate Governance Report.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The foundation of everything we do is good governance, and we are committed to doing what is right and to being a good corporate citizen. Our corporate governance practices are designed to promote management accountability, transparency and protection of shareholder interests.

Taken together, P&G's Purpose, Values and Principles are the foundation for P&G's unique culture. Throughout our history, our business has grown and changed while these elements have endured and will continue to be passed down to generations of P&G people to come.



The Company has adopted P&G's Worldwide Business Conduct Manual (WBCM) which sets forth core global standards explaining legal & ethical responsibilities. The responsibility of upholding the principles of WBCM does not solely lie with the Board or senior management. It is expected that every member of the P&G organization embraces and embodies the values of governance, regardless of their position.

The Company has a highly experienced Board of Directors, which helps to maintain the highest standards of Corporate Governance. The Company has adopted a Code of Conduct for its Directors, which is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

### BOARD OF DIRECTORS AND ITS GOVERNANCE

#### (a) Composition of the Board

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors. As on date of this report, the Board comprises of a Non-Executive Independent Chairman, a Managing Director, one Executive Director and seven other Non-Executive Directors (including one women Independent Director). All other Directors, except the Managing Director and the Non-Executive Independent Directors, are Directors liable to retire by rotation.

Non-Executive Independent Directors are independent of the management. They play a key role in balancing the functioning of the Board by bringing in independent judgement and external perspective. The terms & conditions of appointment of Independent Directors

are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/>.

All Independent Directors of the Company have provided declaration to the Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"].

There is no inter-se relationship between the Directors of the Company. Further, the Board is of the opinion that all the Independent Directors of the Company possess integrity, have relevant expertise and experience and fulfil the conditions specified under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. All Independent Directors of the Company have completed the registration with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

All Directors have confirmed that they have not been disqualified from being appointed as a Director pursuant to section 164(2) of the Companies Act, 2013.

Further, all Directors have confirmed that they are not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other such authority. The Company has obtained a certificate from M/s. Saraf & Associates, Practicing Company Secretary (annexed to this Report), affirming the same.





The composition of the Board of Directors and their Directorships in other Companies held as on June 30, 2024 are given below:

Name of the Director	Directorship in other companies*	Membership of Board Committees of other companies **		Directorship(s) in other listed companies
		Member	Chairman	
Mr. Chittranjan Dua, Chairman and Independent Director	13	4	1	Non-Executive Independent Director: 1. Gillette India Limited 2. TVS Motor Company Limited 3. Pearl Global Industries Limited 4. TVS Holdings Limited
Mr. Kumar Venkatasubramanian, Managing Director	1	2	Nil	Managing Director: 1. Gillette India Limited
Dr. Ashima Goyal, Independent Director	2	2	Nil	Non-Executive Independent Director: 1. Edelweiss Financial Services Limited
Mr. Anil Kumar Gupta, Independent Director	1	2	1	Non-Executive Independent Director: 1. Gillette India Limited
Mr. Gurcharan Das, Independent Director	2	1	Nil	Non-Executive Independent Director: 1. Gillette India Limited
Mr. Krishnamurthy Iyer, Independent Director	2	Nil	Nil	Nil
Mr. Pramod Agarwal, Non-Executive Director	1	1	Nil	Non-Executive Director: 1. Gillette India Limited
Ms. Sonali Dhawan, Non-Executive Director	1	1	Nil	Non-Executive Director: 1. Gillette India Limited
Mr. Gagan Sawhney, Non-Executive Director	1	Nil	Nil	Non-Executive Director: 1. Gillette India Limited
Mr. Ghanashyam Hegde, Executive Director and Company Secretary	1	Nil	Nil	Nil

\*Includes directorships in private companies and companies registered under Section 8 of the Companies Act, 2013 and excludes directorships in foreign companies.

\*\*Includes memberships of only Audit Committee and Stakeholders' Relationship Committee of Public Companies.

**(b) Meetings of the Board**

The Board meets at least once a quarter to discuss financial results and other business and compliance matters, including business performance and strategy. The Board and Committee meetings are scheduled well in advance and the Directors are annually provided with tentative dates along with tentative agenda plan for the Board and Committee meetings, as a measure to enable the Directors to plan and have effective participation in the meetings.

During the Financial Year July 1, 2023 to June 30, 2024, seven meetings of the Board were held. These meetings were held on August 28, 2023, October 30, 2023, January 31, 2024, March 8, 2024, March 18, 2024, April 30, 2024 and May 28, 2024.

**(c) Flow of information to the Board**

To provide a background of Company's policies, standard of practices and other information, every Director is provided a set of Company's constitutional and policy documents, on their appointment on the Board of the Company.

The Company Secretary determines the agenda items for meetings and finalizes them in consultation with the management of the Company and the Managing Director. The Board is sent detailed agenda well in advance of the Board meeting. Sufficient time is allocated for discussions and deliberations at the meeting. The Committees of the Board make necessary recommendations to the Board which are relevant from time to time. The Company Secretary of the Company attends all the meetings and is responsible for noting actionable items discussed during the meeting. The Management reports back to the Board on the status of such items in the subsequent meeting or as needed post the meeting. Senior Managerial Personnel of the Company are invited to Board meetings, at regular intervals or as recommended by Board, to familiarize the Board/Committees on Company's business, strategy, or processes.

The Company Secretary of the Company notes the minutes of the meeting. The draft Minutes are circulated to the Board and its Committees in compliance with the Companies Act, 2013. On receipt of comments, the Minutes are entered in the books within 30 days of the Meeting.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the SEBI (LODR) Regulations, 2015 with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the Shareholders of the Company, with letter and spirit.

#### (d) Directors' attendance record

The attendance of the Directors at the Board Meetings held during the Financial Year and at the last Annual General Meeting held on November 24, 2023, is as under:

Name of Director	No. of Board meetings held during the tenure	No. of Board meetings attended	Last Annual General Meeting (Whether Attended)
Mr. Chittranjan Dua	7	6	Yes
Mr. L. V. Vaidyanathan <sup>§</sup>	6	6	Yes
Mr. Kumar Venkatasubramanian <sup>§</sup>	1	1	NA

Name of Director	No. of Board meetings held during the tenure	No. of Board meetings attended	Last Annual General Meeting (Whether Attended)
Mr. Krishnamurthy Iyer	7	7	Yes
Mr. Anil Kumar Gupta	7	7	Yes
Ms. Meena Ganesh*	5	5	Yes
Mr. Gurcharan Das	7	5	Yes
Mr. Pramod Agarwal	7	7	Yes
Mr. Ghanashyam Hegde	7	7	Yes
Ms. Sonali Dhawan	7	6	Yes
Mr. Karthik Natarajan <sup>^</sup>	5	Nil	Yes
Mr. Gagan Sawhney	7	5	Yes
Dr. Ashima Goyal <sup>#</sup>	2	2	NA

<sup>§</sup> Mr. L. V. Vaidyanathan resigned from the Board effective April 30, 2024 and Mr. V. Kumar was appointed as Managing Director effective May 1, 2024.

<sup>^</sup> Mr. Karthik Natarajan resigned from the Board with effect from March 31, 2024.

\* Ms. Meena Ganesh ceased to be Director with effect from March 18, 2024, pursuant to completion of her tenure.

<sup>#</sup> Dr. Ashima Goyal was appointed as an Independent Director with effect from March 19, 2024.

#### (e) Familiarization programme for Independent Directors

The Company's familiarization programme aims at familiarizing the Independent Directors with the Company by briefing them on:

- Roles, rights, responsibilities in the Company,
- Nature of the industry in which the Company operates and business model of the Company;
- Other matters like Company policies, procedures, Code of Conduct, Internal standards, etc.

For the same, the Company has an elaborate process for familiarization and onboarding of any new Independent Director, which includes:

- Issuance of formal letter of appointment at the time of appointment; and



- Providing introductory documents including previous Annual Reports, Board committee framework, codes of conducts as may be applicable to the Director, various policies and procedures adopted by the Company.

Each member of the Board, including the Independent Directors, are given any information relating to the Company, whenever they so request. Independent Directors have the freedom to interact with the Company's management.

The Company conducts presentations at meetings of the Board and meeting of various Committees of the Board periodically to familiarize the Independent Directors with the business performance, business strategy and operations. The Company also annually conducts a strategy meeting for the Board of Directors to discuss plans and updates on Company's business, organization and strategy. Such presentations are made by functional heads so that Independent Directors can have direct interaction with them. This helps the Independent Directors to understand the Company's strategy, business model, operations, market, competition, organization structure, risk analysis and such other areas.

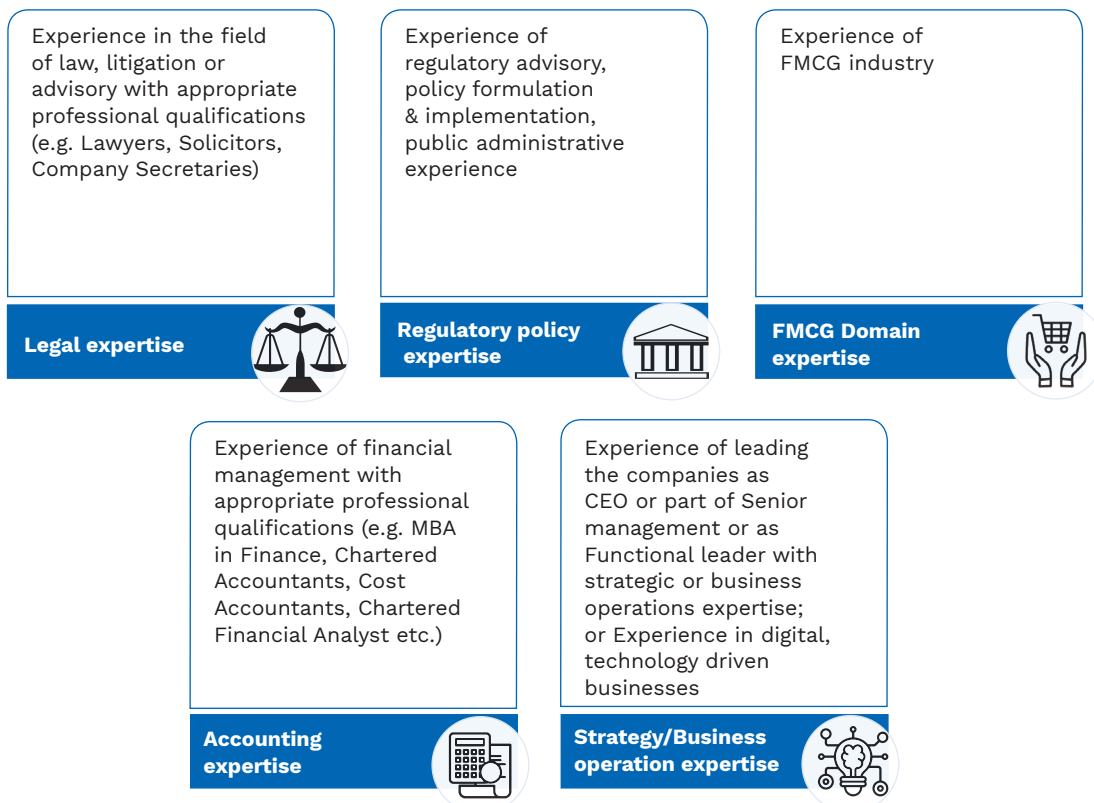
The Company conducts various sessions on knowledge sharing & familiarization for the Non-Executive Directors of the Company on topics which are relevant to the functioning of the Company from time to time.

The details of the familiarization programmes are available on the Company's website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#fam-programme>.






**(f) Key Board qualifications, expertise and attributes**

The Company is engaged in manufacturing and selling of branded packaged fast moving consumer goods in the feminine care and health care businesses.

It is ensured that the Board Members have backgrounds that when combined provide a portfolio of experience, expertise and knowledge that serve Company's purpose, at its best. The following skills / expertise / competencies have been identified for the effective functioning of the Company:



While all the Board members possess the skills identified, their core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business for efficient functioning of the Board are as follows:

Name of the Director*					
Mr. Chittranjan Dua	-	✓	✓	-	✓
Mr. Gurcharan Das	✓	-	✓	✓	✓
Mr. Krishnamurthy Iyer	✓	-	✓	-	✓
Mr. Anil Kumar Gupta	-	-	✓	✓	-
Ms. Ashima Goyal	-	-	✓	-	✓
Mr. Pramod Agarwal	✓	-	✓	✓	-
Mr. Kumar Venkatasubramanian	✓	-	✓	✓	-
Ms. Sonali Dhawan	-	-	✓	✓	-
Mr. Gagan Sawhney	✓	-	✓	✓	-
Mr. Ghanashyam Hegde	-	✓	-	✓	✓

\*Directors on Board of the Company, as on date of this report.

#### (g) Annual Evaluation of the Directors and separate meeting of Independent Directors

In terms of the requirement of the Act and the SEBI (LODR) Regulations, 2015, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance and that of its Committees as well as performance of the Directors individually with the aim to improve the effectiveness of the Board and the Committees.

The Company has an evaluation process in place where feedback is sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the Securities and Exchange Board of India vide its circular dated January 5, 2017 like, independence, structure & composition, Board oversight and effectiveness, cohesion in meetings, meeting process, flow of information etc. Performance evaluation process is led by the Lead Independent Director based on the responses received from the Directors.

Mr. Anil Kumar Gupta was appointed as Lead Independent Director for the performance evaluation process for Financial Year 2023-24. The Independent Directors of the Company met separately without the presence of Directors individually, or management representatives on August 28, 2024 to review the performance of directors individually, including the Chairperson of the Board, the Board as a whole and its

Committees and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the independent directors of the Company attended the meeting.

The overall performance evaluation exercise was completed to the satisfaction of the Board of Directors. The key outcome of the evaluation and actionable areas were discussed at the meetings of the Nomination and Remuneration Committee and the Board and the same were noted to be acted upon.

#### (h) Stock Options

The Company does not have any Stock Option Plan for its employees. However, 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 as regards the same are disclosed vide Note 32 forming part of the Financial Statements.

#### (i) Remuneration of Directors

The Independent Directors are paid sitting fees and commission to compensate for their valuable contribution to the Company owing to their wealth of experience and knowledge.





Members of the Company at their 59<sup>th</sup> Annual General Meeting held on November 24, 2023 had approved payment of commission to the Non-Executive Directors of the Company upto a maximum of 1% of the net profits of the Company per annum in the aggregate, for a period of 5 years w.e.f. July 1, 2023 and had also empowered the Board of Directors to fix the quantum of commission payable to the

Non-Executive Directors and to also determine the period for which said commission is payable. The Board of Directors at their meeting held on August 28, 2024 approved payment of annual commission of ₹ 16 lakhs each to Non-P&G (who are not in employment of any P&G group entity) Non-Executive Directors on pro-rata basis. No fee or compensation is payable to the Directors on severance of Directorship of the Company.

Details of the remuneration paid or provided to the Directors of the Company during the Financial Year ended June 30, 2024 are given below:

Name of Director	Relationship with other Directors	Salary including Bonus + PF contribution	Commission	Sitting Fees	Amount in ₹
					Shares held (Equity Shares of ₹ 10/- each)*
Mr. Chittranjan Dua	None	-	16,00,000	9,75,000	-
Mr. L. V. Vaidyanathan <sup>§</sup>	None	4,51,83,841 <sup>§§</sup>	-	-	-
Mr. Kumar Venkatasubramanian <sup>§</sup>	None	-	-	-	-
Mr. Gurcharan Das	None	-	16,00,000	7,25,000	-
Mr. Krishnamurthy Iyer	None	-	16,00,000	9,00,000	-
Mr. Anil Kumar Gupta	None	-	16,00,000	14,75,000	-
Ms. Meena Ganesh <sup>@</sup>	None	-	11,44,000	8,25,000	-
Dr. Ashima Goyal <sup>@</sup>	None	-	4,56,000	2,00,000	-
Mr. Pramod Agarwal	None	-	16,00,000	8,50,000	50
Ms. Sonali Dhawan	None	-	-	-	-
Mr. Karthik Natarajan <sup>#</sup>	None	-	-	-	-
Mr. Ghanashyam Hegde	None	77,11,186 <sup>^</sup>	-	-	-
Mr. Gagan Sawhney	None	-	-	-	-

\* Excludes shares held by relatives.

<sup>§</sup> Mr. L. V. Vaidyanathan resigned from the Board effective April 30, 2024 and Mr. V. Kumar was appointed as Managing Director effective May 1, 2024.

<sup>§§</sup> Mr. L. V. Vaidyanathan is paid by the Company and portion of the remuneration is cross charged to P&G Group Companies, Gillette India Limited and Procter & Gamble Home Products Private Limited in proportion to their respective Net Outside Sales. The above table reflects the amount of remuneration to Mr. L.V. Vaidyanathan contributed by the Company. Mr. L.V. Vaidyanathan has exercised Stock Options of the ultimate Holding Company under its Employee Stock Option Plan, of which ₹ 2,52,57,087 has been charged to the Company.

<sup>@</sup> Ms. Meena Ganesh ceased to be a Director on completion of her tenure, with effect from March 18, 2024. Dr. Ashima Goyal was appointed as an Independent Director with effect from March 19, 2024.

<sup>#</sup> Mr. Karthik Natarajan ceased to be Director effective March 31, 2024 due to his resignation from the Board.

<sup>^</sup> Mr. Ghanashyam Hegde is paid remuneration from P&G Group Company viz. Gillette India Limited and the Company contributes towards the same in proportion to its Net Outside Sales. The above table reflects the amount of remuneration to Mr. Ghanashyam Hegde contributed by the Company.

**(j) Related Party Transactions**

The Company has adopted Related Party Transaction Policy to ensure that all Related Party Transactions entered into by the Company shall be in the best interest of the Company and in accordance with the provisions of the Act and the SEBI (LODR) Regulations, 2015.

The Related Party Transactions Policy is available on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

Prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive nature. All related party transactions are reviewed by independent chartered

accountant firm to ensure transactions are in ordinary course of business, at arm’s length and are in compliance with the related party transactions policy of the Company. All related party transactions are placed before the Audit Committee for quarterly review.

There are no material pecuniary relationships or significant transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives etc. which have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note 33 forming part of the Financial Statements.

Details of material related party transaction entered into during the Financial Year 2023-24 are given below:

<b>Name of Related Party</b>	Procter & Gamble Home Products Private Limited
<b>Nature of transaction</b>	Purchase of goods (Contract Manufacturing)
<b>Amount of transaction during Financial Year 2023-24</b>	₹ 729 Crores

The above transaction was approved by the Shareholders by passing an Ordinary Resolution through Postal Ballot on November 24, 2023. Being related parties, the Promoter shareholders had abstained from voting on the said resolution.

**(k) Succession planning**

The Company believes that by integrating workforce planning with strategic business planning, the Company can put necessary financial and human resources in place so that its objectives can be met.

The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity. Our Board members bring to the table their broad and diverse skills and views to aid the Company in advancing its strategy. To effect the same, the Nomination and Remuneration Committee works with the Board on the Board succession plan to ensure orderly succession in appointments to the Board.

**(l) Committees of the Board**



**Audit Committee**

During the Financial Year, the Audit Committee met six times, on August 28, 2023, October 30, 2023, January 31, 2024, March 8, 2024, April 30, 2024 and May 28, 2024. Mr. Ghanashyam Hegde is Company Secretary to the Committee.



Composition and attendance of the Members of the Audit Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Chittranjan Dua (Chairman)	ID	6	5
Mr. Anil Kumar Gupta (Member)	ID	6	6
Ms. Meena Ganesh (Member) <sup>^</sup>	ID	5	5
Mr. Krishnamurthy Iyer (Member) <sup>*</sup>	ID	1	1
Mr. L. V. Vaidyanathan (Member) <sup>^</sup>	ED	5	5
Mr. Kumar Venkatasubramanian (Member) <sup>*</sup>	ED	1	1

ID = Independent Director, ED = Executive Director

<sup>^</sup>Ms. Meena Ganesh and Mr. L. V. Vaidyanathan ceased to be members of the Committee with effect from March 18, 2024 and April 30, 2024 respectively

<sup>\*</sup>Mr. Krishnamurthy Iyer and Mr. Kumar Venkatasubramanian were inducted as members of the Committee with effect from May 1, 2024

The Audit Committee is comprised of Directors, with appropriate financial skills to provide good oversight. The Company Secretary acts as the Secretary to the Audit Committee. The Audit Committee plays the role as is contemplated under Section 177 of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015.

The Audit Committee powers include the following:

- (a) to investigate any activity within its terms of reference;
- (b) to seek information from any employee;
- (c) to obtain outside legal or other professional advice; and
- (d) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The minutes of the Audit Committee are placed before the Board.

The Audit Committee role includes the following:

- i. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

- ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. Approval or any subsequent modification of transactions of the Company with related parties;
- iv. Scrutiny of inter-corporate loans and investments;
- v. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vi. Evaluation of internal financial controls and risk management systems;
- vii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- viii. Approval of payment to statutory auditors for any other services rendered by the statutory
- ix. Examination and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Modified opinion(s) in the draft audit report.
- x. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;



- xi. Monitoring the end use of funds raised through public offers and related matters and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of qualifications, experience and background, etc. of the candidate;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the

qualifications, experience and background, etc. of the candidate; and

- xx. Reviewing any other areas which may be specified as role of the Audit Committee under the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and other statutes, as amended from time to time.

**Stakeholder Relationship Committee**

During the Financial Year, three meetings were held on August 28, 2023, October 30, 2023 and April 30, 2024.

Composition and attendance of the Members of the Stakeholder Relationship Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Anil Kumar Gupta (Chairman)	ID	3	3
Mr. Ghanashyam Hegde (Member)	ED	3	3
Mr. L. V. Vaidyanathan (Member)^	ED	3	3

ID=Independent Director, ED=Executive Director

^Mr. L. V. Vaidyanathan ceased to be member of the Committee with effect from April 30, 2024 and Mr. Kumar Venkatasubramanian was inducted as member of the Committee with effect from May 1, 2024

The role of the Committee is as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer and transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of duplicate certificates, etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and





- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports and statutory notices by the shareholders of the Company.

During the Financial Year, the Company received 16 complaints from Shareholders. These complaints had been resolved and there were no complaints pending for resolution as on June 30, 2024.

Mr. Ghanashyam Hegde is the Compliance Officer of the Company and is responsible for redressing investor grievances.

### Nomination and Remuneration Committee

During the Financial Year, four meetings were held on August 28, 2023, January 31, 2024, March 18, 2024 and May 28, 2024.

Composition and attendance of the Members of the Nomination and Remuneration Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Anil Kumar Gupta (Chairman)	ID	4	4
Mr. Chittranjan Dua (Member)	ID	4	4
Mr. Gagan Sawhney (Member)	NED	4	4
Mr. Gurcharan Das (Member)	ID	4	4

ID=Independent Director, NED=Non-Executive Director.

The role of the Committee is as follows:

- Formulation of criteria for determining qualifications, positive attributes and independence of Directors;
- Formulation of evaluation criteria for performance evaluation of Independent Directors and the Board;

- Recommendation to the Board of a Policy, relating to the remuneration of Directors, key managerial personnel and senior management;
- Identification of persons who are qualified to become Directors and who may be appointed in senior management and recommendation to the Board their appointment and removal;
- Carrying out evaluation of every Director's performance;
- Devise a policy on Board diversity; and
- Any other role & responsibility, as may be mandated by any statutory legislation, from time to time.

The Company has adopted Nomination and Remuneration Policy. The Nomination and Remuneration Policy is in compliance with all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Policy is designed to attract, motivate and retain leadership members in a competitive and international market. The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The Policy is available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

The Company has also adopted a Board Diversity Policy which is based on the principle that the Company's Board of Directors should have a balance of skills, experience and diversity of perspectives appropriate to the Company's business. The Company recognizes that a Board composed of appropriately qualified people with a broad spectrum of experience relevant to the business is important for effective corporate governance and sustained commercial success of the Company. The Company aims to achieve a sustainable and balanced development by building a diverse and inclusive culture.

### Corporate Social Responsibility Committee

During the Financial Year, three meetings were held on August 28, 2023, January 31, 2024 and April 30, 2024.

Composition and attendance of the Members of the Corporate Social Responsibility Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Anil Kumar Gupta (Chairman)	ID	3	3
Mr. L. V. Vaidyanathan *(Member)	ED	3	3
Ms. Sonali Dhawan (Member)	NED	3	3
Mr. Karthik Natarajan^ (Member)	NED	2	0
Mr. Gurcharan Das (Member)	ID	3	3

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director.

^Mr. Karthik Natarajan ceased to be member of the Committee effective March 31, 2024

\*Mr. L. V. Vaidyanathan ceased to be member of the Committee with effect from April 30, 2024 and Mr. Kumar Venkatasubramanian was inducted as member of the Committee with effect from May 1, 2024

The role of the Committee is as follows:

- Formulation and recommendation to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company;
- Recommendation of the amount of expenditure to be incurred on the CSR activities;
- Monitoring the CSR Policy of the Company from time to time;
- Formulation and monitoring of implementation of business responsibility policies; and
- Annual assessment of the business responsibility performance and reporting.

The Company has adopted a Corporate Social Responsibility Policy in line with terms of the Companies Act, 2013.

The CSR initiatives of the Company form part of the Directors' Report. The CSR Policy is available

on the Company's website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/>

### Risk Management Committee

During the Financial Year, four meetings were held on August 28, 2023, October 30, 2023, January 31, 2024, and April 30, 2024.

Composition and attendance of the Members of the Risk Management Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. L. V. Vaidyanathan (Chairman)*	ED	4	4
Mr. Anil Kumar Gupta (Member)	ID	4	4
Ms. Meena Ganesh^ (Member)	ID	3	3
Mr. Krishnamurthy Iyer (Member)	ID	4	4
Mr. Pramod Agarwal (Member)	NED	4	4
Mr. Karthik Natarajan^ (Member)	NED	3	0
Mr. Ghanashyam Hegde (Member)	ED	4	4
Mr. Gagan Sawhney (Member)	NED	4	3
Mr. Prashant Bhatnagar^ (Member)	CFO	4	4

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director, CFO=Chief Financial Officer

^Ms. Meena Ganesh, Mr. Karthik Natarajan and Mr. Prashant Bhatnagar ceased to be members of the Committee with effect from March 18, 2024, March 31, 2024 and June 28, 2024 respectively

\*Mr. L. V. Vaidyanathan ceased to be member of the Committee with effect from April 30, 2024 and Mr. Kumar Venkatasubramanian was inducted as member and Chairman of the Committee with effect from May 1, 2024

The role of the Committee is as follows:

- To formulate a detailed risk management policy which shall include details, as prescribed by law from time to time.



- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any), shall be subject to review by the Risk Management Committee.

The Company has adopted a Risk Management Policy, which aims to create a standard, structured and efficient approach to identify, assess and mitigate risks. The Governance Board, led by the Managing Director and comprising of Group Chief Financial Officer, Chief Human Resource Officer, Supply Chain Leader, Purchasing & Sustainability Leader and General Counsel, assesses, and reviews enterprise level risks and works with process owners and functional managers to ensure that corrective action is taken, and risk is mitigated as appropriate.

**Cash & Investment Committee**

During the Financial Year, two meetings were held on August 28, 2023 and January 31, 2024. Composition and attendance of the Members of the Cash & Investment Committee during the Financial Year is detailed in table below:

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Pramod Agarwal (Chairman)	NED	2	2
Mr. Anil Kumar Gupta (Member)	ID	2	2
Mr. Karthik Natarajan (Member)^	NED	2	0

Members of the Committee	Category	No. of Meetings held during the year	No. of Meetings attended
Mr. Gagan Sawhney (Member)	NED	2	2
Mr. Ghanashyam Hegde (Member)	ED	2	2

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director

^ Mr. Karthik Natarajan ceased to be member of the Committee with effect from March 31, 2024

The role of the Committee is as follows:

Assessment and recommendation to the Board the best possible utilization of cash generated by the Company, on basis of following primary considerations–

- i) protecting long term growth of the Company;
- ii) maximizing return to the Shareholders; and
- iii) ensuring risk free investments choices.

**(m) Particulars of senior management of the Company as on June 30, 2024**

Name of senior management personnel	Designation
Mr. Gautam Kamath	Finance Head
Mr. P. M. Srinivas	Human Resource Head
Mr. Sairamana Ponugoti	Sales Head
Mr. Ankur Bhagat	Supply Network Operations Head
Ms. Mukta Maheshwari*	Chief Marketing Officer
Mr. Girish Kalyanaraman	Category Leader-Feminine Hygiene
Mr. Sahil Sethi	Category Leader-Health Care
Mr. Sumeet Mittal	Analytics & Insights Leader
Mr. Nikunj Jain	Information Technology Head
Mr. Pawan Verma	Purchases Head

Name of senior management personnel	Designation
Mr. Sachan Saini	Government Relations Head
Mr. Ghanashyam Hegde	Legal Head and Company Secretary
Ms. Mrinalini Srinivasan <sup>@</sup>	Chief Financial Officer
Ms. Enakshee Deva	Communications & CSR Head

*\*Ms. Mukta Maheshwari was appointed as Chief Marketing Officer effective September 1, 2023 in place of Mr. Sharath Verma who ceased to be Chief Marketing Officer effective August 31, 2023*

*Ms. Supriya Srinivasa ceased to be Direct-to-Consumers & Counselor Operations Leader effective March 21, 2024*

*@Ms. Mrinalini Srinivasan was appointed as the Chief Financial Officer effective June 29, 2024 in place of Mr. Prashant Bhatnagar who ceased to be the Chief Financial Officer effective June 28, 2024.*

#### (n) Disclosures regarding re-appointment of Directors

##### i. Mr. Ghanashyam Hegde

Mr. Ghanashyam Hegde is a B. Com and LL.B from Bangalore University. He holds a Post Graduate Diploma in Intellectual Property Rights from National Law School of India University, Bangalore. He is also a qualified Company Secretary. He has over 23 years of experience across pharma, media & entertainment, financial services and chemical industries. He is currently designated as Vice President and General Counsel- Indian Sub-Continent & Australia New Zealand.

Mr. Hegde, Director retires by rotation and being eligible, seeks re-appointment at the ensuing 60<sup>th</sup> Annual General Meeting.

##### ii. Mr. Gagan Sawhney

Mr. Gagan Sawhney is an MBA from IIM, Ahmedabad who joined P&G in Finance in 2001. He has over 22 years of experience across multiple geographies: India, ASEAN, Greater China and Middle East. Presently, Mr. Sawhney is Regional CFO, Middle East & Africa. He has held several leadership roles such as leading Finance for P&G Indian

subcontinent and providing assurance and consulting support across regions as Finance Director- Internal Audit for P&G Global operations.

Mr. Sawhney, Director retires by rotation and being eligible, seeks re-appointment at the ensuing 60<sup>th</sup> Annual General Meeting.

#### COMMUNICATION TO SHAREHOLDERS

##### (i) Annual Report and Notice calling the Meeting

This Annual Report along with Notice calling the Annual General Meeting for the Financial Year 2023-24, in electronic form, is being sent to the Members at the email address updated by the Members with the Depository Participants or Registrar & Transfer Agent, as applicable.

Members who need hard copy of the report are requested to write to the Company Secretary at [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com). A copy of the report will be delivered to your registered address.

##### (ii) Results

The quarterly results of the Company are announced within 45 days of completion of the quarter as prescribed by the Securities & Exchange Board of India. Audited Annual Results are announced within 60 days of the end of the Financial Year as prescribed by the Securities & Exchange Board of India. Financial Results and other newspapers advertisements [as prescribed under SEBI (LODR) Regulations, 2015] during the year were published in the Business Standard and Mumbai Lakshadeep. The Company's results and official news releases are published on Company's website: <https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/>.

##### (iii) Analyst Meet

One meeting with Analysts/Institutional Investors was held during the Financial Year. Details of the same are hosted on the website of the Company at <https://in.pg.com/india-investors/pghh/shareholder-information/info/>

##### (iv) Communication with respect to deduction of tax on dividend income

Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the





Company is required to deduct the tax at source (“TDS”) on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter, which is put up on the website at <https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements/>. The said documents (duly completed and signed) are required to be submitted with Link Intime India Private Limited, Registrar and Share & Transfer agent of the Company (‘RTA’) on or before **November 7, 2024**.

**(v) Green Initiative**

The Company requests its shareholders to join in its endeavor to conserve resources by updating relevant information for receiving online communication and electronic dividend payout.

**(vi) Updation of KYC details**

As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and relevant circulars thereafter, latest being Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, all the listed companies are required to record the PAN, and other KYC details of all the shareholders holding shares in physical mode. Shareholders holding shares in physical form with the Company are requested to update above information with the Company, if pending. It is hereby informed that shareholder will be eligible to lodge any grievance or avail any service request with the Company/or its RTA only after furnishing PAN and other KYC details.

The Company, with the help of the RTA has dispatched reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same. For further details shareholders are requested to refer to the communication available on the website of the Company at <https://in.pg.com/india-investors/pghh/guidance/#shareholderservices>.

Members are encouraged to provide ‘choice of nomination’ in their own interest for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

Shareholders are requested to register their email address and mobile number receiving intimations and regular updates from the Company. The Company greatly appreciates your response and assistance in this regard.

**(vii) Share Transfer and Demat system**

As per directives issued by the Securities and Exchange Board of India (SEBI), transfer requests for effecting transfer of securities, except in case of transmission or transposition of securities, shall not be processed unless the securities are held in dematerialized form effective April 1, 2019. No physical transfer lodgement/re-lodgement has been allowed thereafter.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2023, has mandated the listed entities to issue securities for the following service requests only in dematerialised form viz, Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Transmission; Transposition, etc. For the purpose of the same, after due verification, registrar and transfer agent/issuer companies shall retain share certificates and process the service requests by issuing letter of confirmation, valid for a period of 120 days. As per the process, shareholders are required to submit their demat requests within this validity period, failing which the Company shall credit the securities to a suspense escrow demat account of the Company. The operational guidelines with respect to above service requests are available on the website of the Company at <https://in.pg.com/india-investors/pghh/guidance/>.

The Company obtains an annual certificate from a practicing Company Secretary confirming the issuance of a letter of confirmation within 30 days of receiving investor service requests, as prescribed under Regulation 40(9) of the SEBI (LODR) Regulations, 2015, if all the documents are valid and in order and submits a copy thereof to the Stock Exchanges.

Further, the Compliance Certificate under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to share transfer facility are maintained by Registrar and Share Transfer Agent registered with the

Securities and Exchange Board of India is also submitted to the Stock Exchanges on a yearly basis.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within requisite time from the date of receipt of relevant documents, provided they are complete in all respects.

#### (viii) Alternate Dispute Redressal Mechanism

SEBI vide its Circular No. SEBI/HO/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 has prescribed an SOP in accordance with Regulation 40 of the SEBI (LODR) Regulations, 2015, for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents and its Shareholder(s)/ Investor(s) emanating from investor services. The Company along with its RTA has made the investors aware on the availability of dispute resolution mechanism with Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited against the Company and/or its RTA. The said SEBI Circular is also made available on the Company's website at <https://in.pg.com/india-investors/pghh/guidance/>.

Further, SEBI has streamlined the existing dispute resolution mechanism by establishing a common online dispute resolution (ODR) portal for resolution of disputes arising in the securities market. Shareholders are advised to first approach the Company or its RTA for resolution. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/ with Stock Exchanges, as detailed in the circular issued by SEBI on the ODR mechanism available on the website of the Company at <https://in.pg.com/india-investors/pghh/guidance/>. After exhausting all the above available options for resolution of the grievance, if the Shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

#### STATUTORY COMPLIANCE

The Company has complied with all applicable requirements prescribed by the regulatory and statutory authorities including Stock Exchanges and the SEBI on all matters related to capital markets and no strictures or penalty was imposed on the Company

in past three years. The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

#### GENERAL MEETINGS

Annual General Meeting	Date	Time	Venue	No. of special resolutions passed
59 <sup>th</sup>	November 24, 2023	11:00 a.m.	Meeting through video conference/ Other audio visual means	NIL
58 <sup>th</sup>	November 15, 2022	11:00 a.m.		1
57 <sup>th</sup>	November 17, 2021	11:00 a.m.		NIL

At the 58<sup>th</sup> Annual General Meeting held on November 15, 2022, the following Special Resolution was passed:

- To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022.

#### POSTAL BALLOT

During the Financial Year, following special resolution was approved by postal ballot mechanism on March 13, 2024. The Board had appointed Mr. Nrupang B. Dholakia and in his absence Mr. Vishvesh G Bhagat, Designated Partners of Dholakia & Associates LLP, Practicing Company Secretaries, as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The results of the postal ballot were declared on March 15, 2024.

Details of resolution passed are as follows:

Description of Resolution: Appointment of Dr. Ashima Goyal (DIN 00233635) as Non-Executive Independent Director of the Company, effective March 19, 2024 (Special Resolution)

Details of the voting pattern are as under:

Particulars	No. of Votes (Physical ballots and e-voting)	Votes Cast (No. of Shares)	% of Votes
Assented to the resolution	531	2,81,94,106	99.99
Dissented to the resolution	24	1,503	0.01
<b>No. of valid postal ballot forms/e-votes received</b>	<b>555</b>	<b>2,81,95,609</b>	<b>100</b>



Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

### Procedure for Postal Ballot:

In compliance with Regulation 44 of SEBI (LODR) Regulations 2015, Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Company provided electronic voting (e-voting) facility to all its Shareholders. The Company engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-voting facility to all its Shareholders. The Shareholders had an option to vote either by postal ballot or through e-voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its Shareholders whose names appeared on the Register of Members/list of beneficiaries as on cut-off date. The postal ballot notice was sent to Shareholders in electronic form to the email addresses registered with the depository participants/Company’s Registrar & Share Transfer Agents.

The Company also published a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Secretarial Standards issued by the Institute of Company Secretaries of India, the Companies Act, 2013 and the Rules issued thereunder. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. Shareholders desiring to vote through postal ballot were requested to return the forms, duly completed and signed so as to reach the Scrutinizer before the close of the voting period. Shareholders desiring to exercise their votes by electronic mode were requested to vote before the close of business hours on the last date of e-voting. The Scrutinizer submitted his report, after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced by the Company. The results were displayed on the website of the Company at <https://in.pg.com/india-investors/pghh/shareholder-info/info/#postal-ballot>, besides being communicated to the Stock Exchanges.

Post closure of the Financial Year, no special resolution was passed/ is proposed to be conducted through Postal Ballot as on the date of this Report.

### MD and CFO Certification

A compliance certificate in accordance with Regulation 17(8) of the SEBI (LODR) Regulations,

2015 was provided to the Board of Directors in the prescribed format for the Financial Year 2023-24, which was reviewed by the Audit Committee and taken on record by the Board.

### ADOPTION OF DISCRETIONARY REQUIREMENT

The Company has adopted following discretionary requirements of Regulation 27(1) of the SEBI (LODR) Regulations, 2015:

- There are no audit qualifications in the Company’s financial statements for the Financial Year 2023-24;
- The Internal Auditor of the Company reports to the Audit Committee; and
- Separation of role between Chairman and Managing Director of the Company.

### WHISTLE BLOWER POLICY

The Company is a subsidiary of The Procter & Gamble Company, USA, (“P&G US”) and has adopted P&G’s global standards and whistle blower mechanism set forth in P&G’s Worldwide Business Conduct Manual (WBCM), as Company’s Vigil Mechanism. The WBCM sets out several ways employees and others may report concerns, including via the Worldwide Business Conduct Helpline which is available via telephone, email, or web reporting around the world 24 hours a day, seven days a week. It is staffed by an independent company and can take calls in most languages. Reports of actual or suspected violations may also be made anonymously, where allowed by applicable law. The Worldwide Business Conduct Helpline is accessible to all employees. The Audit Committee oversees the vigil mechanism and cases reported along with status report and action taken (if any) are reported to the Committee. No personnel has been denied access to the Committee.

The Vigil mechanism is available on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>

### CODE OF CONDUCT

#### (i) Code of Conduct for Directors

The Company has in place a Code of Conduct for its Directors and Senior Management. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. The Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct and a certificate from Managing Director to that effect

is annexed to this Corporate Governance Report. The Code of Conduct for Directors and Senior Management has been hosted on the Company's website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code> and <https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/> respectively.

## (ii) Code of Conduct for Prohibition of Insider Trading

The Board of the Company has adopted the Code of Conduct for prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The code has been hosted on the Company's website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code>.

## GENERAL SHAREHOLDER INFORMATION

### i. Annual General Meeting

Pursuant to the General Circular No. 9/2024 issued by the Ministry of Corporate Affairs, the 60<sup>th</sup> Annual General Meeting of the Company will be held on **Tuesday, November 26, 2024 at 11.00 a.m.** through Video Conferencing facility. Deemed Venue for Meeting shall be the Registered Office of the Company: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099. Instructions for joining and participating in the meeting through videoconferencing is provided in the notice for convening the 60<sup>th</sup> Annual General Meeting. A copy of the transcript of the Annual General Meeting will be made available

### viii. Listing of Equity Shares on Stock Exchanges

The Company's shares are listed on below stock exchanges:

Name of Stock Exchange	Company Scrip Code	Address of stock exchange
BSE Limited	500459	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
National Stock Exchange of India Limited	PGHH	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

on the Company's website at <https://in.pg.com/india-investors/pghh/shareholder-info/info/>.

### ii. Financial Calendar

Presently, the Company follows July-June Financial Year. The Financial Results are declared within timelines as prescribed by the Securities & Exchange Board of India.

**iii. Book Closure Dates:** Wednesday, November 20, 2024 to Tuesday, November 26, 2024 (both days inclusive). The said book closure is for payment of dividend, if declared at the Annual General Meeting.

**iv. Dividend Payment Date:** On or before December 20, 2024.

**v. Total fees paid to Statutory Auditors of the Company:** Total fees of ₹ 144.10 lakhs for Financial Year 2023-24, was paid by the Company to Kalyaniwalla & Mistry LLP, Statutory Auditors of the Company.

### vi. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. No complaints related to sexual harassment of women at workplace were received during the Financial Year 2023-24.

### vii. Recommendations of Committees of the Board

There were no instances during the Financial Year 2023-24, wherein the Board had not accepted recommendations made by any Committee of the Board.





**ix. ISIN Code**

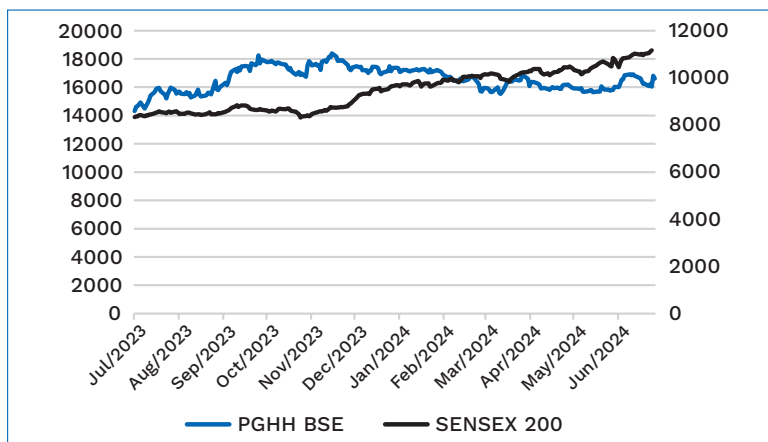
Dematerialization ISIN Code : **INE179A01014**

**x. Stock Price Data**

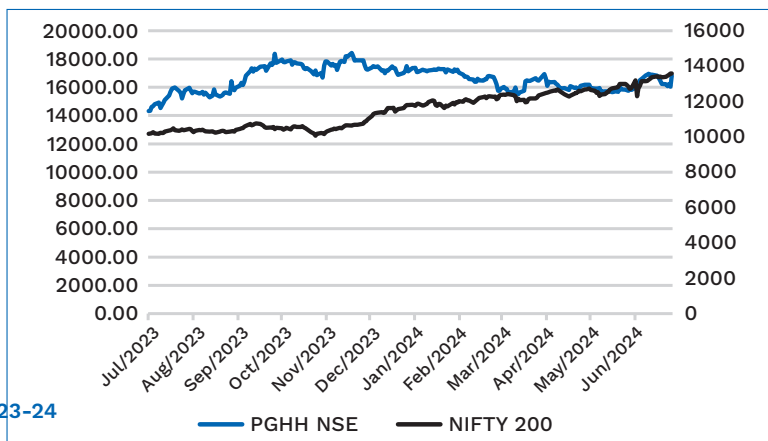
Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
July 2023	16072.85	14197.30	16100.00	14200.00
August 2023	16599.00	14981.20	16600.00	15155.55
September 2023	18548.60	15810.50	18597.95	15823.80
October 2023	18105.10	16631.20	18125.75	16625.20
November 2023	19086.20	16823.30	19250.00	16800.00
December 2023	17649.95	16700.00	17659.00	16675.00
January 2024	17577.85	16984.35	17552.45	16987.00
February 2024	17247.20	15401.00	17298.00	15366.75
March 2024	17036.00	15306.15	17050.90	15345.40
April 2024	16966.05	15696.05	17000.00	15650.10
May 2024	16400.00	15385.55	16407.85	15500.90
June 2024	17168.95	15700.00	17064.95	15655.30

**xi. Stock Performance in comparison to the BSE Sensex and NSE Nifty**

The following chart shows the performance of the Company’s shares as compared to the BSE Sensex during the Financial Year 2023-24:



The following chart shows the performance of the Company’s shares as compared to the NSE Nifty during the Financial Year 2023-24:



**xii. Distribution of shareholding by ownership as on June 30, 2024**

Category	Number of shares held	% of shares held
Foreign & Indian promoters	2,29,29,773	70.64
Resident Individuals and others	34,35,008	10.58
Mutual Funds	26,83,858	8.27
Bank	3,648	0.01
Insurance Companies	22,19,067	6.84
Foreign Portfolio Investors	5,06,078	1.56
Private Corporate Bodies	4,67,410	1.44
NRIs & Foreign Nationals	2,15,367	0.66
Directors and their relatives	527	0.00
<b>TOTAL</b>	<b>3,24,60,736</b>	<b>100.00</b>

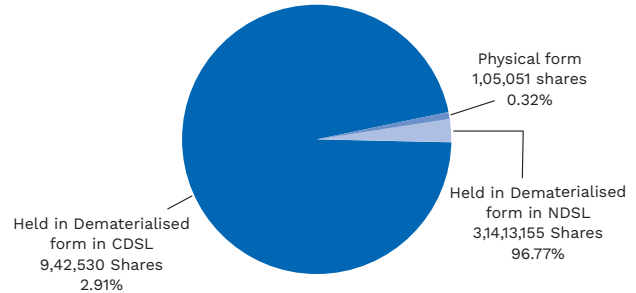
**xiii. Distribution of shareholding by size class as on June 30, 2024**

Shareholding (in ₹)	Shareholders		Shares	
	Number	% to Total	Number	% to Total
Upto 5000	40,708	96.57	1,61,14,310	4.96
5001 – 10000	786	1.86	55,19,550	1.70
10001 – 20000	355	0.84	48,64,680	1.50
20001 – 30000	97	0.23	23,48,800	0.72
30001 – 40000	48	0.11	16,74,510	0.52
40001 – 50000	42	0.10	19,33,930	0.60
50001 – 100000	50	0.12	34,51,430	1.06
100001 and above	67	0.16	28,87,00,150	88.94
<b>TOTAL</b>	<b>42,153</b>	<b>100.00</b>	<b>32,46,07,360</b>	<b>100.00</b>

**xiv. Dematerialization of shares and liquidity**

The Company's shares are required to be compulsorily traded in the stock exchanges in dematerialized form. As on June 30, 2024, the number of shares in dematerialized and physical mode are as under:

Particulars	No. of shares	% to total capital issued
Held in dematerialized form in NSDL	3,14,13,155	96.77
Held in dematerialized form in CDSL	9,42,530	2.91
Held in Physical form	1,05,051	0.32
<b>Total</b>	<b>3,24,60,736</b>	<b>100.00</b>


**xv. Unclaimed Dividend**

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the IEPF Authority.

Final dividend for the Financial Year ended June 30, 2017 and for the subsequent years, which remain unpaid or unclaimed, will be due for transfer to the IEPF of the Central Government on the dates mentioned in the table below. Members who have not encashed their dividend warrants for these years are requested to claim their dividend on or before the due dates mentioned therein, by writing to the Company's Registrar Transfer Agent M/s. Link Intime India Pvt Ltd.



Date of Declaration	For the Financial year ended	Due Date for transfer to IEPF
16.11.2017	30.06.2017	22.12.2024
29.11.2018	30.06.2018	04.01.2026
07.02.2019	Interim 2018-19	15.03.2026
27.11.2019	30.06.2019	02.01.2027
24.11.2020	30.06.2020	30.12.2027
03.02.2021	1 <sup>st</sup> Interim 2020-21	11.03.2028
04.05.2021	Special Interim 2020-21	09.06.2028
17.11.2021	30.06.2021	23.12.2028
01.02.2022	Interim 2021-22	09.03.2029
15.11.2022	30.06.2022	22.12.2029
31.01.2023	Interim 2022-23	09.03.2030
24.11.2023	30.06.2023	30.12.2030
31.01.2024	Interim 2023-24	07.03.2031

Members are requested to update their bank account, other relevant details to reduce the quantum of physical dividend warrants and other correspondence that is sent through physical mode.

The Company, *inter alia*, has been sending periodic reminders to the shareholders of the Company to claim their outstanding dividend(s)

to reduce the quantum of unclaimed dividend(s) lying with the Company.

The members who have a claim on the dividends and shares transferred to the IEPF Authority may claim the same by submitting an online application in web Form No. IEPF-5 available on the website [www.mca.gov.in](http://www.mca.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents listed in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

During the Financial Year 2023-24, unclaimed Interim dividend for the Financial Year ended June 30, 2016 amounting to ₹ 53,14,752 and 2,706 shares were transferred to the IEPF Authority.

Further, interim Dividend for Financial Year June 30, 2017, amounting to Rs. 4,92,57,722 was due for transfer on June 10, 2024. However, due to technical issues on the Ministry of Corporate Affairs portal, said amount is not transferred to the IEPF Authority, as on date of this report.

The details of unpaid / unclaimed dividend as on June 30, 2024 have been hosted on the website of the Company, viz., <https://in.pg.com/india-investors/pghh/shareholder-info/dividends/>. Mr. Ghanashyam Hegde is the Nodal Officer of the Company under the IEPF Rules.

**xvi. Disclosure in respect of equity shares transferred to the Company’s unclaimed Suspense Account is as under:**

In accordance with the requirements of Regulation 34, 39 read with Schedule V(F) of the SEBI (LODR) Regulations, 2015 details of equity shares lying in Unclaimed Suspense Account are as follows:

	Particulars	No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on July 1, 2023	74	10,215
Less	Number of shareholders who approached the Company for transfer of shares and number of shares transferred from suspense account during the year	7	498
Less	Number of shareholders whose shares were transferred to Investor Education and Protection Fund account	1	220
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on June 30, 2024	66	9497

The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

#### **xvii. Transfer of Shares to Unclaimed Suspense Account / Suspense Escrow Demat Account**

In accordance with the operating guidelines issued by SEBI, shares pertaining to three folios aggregating to 424 shares were transferred to 'Procter & Gamble Hygiene and Health Care India Limited – Suspense Escrow Demat Account' arising out of formalities pertaining to non-receipt of demat request within 120 days of issuance of letter of confirmation, during the Financial Year. All three requests for release of these shares to the respective shareholders were processed during the year, in accordance with the guidelines.

#### **xviii. Other Disclosures**

- a. As on date, the Company has not issued GDR / ADR / warrants or any convertible instruments.
- b. The Company does not have any subsidiary companies.
- c. No credit rating has been obtained by the Company with respect to its securities.
- d. The Company has not entered into any Agreement specified under Clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations, 2015.
- e. The disclosure pertaining to details of utilisation of funds raised through preferential allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the SEBI (LODR) Regulations is not applicable to the Company.

- f. The Company does not have any exposure hedged through commodity derivatives.
- g. The details of foreign currency risk management are disclosed in Note 31 forming part of the Financial statements.

#### **xix. Plant location**

Company's plant is located at-  
173, 314, 315, Kundaim Industrial Estate, Kundaim,  
Goa – 403 115

#### **xx. Registrar & Transfer Agents**

Link Intime India Private Limited  
C-101, 247 Park, LBS Marg, Vikhroli (West),  
Mumbai - 400 083  
Tel: (022) 4918 6279  
Fax: (022) 4918 6060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

#### **xxi. Investor Queries and Grievances Redressal**

Shareholders can send their correspondence to the Company with respect to their shares, dividend, request for annual reports, other grievances, etc. at the contact details given below:

#### **Company Secretary & Compliance Officer IEPF Nodal Officer**

Procter & Gamble Hygiene and Health Care Limited  
P&G Plaza, Cardinal Gracias Road, Chakala,  
Andheri (East), Mumbai - 400 099.  
Investor helpline nos.: (91) 86575 12368  
Tel: (91-22) 6958 6000  
Fax: (91-22) 6958 7337  
Email id: [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com)

## **Declaration**

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members have confirmed compliance with the Directors' Code of Conduct for the financial year ended June 30, 2024 and the Senior Management has complied with the Worldwide Business Conduct Manual for the financial year ended June 30, 2024.

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

**Mumbai**  
**August 28, 2024**

**Kumar Venkatasubramanian**  
**Managing Director**





**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members,  
**PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED**  
**CIN: L24239MH1964PLC012971**  
P & G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri East,  
Mumbai City 400099,  
Maharashtra,  
India.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED** having CIN : **L24239MH1964PLC012971** and having registered office at P & G Plaza, Cardinal Gracias Road Chakala, Andheri East Mumbai City 400099 Maharashtra India (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 30<sup>th</sup> June, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of appointment in Company*
1	Chittranjan Dua	00036080	25/08/2020
2	Pramod Agarwal	00066989	08/05/2015
3	Gurcharan Das	00100011	23/08/2022
4	Krishnamurthy Narayanan Iyer	01726564	01/12/2020
5	Anil Kumar Ishwar Dayal Gupta	02588131	18/01/2013
6	Sonali Dhawan	06808527	07/05/2014
7	Ghanashyam Hegde	08054712	09/05/2019
8	Gagan Sawhney	08279568	24/01/2019
9	Ashima Goyal	00233635	19/03/2024
10	Venkatasubra Manian Kumar	08144200	01/05/2024

\* the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Saraf & Associates  
Practising Company Secretaries**

**K.G. SARAF  
Proprietor**

FCS: 1596 | CP: 642  
FRN. S1988MH004800  
PR. 1003/2020

Place : Mumbai  
Date : 28.08.2024  
UDIN : F001596F001065307

**CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE**

To,  
The Members,  
**Procter & Gamble Hygiene and Health Care Limited**  
P & G Plaza, Cardinal Gracias Road,  
Chakala, Andheri East, Mumbai - 400099  
Maharashtra, India.

We have examined the compliance of conditions of Corporate Governance by **Procter & Gamble Hygiene and Health Care Limited** ('the Company') for the year ended on June 30, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'].

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Makarand M. Joshi & Co.  
Company Secretaries**

**Kumudini Bhalerao  
Partner**

FCS: 6667

PR: 640/2019

UDIN: F006667F001065111

Date : August 28, 2024

Place : Mumbai



**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED JUNE 30, 2024**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

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

P & G Plaza, Cardinal Gracias Road, Chakala,  
Andheri East, Mumbai-400099 Maharashtra, India.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Procter & Gamble Hygiene and Health Care Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on June 30, 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on June 30, 2024 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**Overseas Direct Investment and External Commercial Borrowings are not applicable to the Company during the Audit Period**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable to the Company during the Audit Period**)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Company during the Audit Period**)



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)** and
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder. ('Listing Regulations')

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. mentioned above.

**We further report that**, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the following law applicable specifically to the Company:

- Drugs and Cosmetics Act, 1940;
- The Legal Metrology Act, 2009 and
- The Legal Metrology (Packaged Commodities) Rules, 2011.

#### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the audit period were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

**For Makarand M. Joshi & Co.  
Company Secretaries**

**Kumudini Bhalerao  
Partner  
FCS: 6667  
CP: 6690**

**Date : August 28, 2024 PR: 640/2019  
Place : Mumbai UDIN: F006667F001065065**

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.



**Annexure A**

To,

The Members,

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

P & G Plaza, Cardinal Gracias Road, Chakala,  
Andheri East, Mumbai – 400 099 Maharashtra, India.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Makarand M. Joshi & Co.  
Company Secretaries**

**Kumudini Bhalerao  
Partner  
FCS: 6667  
CP: 6690**

**Date : August 28, 2024  
Place : Mumbai**

**PR: 640/2019  
UDIN: F006667F001065065**





# INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF**

**PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED**

**Report on the Audit of the Ind-AS Financial Statements**

**Opinion**

We have audited the accompanying Ind-AS financial statements of **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED** (“the Company”), which comprise the Balance Sheet as at June 30, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year then ended and the Notes to the Ind-AS financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as ‘Ind-AS financial statements’).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind-AS financial statements give the information required by the Companies Act, 2013, (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (India Accounting Standards) Rules, 2015, as amended, (Ind-AS) and with other accounting principles generally accepted in India, of the state of affairs of the Company as at June 30, 2024, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Ind – AS financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind-AS Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) together with the ethical requirements that are relevant to our audit of the Ind-AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind-AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind-AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor’s Response
1.	<p><b>Revenue Recognition – Discounts and Promotions (note no. 2.3(a) and 20 to the Ind-AS financial statements)</b></p> <p>Revenue is measured net of discounts, rebates, incentives and promotions (‘discounts and promotions’).</p> <p>The estimation of discounts and promotions related to sales made during the year is material and it involves Management exercising significant judgement owing to the varying terms of agreements with customers. In addition, the value and timing of promotions for products varies from period to period, and the activity can span over a financial reporting period end.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>(a) Assessing the appropriateness of the revenue recognition accounting policies, including those relating to discounts and promotions, by comparing the same with applicable accounting standards.</li> <li>(b) Reviewing the Company’s general IT controls including review of the independent service auditor’s report and other relevant information.</li> <li>(c) Testing the design, implementation and operating effectiveness of key controls including those at the third-party service organization by reviewing the independent service auditor’s report and other relevant information with respect to discounts and promotions.</li> </ul>

- Company Overview
- Boards Report and MDA
- Corporate Governance
- Financial Statements



Sr. No.	Key Audit Matter	Auditor's Response
	<p>Past experience is used to estimate the provision for discounts and promotions considering the terms of the underlying schemes and arrangements with customers.</p> <p>Considering the materiality of amounts involved and significant judgements related to estimation of discounts and promotions, the same has been considered as a key audit matter.</p>	<p>d) Performing substantive procedures by selecting samples of discounts and promotions recorded during the year, including year end accruals by verifying underlying supporting documentation.</p> <p>(e) Performing an analysis of past accrual and actual expenses incurred there against.</p> <p>(f) Considering the adequacy of the Company's disclosures as per the requirements of IND AS 115.</p>
2.	<p><b>Provisions and Contingent Liabilities relating to taxation matters. (note no 3.2, 27 and 36 to the Ind- AS financial statements)</b></p> <p>The Company is subject to a range of tax risks and periodic assessments by local tax authorities on various tax matters. Applicable tax laws and regulations are subject to differing interpretations and the resolution of a final tax position can take several years to complete. Where the amount of tax payable is uncertain, the Company estimates provisions based on Management's judgement of the likelihood of settlement being required.</p> <p>Given the complexity of judgements involved in estimating the relevant provisions required, including assessments previously made by authorities, this was considered as a key audit matter.</p>	<p>Our audit procedures included:</p> <p>(a) Understanding the process followed by the Company in estimating the quantum of provisions for taxation matters and disclosure of contingent liabilities where it is considered that there could be a possibility that the obligation may arise.</p> <p>(b) Discussing the status and potential exposures in respect of significant tax litigations with the Management including their views on the likely outcome of each assessment / litigation and magnitude of potential exposure.</p> <p>Evaluating the impact of change in tax regulations, which could materially impact the amounts recorded in the Ind-AS financial statements.</p> <p>(c) Involving our tax specialists to evaluate and challenge the appropriateness of Management's assessment and judgements to estimate the provisions held in respect of the open tax assessments. We also re-assessed the provisions made in the Ind-AS financial statements based on the outcome of prior and ongoing tax assessments.</p> <p>(d) We have also assessed the adequacy of the Company's disclosures in the Ind-AS financial statements in respect of provisions and contingent liabilities relating to taxation matters.</p>

**Information Other than the Ind-AS Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the Ind-AS financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the Ind-AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind-AS financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the Ind-AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable under the applicable laws and regulations.

### Responsibilities of Management and Those Charged with Governance for the Ind-AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Ind-AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind-AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind-AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Ind-AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind-AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind-AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind-AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to the Ind- AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind-AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind-AS financial statements, including the disclosures, and whether the Ind-AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the Ind-AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of the users of the Ind-AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind-AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind-AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books except for the matters stated in paragraph 2 (h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014. As stated in Note 44 of the Notes to the Ind AS Financial Statements, the Company had maintained periodic backups of relevant information extracted from its ERP on servers physically located in India upto December 17, 2023. The Company has commenced maintaining daily backups from December 18, 2023.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the Directors of the Company as on June 30, 2024, and taken on record by the Board of Directors, none of the Directors of the Company are disqualified as on June 30, 2024, from being appointed as a Director in terms of Section 164(2) of the Act.
- f) The observation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2 (b) above on reporting under Section 143(3)(b) and paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls with reference to Ind-AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 ("the Rules"), in our opinion and to the best of our information

and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its Ind-AS financial statements - Refer Note 36 to the Ind-AS financial statements.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There have been two instances of delays in transferring the amounts to the Investor Education and Protection Fund (IEPF) by the Company as detailed in the Note 17 to the Ind-AS financial statements towards Unpaid / Unclaimed dividend due to technical error at the MCA site.
- iv) The Management has represented that:
  - a) to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide

any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on such audit procedures performed by us which are considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided above, contain any material misstatement.

- v) As per information and explanation furnished by Management and based on the records of the Company, the dividend proposed in the previous year, as well as the interim dividend declared and paid by the Company during the year is in accordance with Section 123 of the Act.

The Board of Directors of the Company have proposed a final dividend for the year ended June 30, 2024, which is subject to the approval of the members at the ensuing Annual General Meeting. The proposed dividend is in accordance with Section 123 of the Act.

- vi) As detailed in Note No. 45: Notes to Ind-AS Financial Statements, the Company uses certain third-party Software-as-a-Service (SaaS) applications as well as certain applications hosted on P&G Group’s global servers which have a feature of recording audit trail (edit log) facility at the application level. The audit trail data for direct access to the database available with the third-party software service providers has been validated through review of Service Organisation Controls (SOC) Reports. However, these SOC Reports do not cover the full period under audit. For the period not covered by the SOC Reports, Management has obtained and relied on Bridge Letters from the SaaS vendors. In case of the ‘Employee Lifecycle and Compensation’, ‘Leave, Workforce and Overtime’ and the ‘Vendor Master Management’ applications, the Bridge Letters are for the period October 1, 2023 to June 30, 2024; in case of the ‘Purchasing and Customer Pricing Terms Management’ and the ‘Product Price





Approval and Management' applications, the Bridge Letter is for the period April 1, 2024 to June 30, 2024; and in case of the 'International Freight and Logistics Management' application, the Bridge Letter is for the period May 1, 2024 to June 30, 2024. Accordingly, we are unable to comment whether the audit trail feature for direct access to the database of the aforementioned SaaS applications was enabled and operated throughout the year for all relevant transactions recorded in the software for the period for which Bridge Letters were obtained.

The audit trail records for direct access to the database for one of the Inventory Management applications hosted on the Group's global servers was available only from May 15, 2023, onwards, while for the other Inventory Management application, the audit trail records were available only from March 31, 2024, onwards. Accordingly, we are unable to comment whether the audit trail feature of the said applications was enabled and operated throughout the year for all relevant transactions recorded in the software.

Except as stated above, the audit trail at application level as well as at database level for other software programs have operated throughout the year for all

relevant transactions recorded in the software programs. We have also not observed instances of the audit trail feature having been tampered with during the period for which these records were available.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended June 30, 2024.

3. According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act.

For **KALYANIWALLA & MISTRY LLP**  
**CHARTERED ACCOUNTANTS**  
Firm Reg. No.: 104607W / W100166

**Roshni Marfatia**  
**PARTNER**

M. No.: 106548  
UDIN: 24106548BKCSWF6652

Mumbai: August 28, 2024

## Annexure A to the Independent Auditor's Report

The Annexure referred to in paragraph 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditors' Report to the members of the Company on the Ind-AS financial statements for the year ended June 30, 2024:

### Statement on Matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020:

- i) Property, Plant and Equipment
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company does not have any Intangible assets accordingly clause (i) (a)(B) of paragraph 3 of the Order is not applicable to the Company.
  - b) As explained to us, the Company has a program for physical verification of Property, Plant and Equipment and lease assets (including non-current assets held for sale) at periodic intervals by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment. The discrepancies reported on such verification are not material and have been properly dealt with in the books of account.
  - c) According to the information and explanations given to us, the title deeds, comprising all the immovable properties of land and buildings, and lease assets are held in the name of the Company. In respect of immovable properties of land that have been taken on lease and disclosed as non-current assets held for sale in the Ind-AS financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
  - d) The Company has not revalued any of its Property, Plant and Equipment (Right of Used Assets) during the year.
  - e) According to the information and explanations given to us, representation obtained from Management and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at June 30, 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.
- ii) Inventory
  - a) The inventory has been physically verified by the Management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on verification between the physical stocks and the book records were less than 10% in the aggregate for each class of inventories and have been properly dealt with in the books of account.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, paragraph 3(ii)(b) of the Order is not applicable to the Company.
- iii) The Company has not made investments in, provided any guarantee or security or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. The Company has granted unsecured loans to fellow subsidiary company and given loans to employees and key managerial personnel.



(a) The details of loan granted to a fellow subsidiary is as follows:

₹ In Lakhs

Loan granted to	Aggregate amount of loan given	Balance O/s as on Balance sheet date
other than subsidiaries, joint ventures and associates	35,000*	-

\*During the year the company has given a loan of ₹ 35,000 lakhs to fellow subsidiary for the period of 91 days from September 1, 2023 to December 1, 2023 which was then rolled forward for a further period of 61 days from December 1, 2023 to February 1, 2024.

- The Company has not stood guarantee, or provided security to any other entity.
- (b) The Company has granted loans to a fellow subsidiary, its employees and key managerial personnel, the terms and conditions of the grant of loans to the fellow subsidiary, its employees and key managerial personnel are not prejudicial to the interests of the Company. During the year, the Company has not made investments, provided guarantees, given security and advances in the nature of loans and guarantees provided to companies, firms, limited liability partnerships.
- (c) In respect of loans to a fellow subsidiary, its employees and key managerial personnel, the repayment schedule of principal has been stipulated and the receipt / repayments are regular.
- (d) In respect of loans granted to a fellow subsidiary, its employees and key managerial personnel, there are no amounts overdue for more than ninety days.
- (e) In respect of loans granted to a fellow subsidiary, its employees and key managerial personnel, there were no amounts which have fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same employees.
- (f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under paragraph (iii)(f) of the Order is not applicable.
- iv) According to the information and explanations given to us, the Company has not advanced any loans or given guarantee or provided any security to parties covered under Section 185 of the Act. The Company has complied with the provision of Section 186 of the Act, in respect of loans granted during the year.
- v) According to the information and explanations given to us, the Company has not accepted deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed thereunder apply. Accordingly, clause (v) of paragraph 3 of the order is not applicable to the Company.
- vi) The maintenance of cost records has been prescribed by the Central Government under Section 148(1) of the Act in respect of specified products of the Company. For such products we have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) According to the information and explanations given to us and records of the Company examined by us, in our opinion:
- a) the Company is generally regular in depositing the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Goods and Services Tax, Cess, Professional Tax and other statutory dues, as applicable, with the appropriate authorities.

There were no undisputed amount payables in respect of Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Goods and Services Tax, Cess, Professional Tax and other material statutory dues in arrears as at 30 June 2024 for a period of more than six months from the date they became payable.

- b) there are no dues of Sales Tax, Value Added Tax, Service Tax, Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise or Cess or other statutory dues which have not been deposited with the appropriate authorities on account of any dispute, other than the following:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates*	Amount Involved (₹ In lakhs)**
Sales Tax and Laws as per statutes applicable in various states	Sales Tax and VAT	Appellate Authority - up to Commissioners / Revisional authorities level	1997-98, 2001-01, 2005-06, 2009-10, 2011-12, 2012-13 and 2014-15	961
		Appellate Authority - Tribunal	2009-10, 2010-11, 2011-12	782
		High Court	2002-03	102
Finance Act, 1994	Service tax	Appellate Authority - Tribunal	June 2007 to June 2012	269
		Appellate Authority - up to Commissioners	April 2016 to June 2017	2,857
Goods and Services Act, 2017	Goods and Services Tax	Asst. Commissioner	2017- 18 to 2021-22	15,005
		Deputy Commissioner	2017- 18 to 2020-21	13,661
		Appellate Authority	2020-21	253
		Director General of GST Intelligence	2017- 18 to 2021-22	2,132
		Joint Commissioner	2017- 18 to 2021-22	5,526
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal	2008-09, 2009-10, 2011-12 to 2017-18	20,203
		Commissioner of Income Tax (Appeals)	2014-15, 2020-21	803
		National Faceless Assessment Centre (NFAC)	2015-16 and 2016-17	220

\* period denotes the financial year April to March.

\*\* includes penalty and interest on taxes, wherever applicable and is net of amounts paid.

- viii) According to the information and explanations given to us and on the basis of the records examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix) Borrowings

- a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any loans or other borrowings from any lender during the year. Accordingly, clause (ix)(a) of paragraph 3 of the order is not applicable to the Company.



- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or Government or any Government authority.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any term loans during the year and there are no unutilised term loans at the beginning of the year. Accordingly, clause (ix)(c) of paragraph 3 of the order is not applicable to the Company.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Ind-AS financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company during the year.
- e) According to the information and explanations given to us, representation obtained from Management, and on an overall examination of the Ind-AS financial statements of the Company, the Company does not have any subsidiaries, associates or joint ventures and accordingly reporting on clause (ix)(e) and (f) of paragraph 3 the order are not applicable.
- x) Allotment of Shares
  - a) According to the information and explanations given to us, representation obtained from Management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions of clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
  - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of clause (x)(b) of paragraph 3 of the Order is not applicable to the Company.
- xi) Fraud
  - a) According to the information and explanations given to us, on the basis of the records examined by us and representation from Management, no fraud by the Company or material fraud on the Company has been noticed or reported during the year.
  - b) No report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause (xii) of the paragraph 3 of the order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with sections 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the Ind-AS Financial Statements as required by the applicable accounting standards.
- xiv) Internal Audit System
  - a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
  - b) We have considered the internal audit reports of the Company for the period under audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not entered into any non-cash transactions with Directors or persons connected with its directors and hence provisions of Section 192 of the Act are not applicable to the Company.
- xvi) a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b) and (c) of paragraph 3 of the order is not applicable.
- b) According to information and explanation provided by management, the Group does





not have any Core Investment Company (CIC) as part of the group and accordingly reporting under clause (xvi)(d) of paragraph 3 the order is not applicable.

- xvii) According to the information and explanations given to us and based on our examination of the Ind-AS financial statements of the Company, the Company has not incurred cash losses during the current financial year and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditor of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind-AS financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and representation received from Management. Our report does not give any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx) There are no unspent amounts towards Corporate Social Responsibility (CSR) as at June 30, 2024. Accordingly, provisions of clause 3(xx) (a) and 3(xx)(b) of paragraph 3 of the order are not applicable for the year.

For **KALYANIWALLA & MISTRY LLP**  
**CHARTERED ACCOUNTANTS**  
 Firm Reg. No.: 104607W / W100166

**Roshni Marfatia**  
**PARTNER**

M. No.: 106548  
 UDIN: 24106548BKCSWF6652

Mumbai: August 28, 2024



## Annexure B to the Independent Auditor's Report

(Referred to in Para 2 (f) Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Ind-AS financial statements for the year ended June 30, 2024)

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls with reference to Ind-AS financial statements of **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED** ("the Company") as of June 30, 2024, in conjunction with our audit of the Ind-AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Ind-AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (the "Act" or the "Companies Act").

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind-AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Ind-AS financial statements was established and

maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Ind-AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind-AS financial statements included obtaining an understanding of internal financial controls with reference to Ind-AS financial statements, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind-AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Ind-AS financial statements.

### Meaning of Internal Financial Controls with reference to Ind-AS Financial Statements

A Company's internal financial control with reference to Ind-AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind-AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Ind-AS financial statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind-AS financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Ind-AS financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Ind-AS Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Ind-AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Ind-AS financial statements to future periods are subject to the risk that the internal financial control with reference to Ind-AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, to the best of our knowledge and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Ind-AS financial statements and such internal financial controls with reference to Ind-AS financial statements were operating effectively as at June 30, 2024, based on the internal control with reference to Ind-AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **KALYANIWALLA & MISTRY LLP**  
**CHARTERED ACCOUNTANTS**

Firm Reg. No.: 104607W / W100166

**Roshni Marfatia**  
**PARTNER**

M. No.: 106548

UDIN: 24106548BKCSWF6652

Mumbai: August 28, 2024

**BALANCE SHEET AS AT JUNE 30, 2024**

	Notes	As at	As at
		June 30, 2024	June 30, 2023
		₹ in lakhs	₹ in lakhs
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	13 916	17 004
Capital work-in-progress	4	2 775	2 276
Financial assets			
(i) Loans	5	3 146	2 737
(ii) Other financial assets	6	955	909
Deferred tax assets (Net)	7	7 487	6 554
Non-current tax assets (Net)		25 919	24 622
Other non-current assets	8	11 690	10 060
<b>Total non-current assets</b>		<b>65 888</b>	<b>64 162</b>
<b>Current assets</b>			
Inventories	9	22 556	21 980
Financial assets			
(i) Trade receivables	10	24 083	21 628
(ii) Cash and cash equivalents	11 (a)	57 367	96 383
(iii) Bank balances other than (ii) above	11 (b)	1 453	1 416
(iv) Loans	5	389	369
(v) Other financial assets	6	8 924	3 277
Other current assets	8	5 196	4 517
		<b>1 19 968</b>	<b>1 49 570</b>
Non-current assets held for sale	8 (a)	----	----
<b>Total current assets</b>		<b>1 19 968</b>	<b>1 49 570</b>
<b>Total Assets</b>		<b>1 85 856</b>	<b>2 13 732</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	12	3 246	3 246
Other equity	13	74 240	91 357
<b>Total Equity</b>		<b>77 486</b>	<b>94 603</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Lease liabilities	14	1	84
Provisions	15	10 303	10 542
<b>Total non-current liabilities</b>		<b>10 304</b>	<b>10 626</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Lease liabilities	14	307	319
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	16	717	1 946
Total outstanding dues of creditors other than micro enterprises and small enterprises	16	84 448	95 161
(iii) Other financial liabilities	17	3 165	2 538
Other current liabilities	19	4 791	4 934
Provisions	15	1 055	1 035
Current tax liabilities (Net)	18	3 583	2 570
<b>Total current liabilities</b>		<b>98 066</b>	<b>1 08 503</b>
<b>Total Liabilities</b>		<b>1 08 370</b>	<b>1 19 129</b>
<b>Total Equity and Liabilities</b>		<b>1 85 856</b>	<b>2 13 732</b>
<b>See accompanying notes to the financial statements</b>			

In terms of our report attached

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No.: 104607W/W100166

Roshni Marfatia  
Partner  
M. No.: 106548

Place: Mumbai  
Date: August 28, 2024

For and on behalf of Board of Directors

Chittranjan Dua  
Chairman  
DIN: 00036080

Mrinalini Srinivasan  
Chief Financial Officer

Kumar Venkatasubramanian  
Managing Director  
DIN: 08144200

Ghanashyam Hegde  
Executive Director & Company  
Secretary  
DIN: 08054712

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED JUNE 30, 2024

	Notes	Year ended June 30, 2024	Year ended June 30, 2023
		₹ in lakhs	₹ in lakhs
<b>Income</b>			
Revenue from operations	20	4 20 570	3 91 790
Other income	21	5 225	4 058
<b>Total income</b>		<b>4 25 795</b>	<b>3 95 848</b>
<b>Expenses</b>			
Cost of raw and packing materials consumed	22	77 194	84 755
Purchases of stock-in-trade (Traded Goods)		85 438	82 401
Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	(1 213)	(853)
Employee benefits expense	24	24 564	20 579
Finance costs	25	2 678	1 138
Depreciation and amortization expense	4	5 650	5 836
Impairment losses	4 (a)	1 303	----
Other expenses	26	1 36 261	1 18 045
<b>Total expense</b>		<b>3 31 875</b>	<b>3 11 901</b>
<b>Profit before tax from operations</b>		<b>93 920</b>	<b>83 947</b>
<b>Tax expense</b>			
Current tax	27.1	25 955	23 052
Deferred tax	27.1	(1 586)	(1 208)
Prior year tax adjustments	27.1	2 049	(5 711)
<b>Income tax expense</b>		<b>26 418</b>	<b>16 133</b>
<b>Profit for the year</b>		<b>67 502</b>	<b>67 814</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to Statement of Profit and Loss			
Re-measurement of the defined benefit plans	30.2.B	738	(999)
Income tax effect on above	27.2	(186)	251
<b>Total other comprehensive income for the year</b>		<b>552</b>	<b>(748)</b>
<b>Total comprehensive income for the year</b>		<b>68 054</b>	<b>67 066</b>
Earnings per equity share	29		
- Basic (in ₹)		207.95	208.91
- Diluted (in ₹)		207.95	208.91
Face Value of Equity Share (in ₹)		10.00	10.00
<b>See accompanying notes to the financial statements</b>			

### In terms of our report attached

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No.: 104607W/W100166

Roshni Marfatia  
Partner  
M. No.: 106548

Place: Mumbai  
Date: August 28, 2024

### For and on behalf of Board of Directors

Chittranjan Dua  
Chairman  
DIN: 00036080

Mrinalini Srinivasan  
Chief Financial Officer

Kumar Venkatasubramanian  
Managing Director  
DIN: 08144200

Ghanashyam Hegde  
Executive Director & Company  
Secretary  
DIN: 08054712



**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2024**

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>A. Cash Flows from Operating Activities</b>		
<b>Profit before tax</b>	<b>93 920</b>	<b>83 947</b>
<b>Adjustments for:</b>		
Depreciation and amortization expense	5 650	5 836
Loss on disposal of property, plant and equipment	554	83
Finance costs	734	1 138
Allowance for doubtful receivables (Net of recovery)	99	109
Interest income	(4 399)	(3 508)
Impairment losses	1 303	----
Net foreign exchange (gain) / loss	158	38
Inventory written off (net of Insurance claims recovered)	1 261	896
Provisions no longer required written back	(694)	(408)
Expense recognised in respect of equity settled share based payments	850	848
<b>Operating profit before working capital changes</b>	<b>99 436</b>	<b>88 979</b>
<b>Working capital adjustments</b>		
(Increase) in trade and other receivables	(2 554)	(2 511)
(Increase) in financial assets	(6 156)	(866)
(Increase) / Decrease in inventories	(1 837)	526
(Increase) in other assets	(2 309)	(2 029)
(Decrease) / Increase in trade and other payables	(11 549)	20 695
(Decrease) / Increase in provisions	(156)	737
<b>Cash generated from operations</b>	<b>74 875</b>	<b>1 05 531</b>
Income taxes paid	(27 822)	(22 954)
<b>Net cash generated from operating activities</b>	<b>47 053</b>	<b>82 577</b>
<b>B. Cash Flows from Investing Activities</b>		
Loan given to related parties	(70 000)	----
Loan repaid by related parties	70 000	----
Interest received	4 433	3 451
Payment to acquire property, plant and equipment	(4 468)	(4 444)
Proceeds from sale of property, plant and equipment	141	2
<b>Net cash (used in) from investing activities</b>	<b>106</b>	<b>(991)</b>

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED JUNE 30, 2024

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>C. Cash Flows from Financing Activities</b>		
Dividend paid	(86 021)	(47 068)
Principal payment of lease liabilities	(95)	(107)
Interest paid on lease liabilities	(8)	(12)
Interest paid other than on lease liabilities	(51)	(514)
<b>Net cash (used in) financing activities</b>	<b>(86 175)</b>	<b>(47 701)</b>
<b>Net Increase (decrease) in cash and cash equivalents</b>	<b>(39 016)</b>	<b>33 885</b>
Cash and cash equivalents at the beginning of the year	<b>96 383</b>	<b>62 498</b>
<b>Cash and cash equivalents at the end of the year (refer note 11(a))</b>	<b>57 367</b>	<b>96 383</b>

### Disclosure of changes in liabilities arising from Financing activities

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
	Lease Liabilities	Lease Liabilities
Balance at the beginning of the year	403	510
<b>Changes from financing cash flows</b>		
Principal payment of lease liabilities	(95)	(107)
Interest paid on lease liabilities	(8)	(12)
<b>Total changes from financing cash flows</b>	<b>(103)</b>	<b>(119)</b>
<b>Other changes</b>		
New leases net off closures/disposals	-	-
Interest expense on lease liabilities	8	12
<b>Total other changes</b>	<b>8</b>	<b>12</b>
<b>Balance at the end of the year</b>	<b>308</b>	<b>403</b>

#### Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

**See accompanying notes to the financial statements**

#### In terms of our report attached

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No.: 104607W/W100166

Roshni Marfatia  
Partner  
M. No.: 106548

Place: Mumbai  
Date: August 28, 2024

#### For and on behalf of Board of Directors

Chittranjan Dua  
Chairman  
DIN: 00036080

Mrinalini Srinivasan  
Chief Financial Officer

Kumar Venkatasubramanian  
Managing Director  
DIN: 08144200

Ghanashyam Hegde  
Executive Director & Company  
Secretary  
DIN: 08054712

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED JUNE 30, 2024****a. Equity share capital**

	Amount ₹ in lakhs
<b>Balance as at July 1, 2022</b>	<b>3 246</b>
Changes in equity share capital during the year	----
<b>Balance as at June 30, 2023</b>	<b>3 246</b>
Changes in equity share capital during the year	----
<b>Balance as at June 30, 2024</b>	<b>3 246</b>

**Note:** There are no changes in equity share capital due to prior period errors.

**b. Other equity**

	Attributable to the equity shareholders of the Company				
	Reserves & surplus				Total
	General reserve	Securities premium	Share options outstanding account	Retained earnings	
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>Balance as at July 1, 2022 (refer note)</b>	<b>30 959</b>	<b>7 519</b>	<b>3 984</b>	<b>28 049</b>	<b>70 511</b>
Profit for the year	----	----	----	67 814	67 814
Items of OCI for the year, net of tax					
Remeasurement benefit of defined benefit plans	----	----	----	(748)	(748)
<b>Total comprehensive income for the year</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>67 066</b>	<b>67 066</b>
Payment of dividends (refer note 40)	----	----	----	(47 068)	(47 068)
Recognition of share-based payments	----	----	848	----	848
<b>Balance as at June 30, 2023</b>	<b>30 959</b>	<b>7 519</b>	<b>4 832</b>	<b>48 047</b>	<b>91 357</b>
Profit for the year	----	----	----	67 502	67 502
Items of OCI for the year, net of tax					
Remeasurement benefit of defined benefit plans	----	----	----	552	552
<b>Total comprehensive income for the year</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>68 054</b>	<b>68 054</b>
Payment of dividends (refer note 40)	----	----	----	(86 021)	(86 021)
Recognition of share-based payments	----	----	850	----	850
<b>Balance as at June 30, 2024</b>	<b>30 959</b>	<b>7 519</b>	<b>5 682</b>	<b>30 080</b>	<b>74 240</b>

**Note:**

There are no changes in other equity due to changes in accounting policy or prior period items.

**See accompanying notes to the financial statements**

**In terms of our report attached**

For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
Firm Regn. No.: 104607W/W100166

Roshni Marfatia  
Partner  
M. No.: 106548

Place: Mumbai  
Date: August 28, 2024

**For and on behalf of Board of Directors**

Chittranjan Dua  
Chairman  
DIN: 00036080

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Managing Director  
DIN: 08144200

Ghanashyam Hegde  
Executive Director & Company Secretary  
DIN: 08054712

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## 1 Corporate information

Procter & Gamble Hygiene and Health Care Limited ('the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956 having CIN L24239MH1964PLC012971. Its ordinary shares (Equity) are listed on two recognised stock exchanges in India. The registered office of the Company is located at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai - 400099.

The Company is engaged in manufacturing and selling of branded packaged fast moving consumer goods in the femcare and healthcare businesses. The Company's products are sold through retail operations including mass merchandisers, grocery stores, membership club stores, drug stores, department stores and high frequency stores. The Company has its manufacturing locations at Goa and Baddi in Himachal Pradesh, apart from third party manufacturing locations spread across India.

## 2 Basis of preparation, Measurement, Material and Other accounting policies

### 2.1 Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

### 2.2 Basis of preparation and measurement

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements have been prepared on the historical cost basis except for certain items that are measured at fair values at the end of the reporting period, as explained in accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurement that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2.

In addition, for the financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### 2.3 Summary of material accounting policies

#### a. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. The Company's revenue contracts represent a single performance obligation to sell its products to trade customers. Revenue is measured on the basis of contracted price, after deduction of any discounts, rebates, incentives, promotions and any taxes or duties collected on behalf of the Government such as Goods and Services Tax, etc. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. Revenue is reduced for variable consideration including rebates and other similar allowances. Accumulated experience is used to estimate and accrue for the discounts and rebates considering the terms of the underlying schemes and arrangements with customers. Company's contracts with trade customers do not have significant financing components.

The specific recognition criteria described below must also be met before revenue is recognised.

#### Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed and there are no longer unfulfilled obligations, at which time all the following conditions are satisfied:

- a. the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- b. the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- c. the amount of revenue can be measured reliably at contract price, after deduction of any variable consideration including discounts, rebates and any taxes or duties collected on behalf of the government such as Goods and Services Tax (GST), etc. Accumulated experience is used to estimate the provision for such discounts and rebates;
- d. it is probable that the economic benefits associated with the transaction will flow to the Company; and
- e. the costs incurred or to be incurred in respect of the transaction can be measured reliably.

#### Interest income

Interest income is recorded using the Effective Interest Rate (EIR). Interest income is included in Other Income in the Statement of Profit and Loss.

#### b. Leasing

##### The Company as a lessee

The Company's lease assets classes primarily consist of leases for land, buildings and equipments. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) The contract involves the use of an identified asset;
- (ii) The Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
- (iii) The Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

### c. Foreign currencies

The financial statements are presented in Indian Rupees (₹ in lakhs), which is also the Company's functional currency.

#### Transaction and balances

Transactions in currencies other than the Company's functional currency i.e. (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the Balance Sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value is determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on such translations are recognised in the Statement of Profit and Loss in the period which they arise.

### d. Employee benefits

(i) Short term employee benefits - Short term employee benefits including salaries and performance incentives, are charged to the Statement of Profit and Loss on an undiscounted, accrual basis during the period of employment.

ii) Post-employment Benefits

a) Defined Contribution Plans:

The Company has Defined Contribution Plans for post employment benefits charged to the Statement of Profit and Loss, in the form of



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

- Provident Fund administered by the Regional Provident Fund Commissioner;
- Superannuation Fund as per Company policy administered by Company managed trust; and
- State Defined Contribution Plans: Employer's Contribution to Employees' State Insurance.

b) Defined Benefit Plans:

Funded Plan: The Company has Defined Benefit Plan for post employment benefits in the form of

- Gratuity for all employees administered through trust.

Unfunded Plan: The Company has unfunded Defined Benefit Plans in the form of Post Retirement Medical Benefits (PRMB) and Compensated Absences (plant technicians) as per its policy.

Liability for the above defined benefit plans is provided on the basis of valuation, as at the Balance Sheet date, carried out by independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Remeasurements, comprising actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to Retained Earnings through Other Comprehensive Income in the period in which they occur. Remeasurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Past service costs are recognised in the Statement of Profit and Loss on the earlier of:

- ▶ The date of the plan amendment or curtailment, and
- ▶ The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate at the beginning of the year to the net defined benefit liability or asset. The company recognises the following changes in the net defined benefit obligation as an expense in the Statement of Profit and Loss:

- ▶ Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- ▶ Net interest expense or income.

- iii) Liability for Compensated Absences, Bonus, Leave Travel Allowance etc. which are in the nature of short term benefits is provided for as per Company rules based on the undiscounted amount of benefits expected to be paid in exchange of services rendered.
- iv) Termination benefits and long service awards in terms of Company policy are recognised as an expense as and when incurred.
- v) Long Service Awards are payable to employees on completion of specified years of service.

e. **Share-based payment arrangements**

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### Equity-settled transactions

The Procter and Gamble Company, USA has an "Employee Stock Option Plan (ESOP)" whereby the specified employees covered by the plan are granted an option to purchase shares of the Ultimate Holding Company i.e. - The Procter and Gamble Company, USA at a fixed price (grant price) for a fixed period of time. The difference between the market price and grant price on the exercise of the stock options issued by the Ultimate Holding Company to the employees of the Company is charged in the year of exercise by the employees. Parent Company will recharge an amount equal to spread as on date of exercise of options.

The cost of equity-settled transactions is recognised in employee benefits expense, together with a corresponding increase in equity (other reserves) over the period in which the service and performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. Recharge to parent company to the extent of fair value of options will be debited in equity reserves and any excess recharge above the fair value of options will be recognised as equity distribution from the company.

### Employee share purchase plan

The Procter and Gamble Company, USA has an "International Stock Ownership Plan (ISOP)" (employee share purchase plan) whereby specified employees of its subsidiaries have been given a right to purchase shares of the Ultimate Holding Company i.e. The Procter and Gamble Company, USA. Every employee who opts for the scheme contributes by way of payroll deduction up to a specified percentage (upto 15%) of base salary towards purchase of shares on a monthly basis. The Company contributes 50% of employee's contribution (restricted to 2.5% of his base salary) and charged to employee benefits expense. The expenses related ISOP are recognised immediately in the Statement of Profit and Loss statement since there are no vesting conditions attached to the scheme.

The expense in the Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Statement of Profit and Loss.

### f. Taxation

Income tax expense represents the sum of the current tax and deferred tax.

#### Current tax

Provision for current tax for the Company's financial year ended on June 30 is based on the results of the period July 1 to March 31 (later part of the fiscal year ended March 31) and for the balance and for the period April 1 to June 30 (beginning of the next fiscal year) as per the provisions of the Income Tax Act, 1961 and other applicable tax laws. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities related to income taxes levied by the same taxation authority.

### g. Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at acquisition cost less accumulated depreciation and accumulated impairment losses, if any. Cost of acquisition of property, plant and equipment comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts, rebates and any directly attributable cost of bringing the item to its working condition for its intended use. Freehold land is not depreciated. Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes any directly attributable cost of bringing the item to its working condition for its intended use including professional fees and for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Cost of Property, plant and equipment which are not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. All other repairs and maintenance cost are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation is recognised so as to write off the cost of assets (other than freehold land) less their residual values over their useful life, using straight-line method. The estimated useful lives and

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

residual values are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The management's estimate of useful lives are in accordance with Schedule II to the Companies Act, 2013 other than certain assets which are based on Company's expected usage pattern supported by technical assessment.

The estimated useful life of certain property, plant and equipment of the Company are as follows:

Asset Class	Useful lives
Buildings	09-30 years
Plant & machinery	1-15 years
Furniture and fixtures	1-15 years
Office equipment	1-15 years
Vehicles	3-8 years
Moulds & Dies	1-8 years

The residual values of the Company fixed assets are assumed to be equal to zero on the premise that the assets are used for their entire productive life, and have no value, on the secondary market or elsewhere, at the end of the life.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

### h. Impairment of property, plant and equipment

At the end of each reporting period, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its own carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal is recognised immediately in the Statement of Profit and Loss.

### i. Inventories

Inventories consist of raw and packing materials, stores and spares, work-in-progress, stock-in-trade and finished goods. Inventories are valued at lower of cost and net realisable value after providing for obsolescence and other losses where considered necessary. Cost of inventories is determined on FIFO basis.





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

Cost of raw materials and stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. Cost of conversion includes an appropriate portion of allocable overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **j. Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects its present value, that reflects the current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes to the Financial Statements. Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

The Company has ongoing disputes with Tax Authorities on various matters which are pending before appellate authorities. In this regard, the management evaluates whether it has any uncertain tax position requiring adjustments to provision for taxes. Depending on probability of success in the matter before the Appellate Authorities, a provision is created or a Contingent liability is disclosed.

Contingent assets are not recognised in the financial statements as this may result in the recognition of income that may never be there.

### **k. Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial asset and financial liabilities (other than financial asset and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial asset and financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

### **l. Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

All recognised financial assets (except trade receivables) are subsequently measured at either amortised cost or fair value through profit or loss or fair value through other comprehensive income, depending on the classification of the financial assets. Financial assets are not reclassified subsequent to their recognition, except during the period the Company changes its business model for managing financial assets.

### Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- a) The asset is held within a business model whose objective is to hold assets in order or collect contractual cash flows; and
- b) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that does not meet the above conditions are subsequently measured at fair value. Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). A financial asset not classified as either amortised cost or Fair Value through OCI, is classified as Fair Value through Profit or loss.

### Effective interest method

The effective interest is a method calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount in initial recognition.

Income is recognised on an effective interest basis for debt instruments. Interest income is recognised in Statement of Profit and Loss and is included in the "Other income" line item.

### Impairment of financial assets

The Company applies expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables and other contractual rights to receive cash or other financial asset.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

For trade receivables or any contractual right to receive cash, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience with adjusted for forward-looking information.

### **Derecognition of financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all of the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in the Statement of Profit and Loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety, the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in the Statement of Profit and Loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

### **Foreign exchange gains and losses**

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognised in Statement of Profit and Loss.

## **m. Financial liabilities and equity instruments**

### **Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liability or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at initial recognition are classified as financial liabilities at fair value through profit or loss, loans, borrowings and trade payables, as appropriate.

Financial liabilities that are not held for trading and are not designated as at fair value through profit or loss are measured at amortised cost at the end of the subsequent accounting period. The carrying amount of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the "Finance costs" in the Statement of Profit and loss.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, (where appropriate), a shorter period, to the net carrying amount at initial recognition.

## Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instrument and are recognised in Statement of Profit and Loss.

## Derecognition

The Company derecognises a financial liability when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new liability. Similarly, a substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

## n. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

## o. Cash and Cash Equivalents

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks where the original maturity is three months or less and other short term highly liquid investments.

## p. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the year after tax attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### q. Claims

Claims against the Company not acknowledged as debts are disclosed after a careful evaluation of the facts and legal aspects of the matter involved.

### r. Assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' if it is highly probable that they will be recovered primarily through sales rather than through continuing use. Subsequently, such non-current assets and disposal groups classified as held for sale are measured at lower of its carrying value and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit and loss. Non-current assets held for sale are not depreciated or amortised.

## 2.4 Other accounting policies

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily takes a substantial period of time to get ready for its intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

## 2.5 Recent accounting pronouncements

### Standards issued but not yet effective

Ministry of Corporate Affairs (MCA), vide notification dated 12<sup>th</sup> August, 2024, has made the amendments to following Ind AS which are effective 1<sup>st</sup> July, 2024 :

- a) Ind AS 117, Insurance Contracts
- b) Ind AS 103, Business Combinations
- c) Ind AS 101, First time of Adoption of Accounting Standards

Based on preliminary assessment, the Company does not expect these amendments to have any significant impact on its financial statements.

## 3 Critical accounting judgments and key sources of estimation uncertainty

### 3.1 Critical judgments in applying accounting policies

In the application of the Company's accounting policies, which are described in Note 2, the Directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods of the revision if it affects both current and future periods.

### 3.2 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### a. Useful lives of property, plant and equipment

As described at 2.3 (g) above, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period.

### b. Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Management of the Company determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities is disclosed in Note 31.

### c. Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the Management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 24, 'Employee benefits expense'.

### d. Income taxes

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions (refer note 27).

**e.** Measurement and likelihood of occurrence of provisions and contingencies – As disclosed in Note 15 and Note 36, Management has estimated and measured the likelihood of the litigations and accounted the provision and contingencies as appropriate.

**f.** The estimation of the various types of discounts, incentives, promotions and rebate schemes to be recognised based on sales made during the year (refer note 20).



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## 4 Property, plant and equipment and capital work-in-progress

Property, plant and equipment	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Owned Assets	13 834	16 817
Right of Use Assets	82	187
<b>Total</b>	<b>13 916</b>	<b>17 004</b>

## A. Owned Assets

	Freehold land	Buildings	Plant & equipment	Furniture and fixtures	Office equipment	Vehicles	Moulds & Dies	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>Gross Block</b>								
<b>At July 1, 2022</b>	443	6 994	34 768	1 170	4 389	18	1 608	<b>49 390</b>
Additions	----	153	3 010	417	2 967	----	----	<b>6 547</b>
Disposals	----	(15)	(112)	---- *	(687)	----	(40)	<b>(854)</b>
<b>At June 30, 2023</b>	<b>443</b>	<b>7 132</b>	<b>37 666</b>	<b>1 587</b>	<b>6 669</b>	<b>18</b>	<b>1 568</b>	<b>55 083</b>
Additions	----	30	2 581	721	686	187	80	<b>4 285</b>
Disposals	----	(23)	(1 110)	(30)	(301)	---- *	---- *	<b>(1 464)</b>
<b>At June 30, 2024</b>	<b>443</b>	<b>7 139</b>	<b>39 137</b>	<b>2 278</b>	<b>7 054</b>	<b>205</b>	<b>1 648</b>	<b>57 904</b>
<b>Accumulated depreciation</b>								
<b>At July 1, 2022</b>	----	2 813	25 149	861	3 298	2	1 198	<b>33 321</b>
Depreciation charge for the year	----	458	4 417	90	628	3	128	<b>5 724</b>
Disposals	----	----*	(61)	---- *	(687)	----	(31)	<b>(779)</b>
<b>At June 30, 2023</b>	<b>----</b>	<b>3 271</b>	<b>29 505</b>	<b>951</b>	<b>3 239</b>	<b>5</b>	<b>1 295</b>	<b>38 266</b>
Depreciation charge for the year	----	462	3 695	160	1 094	44	83	<b>5 538</b>
Disposals	----	(17)	(689)	(19)	(313)	---- *	---- *	<b>(1 038)</b>
<b>At June 30, 2024</b>	<b>----</b>	<b>3 716</b>	<b>32 511</b>	<b>1 092</b>	<b>4 020</b>	<b>49</b>	<b>1 378</b>	<b>42 766</b>
<b>Impairment losses recognised in profit or loss</b>								
<b>At July 1, 2022</b>	----	----	----	----	----	----	----	<b>----</b>
Impairment for the year	----	----	----	----	----	----	----	<b>----</b>
<b>At June 30, 2023</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>	<b>----</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	Freehold land	Buildings	Plant & equipment	Furniture and fixtures	Office equipment	Vehicles	Moulds & Dies	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Impairment losses recognised in profit or loss (Refer note C below)	----	1 025	131	34	10	----	103	1 303
<b>At June 30, 2024</b>	----	<b>1 025</b>	<b>131</b>	<b>34</b>	<b>10</b>	----	<b>103</b>	<b>1 303</b>
<b>Net carrying amount</b>								
<b>At June 30, 2024</b>	<b>443</b>	<b>2 398</b>	<b>6 495</b>	<b>1 152</b>	<b>3 024</b>	<b>156</b>	<b>166</b>	<b>13 834</b>
<b>At June 30, 2023</b>	<b>443</b>	<b>3 861</b>	<b>8 161</b>	<b>636</b>	<b>3 430</b>	<b>13</b>	<b>273</b>	<b>16 817</b>
<b>At July 1, 2022</b>	<b>443</b>	<b>4 181</b>	<b>9 619</b>	<b>309</b>	<b>1 091</b>	<b>16</b>	<b>410</b>	<b>16 069</b>

\*Denotes amount less than ₹ 50 000

### Notes:

- None of the above assets are mortgaged / hypothecated as security by the Company.
- The amount of contractual commitments for the acquisition of property, plant and equipment is disclosed in note 35.
- Certain Property, Plant & Equipment of the Company having a written down value of ₹ 2 282 lakhs as at 30 June, 2024, which were licensed to a contract manufacturer whose arrangement was terminated in F.Y. 2022-23, have been tested for impairment and a loss amounting to ₹ 1303 lakhs has been recognized in the statement of profit and loss for year ended 30 June, 2024.

### B. Right of Use Assets

	Land	Buildings	Plant & equipment	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>Gross Block</b>				
<b>At July 1, 2022</b>	<b>16</b>	<b>691</b>	<b>27</b>	<b>734</b>
Additions	----	----	----	----
Disposals	----	----	----	----
<b>At June 30, 2023</b>	<b>16</b>	<b>691</b>	<b>27</b>	<b>734</b>
Additions	----	----	7	7
Disposals	----	----	----	----
<b>At June 30, 2024</b>	<b>16</b>	<b>691</b>	<b>34</b>	<b>741</b>
<b>Accumulated depreciation</b>				
<b>At July 1, 2022</b>	6	408	21	435
Additions	2	104	6	112
Disposals	----	----	----	----
<b>At June 30, 2023</b>	<b>8</b>	<b>512</b>	<b>27</b>	<b>547</b>
Additions	2	102	7	112
Disposals	----	----	----	----
<b>At June 30, 2024</b>	<b>10</b>	<b>614</b>	<b>34</b>	<b>659</b>
<b>Net Block</b>				
<b>At June 30, 2024</b>	<b>6</b>	<b>77</b>	----	<b>82</b>
<b>At June 30, 2023</b>	<b>8</b>	<b>179</b>	----	<b>187</b>
<b>At July 1, 2022</b>	<b>10</b>	<b>283</b>	<b>6</b>	<b>299</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## C. Capital work-in-progress

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Capital work-in-progress	2 775	2 276
	<b>2 775</b>	<b>2 276</b>

## Capital work-in-progress ageing schedule

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>As at June 30, 2024</b>					
Projects in progress	2 103	352	318	1	<b>2 775</b>
Projects temporarily suspended	----	----	----	----	----
<b>Sub Total</b>	<b>2 103</b>	<b>352</b>	<b>318</b>	<b>1</b>	<b>2 775</b>

	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>As at June 30, 2023</b>					
Projects in progress	1 037	354	138	133	<b>1 662</b>
Projects temporarily suspended	----	2	73	539	<b>614</b>
<b>Sub Total</b>	<b>1 037</b>	<b>356</b>	<b>211</b>	<b>672</b>	<b>2 276</b>

## Details of capital-work-in progress whose completion is overdue as compared to its original plan

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>As at June 30, 2024</b>					
<b>Temporarily Suspended</b>					
Project at Goa Factory	----	----	----	----	----
<b>Sub Total</b>	----	----	----	----	----

	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>As at June 30, 2023</b>					
<b>Temporarily Suspended</b>					
Project at Goa Factory	614	----	----	----	<b>614</b>
<b>Sub Total</b>	<b>614</b>	----	----	----	<b>614</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### 5 Loans

#### Unsecured considered good

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Non-current</b>		
Loans to related parties (refer note (a), (c) and note 33)	----	----
Loan to employees (refer note (c))	3 146	2 737
	<b>3 146</b>	<b>2 737</b>
<b>Current</b>		
Loans to related parties (refer note (b), (c) and note 33)	----	----
Loan to employees (refer note (c))	389	369
	<b>389</b>	<b>369</b>

#### Notes:

- Non-current loans to related parties includes loan to key managerial personnel ₹ Nil lakhs (June 30, 2023: ₹ Nil lakhs).
- Current loans to related parties includes loan to key managerial personnel ₹ Nil lakhs (June 30, 2023: ₹ Nil lakhs).
- Loans given to employees / key managerial personnel as per the Company's policy are not considered for the purposes of disclosure under Section 186 (4) of the Companies Act, 2013.
- There are no loans or advances in the nature of loans granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are: (i) repayable on demand; or (ii) without specifying any terms or period of repayment

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Loan to fellow subsidiary</b>		
Balance as at the beginning of the year	----	----
Loans given	70 000	----
Loans repaid	(70 000)	----
Balance as at the end of the year	----	----
Maximum amount outstanding at any time during the year	35 000	----

Loan is utilised for the general business purpose by the recipient.

### 6 Other financial assets

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Non-current</b>		
Security deposits	955	909
	<b>955</b>	<b>909</b>





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Current</b>		
Security deposits	6	102
Receivable on account of sale of scrap	252	203
Due from related parties (refer note 33)	8 520	2 792
Interest accrued on deposits with banks	146	180
	<b>8 924</b>	<b>3 277</b>

## 7 Deferred tax assets (Net)

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Deferred tax assets	7 487	6 554
Deferred tax liabilities	----	----
	<b>7 487</b>	<b>6 554</b>

## Deferred tax assets / (liabilities) in relation to:

2023-2024	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing Balance
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Property, plant and equipment	584	541	----	1 125
Voluntary retirement scheme	12	(374)	----	(362)
Disallowance u/s 43 B of the Income Tax Act, 1961	2 678	622	(186)	3 114
Other temporary differences	3 280	330	----	3 610
	<b>6 554</b>	<b>1 119</b>	<b>(186)</b>	<b>7 487</b>

2022-2023	Opening Balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing Balance
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Property, plant and equipment	(12)	596	----	584
Voluntary retirement scheme	461	(449)	----	12
Disallowance u/s 43 B of the Income Tax Act, 1961	2 667	(240)	251	2 678
Other temporary differences	2 072	1 208	----	3 280
	<b>5 188</b>	<b>1 115</b>	<b>251</b>	<b>6 554</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### 8 Other assets

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Non-current</b>		
Advance to vendors	40	40
Balances with government authorities (refer note (a) below)		
Unsecured, considered good	11 650	10 020
Unsecured, doubtful	1 135	1 135
Less: Allowance for doubtful advances	(1 135)	(1 135)
	<b>11 690</b>	<b>10 060</b>
<b>Current</b>		
Prepaid expenses	58	3
Other advances (includes advances to vendors)	612	312
Advance to employees (refer note (b) below)	14	10
Balances with government authorities (includes Service Tax and Cenvat credit receivable)	4 512	4 192
	<b>5 196</b>	<b>4 517</b>

#### Movement in the allowance for doubtful advances

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Balance at the beginning of the year	1 135	1 135
Amounts written off during the year (net)	----	----
Change in allowance for bad and doubtful advances during the year	----	----
<b>Balance at end of the year</b>	<b>1 135</b>	<b>1 135</b>

- (a) Includes amounts deposited with GST, Excise, Sales Tax and other authorities pending resolution of disputes.
- (b) Advances given to employees as per the Company's policy are not considered for the purposes of disclosure under Section 186 (4) of the Companies Act, 2013.

### 8 (a) Non current assets held for sale

In the year ended June 30, 2018, certain Property, Plant and Equipment (PPE) had been impaired as the company intended to dispose off the said assets and the carrying value of the assets amounting to ₹ 3 411 lakhs was brought down to its fair value as at June 30, 2018 and an impairment loss of ₹ 1 259 lakhs was recognised in that year. A further impairment loss amounting to ₹ 1 388 lakhs was recognized in the year ended June 30, 2020, to bring the assets down to their fair value as at June 30, 2020, based on certain quotes obtained. In the year ended June 30, 2021, these assets have been fully impaired on a conservative basis and an impairment loss amounting to ₹ 764 lakhs has been recognized in the Statement of Profit and Loss for the year ended June 30, 2021. These assets continue to be classified as held for sale as at June 30, 2023, since the management intends to dispose off these assets and is actively working on completion of requisite regulatory requirements.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****9 Inventories**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Inventories (lower of cost and net realisable value)</b>		
Raw materials (Including packing materials) (Includes in transit ₹ 174 lakhs (June 30, 2023: ₹ 426 lakhs))	5 204	5 760
Work-in-progress	292	484
Finished goods/Stock-in-trade (Includes in transit ₹ 1401 lakhs (June 30, 2023: ₹ 1480 lakhs))	16 011	14 606
Consumable stores and spares	1 049	1 130
	<b>22 556</b>	<b>21 980</b>

The cost of inventories recognised as an expense during the year is disclosed in note 22, 23 and 26.

**10 Trade receivables**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Unsecured, considered good	24 368	21 938
Less: Allowance for expected credit loss	(285)	(310)
	<b>24 083</b>	<b>21 628</b>

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as per the provision matrix.

There are no debts due by Directors or other Officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any Director is a Partner or a Director or a Member.

**Movement in the allowance for doubtful receivables**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Balance at the beginning of the year	310	248
Amounts written off during the year (net)	(124)	(47)
Change in allowance for credit impairment during the year	99	109
<b>Balance at end of the year</b>	<b>285</b>	<b>310</b>

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## Ageing for trade receivables as at June 30, 2024

	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>Undisputed trade receivables</b>							
considered good	20 342	3 063	332	483	90	58	<b>24 368</b>
which have significant increase in credit risk	----	----	----	----	----	----	----
credit impaired	----	----	----	----	----	----	----
<b>Disputed trade receivables</b>							
considered good	----	----	----	----	----	----	----
which have significant increase in credit risk	----	----	----	----	----	----	----
credit impaired	----	----	----	----	----	----	----
<b>Sub Total</b>	<b>20 342</b>	<b>3 063</b>	<b>332</b>	<b>483</b>	<b>90</b>	<b>58</b>	<b>24 368</b>
Less: Allowance for expected credit loss							(285)
<b>Total</b>							<b>24 083</b>

## Ageing for trade receivables as at June 30, 2023

	Not Due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	Total
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>Undisputed trade receivables</b>							
considered good	18 294	3 036	144	172	98	194	<b>21 938</b>
which have significant increase in credit risk	----	----	----	----	----	----	----
credit impaired	----	----	----	----	----	----	----
<b>Disputed trade receivables</b>							
considered good	----	----	----	----	----	----	----
which have significant increase in credit risk	----	----	----	----	----	----	----
credit impaired	----	----	----	----	----	----	----
<b>Sub Total</b>	<b>18 294</b>	<b>3 036</b>	<b>144</b>	<b>172</b>	<b>98</b>	<b>194</b>	<b>21 938</b>
Less: Allowance for expected credit loss							(310)
<b>Total</b>							<b>21 628</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****11 (a) Cash and cash equivalents**

For the purpose of the Statement of Cash Flows, cash and cash equivalents include cash in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting year as shown in the Statement of Cash Flows can be reconciled to the related items in the Balance Sheet as follows:

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Balances with banks:		
- In current accounts	5 866	8 133
- Deposits with original maturity of less than three months	51 501	88 250
<b>Cash and cash equivalents as per Balance Sheet</b>	<b>57 367</b>	<b>96 383</b>
<b>Cash and cash equivalents as per Statement of Cash Flows</b>	<b>57 367</b>	<b>96 383</b>

**11 (b) Other bank balances**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Earmarked accounts		
- Unpaid / Unclaimed dividend account	1 453	1 416
	<b>1 453</b>	<b>1 416</b>

**12 Equity share capital**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Authorised share capital:</b>		
3 50 00 000 fully paid equity shares of ₹ 10 each (Previous year 3 50 00 000 fully paid equity shares of ₹ 10 each)	3 500	3 500
<b>Issued and subscribed share capital:</b>		
3 24 60 736 fully paid equity shares of ₹ 10 each (Previous year 3 24 60 736 fully paid equity shares of ₹ 10 each)	3 246	3 246
	<b>3 246</b>	<b>3 246</b>

**12.1 Movement in Equity share capital**

	<b>Number of shares</b>	<b>Share Capital ₹ in lakhs</b>
<b>Balance at July 1, 2022</b>	<b>3 24 60 736</b>	<b>3 246</b>
Movements	----	----
<b>Balance at June 30, 2023</b>	<b>3 24 60 736</b>	<b>3 246</b>
Movements	----	----
<b>Balance at June 30, 2024</b>	<b>3 24 60 736</b>	<b>3 246</b>

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

No shares are bought back by the Company during the period of 5 years immediately preceding the Balance Sheet date.

No shares are allotted as fully paid up by way of bonus shares during the period of 5 years immediately preceding the Balance Sheet date.

No shares are reserved for issue under options and contracts/commitments for the sale of shares/disinvestment.

No shares are allotted as fully paid up pursuant to contracts without being payment received in cash during the period of 5 years immediately preceding the Balance Sheet date.

### 12.2 Details of shares held by ultimate holding company / holding company and / or their subsidiaries / associates

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Ultimate Holding Company</b>		
The Procter and Gamble Company	----	----
<b>Holding Company</b>		
Procter & Gamble Overseas India BV, The Netherlands	2 231	2 231
<b>Subsidiaries of the Ultimate Holding Company</b>		
Temple Trees Impex & Investment Pvt. Ltd.	62	62

### 12.3 Details of shareholders holding more than 5% equity shares in the Company

	As at June 30, 2024		As at June 30, 2023	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
<i>Equity shares of ₹ 10 each fully paid</i>				
Procter & Gamble Overseas India BV, The Netherlands	2 23 10 090	68.73	2 23 10 090	68.73
SBI Focused Equity Fund	18 85 593	5.81	20 71 757	6.38

### 12.4 Details of shareholdings by the promoter's of the Company

	As at June 30, 2024		As at June 30, 2023		% change during the year
	Number of shares held	% of total shares	Number of shares held	% of total shares	
Procter & Gamble Overseas India BV, The Netherlands	2 23 10 090	68.73	2 23 10 090	68.73	----
Temple Trees Impex & Investment Pvt. Ltd.	6 19 683	1.91	6 19 683	1.91	----
<b>Total promoters shareholding</b>	2 29 29 773	70.64	2 29 29 773	70.64	----
<b>Total shareholding</b>	<b>3 24 60 736</b>	<b>100.00</b>	<b>3 24 60 736</b>	<b>100.00</b>	----



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	As at June 30, 2023		As at June 30, 2022		% change during the year
	Number of shares held	% of total shares	Number of shares held	% of total shares	
Procter & Gamble Overseas India BV, The Netherlands	2 23 10 090	68.73	2 23 10 090	68.73	----
Temple Trees Impex & Investment Pvt. Ltd.	6 19 683	1.91	6 19 683	1.91	----
<b>Total promoters shareholding</b>	<b>2 29 29 773</b>	<b>70.64</b>	<b>2 29 29 773</b>	<b>70.64</b>	<b>----</b>
<b>Total shareholding</b>	<b>3 24 60 736</b>	<b>100.00</b>	<b>3 24 60 736</b>	<b>100.00</b>	<b>----</b>

## 13 Other equity

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Reserves &amp; surplus</b>		
General reserve	30 959	30 959
Securities premium	7 519	7 519
Share options outstanding account	5 682	4 832
Retained earnings	30 080	48 047
	<b>74 240</b>	<b>91 357</b>

## 13.1 General reserve

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Balance at the beginning of year	30 959	30 959
Transferred from surplus in Statement of Profit and Loss	----	----
<b>Balance at the end of year</b>	<b>30 959</b>	<b>30 959</b>

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to the Statement of Profit and Loss.

## 13.2 Securities premium

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Balance at the beginning of year	7 519	7 519
Movements	----	----
<b>Balance at the end of year</b>	<b>7 519</b>	<b>7 519</b>

The amount received in excess of face value of the equity shares is recognised in securities premium which is utilised in accordance with the provisions of the Companies Act, 2013.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### 13.3 Share options outstanding account

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Balance at the beginning of year	4 832	3 984
Arising on share-based compensation	850	848
<b>Balance at the end of year</b>	<b>5 682</b>	<b>4 832</b>

The above reserve relates to share options granted by the Ultimate Holding Company to specific employees of its subsidiaries under its employee stock option plan. Further information about share-based payments to employees is set out in note 32.

### 13.4 Retained earnings

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Balance at the beginning of year	48 047	28 049
Profit attributable to the owners of the Company	67 502	67 814
Other comprehensive income arising from remeasurement of defined benefit obligation (net of income tax)	552	(748)
Payment of final / interim dividend on equity shares (refer note 40)	(86 021)	(47 068)
<b>Balance at the end of year</b>	<b>30 080</b>	<b>48 047</b>

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

In December 2023, final dividend of ₹ 105 per share (total dividend including tax thereon ₹ 34 084 lakhs) for the year ended June 30, 2023 was paid to holders of fully paid equity shares.

In December 2022, the final dividend paid was ₹ 65 per share (total dividend including tax thereon ₹ 21 099 lakhs) for the year ended June 30, 2022.

In February 2024, an interim dividend of ₹ 160 per share (total dividend including tax thereon ₹ 51 937 lakhs) was paid to holders of fully paid equity shares.

In February 2023, an interim dividend of ₹ 80 per share (total dividend including tax thereon ₹ 25 969 lakhs) was paid to holders of fully paid equity shares.

### 14 Lease Liabilities

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Non-current</b>		
Lease liabilities	1	84
	<b>1</b>	<b>84</b>
<b>Current</b>		
Leased liabilities	307	319
	<b>307</b>	<b>319</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****Movement in lease liabilities**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Balance as at beginning of the year	403	510
Add: Addition	7	----
Add: Accretion of interest	8	12
Less: Payment of Lease Liabilities made (net of deletion)	(112)	(119)
Less: Others (including foreclosure)	2	----
<b>Balance as at end of the year</b>	<b>308</b>	<b>403</b>

The Company's lease assets classes primarily consist of leases for land, buildings and equipments.

- A. The maturity analysis of lease liabilities are disclosed in Note 31.
- B. The carrying amounts of right-of-use assets recognised, the movements during the year and the depreciation expense on Right-of-Use assets are given in Note 4
- C. The interest expense on lease liabilities recognised is given in Note 25
- D. The Company incurred for the year ended March 31, 2024 ₹ Nil lakhs (March 31, 2023: ₹ Nil lakhs) towards expenses relating to short-term leases and leases of low-value assets
- E. The total cash outflow for leases is for the year ended March 31, 2024 ₹ 103 lakhs (March 31, 2023 ₹ 119 lakhs).

**15 Provisions**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Employee benefits (refer note (i) below)	11 163	11 404
Other provisions (refer note (ii) below)	195	173
	<b>11 358</b>	<b>11 577</b>
Current	1 055	1 035
Non - current	10 303	10 542
	<b>11 358</b>	<b>11 577</b>

Note (i): The provision for employee benefits includes post retirement medical benefits (PRMB), compensated absences, gratuity and long service awards benefits. For other disclosures refer note 30.

Note (ii): The other provisions represent estimates made for probable claims arising out of litigation pending with relevant authorities. These provisions have not been discounted as it is not practicable for the Company to estimate the timing of the provision utilisation and cash outflows, if any, pending resolution. The Company does not expect any reimbursements in respect of the above provisions.

**Other provisions**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Balance at the beginning of year	173	155
Additional provision recognised	22	18
Reduction arising from payments	----	----
<b>Balance at the end of year</b>	<b>195</b>	<b>173</b>

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## 16 Trade payables

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Total outstanding dues of micro enterprises and small enterprises (refer note 37)	717	1 946
Total outstanding dues of creditors other than micro enterprises and small enterprises	84 448	95 161
	<b>85 165</b>	<b>97 107</b>

### Ageing for trade payables as at June 30, 2024

	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
			₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	
Undisputed dues - MSME	----	711	6	----	----	----	<b>717</b>
Undisputed dues - Others	42 448	39 805	1 575	510	38	72	<b>84 448</b>
Disputed dues - MSME	----	----	----	----	----	----	----
Disputed - Others	----	----	----	----	----	----	----
<b>Sub Total</b>	<b>42 448</b>	<b>40 516</b>	<b>1 581</b>	<b>510</b>	<b>38</b>	<b>72</b>	<b>85 165</b>

### Ageing for trade payables as at June 30, 2023

	Unbilled	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
			₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	
Undisputed dues - MSME	----	1 279	667	----	----	----	<b>1 946</b>
Undisputed dues - Others	29 945	52 931	11 484	733	46	22	<b>95 161</b>
Disputed dues - MSME	----	----	----	----	----	----	----
Disputed - Others	----	----	----	----	----	----	----
<b>Sub Total</b>	<b>29 945</b>	<b>54 210</b>	<b>12 151</b>	<b>733</b>	<b>46</b>	<b>22</b>	<b>97 107</b>



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****17 Other financial liabilities**

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Current</b>		
Payables for property, plant & equipment	1 705	1 115
Deposits from customers and others	7	7
Unpaid / Unclaimed dividend #	1 453	1 416
	<b>3 165</b>	<b>2 538</b>

Due to technical errors at Ministry of Corporate Affairs' (MCA) portal, there has been delay in transferring amounts to the Investor Education and Protection Fund (IEPF) for the following cases.

Particulars	Amount (₹ Lakh)	Due Date	Date of Payment
Final dividend for FY 2015-16	53	7-Feb-24	14-Feb-24
Interim dividend for FY 2016-17	493	*16-Aug-24	Not paid

\* Extended date as per the MCA notifications

**18 Current tax liabilities (Net)**

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Income tax payable	3 583	2 570
	<b>3 583</b>	<b>2 570</b>

**19 Other current liabilities**

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Superannuation	9	9
Taxes and other liabilities (including statutory remittances, excise and sales tax payable)	4 782	4 925
	<b>4 791</b>	<b>4 934</b>

**20 Revenue from operations**

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Sale of products	4 19 157	3 90 521
<b>Other operating revenues</b>		
Scrap sales	581	712
Sale of Raw Material	832	557
	<b>4 20 570</b>	<b>3 91 790</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### Reconciliation of Revenue from Sale of products:

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Contracted Price	5 03 481	4 65 844
Less: Trade Spends, Rebates, etc.	84 324	75 323
<b>Revenue from Sale of products</b>	<b>4 19 157</b>	<b>3 90 521</b>

### Refer note 28.2 and 28.5 for disaggregated revenue information.

- The Company does not have any contract asset as at 30<sup>th</sup> June, 2024 (30<sup>th</sup> June, 2023: Nil)
- The Company does not have any contract liability as at 30<sup>th</sup> June, 2024 (30<sup>th</sup> June, 2023: Nil)

### 21 Other income

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Interest income earned on:</b>		
Bank deposits	3 220	3 508
Loan to related parties	1 179	----
Other financial assets carried at amortised cost	123	113
	<b>4 522</b>	<b>3 621</b>
<b>Other non-operating income (net of expenses directly attributable to such income)</b>		
Miscellaneous Income	703	437
	<b>703</b>	<b>437</b>
<b>Total</b>	<b>5 225</b>	<b>4 058</b>

### 22 Cost of raw and packing materials consumed

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Inventories at the beginning of year	5 760	8 107
Add: Purchases	76 638	82 408
	<b>82 398</b>	<b>90 515</b>
Less: Inventories at the end of year	5 204	5 760
<b>Cost of raw and packing materials consumed</b>	<b>77 194</b>	<b>84 755</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****23 Changes in inventories of finished goods, work-in-progress and stock-in-trade**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Inventories at the beginning of year:		
Finished Goods	14 606	13 714
Stock-in-Trade	----	----
Work-in-Progress	484	523
	<b>15 090</b>	<b>14 237</b>
Inventories at the end of year:		
Finished Goods	16 011	14 606
Stock-in-Trade	----	----
Work-in-Progress	292	484
	<b>16 303</b>	<b>15 090</b>
<b>Net (increase)</b>	<b>(1 213)</b>	<b>(853)</b>

**24 Employee benefits expense**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
Salaries and wages *	19 372	16 273
Contribution to provident and other funds (refer note 30)	2 309	2 166
Share-based payment to employees (refer note 32)	1 458	1 412
Staff welfare expense	872	918
(Recovery) / reimbursement of employee cost cross charged by related parties (refer note 38)	553	(190)
	<b>24 564</b>	<b>20 579</b>

\* Salaries and Wages includes ₹ 1356 lakhs (Previous year: ₹ Nil lakhs) for expenditure on Voluntary Retirement Scheme.

**25 Finance costs**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Interest costs:</b>		
Interest on income tax (refer note 43)	1 944	----
Net interest on the net defined benefit liability (refer note 30)	675	612
Interest expense on trade payables (refer note 37)	51	514
Interest on lease liabilities	8	12
	<b>2 678</b>	<b>1 138</b>

# NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

## 26 Other expenses

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Consumption of store and spares	665	577
Processing charges	18 828	15 189
Power and fuel	1 222	1 257
Freight, transport, warehousing and distribution charges	8 563	9 375
Rent (refer note 34)	523	296
Rates and taxes	3 049	1 187
Insurance	72	80
<b>Repairs and maintenance</b>		
Plant and machinery	1 494	783
Buildings	----	----
Others	9	14
Trade incentives	3 701	1 808
Advertising expenses	53 096	40 844
Royalty	21 832	21 202
Business process outsourcing expenses	8 561	7 864
Travelling and conveyance	1 625	1 463
Communication costs	49	219
Computer expenses	817	948
Legal and professional fees	4 088	3 960
Directors commission (refer note 33)	156	129
Payment to auditors (refer note 26.1)	154	136
Exchange differences (net)	373	437
Inventory written off (net of insurance claims recovered)	1 261	896
Allowance for doubtful receivables	99	109
Loss on sale of property, plant and equipment (net)	554	83
Miscellaneous expenses	7 017	9 652
Recovery of Expenses shared by related parties (Net) (refer note 38)	(1 547)	(463)
	<b>1 36 261</b>	<b>1 18 045</b>

### 26.1 Payments to auditors:

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>(i) To statutory auditors</b>		
For audit	136	120
For other services	4	2
Reimbursement of expenses	6	6
<b>(ii) To cost auditors for cost audit</b>	8	8
	<b>154</b>	<b>136</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****26.2 Corporate Social Responsibility**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
(i) Amount required to be spent by the Company during the year	1 667	1 502
(ii) Amount spent during the year on:		
(a) Construction/ acquisition of asset	----	----
(b) For purposes other than (a) above	1 445	1 325
(iii) Set off from previous year	222	177
(iv) Shortfall at the end of the year	----	----
(v) Total of previous years shortfall	----	----
(vi) Reason for shortfall	----	----

(vii) The Corporate Social Responsibility activities to be undertaken by the Company, include, but are not limited to promoting education through interventions in remedial learning, early child education, digital remedial learning, education infrastructure and supporting education of girls and women.

(viii) Amount of surplus to be carried forward in subsequent years for set off:

₹ in lakhs

<b>Amount spent in excess of requirement under section 135(5) of Companies Act, 2013</b>	<b>Opening balance</b>	<b>Amount required to be spent during the year</b>	<b>Actual amount spent during the year</b>	<b>Surplus carried forward to be set off in subsequent years</b>
FY 22 - 23	1 479	1 502	1 325	1 302
FY 23 - 24	1 302	1 667	1 445	----

(ix) In the FY 23-24, the Company utilised ₹ 222 lakhs pertaining to FY 2020-21, and balance amount of ₹ 1 080 lakhs lapsed during the year.

(x) None of the above amount spent is through any related party / affiliate.

(xi) The Company does not carry any provisions for Corporate social responsibility expenses for current year and previous year.

**27 Income tax expense****27.1 Income tax recognised in Statement of Profit and Loss**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Current tax</b>		
In respect of the current year	25 955	23 052
In respect of prior years	1 582	(5 805)
	<b>27 537</b>	<b>17 247</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Deferred tax</b>		
In respect of the current year	(1 586)	(1 208)
In respect of prior years	467	94
	<b>(1 119)</b>	<b>(1 114)</b>
<b>Total income tax expense recognised in the current year</b>	<b>26 418</b>	<b>16 133</b>

The income tax expense for the year can be reconciled to the accounting profit as follows:

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Profit before tax	93 920	83 947
Income tax expense calculated at 25.168% (2022 - 2023: 25.168%)	23 638	21 128
Effect of expenses that are not deductible in determining taxable profits	731	716
	<b>24 369</b>	<b>21 844</b>
Adjustments recognised in the current year in relation to the current tax of prior years	2 049	(5 711)
<b>Income tax expense recognised in Statement of Profit and Loss</b>	<b>26 418</b>	<b>16 133</b>

The tax rate used for 2023-24 is the corporate tax rate of 25.168%. The tax rate used for 2022-23 is the corporate tax rate of 25.168% applicable under the Indian laws.

### 27.2 Income tax recognised in other comprehensive income

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Deferred tax</b>		
Arising on expense recognised in other comprehensive income		
Remeasurement of defined benefit obligations	186	(251)
	<b>186</b>	<b>(251)</b>
<b>Total income tax recognised in other comprehensive income not to be reclassified to Statement of Profit and Loss</b>	<b>186</b>	<b>(251)</b>

## 28 Segment information

### 28.1 Products from which reportable segments derive their revenues

Information reported to the chief operating decision maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods delivered or provided. The Directors of the Company have chosen to organise the Company around differences in products and services.

Specifically, the Company's operating segments under Ind AS 108 – Operating Segments are as follows:

- Health care products – Comprising of Ointment and creams, Cough Drops and Tablets.
- Hygiene products - Comprising of Feminine Hygiene products and other skin care hygiene products.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

For financial statements presentation purposes, these individual operating segments have been aggregated into a single primary reportable segment i.e. manufacturing, trading and marketing of Health and Hygiene Products under Ind AS 108 taking into the account the following factors:

- these operating segments have similar economic characteristics;
- these operating segments have similar long-term gross profit margins;
- the nature of the products and production processes are similar; and
- the methods used to distribute the products to the customers are the same.

### 28.2 Segment revenues and results

	Segment revenue		Segment profit	
	Year ended June 30, 2024	Year ended June 30, 2023	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Health and hygiene	4 20 570	3 91 790	91 373	81 027
<b>Total operations</b>	<b>4 20 570</b>	<b>3 91 790</b>	<b>91 373</b>	<b>81 027</b>
Other income			5 225	4 058
Finance costs			(2 678)	(1 138)
<b>Profit before tax</b>			<b>93 920</b>	<b>83 947</b>

Segment revenue reported above represents revenue generated from external customers.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in note 2.3(o). Segment profit represents the profit before tax earned by each operating segment, other income as well as finance costs. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

### 28.3 Segment assets and liabilities

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Segment assets</b>		
Health and hygiene	1 85 856	2 13 732
<b>Total segment assets</b>	<b>1 85 856</b>	<b>2 13 732</b>
<b>Segment liabilities</b>		
Health and hygiene	1 08 370	1 19 129
<b>Total segment liabilities</b>	<b>1 08 370</b>	<b>1 19 129</b>

### 28.4 Other segment information

	Depreciation and Impairment expense		Capital Expenditure	
	Year ended June 30, 2024	Year ended June 30, 2023	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
Health and hygiene	6 953	5 836	4 468	4 444
	<b>6 953</b>	<b>5 836</b>	<b>4 468</b>	<b>4 444</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### 28.5 Revenue from major products

The following is an analysis of the Company's revenue from continuing operations from its major products.

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Ointments and Creams	80 896	76 818
Cough Drops	38 050	40 238
Tablets	9 682	7 511
Other hygiene products	2 91 942	2 67 223
	<b>4 20 570</b>	<b>3 91 790</b>

### 28.6 Geographical information

The Company operates in two principal geographical areas - India (country of domicile) and outside India. The Company's revenue from external customers by location of operations and information about its segment assets by location of assets are detailed below.

	Revenue from external customers		Segment assets	
	Year ended June 30, 2024	Year ended June 30, 2023	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
India	4 09 045	3 85 656	1 82 187	2 11 719
Outside India	11 525	6 134	3 669	2 013
	<b>4 20 570</b>	<b>3 91 790</b>	<b>1 85 856</b>	<b>2 13 732</b>

There is no transactions with single external customer which amounts to 10% or more of the Company's revenue.

### 29 Earnings per share

	Year ended June 30, 2024	Year ended June 30, 2023
	₹	₹
<b>Basic and diluted earnings per share</b>		
Total basic earnings per share (face value ₹ 10)	207.95	208.91
Total diluted earnings per share (face value ₹ 10)	207.95	208.91

#### 29.1 Basic and Diluted earnings per share

The earnings and weighted average number of equity shares used in the calculation of basic and diluted earnings per share are as follows:

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
Profit for the year attributable to owners of the Company	67 502	67 814
Earnings used in calculation of basic and diluted earnings per share from operations	67 502	67 814



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	Year ended June 30, 2024	Year ended June 30, 2023
Weighted average number of equity shares for the purposes of basic and diluted earnings per share	3 24 60 736	3 24 60 736

### 30 Employee benefit plans

#### 30.1 Defined contribution plans

The Company operates defined contribution provident fund, superannuation fund and employees' state insurance plan for all qualifying employees of the Company. Where employees leave the plan, the contributions payable by the Company is reduced by the amount of forfeited contributions.

The employees of the Company are members of a state-managed employer's contribution to employees' state insurance plan, provident fund operated by the government and superannuation fund which is administered through a trust that is legally separated from the Company. The assets of the plan are held separately from those of the Company in funds under the control of trustees. The Company is required to contribute a specific percentage of payroll costs to the contribution schemes to fund the benefit. The only obligation of the Company with respect to the contribution plan is to make the specified contributions.

The total expense recognised in the statement of profit and loss of ₹ 1 490 lakhs (for the year ended June 30, 2023: ₹ 1 411 lakhs) for provident fund, ₹ 109 lakhs (for the year ended June 30, 2023: ₹ 113 lakhs) for superannuation fund represent contributions payable to these plans by the Company at rates specified in the rules of the plans. As at June 30, 2024, contributions of ₹ 9 lakhs (as at June 30, 2023: ₹ 9 lakhs) due in respect of 2023 - 2024 (2022 - 2023) reporting period had not been paid over to the plans. The amounts were paid subsequent to the end of the reporting years.

#### 30.2 Defined benefit and other long term employee benefits plan

##### a) Gratuity Plan (Funded)

The Company sponsors funded defined benefit gratuity plan for all eligible employees of the Company. The Company's defined benefit gratuity plan is a salary plan for India employees, which requires contributions to be made to a separately administered trust. The gratuity plan is governed by the Payment of Gratuity Act, 1972 and Company policy. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service, designation and salary at retirement age / termination. The gratuity plan is administered by a separate trust that is legally separated from the Company. The board of the trust is composed of representatives from both employer and employees. The board of the trust is required by law and by its articles of association to act in the interest of the trust and of all relevant stakeholders in the scheme, i.e. active employees, inactive employees, retirees, employer. The board of the trust is responsible for the investment policy with regard to the assets of the trust. The Company makes provision for gratuity based on actuarial valuation carried at the end of the year.

##### b) Post Retirement Medical Benefit (PRMB) (Unfunded)

The Company provides certain post-employment medical benefits to employees. Under the scheme, employees get medical benefits subject to certain limits of amount, periods after retirement and types of benefits, depending on their grade at the time of retirement. Employees separated from the Company as part of early separation scheme are also covered under the scheme. The liability for post retirement medical scheme is based on an independent actuarial valuation.

##### c) Compensated absences for Plant technicians (Unfunded)

The Company also provides for compensated absences for plant technicians which allows for encashment of leave on termination/retirement of service or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The Company makes provision for compensated absences based on an actuarial valuation carried out at the end of the year.

##### d) Long Service Awards (Unfunded)

Long Service Awards are payable to employees on completion of specified years of service.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

These plans typically expose the Company to actuarial risks such as: Investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting year on government bonds.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality rate of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plans liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase on the salary of plan participants will increase the plans liability.

In respect of the plans, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at June 30, 2024. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

### A. The principal assumptions used for the purposes of the actuarial valuations were as follows:

	Valuations as at	
	June 30, 2024	June 30, 2023
<b>Discount rate</b>		
Gratuity plan (funded)	6.90%	7.00%
Compensated absence plan (unfunded)	6.90%	7.00%
Post retirement medical benefit (PRMB) (unfunded)	6.90%	7.00%
Long Service Awards (unfunded)	7.00%	7.20%
<b>Expected rate of salary increase</b>		
Gratuity plan (funded)	Managers - 10% Non Managers - 10%	Managers - 9% Non Managers - 12%
Compensated absence plan (unfunded)	Managers - 10% Non Managers - 10%	Managers - 9% Non Managers - 12%
Post retirement medical benefit (PRMB) (unfunded)	NA	NA
Long Service Awards (unfunded)	NA	NA
<b>Gold Inflation rate</b>		
Long Service Awards (unfunded)	7.00%	7.00%
<b>Medical Inflation Rate</b>		
Post retirement medical benefit (PRMB) (unfunded)	5.50%	5.50%
<b>Average longevity at retirement age for current beneficiaries of the plan (years)</b>		
Post retirement medical benefit (PRMB) (unfunded)	12.56	12.56
<b>Demographic Assumptions</b>		
Mortality in Service: Indian Assured Lives Mortality (2006-08) Ultimate table		
Mortality in Retirement: Indian Individual Annuitant's Mortality Table (2012-15)		



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024**

**B. Amounts recognised in the Statement of Profit and Loss in respect of employee benefit plans are as follows:**

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Gratuity Plan (Funded)</b>		
Service costs:		
Current service cost	710	642
Net interest expense	650	559
<b>Components of defined benefit costs recognised in statement of profit and loss (A)</b>	<b>1 360</b>	<b>1 201</b>
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest expense)	(36)	(2)
Actuarial (gains) / losses arising from changes in assumptions	170	359
Actuarial (gains) / losses arising from changes in experience adjustments	(895)	721
<b>Components of defined benefit costs recognised in other comprehensive income (B)</b>	<b>(761)</b>	<b>1 078</b>
<b>Total (C = (A+B))</b>	<b>599</b>	<b>2 279</b>
<b>Compensated absence plan (Unfunded)</b>		
Service costs:		
Current service cost	41	31
Net interest expense	31	25
Immediate recognition of (gains)/losses – other long term employee benefit plans	(191)	43
<b>Components of other benefit costs recognised in statement of profit and loss (D)</b>	<b>(119)</b>	<b>99</b>
<b>Post retirement medical benefit (PRMB) (Unfunded)</b>		
Service costs:		
Current service cost	1	1
Net interest expense	20	28
<b>Components of defined benefit costs recognised in statement of profit and loss (E)</b>	<b>21</b>	<b>29</b>
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses arising from changes in assumptions	3	12
Actuarial (gains) / losses arising from changes in experience adjustments	20	(91)
<b>Components of defined benefit costs recognised in other comprehensive income (F)</b>	<b>23</b>	<b>(79)</b>
<b>Total (G = (E+F))</b>	<b>44</b>	<b>(50)</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Long Service Awards (Unfunded)</b>		
Service costs:		
Current service cost	40	385
Net interest expense	25	----
Immediate recognition of (gains)/losses – other long term employee benefit plans	109	55
<b>Components of other benefit costs recognised in the statement of profit and loss (H)</b>	<b>174</b>	<b>440</b>
<b>Total defined benefit costs recognised in Statement of Profit and Loss</b>	<b>1 262</b>	<b>1 329</b>
<b>Total defined benefit costs recognised in Other Comprehensive Income</b>	<b>(738)</b>	<b>999</b>

The current service cost for the year are included in the 'Employee benefits expense' line item in the Statement of Profit and Loss.

The net interest expenses for the year are included in the 'Finance costs' line item in the Statement of Profit and Loss.

The remeasurement of the net defined benefit liability is included in Other Comprehensive Income.

**C. The amount included in the Balance Sheet arising from the entity's obligation in respect of its employee benefit plans is as follows:**

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Gratuity Plan (Funded)</b>		
Present value of funded defined benefit obligation	10 032	10 153
Fair value of plan assets	(554)	(466)
<b>Net liability arising from defined benefit obligation</b>	<b>9 478</b>	<b>9 687</b>
<b>Compensated absence plan (Unfunded)</b>		
Present value of unfunded other benefit obligation	325	444
<b>Net liability arising from other benefit obligation</b>	<b>325</b>	<b>444</b>
<b>Post retirement medical benefit (PRMB) (Unfunded)</b>		
Present value of unfunded defined benefit obligation	310	317
<b>Net liability arising from defined benefit obligation</b>	<b>310</b>	<b>317</b>
<b>Long Service Awards (Unfunded)</b>		
Present value of unfunded other benefit obligation	472	385
<b>Net liability arising from other benefit obligation</b>	<b>472</b>	<b>385</b>

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****D. Movement in the present value of the defined benefit obligation are as follows:**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Gratuity Plan (Funded)</b>		
Opening defined benefit obligation	10 153	8 282
Current service cost	710	642
Interest cost	683	596
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses arising from changes in assumptions	170	359
Actuarial (gains) / losses arising from changes in experience adjustments	(895)	721
Benefits paid	(789)	(447)
<b>Closing defined benefit obligation</b>	<b>10 032</b>	<b>10 153</b>
<b>Compensated absence plan (Unfunded)</b>		
Opening other benefit obligation	444	345
Current service cost	41	31
Interest cost	31	25
Immediate recognition of (gains)/losses – other long term employee benefit plans	(191)	43
Benefits paid	----	----
<b>Closing other benefit obligation</b>	<b>325</b>	<b>444</b>
<b>Post retirement medical benefit (PRMB) (Unfunded)</b>		
Opening defined benefit obligation	317	389
Current service cost	1	1
Interest cost	20	28
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses arising from changes in assumptions	3	12
Actuarial (gains) / losses arising from changes in experience adjustments	20	(91)
Benefits paid	(51)	(22)
<b>Closing defined benefit obligation</b>	<b>310</b>	<b>317</b>
<b>Long Service Awards (Unfunded)</b>		
Opening other benefit obligation	385	----
Current service cost	40	385
Interest cost	25	----
Immediate recognition of (gains)/losses – other long term employee benefit plans	109	55
Benefits paid	(87)	(55)
<b>Closing other benefit obligation</b>	<b>472</b>	<b>385</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### E. Movement in the fair value of the plan assets are as follows:

	Year ended June 30, 2024	Year ended June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Gratuity Plan</b>		
Opening fair value of plan assets	466	590
Interest Income	33	37
Remeasurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	36	2
Employer contributions	808	284
Benefits paid	(789)	(447)
<b>Closing fair value of plan assets</b>	<b>554</b>	<b>466</b>

### F. The fair value of the plan assets for plan at the end of the reporting year for each category, are as follows:

	Gratuity Plan	
	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
High quality Corporate Bonds (including Public Sector Unit)	8	28
Government Of India Securities (Central and State)	9	75
Cash (including Special Deposit Scheme)	507	339
Private Sector Unit	30	24
<b>Total</b>	<b>554</b>	<b>466</b>

The fair values of the above equity and debt instruments are determined based on quoted market prices in active markets.

Expected employer contributions for the year ending June 30, 2025 is ₹ 796 lakhs (for the year ended June 30, 2024: ₹ Nil lakhs)

The actual return on plan assets for the year ending June 30, 2024: ₹ 69 lakhs (for the year ended June 30, 2023: ₹ 39 lakhs)

#### **Maturity profile of defined benefit obligation:**

	Gratuity Plan
	₹ in lakhs
Within 1 year	796
1 - 2 year	829
2 - 3 year	922
3 - 4 year	898
4 - 5 year	966
5 - 10 years	5 478

Significant actuarial assumptions of the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### **Gratuity Plan (Funded)**

If the discount rate is 50 basis points higher (lower), the defined benefit obligation would decrease by ₹ 429 lakhs (increase by ₹ 461 lakhs) (as at June 30, 2023: decrease by ₹ 445 lakhs (increase by ₹ 480 lakhs)).

If the expected salary growth increases (decreases) by 0.5%, the defined benefit obligation would increase by ₹ 431 lakhs (decrease by ₹ 406 lakhs) (as at June 30, 2023: increase by ₹ 458 lakhs (decrease by ₹ 431 lakhs)).

### **Compensated absence plan (Unfunded)**

If the discount rate is 50 basis points higher (lower), the other benefit obligation would decrease by ₹ 20 lakhs (increase by ₹ 23 lakhs) (as at June 30, 2023: decrease by ₹ 30 lakhs (increase by ₹ 33 lakhs)).

If the expected salary growth increases (decreases) by 0.5%, the other benefit obligation would increase by ₹ 22 lakhs (decrease by ₹ 20 lakhs) (as at June 30, 2023: increase by ₹ 32 lakhs (decrease by ₹ 30 lakhs)).

### **Post retirement medical benefit (PRMB)**

If the discount rate is 50 basis points higher (lower), the defined benefit obligation would decrease by ₹ 14 lakhs (increase by ₹ 12 lakhs) (as at June 30, 2023: decrease by ₹ 14 lakhs (increase by ₹ 15 lakhs)).

If the expected medical inflation rate increases (decreases) by 0.5%, the defined benefit obligation would increase by ₹ 13 lakhs (decrease by ₹ 12 lakhs) (as at June 30, 2023: increase by ₹ 13 lakhs (decrease by ₹ 12 lakhs)).

If the expected life expectancy increases (decreases) by 1 year, the defined benefit obligation would increase by ₹ 10 lakhs (decrease by ₹ 10 lakhs) (as at June 30, 2023: increase by ₹ 10 lakhs (decrease by ₹ 10 lakhs)).

### **Long Service Awards (Unfunded)**

If the discount rate is 50 basis points higher (lower), the other benefit obligation would decrease by ₹ 17 lakhs (increase by ₹ 18 lakhs) (as at June 30, 2023: decrease by ₹ 14 lakhs (increase by ₹ 15 lakhs)).

If the expected gold inflation rate increases (decreases) by 0.5%, the other benefit obligation would increase by ₹ 18 lakhs (decrease by ₹ 17 lakhs) (as at June 30, 2023: increase by ₹ 15 lakhs (decrease by ₹ 14 lakhs)).

The sensitivity analysis presented above may not be representative of the actual change of the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method as at the end of the reporting year, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

## **31 Financial instruments**

### **31.1 Capital management**

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the equity balance. Equity share capital and other equity are considered for the purpose of group's capital management.

The Company is not subject to any externally imposed capital requirements.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

The Company's risk management committee manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return on capital to shareholders or issue new shares.

### 31.2 Categories of financial instruments

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Financial assets</b>		
<b>Measured at amortised cost</b>		
(a) Trade receivables	24 083	21 628
(b) Cash and cash equivalents	57 367	96 383
(c) Bank balances other than (b) above	1 453	1 416
(d) Loans	3 535	3 106
(e) Other financial assets	9 879	4 186
<b>Financial liabilities</b>		
<b>Measured at amortised cost</b>		
(a) Lease liabilities	308	403
(b) Trade payables	85 165	97 107
(c) Other financial liabilities	3 165	2 538

#### Assets and Liabilities that are disclosed at Amortised Cost for which Fair values are disclosed are classified as Level 3

Current financial asset and current financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature. Non current financial assets and non current financial liabilities have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows.

### 31.3 Financial risk management objectives

The Company's overall policy with respect to managing risks associated with financial instruments is to minimise potential adverse effects of financial performance of the Company. The policies for managing specific risks are summarised below.

#### A. Market Risk

##### (i) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company's borrowings are from group companies, the exposure to risk of changes in market interest rates is minimal. The Company has not used any interest rate derivatives.

##### (ii) Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters.

The carrying amounts of the Company's unhedged foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	Liabilities as at		Assets as at	
	As at June 30, 2024	As at June 30, 2023	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
USD	8 462	18 000	3 668	2 013
EUR	2 130	2 161	1	----
CNY	13	4	----	----
SGD	22	----	----	----
JPY	----	12	----	----

**Foreign currency sensitivity analysis**

The Company is mainly exposed to the currencies stated above.

The following table details impact to profit or loss of the Company by sensitivity analysis of a 10% increase and decrease in the respective currencies against the functional currency of the Company. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible changes in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change on foreign currency rates.

If the relevant foreign currency strengthens/weakens by 10% against the functional currency of the Company, profit or loss will increase / (decrease) by:

	Increase/ (decrease) at + 10%		Increase / (decrease) at - 10%	
	As at June 30, 2024	As at June 30, 2023	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
USD	(479)	(1 599)	479	1 599
EUR	(213)	(216)	213	216
CNY	(1)	----	1	----
SGD	(2)	----	2	----
JPY	----	( 1)	----	1

**(iii) Other price risk management**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is not exposed to pricing risk as the Company does not have any investments in equity instruments and bonds.

**B. Credit risk management**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company.

**Trade Receivables**

Concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse. The Company performs ongoing credit evaluation of the counterparty's financial position as a means of mitigating the risk of financial loss arising from defaults. The Company only grants credit to creditworthy counterparties.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics as disclosed in Note 10 to the financial statements.

### Other financial assets

Other financial assets include employee loans, security deposits, cash and cash equivalents, deposits with bank etc. Based on historical experience and credit profiles of counterparties, the Company does not expect any significant risk of default.

The Company's maximum exposure to credit risk for each of the above categories of financial assets is their carrying values.

#### (i) Interest rate risk management

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company does not have interest bearing borrowings, it is not exposed to risk of changes in market interest rates. The Company has not used any interest rate derivatives.

#### (ii) Other price risk management

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. The Company is not exposed to pricing risk as the Company does not have any investments in equity instruments and bonds.

### C. Liquidity risk management

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company maintains adequate highly liquid assets in the form of cash to ensure necessary liquidity.

The table below analyse financial liabilities of the Company into relevant maturity groupings based on the reporting period from the reporting date to the contractual maturity date:

	Less than 1 Year	Between 1 to 5 Years	Over 5 years	Total	Carrying Value
	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs	₹ in lakhs
<b>At June 30, 2024</b>					
Lease liabilities	307	1	----	308	308
Trade Payables	85 165	----	----	85 165	85 165
Other financial liabilities	3 165	----	----	3 165	3 165
<b>At June 30, 2023</b>					
Lease liabilities	319	84	----	403	403
Trade Payables	97 107	----	----	97 107	97 107
Other financial liabilities	2 538	----	----	2 538	2 538

### 31.4 Fair value measurements

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****32 Share-based payments****a) International Stock Ownership Plan (Stocks of the Ultimate Holding Company)**

The Procter and Gamble Company, has an “International Stock Ownership Plan” (employee share purchase plan) whereby specified employees of its subsidiaries have been given a right to purchase shares of the Ultimate Holding Company i.e. The Procter and Gamble Company. Every employee who opts for the scheme contributes by way of payroll deduction up to a specified percentage (upto 15%) of base salary towards purchase of shares on a monthly basis. The Company contributes 50% of employee's contribution (restricted to 2.5% of his base salary). Such contribution is charged under employee benefits expense.

The shares of The Procter and Gamble Company, are listed with New York Stock Exchange and are purchased on behalf of the employees at market price on the date of purchase. During the year ended June 30, 2024: 7013.81 (June 30, 2023: 7074.59) shares excluding dividend were purchased by employees at weighted average fair value of ₹ 13 016.23 (June 30, 2023: ₹ 11 751.68) per share. The Company's contribution during the year on such purchase of shares amounts to ₹ 249 Lakhs (June 30, 2023: ₹ 225 Lakhs).

**b) Employees Stock Options Plan (Stocks of the Ultimate Holding Company)**

The Procter and Gamble Company, has an “Employee Stock Option Plan” whereby specified employees of its subsidiaries covered by the plan are granted an option to purchase shares of the Ultimate Holding Company i.e. The Procter and Gamble Company, USA at a fixed price (grant price) for a fixed year of time. The shares of The Procter & Gamble Company, USA are listed with New York Stock Exchange. The Options Exercise price equal to the market price of the underlying shares on the date of the grant. The Grants issued are vested after 3 years and have a 5/10 years life cycle.

The expense recognised for employee services received during the year is shown in the following table:

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Expense arising from equity-settled share-based payment transactions	1 208	1 187
<b>Total expense arising from share-based payment transactions</b>	<b>1 208</b>	<b>1 187</b>

There were no cancellations or modifications to the awards in June 30, 2024 or June 30, 2023.

**Movements during the year**

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year (excluding SARs):

	As at June 30, 2024	As at June 30, 2024	Estimated fair value of Option Granted	As at June 30, 2023	As at June 30, 2023	Estimated fair value of Option Granted
	Number	WAEP (in \$)	In ₹	Number	WAEP (in \$)	In ₹
Outstanding at July 1	1 46 061	151.74	----	1 50 862	143.79	----
Granted during the year						
03-Oct-22	----	----	----	5 744	128.51	10 499
03-Oct-22	----	----	----	14 203	128.51	2 239
03-Oct-22	----	----	----	818	128.51	9 983

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

	As at June 30, 2024	As at June 30, 2024	Estimated fair value of Option Granted	As at June 30, 2023	As at June 30, 2023	Estimated fair value of Option Granted
	Number	WAEP (in \$)	In ₹	Number	WAEP (in \$)	In ₹
01-Mar-23	----	----	----	366	137.66	10 384
15-Sep-22	----	----	----	1 388	137.44	2 213
15-Sep-23	443	153.47	2 864	----	----	----
02-Oct-23	8 879	145.19	2 853	----	----	----
02-Oct-23	469	145.19	12 990	----	----	----
02-Oct-23	6 169	145.19	12 109	----	----	----
Forfeited during the year	(3 064)	----	----	(5 049)	----	----
Exercised during the year	(19 983)	158.32	----	(22 271)	149.27	----
Expired during the year	----	----	----	----	----	----
<b>Outstanding at June 30</b>	<b>1 38 974</b>	<b>164.92</b>		<b>1 46 061</b>	<b>151.74</b>	
Exercisable at June 30	74 157	164.92		63 731	151.74	

The weighted average share price at the date of exercise of these options was \$ 158.32 (June 30, 2023: \$ 149.27).

The weighted average remaining contractual life for the share options outstanding as at June 30, 2024 was 5.47 years (June 30, 2023: 6.13 years).

The weighted average fair value of options granted during the year was ₹ 6729 (June 30, 2023: ₹ 4 758).

These fair values for share options granted during the year were calculated using binomial lattice-based model. The following tables list the inputs to the models used for the plans for the years ended June 30, 2024 and June 30, 2023, respectively:

	As at June 30, 2024	As at June 30, 2023
Dividend yield (%)	2.50%	2.60%
Expected volatility (%)	18.00%	21.00%
Risk-free interest rate (%)	4.60%	3.70%

### 33 Related party disclosures

#### (a) Related party where control exists:

Relationship	Name of the Company
Ultimate Holding Company	The Procter and Gamble Company, USA
Holding Company	Procter & Gamble Overseas India BV, The Netherlands



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

**(b) Other parties with whom transactions have taken place during the year.**

**(i) Fellow Subsidiaries**

S. No.	Name of the Company	S. No.	Name of the Company
1	Fameccanica Data S P A	20	Procter & Gamble International Operations SA Singapore Branch
2	Fameccanica Machinery (Shanghai) Co.- Limited	21	Procter & Gamble International Operations SA-Rohq
3	Gillette Diversified Operations Pvt Limited	22	Procter & Gamble Manufacturing (Thailand) Limited
4	Gillette India Limited	23	Procter & Gamble Manufacturing Gmbh
5	Hyginett Kft	24	Procter & Gamble Manufacturing Sa (Pty) Limited
6	P&G Japan G.K.	25	Procter & Gamble Philippines Business Services- Inc.
7	P&G Prestige Godo Kaisha	26	Procter & Gamble Philippines- Inc.
8	P&G South African Trading (Pty.) Limited	27	Procter & Gamble Service- Gmbh
9	Procter & Gamble Bangladesh Private Limited	28	Procter & Gamble Technical Centers Limited
10	Procter & Gamble Bangladesh Private Limited	29	Procter & Gamble Trading (Thailand) Limited
11	Procter & Gamble Egypt	30	Procter & Gamble Uk
12	Procter & Gamble Hair Care- Llc	31	Procter And Gamble Middle East Fze
13	Procter & Gamble Health Limited	32	PT Procter & Gamble Home Products Indonesia
14	Procter & Gamble Health Limited (Formerly Known As Merck Limited)	33	Tambrands Inc.
15	Procter & Gamble Home Products Private Limited	34	The Gillette Company Llc
16	Procter & Gamble Hong Kong Limited	35	The Procter & Gamble Company
17	Procter & Gamble Hygiene & Health Care Limited	36	The Procter & Gamble Distributing Llc
18	Procter & Gamble Inc.	37	The Procter & Gamble Paper Products Company
19	Procter & Gamble International Operations SA	38	The Procter & Gamble Us Business Services Company

**(ii) Directors and Key Management Personnel of the Company:**

S. No.	Name	Designation
1	Mr. LV Vaidyanathan	Managing Director (up to April 30, 2024)
2	Mr. Kumar Venkatasubramanian	Managing Director (w.e.f. May 1, 2024)
3	Mr. Ghanashyam Hegde	Executive Director & Company Secretary



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### (iii) Non-Executive and Non Independent Directors of the Company

S. No.	Name	Designation
1	Mr. Gagan Sawhney	Non-Executive Director
2	Mr. Karthik Natarajan	Non-Executive Director (upto March 31, 2024)
3	Mr. Pramod Agarwal	Non-Executive Director
4	Ms. Sonali Dhawan	Non-Executive Director

### (iv) Non-Executive and Independent Directors of the Company

S. No.	Name	Designation
1	Mr. Chittranjan Dua	Independent Director and Chairman
2	Mr. Gurcharan Das	Independent Director (w.e.f. September 1, 2022)
3	Mr. Anil Kumar Gupta	Independent Director
4	Mr. Krishnamurthy Iyer	Independent Director
5	Ms. Meena Ganesh	Independent Director (up to March 18, 2024)
6	Dr. Ashima Goyal	Independent Director (w.e.f. March 19, 2024)

### (v) Other Key Managerial Personnel as per Companies Act, 2013:

S. No.	Name	Designation
1	Mr. Prashant Bhatnagar	Chief Financial Officer (up to June 28, 2024)
2	Ms. Mrinalini Srinivasan	Chief Financial Officer (w.e.f. June 29, 2024)

Note: Related parties have been identified by the management.

### (c) Details of related party transactions between the Company and its related parties are as under:

₹ in lakhs					
S. No.	Nature of Transactions	For the year ended June 30	Ultimate Holding & Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel
1	Purchase of Goods	2024	----	76 012	----
		2023	----	76 020	----
2	Purchase of Equipment/ Assets/Spares	2024	----	529	----
		2023	----	227	----
3	Sale of Products	2024	----	8 336	----
		2023	----	3 765	----
4	Recovery of Expenses Cross charged	2024	812	4 489	----
		2023	296	3 916	----
5	Expenses cross-charged	2024	388	2 257	----
		2023	393	1 951	----



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

₹ in lakhs

S. No.	Nature of Transactions	For the year ended June 30	Ultimate Holding & Holding Company	Fellow Subsidiary Companies	Key Managerial Personnel
6	Reimbursement of expenses shared by group cos. (Income)	2024	----	9 860	----
		2023	----	28 919	----
7	Reimbursement of expenses shared by group cos. (Expense)	2024	----	8 402	----
		2023	----	27 814	----
8	Business Process Outsourcing expenses	2024	7 300	1 260	----
		2023	7 072	791	----
9	Royalty	2024	19 499	----	----
		2023	18 962	----	----
10	Computer Expenses	2024	----	817	----
		2023	----	948	----
11	Rent expenses	2024	----	718	----
		2023	----	641	----
12	Dividend Remitted/Paid	2024	59 122	1 642	----
		2023	32 350	899	----
13	Processing Charges	2024	----	20 220	----
		2023	----	15 982	----
14	Managerial Remuneration	2024	----	----	770
		2023	----	----	1 059
15	Other Income	2024	212	----	----
		2023	----	----	----
16	Sale of Fixed assets/Spares	2024	----	138	----
		2023	----	----	----
17	Commission to Directors	2024	----	----	156
		2023	----	----	129
18	Interest Income	2024	----	1 179	----
		2023	----	----	----
19	Outstanding as at June 30 <sup>th</sup>				
	Trade and other receivables	2024	613	10 901	----
		2023	47	4 752	----
	Trade payables	2024	4 615	13 787	156
		2023	13 029	33 547	129

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. The

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

Company has not recorded any impairment of receivables relating to amounts owed by related parties in the current year or prior years. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

### (d) Disclosure in respect of material transactions of the same type with related parties during the year:

		₹ in lakhs	
S. No.	Nature of Transactions	Year ended June 30, 2024	Year ended June 30, 2023
<b>1</b>	<b>Purchase of Goods</b>		
	The Procter and Gamble Company	----	----
	Procter & Gamble Home Products Private Ltd	72 950	73 484
	Procter & Gamble International Operations SA	2 742	2 319
	Others	321	217
<b>2</b>	<b>Purchase of Equipment/Assets/Spares</b>		
	The Procter & Gamble Distributing LLC	302	7
	Procter & Gamble Manufacturing GMBH	143	156
	Fameccanica Machinery (Shanghai) Co.Ltd	----	----
	Procter & Gamble Home Products Private Limited	85	21
	Procter & Gamble Health Limited	----	43
	Others	----*	----
<b>3</b>	<b>Sale of Products</b>		
	Procter & Gamble Bangladesh Private Limited	362	1 062
	Procter & Gamble Home Products Private Limited	924	922
	Procter & Gamble International Operations SA	5 368	929
	Procter & Gamble International Operations SA Singapore Br	1 216	852
	The Procter & Gamble Distributing LLC	466	----
<b>4</b>	<b>Recovery of Expenses Cross charged</b>		
	The Procter and Gamble Company	812	296
	Procter & Gamble Home Products Private Ltd	1 577	1 577
	Procter & Gamble Health Limited	1 429	878
	Procter & Gamble International Operations SA Singapore Br	566	578
	Others	918	883
<b>5</b>	<b>Expenses cross-charged</b>		
	The Procter and Gamble Company	388	393
	Procter & Gamble Home Products Private Ltd	1 304	1 258
	Procter & Gamble Health Limited	416	227
	The Procter & Gamble US Business Services Company	385	280
	Others	152	186
<b>6</b>	<b>Reimbursement of expenses shared by group cos. (Income) (Refer Note below)</b>		
	Procter & Gamble Home Products Private Ltd	7 570	24 334
	Gillette India Limited	2 290	4 585
<b>7</b>	<b>Reimbursement of expenses shared by group cos. (Expense) (Refer Note below)</b>		
	Procter & Gamble Home Products Private Ltd	7 688	23 744
	Gillette India Limited	714	4 070



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

₹ in lakhs

S. No.	Nature of Transactions	Year ended June 30, 2024	Year ended June 30, 2023
<b>8</b>	<b>Business Process Outsourcing expenses</b>		
	The Procter and Gamble Company	7 300	7 072
	Procter & Gamble Philippines Business Services Inc	1 260	791
<b>9</b>	<b>Royalty</b>		
	The Procter and Gamble Company	19 499	18 962
<b>10</b>	<b>Computer Expenses</b>		
	The Procter & Gamble US Business Services Company	817	948
<b>11</b>	<b>Rent expenses</b>		
	Procter & Gamble Home Products Private Ltd	592	515
	Gillette Diversified Operations Pvt Ltd	126	126
<b>12</b>	<b>Dividend Remitted/Paid</b>		
	Procter & Gamble Overseas India BV	59 122	32 350
	Others	1 642	899
<b>13</b>	<b>Processing Charges</b>		
	Procter & Gamble Home Products Private Ltd	----	----
	Gillette Diversified Operations Pvt Ltd	20 220	15 982
<b>14</b>	<b>Other Income</b>		
	The Procter and Gamble Company	212	----
<b>15</b>	<b>Sale of Fixed assets/Spares</b>		
	Procter & Gamble Home Products Private Ltd	83	----
	Gillette India Limited	54	----
<b>16</b>	<b>Loans Given</b>		
	Gillette Diversified Operations Pvt Ltd	70 000	----
<b>17</b>	<b>Loans Repaid</b>		
	Gillette Diversified Operations Pvt Ltd	70 000	----
<b>18</b>	<b>Interest Income</b>		
	Gillette Diversified Operations Pvt Ltd	1 179	----
<b>19</b>	<b>Commission to Directors</b>		
	Mr. Gurcharan Das	23	16
	Mr. C. R. Dua	26	23
	Mr. A. K. Gupta	31	26
	Ms. Meena Ganesh	24	24
	Mr. Krish Iyer	25	21
	Mr. Pramod Agarwal	25	20
	Ms. Ashima Goyal	2	----

\*Denotes amount less than ₹ 50 000

**Note:** Increase in Reimbursement of expenses shared by group cos (both Expenses and Income) is on account of grossing up of income/expenses as against netting off income/expenses in the past to comply with GST regulations.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### (e) Compensation of key management personnel

The remuneration of directors and other key management personnel during the year was as follows:

	₹ in lakhs	
	Year ended June 30, 2024	Year ended June 30, 2023
Short-term benefits	338	279
Post-employment benefits	170	373
Share-based payments	262	407
	<b>770</b>	<b>1 059</b>

The above does not include the amounts which have been paid in the current year on account of gratuity paid to a retiring KMP, as the same had been recorded as an expense in the earlier years.

### 34 Leasing arrangements

The Company has taken on lease certain guesthouses, office premises and warehouses with an option of renewal at the end of the lease term and escalation clause in some of the cases. These leases can be terminated with a prior notice as per terms and conditions of the respective lease agreements. The cost of lease for the guesthouses, office premises and warehouses are disclosed under rent expense.

### 35 Commitments

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance)	311	259
	<b>311</b>	<b>259</b>

### 36 Contingent liabilities

	As at June 30, 2024	As at June 30, 2023
	₹ in lakhs	₹ in lakhs
<b>Claims against company not acknowledged as debts</b>		
<b>(a) Income tax matters</b>	17 719	27 841
<b>(b) Sales tax matters</b>		
(i) Non submission of "C" Forms/"F" Forms	1 887	2 258
(ii) Incomplete accounts books under sales tax	163	163
(iii) Classification issues under sales tax	11	11
(iv) Product valuation issues under sales tax	12	12
(v) Other sales tax matters	375	375
<b>(c) Excise duty, service tax and custom duty matters</b>		
(i) Applicability of service tax matters	3 357	3 689
<b>(d) Good &amp; Service tax (GST) matters</b>		
(i) Related to Tran 1,2	190	200
(ii) ITC Mismatch	2 224	1 043
(iii) Other matters	34 638	4
<b>(e) Other matters</b>		
Other claims - The Company is a party to various legal proceedings in the normal course of business	20	20
	<b>60 596</b>	<b>35 616</b>

**Note:** Future cash flows in respect of the above, if any, are determinable only on receipt of final judgements/decisions on matters pending with the relevant authorities.

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024****37 Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006**

	<b>As at June 30, 2024</b>	<b>As at June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
(a) Principal amount remaining unpaid to any supplier as at the end of the accounting year	717	1 946
(b) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	51	707
(c) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	4 039	6 058
Principal paid beyond the appointed date	3 815	6 058
Interest paid in terms of Section 16 of the Act	224	----
(d) The amount of interest due and payable for the year	51	514
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year net of reversal ₹ 482 lakhs (Previous Year ₹ 408 lakhs)	51	707
(f) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	----	----

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

- 38 (a)** Reimbursement / (recovery) of expenses cross charged to related parties include payments / recoveries on account of finance, personnel, secretarial, administration and planning services rendered under common services agreements with Procter & Gamble Home Products Private Limited and Gillette India Limited. (Refer note 39).
- 38 (b)** Certain expenses in the nature of employee costs, relocation costs and other expenses are cross charged by the Company to its fellow subsidiaries at actual. Similar expenses incurred by fellow subsidiaries are cross charged to the Company at actual.
- 39 (a)** Employee Benefits Expense excludes expenses in respect of Managerial personnel of ₹ 97 Lakhs (Previous Year: ₹ 91 Lakhs) cross charged to Gillette India Limited and Procter & Gamble Home Products Private Limited in terms of the common services agreement (Refer Note 38).
- 39 (b)** Employee Benefits Expense includes expenses in respect of Managerial personnel of ₹ 77 Lakhs (Previous Year: ₹ 105 Lakhs) cross charged from Gillette India Limited and Procter & Gamble Home Products Private Limited in terms of the common services agreement (Refer Note 38).

**40 Dividend**

	<b>Year ended June 30, 2024</b>	<b>Year ended June 30, 2023</b>
	<b>₹ in lakhs</b>	<b>₹ in lakhs</b>
<b>Dividend on equity shares paid during the year</b>		
Final dividend for the FY 2022-23: ₹ 105 (PY: FY 2021-22: ₹ 65) per equity share of ₹ 10 each	34 084	21 099
Interim dividend for the FY 2023-24: ₹ 160 (PY: FY 2022-23: ₹ 80) per equity share of ₹ 10 each	51 937	25 969
<b>Total</b>	<b>86 021</b>	<b>47 068</b>



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

### Proposed Dividend:

The Board of Directors at its meeting held on August 28, 2024 have recommended a payment of final dividend of ₹ 95 per equity share of face value of ₹ 10 each for the financial year ended June 30, 2024 resulting in a dividend payout of ₹ 30 838 lakhs.

The above is subject to approval at the ensuing Annual General Meeting of the Company and hence is not recognised as a liability.

### 41 Accounting Ratios

No	Name of the Ratio	Numerator	Denominator	2023-24	2022-23	Change	Explanation for changes over 25% in the ratios, if any
1	Current Ratio	Current assets	Current liabilities	1.22	1.38	-11%	----
2	Debt equity ratio	Total debt	Equity	0.00	0.00	-7%	----
3	Debt Service Coverage Ratio	Earnings available for debt service	Total debt service	----	----	0%	----
4	Return on Equity	Net profit	Average shareholder equity	78%	81%	-3%	----
5	Inventory turnover	Total Sales	Average inventory	18.89	17.27	9%	----
6	Trade Receivables turnover	Net Credit Sales	Average trade receivable	18.40	19.19	-4%	----
7	Trade payables turnover	Net Credit Purchases	Average trade payable	1.78	1.88	-6%	----
8	Net capital turnover	Net Sales	Working Capital	19.20	9.54	101%	Higher sales and lower Working Capital
9	Net Profit	Net profit	Net Sales	16%	17%	-7%	----
10	Return on Capital employed	Earning before interest and taxes	Capital employed	1.10	0.81	36%	Reduction in capital employed behind dividend payout
11	Return on investment	Income generated from Investments	Time Weighted Average Investments	0.06	0.05	32%	Interest from loan to affiliate

42 (a) No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- i) Crypto Currency or Virtual Currency
- ii) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)
- iii) Registration of charges or satisfaction with Registrar of Companies
- iv) Relating to borrowed funds:



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

- a) Wilful defaulter
- b) Utilisation of borrowed funds & share premium
- c) Borrowings obtained on the basis of security of current assets
- d) Discrepancy in utilisation of borrowings
- e) Current maturity of long term borrowings

**42 (b)** The Company has not entered into any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### 42 (c) Relationship with Struck off companies

Name of struck off company	Nature of transactions with struck off company	As at June 30, 2024	Relationship with the Struck off company, if any, to be disclosed	As at June 30, 2023	Relationship with the Struck off company, if any, to be disclosed
None	None	----	None	----	None

**43** The Company has arrived at an Advanced Pricing Agreement with the concerned tax authorities, determining appropriate transfer pricing methodology for certain identified transactions with the Company's affiliate(s) for the financial years 2010-11 to 2018-19. As a consequence of this agreement, an additional tax liability, amounting to ₹ 1 656 lakh, and interest amounting to ₹ 1 944 lakhs, have been accounted as Prior Period Tax Adjustments and Finance Costs respectively. In view of the above, contingent liabilities have been reduced by ₹ 8 699 lakhs.

**44** As per the MCA notification dated August 5, 2022, and the Companies (Accounts) Fourth Amendment Rules, 2022, the Company is required to maintain backups of books of account on servers physically located in India on a daily basis. The Company had maintained periodic backups of its books of account and other relevant books and papers maintained in electronic mode on servers physically located in India. This is in addition to regular backups on the group's global servers outside India. The Company had identified compliant technical solution(s) and was in process of implementing the same to perform daily backups to comply with the requirements of the above-mentioned Rules. The said technical solution has since been implemented and daily backups have commenced from December 18, 2023. The said backups include past records from April 1, 2022 and onwards.

**45** As required under the second proviso to Section 128(1) of the Companies Act 2013, read with proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, the Company has identified applications which meet the definition of books of account.

The Company uses an ERP for maintaining its books of accounts, together with certain surround applications which either initiate, store, or process information which is subsequently recorded in the ERP.

The said surround applications include certain third-party Software-as-a-Service (SaaS) applications, such as an 'Employee Lifecycle and Compensation' application, 'Leave, Workforce and Overtime' application, 'Vendor Master Management' application, 'Product Price Approval and Management' application and an 'International Freight and Logistics Management' application which are hosted and managed by the service providers. The audit trail data for direct access to the database is available with the third-party software service providers, which has been validated through review of Service Organisation Controls (SOC) Reports. For the period not covered by the SOC Reports, Company has obtained Bridge Letters from the SaaS vendors.



## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED JUNE 30, 2024

The surround applications also include certain applications such as Inventory Management applications which are hosted on P&G Group's global servers. These applications are managed by the Group's IT teams and a privileged access management tool is used to monitor audit trail for direct access to the database.

The ERP and the surround applications have a feature of recording audit trail (edit log) facility which has operated throughout the year for all transactions recorded in said applications as required under the Companies Act, 2013.

### 46 Approval of financial statements

The financial statements were approved for issue by the Board of Directors on August 28, 2024.

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#### Signatures to Note 1 to 46

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##### For and on behalf of Board of Directors

**Chittranjan Dua**  
Chairman  
DIN: 00036080

**Mrinalini Srinivasan**  
Chief Financial Officer

Place: Mumbai  
Date: August 28, 2024

**Kumar Venkatasubramanian**  
Managing Director  
DIN: 08144200

**Ghanashyam Hegde**  
Executive Director & Company Secretary  
DIN: 08054712







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

P&G Plaza, Cardinal Gracias road, Chakala, Andheri (East), Mumbai : 400099

Tel.:(91-22) 6958 6000 Fax: (91-22) 6958 7337





## NOTICE

**NOTICE** is hereby given that the Sixtieth Annual General Meeting (AGM) of the Members of the Company will be held on **Tuesday, November 26, 2024** at **11.00 a.m.** through video conference / other audio-visual Means, to transact the business mentioned in the notice. The venue of the meeting shall be deemed to be the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai – 400 099.

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2024 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 confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2024.
3. To appoint a Director in place of Mr. Ghanashyam Hegde, Executive Director (DIN 08054712), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Gagan Sawhney, Non-Executive Director (DIN 08279568), who retires by rotation and being eligible, offers himself for re-appointment.

### 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:**

#### **Ratification of remuneration payable to the Cost Auditor for the Financial Year 2024-25**

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder (as amended from time to time) and other applicable laws, and such other permissions as may be necessary, the Members hereby ratify payment of remuneration of ₹ 8,50,000 per annum plus out of pocket expense payable to 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 2024-25.”

**By Order of the Board of Directors**

**Ghanashyam Hegde**  
Executive Director and Company Secretary

Mumbai  
August 28, 2024

### Registered Office :

P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri East,  
Mumbai 400099

### NOTES

1. The relevant Explanatory Statement in respect of business under Item no. 5 is annexed hereto and forms a part of this Notice.

Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 herein after referred as “the SEBI (LODR) Regulations, 2015” in respect of the Directors proposed to be re-appointed by rotation at the ensuing 60<sup>th</sup> AGM, forms integral part of this Notice.

2. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2022, 10/2022, 09/2023 latest being No. 09/2024, dated September 19, 2024, has allowed the Companies to conduct AGM through video-conference/other audio visual means till September 30, 2025 without physical presence of Members at a common venue.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 and in accordance with the said circulars of MCA and applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the 60<sup>th</sup> AGM of the Company shall be conducted through Video-Conference (VC). Your Company has appointed National Securities Depositories Limited (“NSDL”) for providing facility for voting through remote e-Voting, for participation in the AGM through VC facility and e-Voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 7 below.
4. As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the bodies corporate are entitled to appoint authorized representatives to attend the AGM through VC and participate there at and cast their votes through e-Voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 to the Company at [investorpggh.im@pg.com](mailto:investorpggh.im@pg.com) on or before November 22, 2024.
5. In accordance with, the General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 latest being Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (SEBI), the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). 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. Members who have not registered/updated their respective e-mail addresses, are requested to get their email Ids registered with Registrar Transfer Agent- M/s. Link Intime India Private Limited in case of physical shareholding and members holding shares in dematerialized form, may update with their respective Depository Participants (DP).

The Notice of AGM and the Annual Report for the Financial Year 2023-24, is available on the website of the Company at [in.pg.com](http://in.pg.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**6. The procedure and instructions for Members relating to remote e-Voting are as under:**

The remote e-Voting period commences on **Thursday, November 21, 2024 at 9:00 a.m. and ends on Monday, November 25, 2024 at 5:00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, November 19, 2024**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for

voting thereafter. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently. The Company has appointed M/s. Makarand M Joshi & Co., Practicing Company Secretaries, represented by Mr. Makarand Joshi (and in his absence, Ms. Kumudini Bhalerao), Practicing Company Secretaries 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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Tuesday, November 19, 2024, only shall be entitled to avail the facility of remote e-Voting. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat account(s) in order to access e-Voting facility.

**A. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below.

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>



Type of shareholders	Login Method
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- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store
  Google Play



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest facility are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-Voting is in progress. On clicking the e-Voting option, the user will be able to see e-voting page of the e- Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number &amp; e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-Voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001*** and EVEN is 132015 then user ID is 1320150001***

**Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

**How to retrieve your ‘initial password’?**

1. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID

for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
3. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
4. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
5. Now, you will have to click on “Login” button.
6. After you click on the “Login” button, home page of e-Voting will open.
  - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorpggh.im@pg.com](mailto:investorpggh.im@pg.com).
  - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master, copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
  - c. Alternatively, shareholder/members may send a request to [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the call on toll free nos.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### Step 2 : How to cast your vote electronically on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
  - b. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
  - c. Now you are ready for e-Voting as the Voting page opens.
  - d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  - e. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 7. Instructions for Members for joining the 60<sup>th</sup> Annual General Meeting through VC are as under:**
- a. Members will be provided with a facility to attend the Annual General Meeting through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. The Members can join the 60<sup>th</sup> AGM through VC mode 30 minutes before the time scheduled to start the meeting, by following the procedure mentioned in the notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice below, to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
  - c. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. **Shareholders who would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at [investorpggh.im@pg.com](mailto:investorpggh.im@pg.com) from the date of this notice up to November 22, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.**
- 8. The Instructions for Members for e-Voting on the day of the AGM are as under:**
- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/Shareholders, who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- For any grievances connected with the facility for e-Voting on the day of the AGM, refer to the contact details mentioned Remote e-voting.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <http://www.evoting.nsdl.com/> to reset the password. 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 download section of <http://www.evoting.nsdl.com> or call on: 022 - 4886 7000 or send a request [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**General guidelines for Shareholders:**

9. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available for inspection by the Members in electronic mode with NSDL.
10. The results along with the Scrutinizer's Report, shall be placed on the website of the Company and on the website of NSDL within two working days of conclusion of the AGM and shall be communicated to BSE Limited and National Stock Exchange of India Limited. Transcript of the AGM shall be made available on the website of the Company, within one week from conclusion of the AGM.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e November 19, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ RTA or follow instructions provided in this notice. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
12. 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 the Company's Registrar and Share Transfer Agent ("RTA"), M/s. Link Intime India Private Limited.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialised form viz, Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Transmission; Transposition, etc. For the purpose of the same, after due verification, registrar and transfer agent/ issuer companies shall retain share certificates and process the service requests by issuing letter of confirmation, valid for a period of 120 days. As per the process, shareholders are required to

submit their demat requests within this validity period, failing which the Company shall credit the securities to a suspense escrow demat account of the Company.

**Instructions related to payment of Dividend to Shareholders:**

14. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, November 20, 2024 to Tuesday, November 26, 2024 (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the ensuing 60<sup>th</sup> Annual General Meeting.
15. The final dividend on Equity Shares for the Financial Year ended June 30, 2024, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 20, 2024:
  - 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 November 19, 2024;
  - 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 November 26, 2024.
16. In line with the 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 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 intimate change, if any, in their bank details by sending duly signed KYC updation form alongwith required documents to the Company/Registrar and Share Transfer Agent. In line with the 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 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 intimate change, if any, in their bank details by sending duly signed KYC updation Form as prescribed by SEBI, alongwith required documents to the Company/ Registrar and Share Transfer Agent.
17. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and relevant circulars thereafter, latest being Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 all the listed



companies are required to record the PAN, and other KYC details of all the shareholders holding shares in physical mode. Shareholders holding shares in physical form with the Company are requested to update above information with the Company, if pending. It is hereby informed that shareholder will be eligible to lodge grievance or avail any service request with the Company/or its RTA only after furnishing PAN and other KYC details. Further that, for any payment including dividend, in respect of such folios, Company will be able to remit the same only through electronic mode. Members are encouraged to provide 'choice of nomination' in their own interest for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

18. The Company, with the help of the RTA and the depositories has dispatched reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same. For further details shareholders are requested to refer to the communication available on the website of the Company at <https://in.pg.com/india-investors/pghh/guidance/#shareholderservices>.
19. Shareholders are requested to register their email address and mobile number with their depository participants for receiving intimations and regular updates from the Company.
20. Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter dated September 27, 2024, which is put up on the website at in order to facilitate the Company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be emailed to Company's RTA at [procterdivtax@linkintime.co.in](mailto:procterdivtax@linkintime.co.in) on or before November 7, 2024 in order to enable the Company to determine and deduct appropriate TDS. For any clarification, please write to us at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com).
21. 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:

- a) The change in the residential status on return to India for permanent settlement;
  - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
22. As per Sections 124 and 125 of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. Said IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend lying unpaid with the Company, within time period detailed in Corporate Governance Section of Annual Report for Financial year 2023-24. The details of the unpaid / unclaimed amounts lying with the Company as on June 30, 2024 are available on the website of the Company. The shareholders whose dividend / shares as transferred to the IEPF Authority can claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <https://www.iepf.gov.in/content/iepf/global/master/Home/Home.html> Members are requested to contact the Company's RTA, M/s. Link Intime India Private Limited, for claiming the unclaimed dividends.
  23. Members are requested to address all correspondences, including Share related documents and dividend matters to the Company's RTA, M/s. Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.  
Tel. No.: (022) 4918 6279  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in);  
Website: [linkintime.co.in](http://linkintime.co.in)

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

**By Order of the Board of Directors**

**Ghanashyam Hegde**  
**Executive Director and Company Secretary**

Mumbai  
August 28, 2024

**Registered Office:**  
P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri East,

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

**Item No. 5:****Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2024-25**

The Board of Directors at their meeting held on August 28, 2024, on the recommendation of the Audit Committee, approved the appointment of Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2024-25 at a remuneration of ₹ 8,50,000/- plus applicable taxes and out-of-pocket expenses. In terms with the provisions of Section 148 of the Companies Act, 2013 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. 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.

Details of Directors proposed to be re-appointed at the ensuing 60<sup>th</sup> Annual general Meeting

<b>Resolution at item no.</b>	<b>3</b>	<b>4</b>
<b>Name of Director</b>	<b>Mr. Ghanashyam Hegde</b>	<b>Mr. Gagan Sawhney</b>
<b>Age</b>	46 years	48 years
Date of original appointment on the Board of the Company	08/05/2019	24/01/2019
Date of re-appointment on the Board	17/11/2021	15/11/2022
Expertise in specific field	Bachelor of Law and Company Secretary	MBA (Finance)
Names of other Companies in which he holds Directorships	Indian Beauty & Hygiene Association	Gillette India Limited
Listed entities from which he/she has resigned in the past three years	Gillette India Limited- Company Secretary (upto August 31, 2021)	None
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	None	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committee: 1. Stakeholder Relationship Committee 2. Risk Management Committee	Member of Committees: 1. Risk Management Committee 2. Nomination & Remuneration Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Gillette India Limited Member of Committees : 1. Risk Management Committee	Gillette India Limited: Member of Committees: 1. Risk Management Committee
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager or key Managerial Personnel, if any	Nil	Nil
Remuneration last drawn by each Director	₹ 77 lakhs (being contribution borne by the Company)	Nil
Number of Meetings of the Board attended during the year	7 out of 7	5 out of 7

**By Order of the Board of Directors**  
**Ghanashyam Hegde**  
**Executive Director and Company Secretary**

Mumbai  
August 28, 2024

**Registered Office:**

P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai 400099