



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

December 28,2023

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

Dear Sir / Madam,

**Sub: Clarification-Proceedings of the 59<sup>th</sup> Annual General Meeting of Shareholders held on November 24, 2023**

This has reference to the intimation dated November 25,2023 with respect to the Proceedings of the 59<sup>th</sup> Annual General Meeting of Shareholders held on November 24, 2023. There has been an inadvertent delay in submission of proceedings of Annual General Meeting (AGM) held on November 24, 2023. The Company submitted the proceedings of AGM within 24 hours, instead of 12 hours. We are resubmitting the proceedings along with this clarification regarding delay in submission. We confirm that no unpublished material information was part of the proceedings of the AGM.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

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

**Ghanashyam Hegde**  
Executive Director and Company Secretary



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**Summary of the proceedings of the 59<sup>th</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited held on Friday, November 24, 2023, at 11:00 a.m. through Video Conference / Other Audio Visual Means**

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Since the requisite quorum was not present at the scheduled time, viz., 11:00 a.m., the proceeding of the meeting commenced at 11:10 a.m., after ascertaining that the quorum is present.

Mr. Ghanashyam Hegde, Executive Director and Company Secretary, welcomed the shareholders to the 59<sup>th</sup> Annual General Meeting (AGM).

Mr. Chittranjan Dua chaired the meeting. The Chairman welcomed all the Members and called the meeting to order.

The Chairman informed the Shareholders that the AGM is being conducted through audio-video means, as permitted by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The Notice of AGM along with the Annual Report for the financial year 2022-23 was sent to the shareholders electronically in view of the MCA and SEBI circulars in this respect.

He then introduced the Board members and management representatives present in the meeting, as follows:

Mr. L. V. Vaidyanathan, Managing Director  
Mr. Gurcharan Das, Independent Director  
Ms. Meena Ganesh, Independent Director  
Mr. Anil Kumar Gupta, Independent Director  
Mr. Krishnamurthy Iyer, 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  
Mr. Prashant Bhatnagar, Chief Financial Officer  
Mr. Gautam Kamath, Vice-President- Finance  
Ms. Enakshee Deva, Head- Communications & CSR

Mr. Karthik Natarajan had expressed his inability to join the meeting.

The representatives of the Statutory Auditors, Cost Auditors and Secretarial Auditors also joined the Meeting.

The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.



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Mr. Ghanashyam Hegde, Company Secretary, briefed the shareholders through general instructions regarding virtual participation in this AGM, resolutions being put to vote and e-voting process.

Mr. Ghanashyam Hegde informed that the Company had provided an e-voting facility for members to cast their vote through remote e-voting, which had commenced on Sunday, November 19, 2023 at 9:00 a.m. and ended on Thursday, November 23, 2023 at 5:00 p.m. Those Members who have not done so shall be eligible to vote through the e-voting system within 30 minutes after conclusion of this AGM. Ms. Deepti Kulkarni and Mr. Omkar Dindorkar, Practicing Company Secretaries had been appointed as Scrutinizers for conducting the scrutiny of the votes cast through e-voting at the meeting.

The resolutions proposed to be passed at the Annual General Meeting contained in the Notice convening the Meeting, which was circulated to the Members, and read by Mr. Ghanashyam Hegde, were:

<b>Sr. No.</b>	<b>Item</b>
	<b>Ordinary Business</b>
1	To adopt the Financial Statements for the Financial Year ended June 30, 2023, together with the Reports of the Auditors and Directors thereon. (Ordinary Resolution)
2	To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2023 (Ordinary Resolution)
3	To appoint a Director in place of Mr. Karthik Natarajan, Non-Executive Director (DIN 06685891), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
4	To appoint a Director in place of Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), who retires by rotation and being eligible, offers himself for reappointment. (Ordinary Resolution)
	<b>Special Business</b>
5	To ratify payment of remuneration to the Cost Auditor for the Financial Year 2023-24 (Ordinary Resolution)
6	To approve payment of commission to the Non-Executive Directors of the Company (Ordinary Resolution)
7	To approve material related party transaction under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Ordinary Resolution)



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The Chairman then delivered his speech, addressing the shareholders, on the business performance for the last financial year 2022-23.

Mr. L. V. Vaidyanathan, Managing Director made a presentation to the Members on Company's financial performance, business strategy and category review.

Ms. Enakshree Deva, Head- Communications and CSR, made a presentation to the Members providing a brief review on Corporate Social Responsibility activities of the Company.

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded to the queries raised by the Members.

The Chairman informed the Members that the results of the voting will be announced on receipt of the Scrutinizer's Report, within 48 hours of conclusion of the meeting to the Stock Exchanges and will also be available on the website of the Company.

The Meeting concluded at 1:00 p.m. The Members who had not completed their voting, were given 15 minutes to complete the e-voting on NSDL portal. The e-voting portal was closed at 1.15 p.m.

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

**Ghanashyam Hegde**  
**Executive Director and Company Secretary**

The logo consists of a blue circle with a white border, containing the letters 'P&G' in a white, italicized serif font. The background of the slide is split into a yellow area with a white dot pattern on the left and a solid blue area on the right.

*P&G*

# Procter & Gamble Hygiene and Health Care Ltd.

Annual General Meeting  
24 November 2023

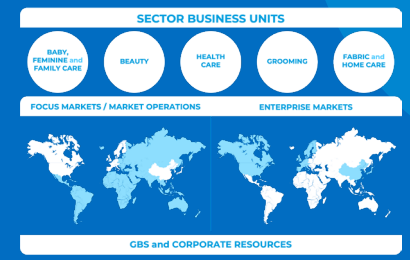
# INTEGRATED GROWTH STRATEGY

BRINGING CONSUMER CENTRICTY TO LIFE

Baby	Fem	Family	Fabric	Home	Hair	SPC	Grooming	Oral	PHC
Pampers	always	Downy	Tide	DAWN	Woolite	SKII	Gillette	Crest	WAX
Levi's	TAMM	Downy	Downy	Downy	PANTENE	OLAY	Veritas	Oral-B	MyOut
		Downy	Downy	Downy	Rejoice	Old Spice	BRAUN		MyOut
		Downy	Downy	Downy	Secret				MyOut
		Downy	Downy	Downy					MyOut

## PORTFOLIO

PERFORMANCE DRIVES BRAND CHOICE



## ORGANIZATION

EMPOWERED • AGILE ACCOUNTABLE



## SUPERIORITY

TO WIN WITH CONSUMERS



## CONSTRUCTIVE DISRUPTION

ACROSS OUR BUSINESS



## PRODUCTIVITY

TO FUEL INVESTMENTS



# DELIVERED A RESILIENT YEAR

FY 2022-23

Strong operational results despite challenging macro & demand situation while maintaining share leadership



Strong Growth amidst challenging macro environment



Operational Progress  
PAT up +10% ex. one-time tax impacts



\*OTI – One Time Impacts

# SUPERIOR AND SUSTAINED EXECUTION OVER P10Y

**+9%**  
CAGR  
Net Sales

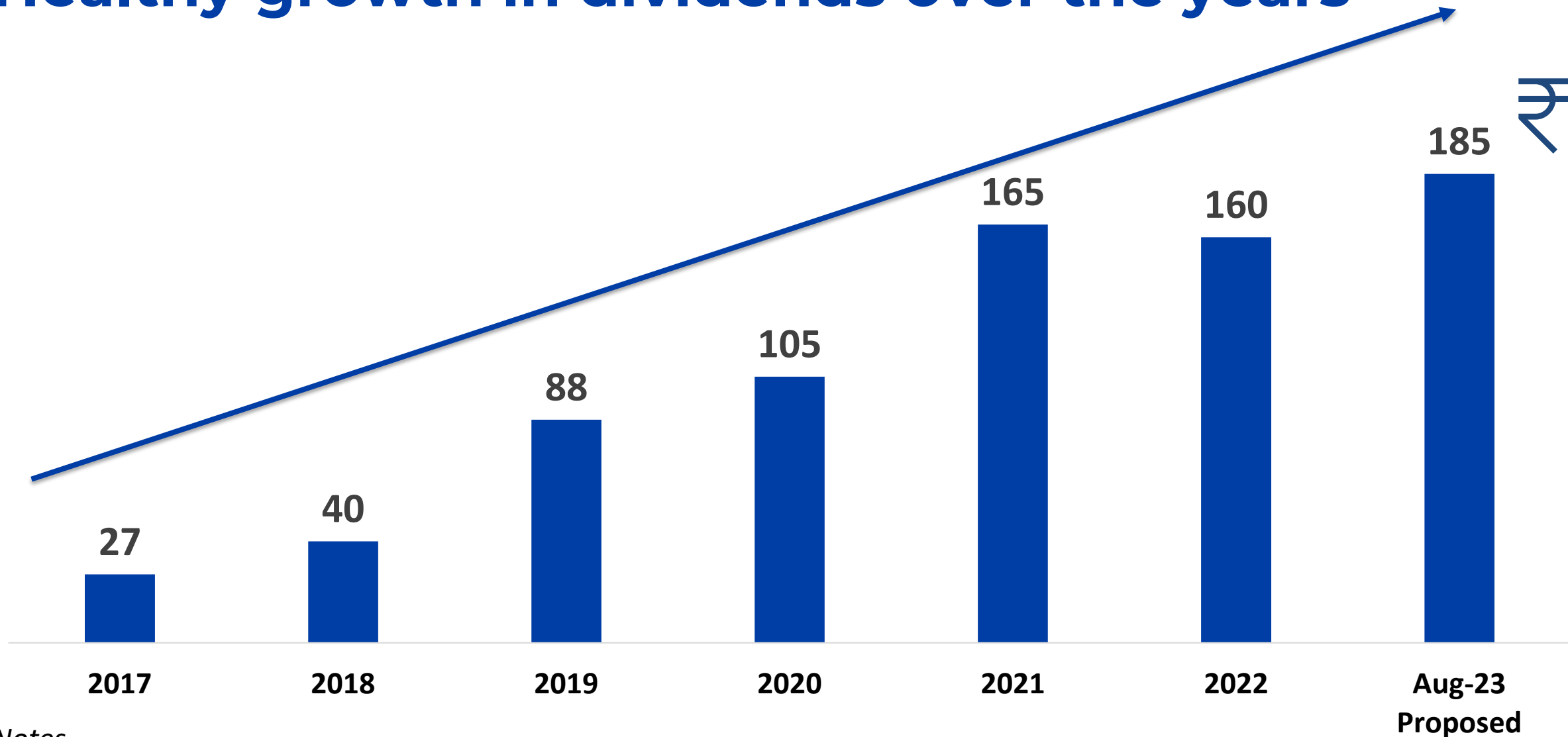
**+13%**  
CAGR  
PAT

**+54%**  
Increase  
In ROE





# Healthy growth in dividends over the years



## Notes

(1) Graph shows Interim + Final Dividend INR per share paid during calendar year (excludes special dividend)

(2) 2021 had a special dividend of INR 150 on top of INR 165. Total Dividend in 2021 (Interim + Final + Special) was INR 315

# CREATING SIGNIFICANT SHAREHOLDER VALUE

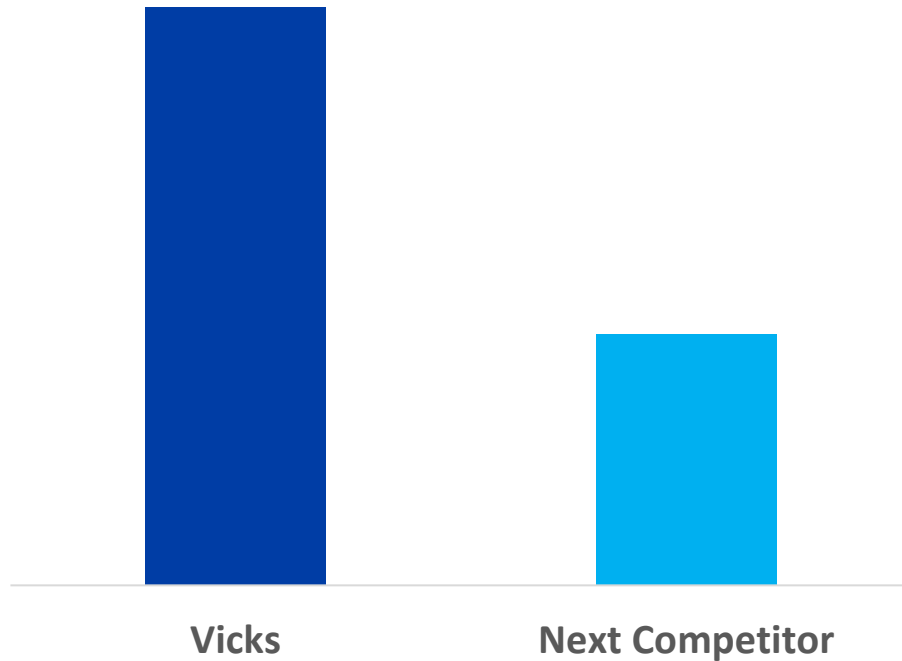
- 20% CAGR in Stock Price over Past 10 Years vs. 12% for Nifty FMCG Index
- Consistent Dividend Payout Since Past ~3 Decades



# CONTINUE TO MAINTAIN SHARE LEADERSHIP

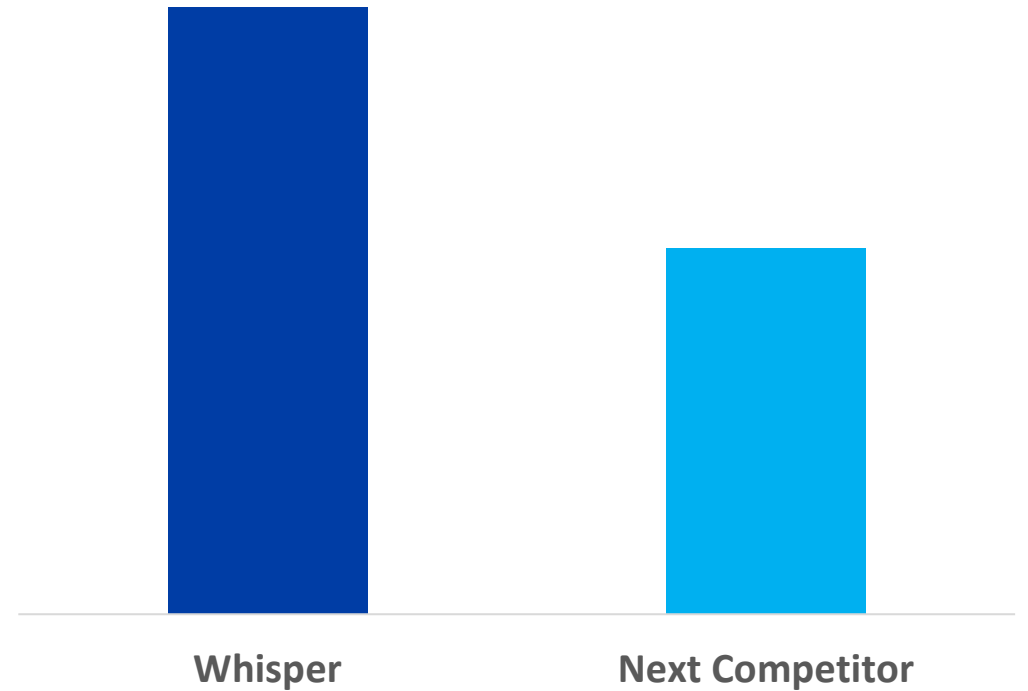
## Vicks

Consolidating Market Leadership



## Whisper

Maintaining Market leadership





Baby	Fem	Family	Fabric	Home	Hair	SPC	Grooming	Oral	PHC
Pampers	always	Downy	Tide	DAWN	heads shoulders	SKII	Gillette	Crest	Wicks
M&S	TAMPAX	Charmin	Downy	FAIRY	PANTENE	OLAY	Venus	Oral-B	NyQuil DayQuil
		Puffs	ARIEL	Cascade	Rejoice 飘柔	Old Spice	BRAUN		Meta
		Gain	Lenor	Fabreze	Herbal Essences	Safeguard			Pepio Bismol
				Scuffler	Secret				Prilosec

**PORTFOLIO**  
**PERFORMANCE DRIVES**  
**BRAND CHOICE**



# FEMININE CARE



Choice Portfolio



Ultra Portfolio



Nights Portfolio



**SUPERIOR  
PRODUCTS**



**DELIVERING SUPERIOR CONSUMER EXPERIENCE THROUGH  
EVOLVED BENEFITS**





**SUPERIOR BRAND COMMUNICATION**



*whisper*  
choice

# नो डर, दिन भर



up to **100% STAIN PROTECTION\***

6 PADS

**XL**

NEW



up to **100% STAIN PROTECTION\***

**4 TIMES SOAKING POWER**  
WITH MAGIC GEL

₹ **40**\*\*

\*\*MRP में सभी टैक्स शामिल हैं

No fear, all day long. Whisper

**COMMUNICATION THAT BRINGS THE TECHNOLOGY TO LIFE**

# HEALTH CARE



Throat Drops



Multi symptom relief



Vicks Rubs & Inhaler



Sleep





**SUPERIOR BRAND  
COMMUNICATION**

**P&G**

An advertisement for Vicks VapoRub. The background shows a woman in a purple sweater standing in a bedroom, looking towards a bed where a man and a child are sleeping. A large white number '6' is overlaid on the scene. In the foreground, a blue jar of Vicks VapoRub is shown with its green lid removed. The Vicks logo is in the top right corner. The text 'एक VICKS असर' is written in white over the scene.

**एक  
VICKS  
असर**

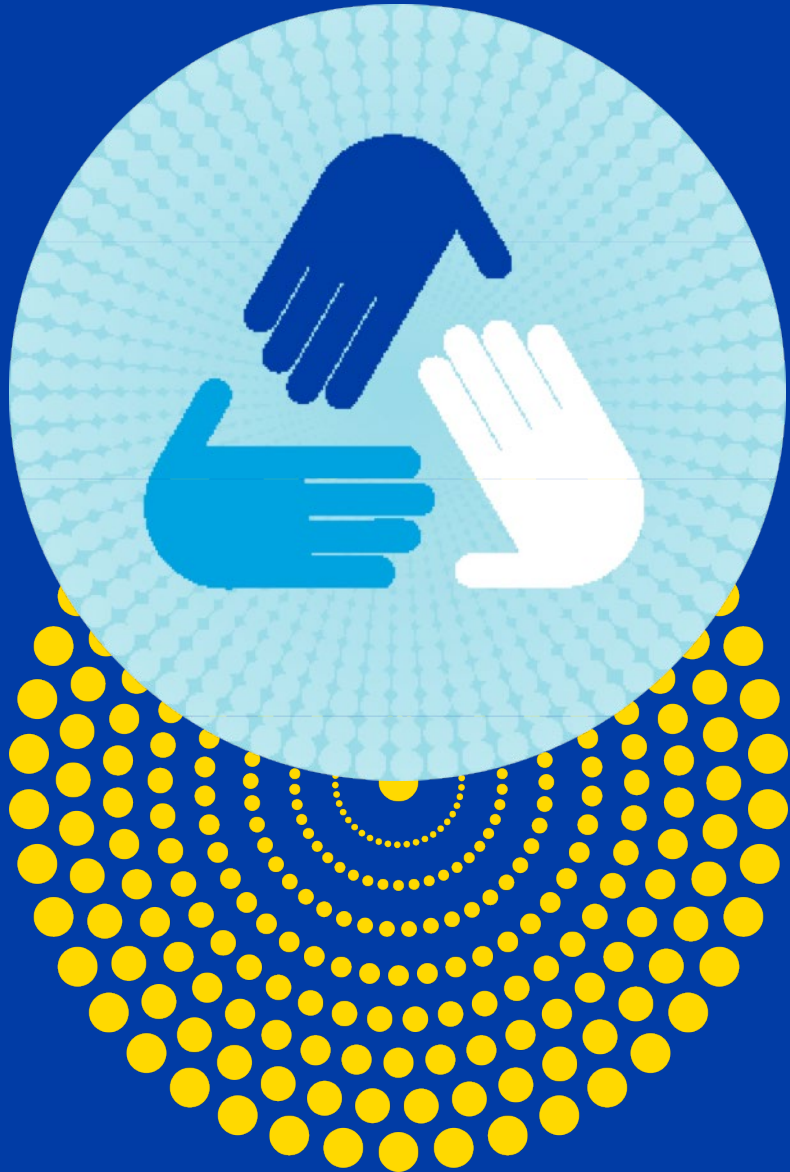
हमेशा लेबल पढ़ें. निर्देश अनुसार ही इस्तेमाल करें. यदि लक्षण बने रहें,  
तो अपने डॉक्टर से संपर्क करें.

**COMMUNICATION THAT IS TARGETED,  
RELEVANT AND INSPIRING**

**FORCE FOR  
GROWTH**



**FORCE FOR  
GOOD**

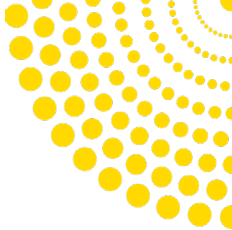


# CSR Overview

## 2022-23



# P&G Shiksha

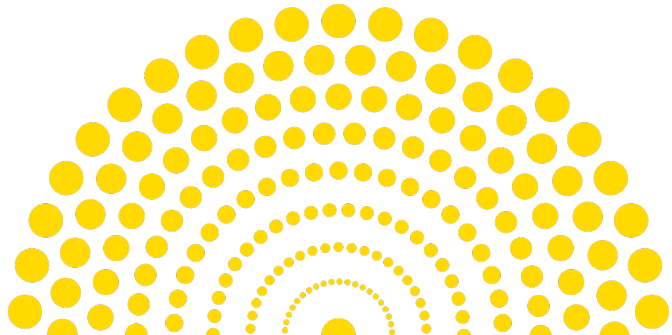


**18  
Years**

**In the  
Communities**

**35+  
Lakh**

**Children Being  
Impacted**





# FOCUS AREAS



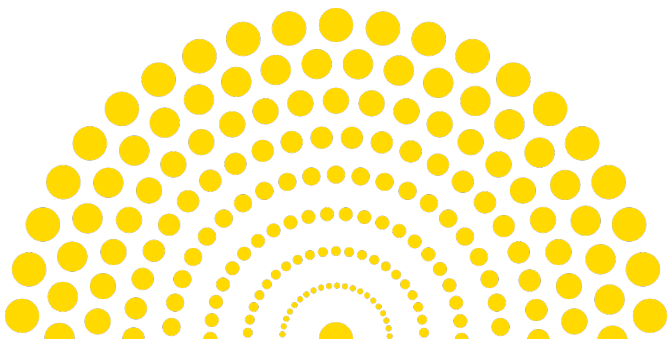
**1** Enhancing Learning Environment



**2** Early Childhood Education



**3** Remediating Learning Gaps



# 1

## Enhancing Learning Environment



- Building classrooms and enhancing **in-class infrastructure**
- Introducing sanitation facilities and **separate toilets blocks** for girls
- Fulfilling modern needs with **Smart Classrooms** in Goa

# 2

## Early Childhood Education



- **Preparing children to thrive** in formal education system
- Develop **motor, socio-emotional and cognitive skills**, with pre-language and pre-numeracy
- Working with **Mothers, Balvadis and Anganvadis**

# 3

## Remediating Learning Gaps

### What is a Learning Gap?



## COMMUNITY-BASED



- **Mohalla-level community programs** with **activity-based** learning and **peer-learning**
- **Catch-up Camps** through the year to bridge learning gaps
- **Teachers' Trainings** and Social awareness

## AI/ML LED



- **Personalized Adaptive Learning tool**
- Hybrid model of **app-based, school-based and community-based** interventions
- In-school time-table integration + Tr-partite partnership with State Govt







*P&G*