



Procter & Gamble Hygiene and Health Care Limited



A n n u a l R e p o r t 1 9 9 9 - 2 0 0 0

Procter & Gamble Hygiene and Health Care Limited**BOARD OF DIRECTORS**

B. V. Patel

Chairman

A. Chhabra

Executive Director & Company Secretary

S. Bhattacharya

C. V. Bergh

J. Cua

C. C. Daley Jr.

S. Durani

G. W. Cofer

B. S. Mehta

R. A. Shah

AUDIT COMMITTEE

B. S. Mehta

B. V. Patel

S. Bhattacharya

SHAREHOLDERS GRIEVANCE COMMITTEE

B. V. Patel

S. Bhattacharya

B. S. Mehta

R. A. Shah

AUDITORS

Deloitte Haskins & Sells

Mumbai

SOLICITORS

Crawford Bayley & Co.

Mumbai

BANKERS

Citibank N. A.

Deutsche Bank AG

ANZ Grindlays Bank p.l.c.

State Bank of India

REGISTERED OFFICE

Tiecicon House

Dr. E. Moses Road

Mumbai 400 011

Tel. : (91-22) 496 49 00

Fax : (91-22) 495 05 05

MANUFACTURING FACILITIES

Annaram (Andhra Pradesh)

Mandideep (Madhya Pradesh)

Kundaim and Honda (Goa)

REGISTRARS & TRANSFER AGENTS

MCS Limited

Plot No. 27, Road No. 11, M.I.D.C. Area,

Andheri (East), Mumbai 400 093.

Tel. : (91-22) 824 59 86, 821 52 35, Fax: (91-22) 835 04 56

Letter to Shareholders

Dear Shareholders,

Your Company had another year of good performance. While the total sales of your Company grew by about 2% over the previous year, Profit Before Tax grew by 19% and Profit After Tax (partly helped by exceptional items) grew by 32%. Exports of your Company grew by 40%.

The year 1999-2000 was fraught with challenges of a unique nature. Competition in the Feminine Hygiene category was relentless and despite the pressure from low priced sanitary pads, your Company stayed true to its mission—to **deliver products of superior quality and value that improve the lives of Indian consumers**. In January 2000 your Company introduced **Whisper Ultra**—the most technologically advanced sanitary pad in the category, which is five times thinner than normal sanitary pads, but provides superior performance. We have also put **Tampax tampons** into learning market and we believe that this will further drive your Company's leadership position in the Feminine Hygiene category. In Health Care we moved the entire Vicks line to our global 'blue' packaging and also introduced a bigger, longer-lasting Vicks Cough Drop. These important initiatives are a reiteration of The Procter & Gamble Company's commitment to your Company.

The other unique business challenge in 1999-2000 was **the proliferation of counterfeit and look-alike products**. This is a global problem and you will be shocked to know that 7% of world trade is in counterfeit products. In India these products are affecting business negatively and harming the consumer. Such brands impacted our business up to 10% in 1999-2000. However due to an intensive, multi-pronged drive to fight look alike brands including legal action and consumer awareness, we were able to stabilize and then grow the Health Care Business in the last quarter of 1999-2000. Yet the challenges posed by look-alike and counterfeit brands are not over. We are re-doubling our efforts and are working with both FICCI and OPPI to create task forces to deal with this menace.

As we enter the new year your Company will continue to bring to the Indian consumer **increasing value through our superior quality products based on their unmet needs**. We will continue to make every day in the consumers life better through our superior quality products and our unique social marketing programs. It gives me pride to inform you that the three Cause Marketing Programs which your Company has participated in – **Project Drishti** -to restore sight to blind adolescent girls, **OPEN MINDS**- to take working children to school and **Project Poshan**- to fight malnutrition in India, are making a valuable contribution to society. These programs best demonstrate the strong commitment that your Company has to being a **business with a purpose**- an approach that helps build your Company and its brands. This is ultimately the best test of the value that Your Company brings to you –its shareholders and to consumers who ultimately are your Company's "**reason to be**".



Bharat V. Patel

Bharat V. Patel
Chairman

Mumbai,
August 29, 2000

Procter & Gamble Hygiene and Health Care Limited

REPORT OF THE DIRECTORS

Your Directors have pleasure in presenting this 36th Annual Report and audited accounts of the Company for the year ended June 30, 2000.

FINANCIAL RESULTS

	(Rs. Crores)	
	1999-2000	1998-99
Sales	475.1	468.3
Profit before tax (before exceptional items & other income)	71.1	59.7
Profit before tax (after exceptional items & other income)	87.6	66.5
Profit after tax	75.0	56.9
Dividend — Special	—	75.7*
Final	16.2	10.8
Transfer to General Reserve	7.5	5.7
Balance carried forward	51.6	2.1

* one time exceptional dividend

PERFORMANCE

Your Directors are happy to report a good performance for the year under review. The Company achieved a sales of Rs. 475.1 crores, a growth of about 2% over the previous year. Profit Before Tax (before exceptional items and other income) at Rs.71.1 crores, grew by 19% over the previous year. Good financial performance coupled with compensation for termination of shampoo manufacturing arrangement (Rs 6 crores) and income tax refund (Rs. 5.1 crores) helped Profit After Tax at Rs. 75 crores grow by 32% over the previous year. Exports at Rs.33.8 crores grew by 40% over the previous year.

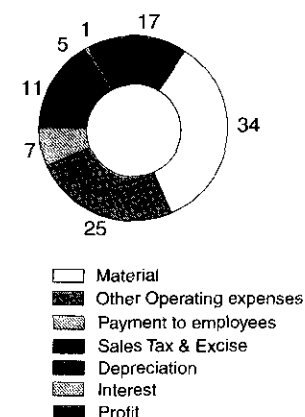
The good results in the year under review were marked by an outstanding performance by the WHISPER brand in the Feminine Hygiene category, a crusade against look-alike products in the Health Care category which stabilized sales of Health Care products, and a strong Exports growth.

WHISPER sales registered an impressive growth of 32% despite stiff competition from lower-priced brands. The launch of WHISPER ULTRA further helped the WHISPER brand deliver impressive results. WHISPER ULTRA provides truly unmatched benefits to consumers. It is an ultra thin product (five times thinner than ordinary sanitary pads) that provides Indian women the benefit of comfort and a sense of total freedom during menstrual periods. WHISPER has been rated the best by Indian consumers and has helped drive the growth of our Feminine Hygiene category. During the year we also launched TAMPAX tampons in learning markets of Chennai and Madurai. TAMPAX, a superior quality tampon, aims at strengthening your Company's leadership in the Feminine Hygiene category. This initiative, in our view, will deliver results over a longer period as it will require change in habits of Indian consumers.

In the last Annual Report your Company had shared with you details of the launch of **Project Drishti**, sponsored by WHISPER, in association with the National Association for the Blind. Through **Project Drishti** your Company has already helped restore the sight of 130 blind adolescent girls and we plan to restore sight to another 120 girls.

We are reassured with the overall growth of WHISPER. We believe the key challenge of the Feminine Hygiene Category is to continue to invest in market development and transform the vast majority of cloth users to WHISPER users.

Health Care Product sales were impacted in the year under review due to the proliferation of look-alike or pass-off products in the market for the better part of the year. These look-alike products posed a serious threat to the Health Care business. There were close to 60 look-alike brands of various VICKS products in the market. Research conducted by ORG and ACNielsen indicated that the pass-off products were impacting our Health Care business upto 10% and in the case of VICKS Action 500 upto 54%. Your Company adopted a crusade against look-alike products of VICKS in 1999-2000. Due to this intensive and multi-pronged drive to fight these look-alike products, and exemplary support of the U.S. Embassy in India and some Government authorities and consumer bodies, we have seen signs of the Health Care business growing in the last quarter of the year. In light of these tough circumstances, our Health Care product sales can be termed quite satisfactory. We are re-doubling our efforts against spurious products and working closely with industry associations such as FICCI and OPPI. We have helped both associations establish task forces to deal with this menace. We are working towards developing an effective enforcement climate to protect consumers from these dubious, look-alike brands.



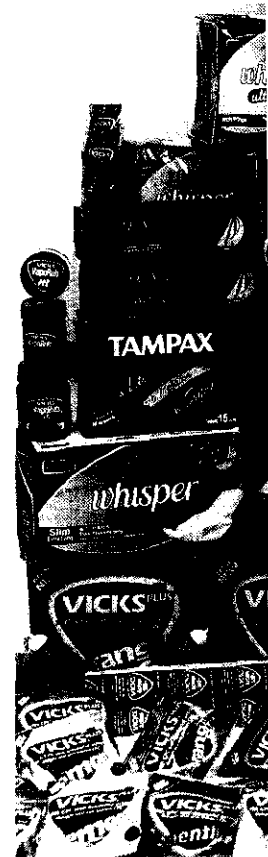
Profit After Tax (Rs. crores)

2000	75.03
1999	56.9
1998	43.2

Net Worth (Rs. crores)

2000	████████████████████
1999	████████████████████
1998	████████████████████

*Post dividend payment (Rs. 86.5 crores)



Our Health Care business also witnessed intense competitive activity from new entrants in Cold tablets and Rubs segments. Your Company is constantly monitoring these competitive activities. We are happy to report that as per recent ORG data, VICKS brands in the above segments have marginally gained market share.

The Company is placing considerable energies behind strengthening the VICKS franchise in India and further building our core Health Care business. The VICKS brand is today truly a mega-brand. During the year, several initiatives were carried out to further build this brand. This included the move to mega-branding of VICKS product line with the global VICKS packaging, the introduction of a bigger, longer lasting VICKS Cough Drop and the re-stage of VICKS Action 500 cold tablets. Besides this, new advertising continues to drive VICKS equity and keep it top-of-mind with consumers. In the current year your Company has launched three more variants of VICKS Cough Drops, with an anti-bacterial ingredient to relieve sore throat. This introduction further builds on the great throat-soothing relief of existing mentholated VICKS Cough Drop and is part of P&G's quest to improve the lives of consumers through superior quality products.

ORGANIZATION 2005

In September 1998, Chairman of P&G worldwide had detailed the global re-organization of The Procter & Gamble Company called **Organization 2005**. Over the last few months the **O2005** results are reflecting in the operations of your Company through increased speed-to-market of our product initiatives. We have seen the launch of WHISPER ULTRA, learning market introduction of TAMPAX tampons and several initiatives in Health Care mentioned above.

As part of the further changes announced under **O2005** in the ASEAN-Australia-India (AAI) region, Marketing Planning in line with Global approach and learnings will be done out of Singapore Core group for all the countries in AAI. On-ground operational strategy to support these plans will be developed and executed by your Company. These Organization changes should, in the opinion of your Directors, drive greater focus in the Indian business and give your Company larger initiatives which should speed to market to deliver better results and enhance shareholder value.

CAUSE MARKETING

In line with P&G's principle of contributing to the community in which we operate, during the last year your Company further leveraged Cause Marketing to build equity for our brands while at the same time contributing to the Community. Your company partnered with UNICEF for two major Cause Marketing initiatives — OPEN MINDS and Project *Poshan*. OPEN MINDS is helping 20,000 working children receive an education while Project *Poshan* is a serious attempt to fight the malaise of malnutrition in India which sadly accounts for 40% of the world's malnourished children. Your Company will support OPEN MINDS and Project *Poshan* for two more years.

The efforts of your Company to be a Good Corporate Citizen were recognized recently when Brand Equity of the Economic Times bestowed a special award on your Company for Cause Marketing for Project *Drishhti* and Project *Poshan* campaigns at the All India Promo Awards 2000.

TERMINATION OF MANUFACTURING ARRANGEMENT WITH PGHP

The manufacturing arrangement which your Company had with Procter & Gamble Home Products Ltd. (PGHP) for shampoo manufacture was terminated in the year under review. Your Company has received a compensation of Rs 6 crores in this regard as determined by an independent committee. Company also received additional compensation for plant and machinery that became redundant as a result of this termination.

DIVIDEND

During the year under review, dividend of Rs.7.5 per share aggregating to Rs. 16.2 crores on the paid up share capital has been paid and disbursed by the Company.

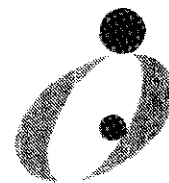
CORPORATE GOVERNANCE

As you know, The Stock Exchange, Mumbai, has amended listing agreement to include the compliance of Corporate Governance by Listed Companies. Though this will be applicable to your Company in April 2001, we have already taken steps to implement the provisions from the beginning of the current year. Your Company believes that these provisions are for enhancing accountability and finally increasing shareholder value. As your Company's processes are already based on these provisions, we would effortlessly be able to implement it in letter and in spirit. Therefore, the Board has recently constituted two Committees : Audit Committee and Shareholders' Grievances Committee.

E.P.S. (Rs)

2000	
1999	
1998	

*EPS after Bonus Issue

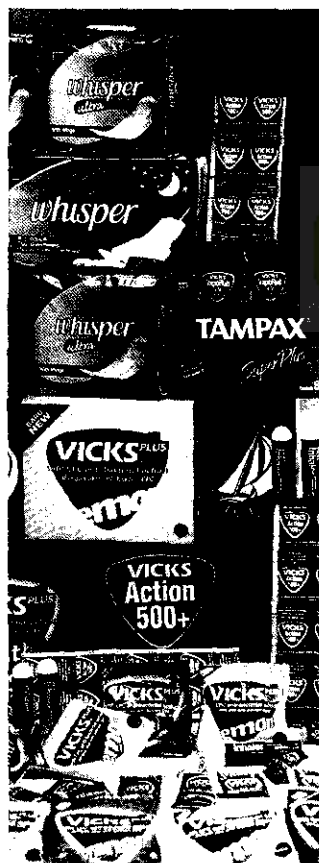


PROJECT POSHAN

Outflow of dividend (Rs. crores)

2000	
1999	
1998	

* Includes one time Special Dividend



Procter & Gamble Hygiene and Health Care Limited

REDEMPTION OF DEBENTURES

During the year under review, the non-convertible portion of 12.5% Secured Redeemable Partly Convertible Debentures were fully redeemed. Also the third and final redemption of 14% Secured Redeemable Non Convertible Debentures is due on September 4, 2000. With this final redemption, all Debentures of your Company will stand redeemed.

EXPORTS

Our exports grew by a record 40% over the previous year. During the year, exports were at Rs 33.8 crores (previous year Rs 24.1 crores). VICKS VAPORUB exports to markets such as Japan recorded a sharp increase due to our focus on the quality of our product which meets the exacting quality standards of discerning consumers in Japan, Australia and the rest of Asia. Also, demand in importing countries helped an outstanding exports performance.

MANAGEMENT AND PERSONNEL

The Directors wish to place on record their appreciation for the outstanding efforts that the employees of your Company have put in during the year. Their dedication, team work, efficiency and innovation have been responsible for your Company's success in a competitive environment. The Company in turn continues to provide a working environment that helps employees develop to their fullest potential.

The information in accordance with sub-section (2-A) of Section 217 of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules 1975 forms part of this Report.

DIRECTORS

During the year, Mr. Bharat V. Patel while continuing as Chairman of the Company, relinquished his executive responsibilities. The Directors place on record their appreciation of Mr. Patel's contribution as Managing Director to the business of your Company. Mr. Patel built VICKS as one of the largest and most profitable over-the-counter businesses in India and played a key role in bringing WHISPER to the category leadership.

During the year Mr. S. Bhattacharya retired as the Vice Chairman & Managing Director effective November 30, 1999. He, however, continues to be a Director. The Directors place on record their appreciation of Mr. Bhattacharya's seventeen years of meritorious service in the Company. He played a key role in expanding a predominantly Health Care Company to a multi-category Company and a leadership role in launching WHISPER.

Messrs. C. Bergh, S. Bhattacharya, G. Cofer, S. Durani and B. V. Patel were appointed as Additional Directors to hold office until this Annual General Meeting. Requisite notices in writing from members signifying their intention to propose their candidatures as Directors have been received by the Company. The Board has appointed Mr. Gary W. Cofer as Managing Director and Mr. Sunil Durani as Executive Director of the Company, both effective September 1, 2000.

During the year, Mr. R. Clark resigned as a Director of your Company. Mr. Johnip Cua was appointed as a Director to fill in the casual vacancy thus caused. Mr. R. A. Shah and Mr. B. S. Mehta, retire by rotation and, being eligible, offer themselves for re-appointment.

The above appointments require approval of the shareholders. The Board recommends their appointments.

AUDITORS

The Auditors, M/s. Deloitte Haskins & Sells, Mumbai, retire and offer themselves for re-appointment.

COST AUDITORS

As per the approval of the Central Government, the Board has appointed Messrs. N.I. Mehta & Company, Cost Accountants, to conduct the cost audit of drug formulations and detergents for the financial year 1999/2000.

CONSERVATION OF ENERGY ETC. INFORMATION

The information, in accordance with the provisions of Section 217(i)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy, technology absorption and foreign exchange earnings and outgoings, forms part of this Report.

On behalf of the Board of Directors

Bharat V. Patel

Mumbai
August 29, 2000.

B. V. Patel
Chairman

Export Sales

(Rs. crores)

2000 33.8

1999 24.1

1998 21.2

Employees

2000 555

1999 503

1998 725

ANNEXURE TO THE REPORT OF DIRECTORS

A. Power & Fuel Consumption

	1999-2000	1998-99
1. Electricity		
a) Purchased		
Units (KWH)	59 22 877	54 03 018
Total amount (Rs.)	2 43 87 889	2 56 76 395
Rate/Unit (Rs.)	4.12	4.75
b) Own Generation:		
i. Through Diesel Generator		
Units (KWH)	35 12 755	32 81 020
Units per ltr. Of Diesel Oil	2.59	2.86
Cost/Unit (Rs.)	5.02	4.39
ii. Through Steam Turbine/Generator	N.A.	N.A.
2. Coal (Specify Quality and where used)	N.A.	N.A.
3. Furnace Oil	N.A.	N.A.
4. Other/Internal Generation	N.A.	N.A.

B. Consumption of Electricity Per Unit of Production

	KWH/tonne	
	1999-2000	1998-99
Other Products	434	427

Note:

Since company's operations involve low energy consumption, the Company has no comments to offer under para Assignment(a) to (c) of Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors). Rules, 1988.

I. RESEARCH & DEVELOPMENT :

- Specific areas in which R&D carried out by the Company :
Your Company, being subsidiary of The Procter & Gamble Company, USA has access to P&G's world-wide R&D facilities.
- Benefits derived as a result of the above R&D : R&D efforts have helped bringing about an improvement in processes and have resulted in cost reduction and import substitution.
- Future Plan of Action :
Emphasis will continue to be laid on the existing products and new products.
- Expenditure on R&D.

	Rs. 000's	
	1999-2000	1998-99
a. Capital	70	1054
b. Recurring	6550	63049
c. Total	6600	64103
d. Total R&D expenditure as a percentage of total turnover	0.14	1.37

II. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

- Efforts, in brief, made towards technology absorption, adaptation and innovation

Continued implementation of QC/QA procedures for natural products; New products and processes were successfully adapted on commercial scale to utilize local, raw materials and machinery; Technical Services for reliability, quality, cost savings and technology transfer from overseas.

- Benefits derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution, etc.

All the above efforts resulted in improving process efficiencies, consistent quality of our products, introduction of new products and import substitution and successful absorption of technology.

- In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished :

- a&b) Technology imported (Year of Import)

Cold Rub (1994)

Hair Shampoo (Non Spirituous) (1997)

- c) Has technology been fully absorbed?

Yes

- d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action :

N.A.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO :

- Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans :

Company at present is exporting personal care, health care and toiletry products. Exports of VICKS VAPORUB to the Asian region.

- During the period under review :

- The foreign exchange earnings of the Company were Rs. 338 million.
- The foreign exchange expenditure on revenue account was Rs. 125 million.

By Order of the Board of Directors

Bharat V. Patel

Bharat V. Patel
Chairman

Auditors' Report**AUDITORS' REPORT**

We have audited the attached Balance Sheet of Procter & Gamble Hygiene and Health Care Limited as at 30th June, 2000 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto.

1. As required by the Manufacturing and Other Companies (Auditors' Report) Order, 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in the paragraph (1) above, we report that:
 - a. We have obtained all the information and explanation 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 these books;
 - c. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d. In our opinion the Balance Sheet and Profit and Loss Account comply with the accounting standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956;
 - e. In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 30th June, 2000 and
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date.

For DELOITTE HASKINS & SELLS
Chartered Accountants

Mumbai,
August 29, 2000.

N.P. Sarda
Partner

Annexure to the Auditors' Report

To the members of Procter & Gamble Hygiene and Health Care Limited on the Accounts for the year ended 30th June, 2000. (Referred to in Paragraph 1 thereof)

1. The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets. As per the explanation given to us, the Company has a programme of physical verification of all its fixed assets once in two years. In our opinion, the

frequency of verification of the fixed assets by the management is reasonable, having regard to the size of the Company and the nature of its business. The discrepancies noticed on physical verification between the book records and the physical count have been adjusted in the books of account as and when physical verification is carried out.

2. None of the fixed assets have been revalued during the year.
3. The stocks of finished goods, stores, spares and raw materials have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
4. The procedures of physical verification of stocks followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
5. The discrepancies noticed on verification between physical stock and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.
6. In our opinion, the valuation of stocks is fair and proper, in accordance with the normally accepted accounting principles and is on the same basis as in the previous year.
7. In respect of loans, secured or unsecured, obtained from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956 or from Companies under the same management as defined under Section 370(1B) of the Companies Act, 1956, the rates of interest and other terms and conditions on which such loans have been obtained are not *prima facie* prejudicial to the interests of the Company.
8. The rates of interest and other terms and conditions of loans granted to companies listed in the Register maintained under Section 301 of the Companies Act, 1956 and to the Companies under the same management as defined under Section 370(1B) of the Companies Act, 1956 are not *prima facie* prejudicial to the interests of the Company.
9. In respect of loans and advances in the nature of loans given by the Company, the parties are generally regular in repayment of principal amounts and interest as stipulated.
10. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of stores, raw materials including components, plant and machinery, equipment and other assets and for the sale of goods.
11. In our opinion and according to the information and explanations given to us, the transactions of purchase of goods and materials and sale of goods, materials and

Auditors' Report

- services made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more in respect of each party, have been made at prices which are reasonable having regard to the prices at which transactions for similar goods, materials and services have been made with other parties or quoted by the other parties, except where comparable quotations are not available having regard to the specialised nature of the goods and materials purchased and goods, materials and services sold by the company.
12. As explained to us, the Company has a regular procedure for the determination of unserviceable or damaged stores, raw materials and finished goods. Adequate provision has been made in the accounts for the loss arising on the items so determined.
 13. In our opinion and according to the information and explanations given to us, the Company has discontinued the scheme of accepting deposits from the public within the provisions of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
 14. In our opinion, reasonable records have been maintained by the Company for the sale and disposal of scrap. We are informed that no realisable by-products are generated by the Company's operations.
 15. In our opinion, the Company has an internal audit system commensurate with the size and the nature of its business.
 16. We have reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956, and are of the opinion that *prima facie* the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
 17. According to the records of the Company, the Company has been generally regular in depositing Provident Fund and Employees' State Insurance dues with the appropriate authorities.
 18. According to the books and records examined by us and the information and explanations given to us, there were no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty which have remained outstanding as at 30th June, 2000 for a period exceeding six months from the date they became payable.
 19. According to the information and explanations given to us and the records of the Company examined by us, no personal expenses have been charged to revenue account other than those payable under contractual obligations or in accordance with the normal business practice.
 20. The Company is not a sick industrial company within the meaning of clause (o) of sub-section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.
 21. In respect of trading activity, damaged goods have been determined and provision has been made for the loss, if any.

For DELOITTE HASKINS & SELLS
Chartered Accountants

Mumbai,
August 29, 2000

N.P. Sarda
Partner