

Procter & Gamble Health Limited

(Formerly Merck Limited)

(CIN: L99999MH1967PLC013726)

Registered Office: Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai - 400 079

Website: www.pghealthindia.com; **email id:** machado.f.1@pg.com

Tel: (+91-22) 6866 9000; **Fax:** (+91-22) 25186828

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for re-appointment of Mr. Suresh Talwar and Ms. Rani Jadhav as Independent Directors.

The Board of Directors of the Company (**"the Board"**) has appointed Saraf & Associates, Practicing Company Secretary (Proprietor – K. G. Saraf) as the scrutinizer (**"Scrutinizer"**) for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Rules, the Company is offering to its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**"NSDL"**) for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching a postal ballot form.

Members are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach KFin Technologies Private Limited (**"the RTA"**) at the address given below and also printed on the self-addressed envelope not later than the close of working hours i.e. 5 p.m. (IST) on **Sunday, March 15, 2020**. The postal ballot form may also be deposited personally at the address given on the Business Reply Envelope. The postal ballot form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Postal ballot forms received after the close of working hours i.e. 5 p.m. (IST) on **Sunday, March 15, 2020** will be treated as if no reply has been received from the Member. E-voting will be blocked by the NSDL at 5:01 p.m. (IST) on **Sunday, March 15, 2020** and e-voting shall not be allowed beyond the said date and time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to this postal ballot notice. References to postal ballot(s) in this postal ballot notice include votes received electronically.

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

1. Re-appointment of Mr. Suresh Talwar as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Suresh Talwar (DIN 00001456), aged 82 years, who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from April 8, 2020 upto March 31, 2025, not being liable to retire by rotation".

2. Re-appointment of Ms. Rani Jadhav as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Ms. Rani Jadhav (DIN 07070938), aged 71 years, who has submitted a declaration that she meets the criteria for independence and who is eligible for re-appointment as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of five years with effect from April 8, 2020 upto March 31, 2025, not being liable to retire by rotation".

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

Sd/-
Amit Gupta
Director & Chief Financial Officer

February 7, 2020
Mumbai

Notes:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts and reasons for the proposed resolutions above, is appended herein below along with the postal ballot form for your consideration.
2. The postal ballot notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on February 7, 2020. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the member(s) as on the said date. A person who is not a member as on the relevant date should treat this postal ballot notice for information purposes only.
3. Members who have registered their email IDs for receipt of documents in electronic form are being sent the postal ballot notice by e-mail to their email IDs registered with their depository participants / the Company's registrar and share transfer agent. Members who receive the postal ballot notice by e-mail and who wish to vote through physical postal ballot form can download the same from the website of the Company (www.pghealthindia.com). For members whose email IDs are not registered, physical copies of this postal ballot notice are being sent by registered post, speed post or courier along with a postal ballot form and a postage-prepaid self-addressed business reply envelope. Alternatively, a Member may write to the Company's share registrar and transfer agent, KFin Technologies Private Limited (*"the RTA"*) for obtaining a duplicate postal ballot form.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting i.e. either by postal ballot or through e-voting. In cases where members cast their votes through both modes, votes cast electronically (e-voting) shall be treated as valid and votes cast through postal ballot forms will be treated as invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's registrar and share transfer agent / depositories in order to receive the Company's Annual Report and other communications electronically in future.
7. The Scrutinizer will submit his report to the Chairman of the Board or any person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by him, on or before Tuesday, March 17, 2020. The results along with the report of the Scrutinizer shall be displayed on the Company's website, the website of NSDL and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, March 15, 2020 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
8. This postal ballot notice is also placed on the website of the Company: (www.pghealthindia.com) and on the website of NSDL.
9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his / her discretion as per the instructions provided herein.
10. The e-voting period shall commence on Saturday, February 15, 2020 at 9:00 a.m. (IST) and end on Sunday, March 15, 2020 at 5:00 p.m. (IST). The e-voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. February 7, 2020, may cast their vote electronically.
11. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
12. The instructions for Members for e-voting are as under:

E-VOTING INSTRUCTIONS

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 101456 then user ID is 101456001***

5. Your password details 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 enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) 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 from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. 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.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pghealthpb2020@sarafandassociates.com with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.
3. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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

Sd/-
Amit Gupta
Director & Chief Financial Officer

February 7, 2020
Mumbai

Registered Office:

Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli – East, Mumbai, Maharashtra – 400079, India
Website: www.pghealthindia.com

Registrar and Share Transfer Agent

KFin Technologies Private Limited,
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad – 500032
Phone No. +91 40 6716 2222, Fax No. +9 140 2342 0814
Toll Free No. 1800-3454-001
Email: einward.ris@karvy.com
Website: www.kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No. 1

Re-appointment of Mr. Suresh Talwar as an Independent Director

At the 48th Annual General Meeting held on April 8, 2015, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Suresh Talwar as Non-Executive Independent Director for a period of five years effective April 8, 2015. Mr. Talwar will complete his present term on April 7, 2020. In terms of the notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for re-appointment of Independent Director for second tenure.

Mr. Suresh Talwar, aged 82 years, is a graduate in Commerce, LLB and a solicitor. Mr. Talwar is a Corporate Counsel of Talwar, Thakore & Associates and which was set up by him in April 2007. As a practicing lawyer with the Bombay High Court since 1966, he has over 44 years of experience in the legal profession, specializing in corporate law dealing specifically with mergers and acquisitions, corporate taxation, foreign exchange laws, international issues of Indian securities and real estate laws among others. He is a Director on the Boards of several prominent companies in India. Considering the rich experience and expertise of Mr. Talwar and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on February 7, 2020 recommended the re-appointment of Mr. Talwar as an Independent Director for a period of five years with effect from April 8, 2020 upto March 31, 2025, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

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

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

Item No. 2

Re-appointment of Ms. Rani Jadhav as an Independent Director

At the 48th Annual General Meeting held on April 8, 2015, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Ms. Rani Jadhav as Non-Executive Independent Director for a period of five years effective April 8, 2015. Ms. Jadhav will complete her present term on April 7, 2020. In terms of the notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for re-appointment of Independent Director for second tenure.

Ms. Jadhav, aged 71 years, is a retired IAS Officer and worked for 38 years in the Indian Administrative Service before retiring in 2008 from the position of Chairperson, Mumbai Port Trust in the rank of Secretary, Government of India. During this period of 38 years, she held a number of senior positions in government both at the federal and state levels and is, therefore, well acquainted with all aspects of public administration in India. She has a good mix of staff and line function experience. This mix has given her rare exposure to both Public & Corporate Affairs. Considering the rich experience and expertise of Ms. Jadhav and her valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on February 7, 2020 recommended the re-appointment of Ms. Jadhav as an Independent Director for a period of five years with effect from April 8, 2020 upto March 31, 2025, on the existing terms and conditions notwithstanding that she will attain the age of 75 years during the said tenure.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Rani Jadhav, are concerned or interested, financially or otherwise, in this item.

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

Sd/-
Amit Gupta
Director & Chief Financial Officer

February 7, 2020
Mumbai

Details of Director proposed to be appointed / re-appointed

Resolution / Item No.	1	2
Name of Director	Mr. Suresh Talwar	Ms. Rani Jadhav
Age	82 years	71 years
Date of Birth	21/11/1937	02/06/1948
Date of appointment on the Board	17/01/1984	05/02/2015
Expertise in specific field	B. Com, L.L.B., Solicitor	IAS (Retired)
Names of other Companies in which she / he holds Directorships	<ol style="list-style-type: none"> 1. Elantas Beck India Limited 2. Solvay Pharma India Limited 3. Blue Star Infotech Limited 4. Samson Maritime Limited 5. Johnson & Johnson Private Limited 6. Chowgule And Company Private Limited 7. Romil Finance And Investment Private Limited 8. True North Fund Trusteeship Private Limited 9. Swiss Re Global Business Solutions India Private Limited 10. True North Trusteeship Private Limited 11. Rediffusion Brand Solutions Private Limited 12. True North Fund Trusteeship Entity Private Limited 13. Swiss Re Healthcare Services Private Limited 14. Twentieth Century Fox Corporation (India) Private Limited 	<ol style="list-style-type: none"> 1. Forbes & Company Limited 2. Avana Logistek Limited 3. Shapoorji Pallonji Forbes Shipping Limited
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Nil	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company	<p>Audit Committee - <i>Chairman</i></p> <p>Stakeholders Relationship Committee - <i>Chairman</i></p> <p>Corporate Social Responsibility Committee - <i>Chairman</i></p> <p>Nomination & Remuneration Committee - <i>Member</i></p> <p>Risk Management Committee - <i>Member</i></p>	<p>Nomination & Remuneration Committee - <i>Chairman</i></p> <p>Audit Committee - <i>Member</i></p>

Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she/he is a Director	<p>Chairman of Committees:</p> <ol style="list-style-type: none"> 1. Elantas Beck India Limited - <i>Nomination & Remuneration Committee</i> <p>Member of Committees:</p> <ol style="list-style-type: none"> 1. Elantas Beck India Limited - <i>Audit Committee</i> 	<p>Chairman of Committees:</p> <p>Member of Committees:</p> <ol style="list-style-type: none"> 1. Forbes & Company Limited - <i>Stakeholders Relationship Committee</i> 2. Shapoorji Pallonji Forbes Shipping Limited - <i>Audit Committee, Nomination & Remuneration Committee</i> 3. Avana Logistek Limited - <i>Audit Committee</i>
Number of Meetings of the Board attended during the year (<i>January 2019 to date</i>)	5	5
Shareholding in the Company	5,914	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None

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