



Date : November 18, 2021

To

Mr. Subramanian Madhavan

**Letter of appointment as an Independent Director of the Company**

Dear Sir,

We are pleased to inform you that the Board of Directors of the Company have approved your appointment as Non-Executive Independent Director of the Company for a period of five years effective from November 15, 2021, subject to the approval of Shareholders of the Company.

As an Independent Director you will not be liable to retire by rotation.

As an Independent Director you may be paid by way of sitting fees and/or commission as may be decided by the Board and approved by the Shareholders from time to time. The Company shall reimburse the expenses incurred by you for participation in the Board, Committees and General meetings.

Your appointment is governed by and will be interpreted in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time and any other applicable law as may be in force from time to time.

In your role as an Independent Director, you are required to abide by the roles, responsibilities and duties as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as may be amended from time to time. The Company's 'Code of Conduct' for Directors and 'Code of Conduct for Prohibition of Insider Trading' (a copy of which is enclosed) will be applicable to you.

We welcome you on the Board of the Company and we are sure that you will make valuable contributions to effective governance and value creation at the Company.

Thanking you,

Best Regards,

MILIND  
VASANT  
THATTE

Digitally signed  
by MILIND  
VASANT THATTE  
Date: 2021.11.18  
11:42:08 +05'30'

**Milind Thatte**  
**Managing Director**  
**Procter & Gamble Health Limited**

**Procter & Gamble Health Limited**

CIN: L99999MH1967PLC013726

Registered Office: Godrej One, 8<sup>th</sup> Floor,

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