

Procter & Gamble Health Limited

(CIN: L99999MH1967PLC013726)

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai 400099

Website: www.pghealthindia.com Email ID: investorgrievance.im@pg.com

Tel. No: +9122 6866 9000;Investor helpline no.: +91 8291902520

Dear Members,

Notice is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for the re-appointment of Mr. Milind Thatte (DIN 08092990) as Managing Director of the Company for a period of five years effective April 1, 2023, proposed to be passed as an '**Ordinary Resolution**', by way of Postal ballot.

Members' consent is requested for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolution is annexed hereto for your consideration.

Further, the details with respect to the notice and details for voting on the resolutions are mentioned in the notes to the notice.

To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

Re-appointment of Mr. Milind Thatte (DIN 08092990) as the Managing Director of the Company for a period of five years effective April 1, 2023.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act, read with the applicable provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Milind Thatte (DIN 08092990) as the Managing Director of the Company for a period of five years with effect from April 1, 2023, as per the terms and conditions including remuneration as provided in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to modify / revise the terms and conditions and the remuneration of Mr. Milind Thatte provided, however, the terms of remuneration of Mr. Milind Thatte shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time."

February 20, 2023
Mumbai

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

Sd/-

Zeal Shah
Company Secretary

Notes:

- (1) Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice.
- (2) As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking re-appointment are given in the annexure to this Postal Ballot Notice.
- (3) The Company has appointed Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Vishvesh G Bhagat, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;
- (4) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on February 10, 2023;

Members who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and those who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the website of the Company i.e. in.pg.com. The Shareholders can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana or the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.

- (5) The Company is pleased to provide e-voting facility, to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.

The instructions for the shareholders for e-voting are as under:

The remote e-voting period begins on **Tuesday, February 21, 2023, at 9:00A.M. (IST)** and ends on **Wednesday, March 22, 2023 at 5:00P.M. (IST)**

The remote e-voting module shall be disabled by NSDL for voting thereafter.

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.

Step1:Access to NSDL e-Voting system

A) Loginmethodfore-VotingforIndividualshareholdersholdingsecuritiesindematmode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 e-Voting service provider i.e. NSDL and you will be directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 hold 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 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

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Login type	Help desk 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 atevoting@nsdl.co.in or call at toll free no.: 1800 1020 990and1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL help desk by sending a request at help_desk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-into 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 '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 e services after using your log-in credentials, click one-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 DPID followed by 8 Digit ClientID For example if your DPID 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.	16DigitBeneficiaryID ForexampleifyourBeneficiaryIDis12***** 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 is001***and EVEN is 123425 then user IDis123425 001***

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user 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'

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'.

- c) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- d) If you are unable to retrieve or have not received the "Initial password" or have forgotten

your password:

- i. 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.
 - ii. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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 etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- e) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - f) Now, you will have to click on “Login” button.
 - g) After you click on the “Login” button, Home page of e-Voting will open.

Step2 : How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm our vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders who see mail ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. 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 investorgrievance.im@pg.com
2. Incasesharesareheldindematmode,pleaseprovideDPID-CLID(16digitDPID+CLID or16digitbeneficiaryID), 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. 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.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

B. In case of Shareholders receiving Postal Ballot Form by post:

Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Registrar & Transfer Agents (RTA), KFin Technologies Limited, as to reach the RTA on or before 5:00 p.m. (IST) of March 22,2023

General Guidelines for shareholders

- (1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPGFormat) of the relevant Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to scrutinizer@dholakia-associates.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can

- also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (2) 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 to designated email ID at evoting@nsdl.co.in or you may contact Company officials at +91-8291902520 or send email at investorgrievance.im@pg.com
 - (3) 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.
 - (4) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.
 - (5) The voting period for e-voting module ends on Wednesday, March 22,2023.The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.
 - (6) The last date and time for receipt of duly completed Postal Ballot Forms or e-voting is Wednesday, March 22,2023 before 5:00 p.m. (IST). This shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.
 - (7) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 10, 2023.
 - (8) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before Friday, March 24,2023. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. www.pghealthindia.com.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Members of the Company at their Annual General Meeting held on June 1, 2018, had approved appointment of Mr. Milind Thatte (DIN 08092990) as the Managing Director of the Company for a period of five years from April 1, 2018 until March 31, 2023.

Subsequently, at the meeting of the Board of Directors of the Company held on February 5, 2023, upon the recommendation of the Nomination & Remuneration Committee, the Board approved re-appointment of Mr. Milind Thatte (DIN08092990) as the Managing Director of the Company for a period of five years with effect from April 1, 2023, subject to the approval of the shareholders of the Company, on terms and conditions including remuneration as detailed below.

The proposed terms and conditions of re-appointment of Mr. Thatte as the Managing Director are as given below:

Tenure of appointment:

1. Term of five years from April 1, 2023 until March 31, 2028.
2. Not liable to retire by rotation.

Terms of remuneration:

1. Remuneration by way of salary, allowances and perquisites upto Rs. 2.5 Crores per annum from the Company (subject to increments as per Company policy).
2. He shall be entitled to incentives, perquisites and allowances, as per P&G group policies, including but not limited to global stock options, home loan, long service awards etc.
3. In addition to above, he shall be entitled to variable compensation, including-
 - a. Short-Term Achievement Reward, in line with Company's compensation policies, as may be amended from time to time, being variable payment linked to contribution and impact on business results achieved by the Company and is determined basis certain critical measures including- sales growth, profit growth, value share and internal controls; and
 - b. Long-term Incentive Program- being grant of Parent Company, The Procter & Gamble Company's (USA) stock options/units, in line with Company's compensation policies, as may be amended from time to time.
4. Total compensation, by way of fixed and variable components, shall not exceed Rs. 5 Crores.
5. He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
6. The Board of Directors may modify / revise the terms and conditions and the remuneration of Mr. Milind Thatte provided, however, the terms of remuneration of Mr. Milind Thatte shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

Mr. Milind Thatte is an M. Pharm and holds a Master's degree in Business Administration. In a career spanning over 30 years, he has worked across functions such as Sales & Marketing, Business Development, Commercial Excellence, Market Research and Formulation R&D with leading healthcare companies. Mr. Milind Thatte has been associated with the Company for the last 10 years and has an extensive experience in Marketing, Portfolio development and Rebalancing across prescription, OTC and consumer health categories and has leveraged his experience in prescription and consumerization of pharmaceutical and nutritional products. He has expertise and experience in building high-performing teams, structures and processes, brand building, mergers and acquisitions. He is also a member of the Executive Committee of the Organization of Pharmaceutical Producers of India.

The Company has received necessary consent and declarations that Mr. Thatte is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority.

Additional information in respect of Mr. Thatte, as required pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is provided below.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Thatte

to whom the resolution relates, is interested in or concerned with the resolution.

A written memorandum setting out terms of employment with Mr. Thatte is available at the registered office of the Company for inspection as provided under section 190 of the Companies Act, 2013.

The Board of Directors are of the opinion that Mr. Thatte's knowledge, expertise, varied experience and association with the Company is of great value to the Company and hence recommends passing of the resolution as an Ordinary Resolution by members of the Company exercising their vote through the Postal Ballot.

February 20, 2023
Mumbai

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

Sd/-
Zeal Shah
Company Secretary

Details pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings are as given below:

Name of the Director	Mr. Milind Thatte
DIN	08092990
Age	54
Date of appointment on the Board	April 1, 2018
Date of re-appointment on the Board	April 1, 2023 (proposed)
Qualification	M. Pharm, MBA
Names of other Companies in which he holds Directorships	NIL
Listed entities from which he/she has resigned in the past three years	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of: <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Stake holder Relationship Committee Chairman of: <ul style="list-style-type: none"> • Risk Management Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	None
Shareholding in the Company including as beneficial owner	NIL
Remuneration last drawn (for FY 2021-22)	Rs. 386.81 lakhs(excluding stock options of Rs. 97 lakhs exercised by him)
No.of Board Meetings attended during the year	3 out of 3(Meetings held during the Financial Year 2022-23 up to the date of this Notice)

**February 20, 2023
Mumbai**

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

Sd/-

**Zeal Shah
Company Secretary**