



PROCTER & GAMBLE HEALTH LIMITED

(CIN: L99999MH1967PLC013726)

Registered Office: Godrej One, 8th Floor, Eastern Express Highway,
Pirojshanagar, Vikhroli East Mumbai – 400079

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

Tel: (91-22) 6866 9000 • **Fax:** (91-22) 2518 6828

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 Appointment of Mr. Subramanian Madhavan (DIN 06451889) as a Non - Executive Independent Director of the Company for a period of five years, 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.

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 Friday, November 19, 2021. The remote e-voting period begins on Tuesday, November 30, 2021 at 9:00 A.M. and ends on Wednesday, December 29, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The Company has appointed Mr. B. V. Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Nrupang Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutiner, for conducting the postal ballot process, in a fair and transparent manner.

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

1. To consider and, if deemed fit, to pass the following resolution as an **ORDINARY RESOLUTION**

Appointment of Mr. Subramanian Madhavan (DIN 06451889) as a Non-Executive Independent Director of the Company for a period of five years

“RESOLVED THAT Mr. Subramanian Madhavan (DIN 06451889) who was appointed as an Additional Director of the Company effective November 15, 2021, by the Board of Directors in terms of Section 161 of the Companies Act, 2013 pursuant to recommendation of the Nomination & Remuneration Committee, and pursuant to the Articles of Association of the Company, and who holds such office upto date of the 55th Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 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 any other applicable law, Mr. Subramanian Madhavan (DIN 06451889), who has submitted a declaration that he meets the criteria for independence as provided under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company for a term of five years with effect from November 15, 2021, not being liable to retire by rotation.”

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

November 29, 2021
Mumbai

Sd/-
Zeal Shah
Company Secretary

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

Item no.1

Appointment of Mr. Subramanian Madhavan (DIN 06451889) as a Non-Executive Independent Director of the Company for a period of five years

Mr. Subramanian Madhavan is a Chartered Accountant and holds a Master's Degree in Business administration from the Indian Institute of Management, Ahmedabad, India. He has around 37 years of experience in Accountancy, Economics, Finance, Law, Information Technology, Human Resources, Risk Management and Business Management.

He started his career with Hindustan Unilever Limited. He had thereafter established a highly successful tax practice and served large Indian and multinational clients. He was then a senior partner and Executive Director in PricewaterhouseCoopers Private Limited.

He has also served as the President Northern Region, Indo-American Chamber of Commerce and has been a past Co- Chairman, Taxation Committee, ASSOCHAM. He is a Director on Board of various Companies.

Mr. Madhavan was appointed as an Additional Director of the Company by the Board of Directors effective November 15, 2021 pursuant to Section 161 of the Companies Act, 2013 and holds such office till the date of 55th Annual General Meeting of the Company.

Further, Mr. Madhavan meets the criteria of independence laid down in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has furnished a declaration to the Company in this respect. In the opinion of the Nomination & Remuneration Committee and the Board of Directors, Mr. Madhavan fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Accordingly, the Nomination & Remuneration Committee recommended to the Board and the Board of Directors approved appointment of Mr. Madhavan as a Non-Executive Independent Director for a period of five years with effect from November 15, 2021, subject to the approval of the Shareholders of the Company. Considering the rich experience and strong profile of Mr. Madhavan, the Board considers Mr. Madhavan's appointment to the Board as a valuable addition to the Board, which will augment the present Board Composition.

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

The Board recommends passing of the resolution at item no. 1 as an Ordinary resolution.

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

**November 29, 2021
Mumbai**

Sd/-
Zeal Shah
Company Secretary

**Particulars of the Director seeking appointment pursuant to regulation 36(3) of SEBI
(Listing Obligations and Disclosure Requirements)**

Resolution / Item No.	1
Name of Director	Mr. Subramanian Madhavan
Age	65 years
Date of Birth	27/10/1956
Date of appointment on the Board	15/11/2021
Expertise in specific field	Accountancy & Business Administration
Names of other Companies in which she / he holds Directorships	<ol style="list-style-type: none"> 1. UFO Moviez India Limited 2. Sterlite Technologies Limited 3. ICICI Bank Limited 4. Transport Corporation of India Limited 5. HCL Technologies Limited 6. Life Style International Private Limited 7. CBIX Technology Solutions Private Limited 8. Regime Tax Solutions Private Limited 9. Shopkhoj Content Private Limited 10. Navasuja Foundation 11. Scrabble Entertainment Limited
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	Nil
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which she/he is a Director	As per annexure below
Number of Meetings of the Board attended during the year	Not Applicable
Shareholding in the Company	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Remuneration last drawn	Not Applicable
Number of Meetings of the Board attended during the year	No meetings held since appointment

Annexure

Chairman / Member of the Committee(s) of Board of Directors of other Companies :

Name of Company	Name of committee and membership
HCL Technologies Limited	Chairman
	Audit Committee
	Stakeholder's Relationship Committee
	Risk Management Committee
	Finance Committee
	Member
	Corporate Social Responsibility Committee
ICICI Bank Limited	Chairman
	Risk Management Committee
	Member
	Audit Committee
	Fraud Monitoring Committee

Name of Company	Name of committee and membership
UFO Moviez Limited	Chairman
	Nomination & Remuneration Committee
	Member
	Audit Committee Corporate Social Responsibility Committee
Transport Corporation of India Limited	Chairman
	Risk Management Committee
	Member
	Audit Committee Nomination & Remuneration Committee
Sterlite Technologies Limited	Chairman
	Audit Committee
	Member
	Nomination & Remuneration Committee Stakeholder's Relationship Committee
Scrabble Entertainment Limited	Chairman
	Audit Committee
Life Style International Private Limited	Chairman
	Audit Committee

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 appointment are given in the annexure to this Postal Ballot Notice.
- (3) The Company has appointed Mr. B. V. Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Nrupang Dholakia, 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 November 19, 2021;

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 in.pg.com. The Shareholders can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana.

- (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, November 30, 2021 at 9:00 A.M. and ends on Wednesday, December 29, 2021 at 5:00 P.M.** 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 maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 re-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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.

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

Login type	Helpdesk 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 at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.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-in to NSDL e-Voting website?

- 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, 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 eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 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 Forexample 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 118860 then user ID is 118860001***

Password details for shareholders other than Individual shareholders 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 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.

Step 2 : How to cast your vote electronically on NSDL e-Voting system?

- a. 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.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. 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.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email 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:

- a. 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) by email to inward.ris@kfintech.com
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or 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.
- c. 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 Private Limited, so as to reach the RTA on or before December 29, 2021.

General Guidelines for shareholders

- (6) 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. to the Scrutinizer by e-mail to scrutinizer@dholakia-associates.com with a copy marked to evoting@nsdl.co.in.
- (7) 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
- (8) 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.
- (9) The voting period for e-voting module ends on Wednesday, December 29, 2021. The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.
- (10) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., on Wednesday, December 29, 2021 shall be the date on which the resolution would deemed to have been passed, if proved by the requisite majority.
- (11) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on November 19, 2021.
- (12) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on December 31, 2021. 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. pghealthindia.com
- (13) Your Company, with the help of the RTA and the depositories had reached out to the shareholders who have not registered their email addresses, requesting them to update their email addresses. However, in case you have not received such communication or have updated the same yet, we request you to register your email address, bank account details and mobile number with their depository participants if you are holding shares in dematerialized mode and for those holding shares in physical mode are requested to furnish their email address, bank account details and mobile number with the Company's Registrar & Transfer Agent (RTA). Your Company greatly appreciates your response in this regard.