

NOTICE

NOTICE is hereby given that the Fifty-Ninth Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, November 24, 2023**, at 11:00 a.m. through video conference / other audio-visual Means, to transact the business mentioned in the notice. The venue of the meeting shall be deemed to be the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai – 400 099.

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2023 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2023.
3. To appoint a Director in place of Mr. Karthik Natarajan, Non-Executive Director (DIN 06685891), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an **Ordinary Resolution**:

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-24

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder (as amended from time to time) and other applicable laws, and such other permissions as may be necessary, the Members hereby ratify payment of remuneration of ₹ 8,50,000 per annum plus out of pocket expense payable to Ashwin Solanki & Associates, Cost Accountants, who are appointed by the Board of Directors of the Company to conduct audit of the cost records maintained by the Company for the Financial Year 2023-24.”

6. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

Payment of Commission to the Non-Executive Directors of the Company

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Non-Executive Directors of the Company be paid a commission upto one percent of the net profits of the Company per annum in the aggregate for a period of five years with effect from July 1, 2023, as may be determined by the Board of Directors from time to time.”

7. To consider and, if thought fit, to pass with or without modification/s, if any, the following Resolution as an **Ordinary Resolution**:

Approval of material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on Related Party Transactions, approval of the Members be and is hereby accorded for entering into following related party transaction, which is undertaken in the ordinary course of business and at arm's length, as detailed below:

Name of Related Party	Procter & Gamble Home Products Private Limited (India)
Nature of relationship	Fellow Subsidiary (Procter & Gamble group company)
Nature, material terms, monetary value and particulars of transaction	Purchase of Finished Goods under a Contract Manufacturing arrangement upto a maximum value of ₹ 1600 Crores in a financial year for period of five years commencing from Financial Year 2023-24 to Financial Year 2027-28.

By Order of the Board of Directors

Ghanashyam Hegde
Executive Director and Company Secretary

Mumbai
August 28, 2023

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

NOTES

1. The relevant Explanatory Statement in respect of business under Item nos. 5 to 7 is annexed hereto and forms a part of this Notice.
Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 herein after referred as "the SEBI (LODR) Regulations, 2015" in respect of the Directors proposed to be re-appointed by rotation at the ensuing 59th AGM, forms integral part of this Notice.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2022, 10/2022 latest being No. 09/2023, dated September 25, 2023, has allowed the companies to conduct AGM through video-conference/other audio visual means till September 30, 2024 without physical presence of Members at a common venue.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 and in accordance with the said circulars of MCA and applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the 59th AGM of the Company shall be conducted through VC. Your Company has appointed National Securities Depositories Limited ('NSDL') for providing facility for voting through remote e-Voting, for participation in the AGM through VC facility and e-Voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 4 below.

As the AGM shall be conducted through VC, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the bodies corporate are entitled to appoint authorized representatives to attend the AGM through VC and participate there at and cast their votes through e-Voting. Institutional/ Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 to the Company at investorpggh.im@pg.com. on or before November 22, 2023.

In accordance with, the General Circular No. 02/2022 dated May 05, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI), the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members may kindly note that as Members of the Company they are entitled to be furnished, free of cost a printed copy of the Annual Report of the Company, upon receipt of requisition at any time. Members who have not registered/updated their respective e-mail addresses, are requested to

get their email Ids registered with Registrar Transfer Agent- M/s. Link Intime India Private Limited in case of physical share holding and members holding shares in dematerialized form, may update with their respective Depository Participants (DP).

The Notice of AGM and the Annual Report for the Financial Year 2022-23, is available on the website of the Company at in.pg.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.

3. The procedure and instructions for Members relating to remote e-Voting are as under:

The remote e-Voting period commences on **Sunday, November 19, 2023 at 9:00 a.m. and ends on Thursday, November 23, 2023 at 5:00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Friday November 17, 2023**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently. The Company has appointed M/s. Makarand M Joshi & Co., Practicing Company Secretaries, represented by Ms. Deepti Kulkarni (and in her absence, Mr. Omkar Dindorkar), Practicing Company Secretaries to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-Voting given hereinafter.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday November 17, 2023, only shall be entitled to avail the facility of remote e-Voting. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

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.

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	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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 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 held 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="778 711 1102 848"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 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. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 Forgot User ID and Forgot 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 toll free no. 1800 22 55 33

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?

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 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 127020 then user ID is 127020001***

5. 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'?

1. 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 in your mailbox. Open the email and open the attachment i.e. a .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'.

2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

3. 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 etc.

- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

5. Now, you will have to click on "Login" button.

6. After you click on the "Login" button, home page of e-Voting will open.

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:

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 investorpghh.im@pg.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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.

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. 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 the call on toll free nos.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

Step 2 : 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 printout of the votes cast by you by clicking on the print option on the confirmation page.
7. **Once you confirm your vote on the resolution, you will not be allowed to modify your vote.**

4. Instructions for Members for joining the 59th Annual General Meeting through VC are as under:

1. Members will be provided with a facility to attend the Annual General Meeting through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under

shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/ members login where the EVEN of Company will be displayed. The Members can join the 59th AGM through VC mode 30 minutes before the time scheduled to start the meeting, by following the procedure mentioned in the notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice below, to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at investorpggh.im@pg.com from the date of this notice up to **November 20, 2023** (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

5. General Instructions to Shareholders:

1. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available for inspection by the Members in electronic mode with NSDL.
2. The results along with the Scrutinizer’s Report, shall be placed on the website of the Company and on the website of NSDL within two working days of conclusion of the AGM and shall be communicated to BSE Limited and National Stock Exchange of India Limited. Transcript of the AGM shall be made available on the website of the Company, within one week from conclusion of the AGM.
3. SEBI has mandated submission of Permanent Account Number (“PAN”) for all transactions in the securities market. Members who are holding shares in dematerialized form are requested to submit their PAN details to their respective DP. Members holding shares in physical form

can submit their PAN details to the Company's Registrar and Share Transfer Agent ("RTA"), M/s. Link Intime India Private Limited.

4. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialised form viz, Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Transmission; Transposition, etc. For the purpose of the same, after due verification, registrar and transfer agent/ issuer companies shall retain share certificates and process the service requests by issuing letter of confirmation, valid for a period of 120 days. As per the process, shareholders are required to submit their demat requests within this validity period, failing which the Company shall credit the securities to a suspense escrow demat account of the Company.

Instructions related to payment of Dividend to Shareholders:

5. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, November 18, 2023 to Friday, November 24, 2023 (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the ensuing 59th Annual General Meeting.
6. The final dividend on Equity Shares for the Financial Year ended June 30, 2023, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 15, 2023:
 - a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 17, 2023;
 - b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company's Register of Members as on November 24, 2023.
7. In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update bank details of the Members of the Company to enable usage of the electronic mode of remittance for distributing dividends and other cash benefits to its Members. In this regard, Members holding shares in electronic form are requested to furnish their bank details to their Depository Participants ("DPs"). Members holding shares in physical form are requested to intimate change, if any, in their bank details by sending duly

signed KYC updation Form as prescribed by SEBI, alongwith required documents to the Company/ Registrar and Share Transfer Agent.

8. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/ MIRSDRTAMB/P/CIR/2021/655 and SEBI/HO/ MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all holders of physical securities in listed companies to furnish of PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. The folios wherein any one of the cited documents/details are not available on or after December 31, 2023, shall be frozen in accordance with the above circular. The Company has sent out intimations to those Members, holding shares in physical form, whose folios are incomplete with PAN, KYC and/ or Nomination details, requesting them to update the details so as to avoid freezing of the folios, in accordance with above mentioned circulars. For further details, shareholders are requested to follow steps mentioned in the circular uploaded on the website of the Company.

The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. In this regard, Company has sent reminder letters to all shareholders, having shares in the physical form, to update their PAN, Nomination details, KYC etc. and has requested them to get their shares dematerialized.

9. Shareholders are requested to register their email address and mobile number with their depository participants for receiving intimations and regular updates from the Company.
10. Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter dated September 6, 2023, which is put up on the website at in order to facilitate the Company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be emailed to Company's RTA at procterdivtax@linkintime.co.in on or before November 3, 2023 in order to enable the Company to determine and deduct appropriate TDS. For any clarification, please write to us at rnt.helpdesk@linkintime.co.in or investorpgghh.im@pg.com.

11. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned DP, as the case may be, about the following:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
12. As per Sections 124 and 125 of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. Said IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend lying unpaid with the Company, within time period detailed in Corporate Governance Section of Annual Report for Financial year 2022-23. The details of the unpaid / unclaimed amounts lying with the Company as on June 30, 2023 are available on the website of the Company. The shareholders whose dividend / shares as transferred to the IEPF Authority can claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

Members are requested to contact the Company's RTA, M/s. Link Intime India Private Limited, for claiming the unclaimed dividends.

13. Members are requested to address all correspondences, including Share related documents and dividend matters to the Company's RTA, M/s. Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

Tel. No.: (022) 4918 6279

Email: rnt.helpdesk@linkintime.co.in;

Website: linkintime.co.in

Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.

By Order of the Board of Directors

Ghanashyam Hegde
Executive Director and Company Secretary

Mumbai
 August 28, 2023

Registered Office:

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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5:**Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2023-24**

The Board of Directors at their meeting held on August 28, 2023, on the recommendation of the Audit Committee, approved the appointment of Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2023-24 at a remuneration of ₹ 8,50,000/- plus applicable taxes and out-of-pocket expenses. In terms with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends passing of the resolution at item no. 5 as an **Ordinary resolution**.

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

Item No. 6**Payment of Commission to the Non-Executive Directors of the Company**

At the 54th Annual General Meeting held on November 29, 2018, a Resolution was passed by the Members of the Company according approval for payment of commission upto 1% of the net profits per annum in the aggregate to the Non-Executive Directors of the Company. The said resolution had also empowered the Board of Directors and a Committee thereof to fix the quantum of commission payable to each of the Non-Executive Directors and to also determine the period for which the said commission is payable. The said Resolution was effective for a period of five years w.e.f. July 1, 2018 i.e. till June 30, 2023.

It is now therefore necessary to seek fresh approval from the Members at the ensuing 59th Annual General Meeting for payment of commission upto maximum of 1% of the net profits of the Company per annum in the aggregate for a period of five years w.e.f. July 1, 2023. Non-Executive Directors, namely Mr. C. R. Dua, Mr. Gurcharan Das, Mr. A. K. Gupta, Ms. Meena Ganesh, Mr. Krishnamurthy Iyer and Mr. Pramod Agarwal, are deemed to be interested and concerned in this item of business.

The Board recommends passing of the resolution at item no. 6 as an **Ordinary Resolution**.

Item No. 7**Approval of material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015****Background, details and benefits of the proposed transaction to the Company**

Your Company's business, which includes sanitary napkins sold under "Whisper" brand, has been growing at a healthy rate over the past years. In addition to its own plant, in its

ordinary course of business, the Company obtains supply of certain finished products from its fellow subsidiaries (Procter & Gamble Group Companies) under contract or toll manufacturing arrangements, thus getting scale advantages and also enabling cash and capital expenditure optimization.

The Company sources a range of sanitary napkins, from Procter & Gamble Home Products Private Limited, India ("PGHPPL"), a fellow subsidiary (group Company), under a Contract Manufacturing arrangement, which are manufactured at PGHPPL's plant at Mandideep, Bhopal. The manufacturing facility of PGHPPL also manufactures other sanitary products thereby offering material scale benefits in terms of both cost and cash.

In the year 2021-22, the Company had replaced the earlier Toll Manufacturing arrangement with a Contract Manufacturing arrangement for abovementioned sourcing of sanitary napkin products, in order to benefit from certain incremental pre-tax savings (~ ₹ 10 Crores per year), as per the prevailing laws and to also benefit from elimination of carrying cost of inventory of raw materials used in manufacturing the finished products sourced from PGHPPL. As such, moving to the Contract Manufacturing arrangement was value accretive to the Company over the erstwhile Toll Manufacturing arrangement.

For the above change in procurement model, approval of the Shareholders of the Company was sought on June 29, 2021, to enter into related party transaction beyond materiality limit, with Company's fellow subsidiary, Procter & Gamble Home Products Private Limited, for purchase of finished goods under a Contract Manufacturing arrangement upto a maximum value of ₹ 800 Crores in a financial year for period of five years commencing from Financial Year 2021-22 to Financial Year 2025-26.

In the fiscal year 2022-23, the transaction value for such purchase of goods from PGHPPL was ₹ 735 Crores. It is likely that the transaction value will exceed the current approved limit of ₹ 800 Crores in the next fiscal year, considering various factors including growth in business. Hence, it is hereby proposed to increase the value limit for said transaction from ₹ 800 crores per annum to ₹ 1600 crores per annum for the next five years accounting for potential growth of business in the next five years. The purchase price for the products shall be an amount equal to the price determined according to the transfer pricing laws and has been determined to be the sum of the product costs together with a fixed mark-up which will be added to the product costs.

The said transaction is operational in nature and the Company, in order to secure continuity of supply of sanitary products is seeking approval of the members of the Company for the said related party transaction on the terms detailed in the resolution. This arrangement is beneficial to the Company as it provides an optimized cost structure driven by scale efficiencies and without having to commit capital upfront in setting up manufacturing facilities or blocking operating capital in raw and packing material inventory.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) etc. are as follows:

Name of Related Party

Procter & Gamble Home Products Private Limited, a company incorporated in India.

Nature of relationship

Fellow Subsidiary (Procter & Gamble group Company)

Name of Director(s) or Key Managerial Personnel who is related

None, in terms of definition of 'related party' under SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Mr. Prashant Bhatnagar, Chief Financial Officer of the Company is a Non-executive Director of Procter & Gamble Home Products Limited and the interest is limited to the extent of his directorship only and he does not have any other interest in the related party.

Nature, material terms, monetary value and particulars of transaction

Purchase of range of sanitary napkin finished goods under Contract Manufacturing arrangement upto a maximum value of transaction of ₹ 1600 Crores per financial year for period of five years, commencing from Financial Year 2023-24 to Financial Year 2027-28, to be carried out at arms' length and in the ordinary course of business. During this period, Company will periodically evaluate the arrangement to ensure that the arrangement continues to be beneficial to the Company.

The Purchase Price for each Product shall be an amount equal to the price determined according to the transfer pricing laws and has been determined to be the sum of the Product Costs for such Product together with a fixed mark-up which will be added to the Product Costs.

The percentage of the Company's latest audited annual turnover, that is represented by the proposed value of the proposed transaction is 41%. However, the proposed transaction value takes into consideration potential growth of business in the next five years.

Arm's length and ordinary course of business

The Company has robust governance process for related party transactions. Broad terms of the arrangement

proposed have been reviewed by an Independent chartered accountant firm and the firm has confirmed that the proposed pricing mechanism mentioned above would meet the arm's length criteria. Further, the said related party transaction also qualifies as a transaction under ordinary course of business. In addition, as per the Company's current governance practice and related party transaction policy, all related party transactions are reviewed by independent chartered accountant firm on quarterly basis and the report is tabled quarterly before the Audit Committee.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions require approval of the Audit Committee. The Audit Committee of the Company has unanimously approved the abovementioned related party transaction at their meeting held on August 28, 2023.

The Audit Committee and Board of Directors have considered that said transaction is in the ordinary course of business, on arm's length basis and in the best interest of the Company and accordingly, recommend to the Members for their approval by way of an Ordinary Resolution.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the Members by way of an Ordinary resolution and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not. Hence, the promoter group companies shall abstain from voting on this resolution.

As the related party transactions are in the ordinary course of business and at arm's length basis, approval under Section 188 of the Companies Act, 2013 is not required.

Mr. Prashant Bhatnagar, Chief Financial Officer is a Non-executive Director on the Board of Procter & Gamble Home Products Private Limited and is interested only to the extent of such directorship. Apart from this, none of the Directors, Key Managerial Personnel of the Company and their relatives is interested in or concerned with the resolution.

The Board of Directors recommend passing of the resolution at item no. 7 as an **Ordinary Resolution**.

Details of Directors proposed to be re-appointed at the ensuing 59th Annual general Meeting

Resolution at item no.	3	4
Name of Director	Mr. Karthik Natarajan	Mr. Pramod Agarwal
Age	46 years	61 years
Date of original appointment on the Board of the Company	01/10/2014	08/05/2015
Date of re-appointment on the Board	17/11/2021	17/11/2021
Expertise in specific field	Chartered Accountant	MBA (Finance)
Names of other Companies in which he holds Directorships	1. Gillette India Limited	1. Gillette India Limited 2. Zircon Technologies (India) Limited
Listed entities from which he has resigned in the past three years	None	None
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	None	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committee: 1. Corporate Social Responsibility Committee 2. Risk Management Committee	Member of Committee: 1. Risk Management Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Gillette India Limited: Member of Committee: 1. Risk Management Committee	Gillette India Limited: Member of Committees: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee
Shareholding in the Company	Nil	50 equity shares (of ₹ 10 each)
Relationship with other Directors, Manager or key Managerial Personnel, if any	Nil	Nil
Remuneration last drawn by each Director	Nil	Remuneration (including commission and sitting fees) of ₹ 20 lacs was paid for Financial Year 2022-23.
Number of Meetings of the Board attended during the year	1 out of 4	3 out of 4

By Order of the Board of Directors
Ghanashyam Hegde
Executive Director and Company Secretary

Mumbai
August 28, 2023

Registered Office:

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

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