

Procter & Gamble Hygiene and Health Care Limited
(CIN: L24239MH1964PLC012971)
Registered Office: P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E), Mumbai - 400 099
Website: in.pg.com; Email id: investorpghh.im@pg.com
Contact No.: (91-22) 6958 6000 (+91) 8657512368 Fax: (91-22) 6958 7337

NOTICE OF POSTAL BALLOT

Dear Members,

Notice is hereby given 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 Kumar Venkatasubramanian (DIN 08144200) as a Director and Managing Director of the Company for a period of five years, effective May 1, 2024 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, details on the procedure to cast the vote on the resolutions are mentioned in the notes to notice.

Appointment of Mr. Kumar Venkatasubramanian (DIN 08144200) as a Director and Managing Director of the Company for a period of five years, effective May 1, 2024.

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

"RESOLVED THAT Mr. Kumar Venkatasubramanian (DIN 08144200), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 1, 2024, pursuant to Section 161 of the Companies Act, 2013, as recommended by Nomination and Remuneration Committee of the Company and for whom a notice under Section 160 of the Companies Act, 2013 has been received by him proposing his candidature, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and 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 any other applicable provisions of the Act (including any statutory modification or re-enactment thereof) read with the applicable provisions of the Articles of Association of the Company, and if applicable, subject to the approval of the Central Government, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Kumar Venkatasubramanian (DIN 08144200), as Managing Director of the Company for a period of five years with effect from May 1, 2024, as per the terms and conditions including remuneration as detailed in the explanatory statement to the notice.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to modify / revise the terms and conditions and including the remuneration of Mr. Kumar Venkatasubramanian provided, however, the terms of remuneration of Mr. Kumar Venkatasubramanian 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."

By Order of the Board of Directors
For **Procter & Gamble Hygiene and Health Care Limited**
Ghanashyam Hegde
Executive Director & Company Secretary
DIN:08054712

June 3, 2024
Mumbai

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 annexed hereto and forms a part of this Notice.
- (2) Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, [SEBI (LODR) Regulations 2015] and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, of the Director seeking appointment is given in the annexure to this Postal Ballot Notice.
- (3) The Company has appointed Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary, Managing 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 May 24, 2024;

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 the 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), Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 or at 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, June 4, 2024, at 9:00 A.M. (IST)** and ends on **Wednesday, July 3, 2024 at 5:00 P.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) Login method for e-Voting for Individual shareholders holding securities in demat mode**

| Type of shareholders | Login Method |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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. |

| | |
|--|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> <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.</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> |
|--|---|

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 the toll free nos. 1800 020 990/ 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-intoNSDLe-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 128584 then user ID is 128584 001*** |
|---|---|

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 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'.
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:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - 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.
 - 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:

- 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorpghh.im@pg.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, 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.

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

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 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'.
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:
 - 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.
 - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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:

- 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorpggh.im@pg.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, 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. Indentation to corrected 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.

Step2 : 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

- 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.

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), Link Intime India Private Limited, as to reach the RTA on or before 5:00 p.m. (IST) of July 3, 2024.

General Guidelines for shareholders

- (1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. 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 the roll free numbers at 1800 1020 990 / 1800 22 44 30 or send a request to designated email ID at evoting@nsdl.co.in or you may contact Company officials at +91-8657512368 or send email at investorpghh.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. 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, July 3, 2024. 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 is Wednesday, July 3, 2024 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 May 24, 2024.

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, July 5, 2024. 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. in.pg.com

By Order of the Board of Directors
For **Procter & Gamble Hygiene and Health Care Limited**
Ghanashyam Hegde
Executive Director & Company Secretary
DIN:08054712

June 3, 2024
Mumbai

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

The Board, at its meeting held on March 18, 2024, upon the recommendation of the Nomination & Remuneration Committee, appointed Mr. Kumar Venkatasubramanian (DIN 08144200) as an Additional Director up to the ensuing Annual General Meeting and Managing Director of the Company for a period of 5 (five) years with effect from May 1, 2024, subject to the approval of the shareholders of the Company and that of the Central Government, in accordance with Section 196 of the Companies Act, 2013 (Act) read with Schedule V to the Act, Mr. Kumar Venkatasubramanian being a non-resident at the time of his appointment.

We confirm, basis the declarations received, that Mr. Kumar Venkatasubramanian is not disqualified from being appointed as Director in terms of Section 164 of 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. He is not related to any of the Directors of the Company. A Notice under section 160 of the Companies Act, 2013 has been received from Mr. Kumar Venkatasubramanian, proposing his candidature for appointment as Managing Director of the Company.

Mr. Kumar Venkatasubramanian has completed his Bachelor of Engineering from National Institute of Technology, Durgapur and has an MBA from Indian Institute of Management, Calcutta. Mr. Kumar Venkatasubramanian started his career with P&G in India in 2000 in the Sales function from Indian Institute of Management, Calcutta, and worked in various sales leadership roles across India. In his 23+ years career, he has led complex categories across some of the world's largest markets including India, Brazil, and Australia. He rose the ranks in P&G India as he managed partnerships with various distributor operations and key customers. Until 2020, for a few years, he led the P&G India Sales function and the Oral Care category. In 2020, Mr. Kumar Venkatasubramanian was elevated to the role of CEO - P&G Australia and New Zealand where he has delivered record business performance through strong category growth. Over the years, he has led large and diverse teams, with extensive leadership experience to complement his strong strategic business acumen.

Mr. Kumar Venkatasubramanian has also been appointed as Managing Director of Gillette India Limited effective May 1, 2024, subject to requisite approvals. The Board of Directors have provided unanimous consent for his appointment as the Managing Director of Gillette India Limited, at a remuneration that shall be shared by the companies in proportion of their Net Outside Sales (NOS).

Further, we would like to highlight to you that Procter & Gamble Hygiene and Health Care Limited and Gillette India Limited are fellow subsidiaries (P&G group companies) and have been operating in India under common leadership since several years. The Managing Director is supported by a strong line of focused Business Leaders, responsible for each business and function. We believe that this is an optimum way to operate business which has enabled the company to leverage benefits of synergies, which can be seen in the consistent performance of the Company over the past decade. The Board of Directors of Procter & Gamble Hygiene and Health Care Limited and Gillette India Limited have unanimously approved Mr. Kumar Venkatasubramanian's appointment as Managing Director on the two Boards. In our view, appointment of Mr. Kumar Venkatasubramanian as Managing Director on the two Boards is in the best interest of both the Companies. We request you to consider the recommendation in the contextual background and the unique potential it has to serve the best interest of the Company.

Mr. Kumar Venkatasubramanian, being a Non-Resident Indian at the time of appointment, the Company is in the process of making an application to the Central Government for its approval of his appointment as Managing Director as required under law.

The proposed terms and conditions of appointment of Mr. Kumar Venkatasubramanian as a Managing Director are as given below:

1. Remuneration by way of salary, allowances & perquisites upto Rs. 8 Crores shall be paid from Procter & Gamble Home Products Private Limited, a P&G group company.
2. In addition to the above, Mr. Kumar Venkatasubramanian shall be entitled to other benefits, as per P&G group policies, including but not limited to home loan, long service awards, global stock options etc.
3. He shall also be entitled to variable compensation, including but not limited to-
 - Short-Term Achievement Reward (STAR), 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
 - Long-term Incentive Program (LTIP)- 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. The Company, viz., Procter & Gamble Hygiene and Health Care Limited shall contribute to the total compensation in proportion to its Net Outside Sales, in terms of a common service agreement.
5. Contribution from the Company, viz., Procter & Gamble Hygiene and Health Care Limited towards total compensation, including all benefits by way of fixed and variable components, shall not exceed Rs. 6 Crores per annum.
6. He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
7. He shall not be liable to retire by rotation.
8. The terms of remuneration 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.

In respect of the said appointment, the Nomination & Remuneration Committee and the Board of Directors, have taken into consideration that Mr. Kumar Venkatasubramanian has expertise in strategic & business operations and experience in the fast-moving consumer goods industry. The Board of Directors are of the opinion that his knowledge and varied experience, will be of great value to the Company and hence recommends passing of the resolution as an Ordinary Resolution by the members of the Company exercising their vote through the Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Kumar Venkatasubramanian to whom the resolution relates, is interested in or concerned with the resolution.

By Order of the Board of Directors
For **Procter & Gamble Hygiene and Health Care Limited**
Ghanashyam Hegde
Executive Director & Company Secretary
DIN:08054712

June 3, 2024
Mumbai

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. Kumar Venkatasubramanian |
| DIN | 08144200 |
| Age | 48 |
| Date of appointment on the Board | May 01,2024 |
| Qualification | MBA, Indian Institute of Management, Calcutta Bachelor of Engineering, National Institute of Technology, Durgapur. |
| Names of other Companies in which he holds Directorships (excluding foreign companies) | Gillette India Limited |
| Listed entities from which he/she has resigned in the past three years (excluding foreign companies) | NIL |
| Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager (excluding foreign companies) | Gillette India Limited- Managing Director |
| 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 • Stakeholder Relationship Committee Chairman of: 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: <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Stakeholder Relationship Committee Chairman of: Risk Management Committee |
| Relationship with other Directors/Manager/ Key Managerial Personnel | None |
| Shareholding in the Company including as Beneficial owner | NIL |
| Remuneration last drawn | NIL |
| No. of Board Meetings attended during the year | Attended one out of one board meeting since effective date of appointment i.e., May 1, 2024. |

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Procter & Gamble Hygiene and Health Care Limited
(CIN: L24239MH1964PLC012971)
**Registered Office: P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E), Mumbai - 400 099**
Website: in.pg.com; Email id: investorpghh.im@pg.com
Contact Nos.: 91 22 6958 6000; +91 8657512368

POSTAL BALLOT FORM

(To be returned to Registrar & Transfer Agents of the Company)

1. Name(s) of Shareholder(s) (including joint-holders, ; if any)
2. Registered address of the sole / first named ; Shareholder
3. Registered Folio No./ DP ID No. / Client ID No. ;
4. Number of share(s) held ;

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated June 3,2024 by conveying my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

| Item No. | Description | No. of Shares held by me | I/We assent to the resolution (For) | I/We dissent from the resolution (Against) |
|----------|---|--------------------------|-------------------------------------|--|
| 1 | Appointment of Kumar Venkatasubramanian (DIN 08144200) as a Director and Managing Director of the Company for a period of five years, effective May 01,2024 (Ordinary Resolution) | | | |

Place :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

| EVEN (E- Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------|---------|----------------------------|
| 128584 | | USE YOUR EXISTING PASSWORD |

Notes:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is **Wednesday, July 3,2024**

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar & Transfer Agents of the Company, Link Intime India Private Limited in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Registrar & Transfer Agents of the Company on or before 5:00 p.m. (IST) on **Wednesday, July 3, 2024**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Detailed instruction for the shareholders for e-voting are mentioned **in the Postal Ballot notice**.
10. For the votes to be considered valid, the Institutional shareholders (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 through e-mail at scrutinizer@dholakia-associates.com. with a copy marked to evoting@nsdl.co.in
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting usermanual for Shareholders available at the Downloads section of www.evoting.nsdl.com.