



**Procter & Gamble Hygiene
and Health Care Limited**
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7337
Website: in.pg.com

May 27, 2021

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Ref:- Scrip Code:- 500459

The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
Ref:- Scrip Code:- PGHH

Dear Sir/Madam,

Subject: Announcement- Postal Ballot Notice

We would like to submit the notice of the Postal Ballot with respect to the Company's proposal for seeking approval of the Members for below resolutions:

1. To appoint Mr. Krishnamurthy Iyer as an Independent Director of the Company (Ordinary Resolution)
2. To approve material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Ordinary Resolution)

Kindly take the above on record and acknowledge the receipt.
Thanking you.

Yours faithfully,
For Procter & Gamble Hygiene and Health Care Limited

Flavia Machado
Company Secretary



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: machado.f.1@pg.com
Tel: (91-22) 2826 6000; Fax: (91-22) 2826 7337

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, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions, as set out hereunder, are proposed to be passed by way of Postal ballot. Members' consent is requested for the resolutions appended below.

Explanatory Statement for the proposed Resolution nos. 1 to 2, pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice.

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, May 21, 2021. The remote e-voting period begins on Friday, May 28, 2021 at 9:00 A.M. and ends on Saturday, June 26, 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 scrutinizer, 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. Krishnamurthy Iyer as an Independent Director of the Company

"RESOLVED THAT Mr. Krishnamurthy Iyer (DIN 01726564) who was appointed as an Additional Director of the Company effective December 1, 2020, 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 ensuing 57th 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. Krishnamurthy Iyer (DIN 01726564), who has submitted a declaration that he meets the criteria for independence as provided under the Companies Act, 2013 and the 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 December 1, 2020, not being liable to retire by rotation."

2. To consider and, if deemed fit, to pass 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 (a 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 Rs. 800 Crores in a financial year for period of five years commencing from Financial Year 2021-22 to Financial Year 2025-26

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

May 27, 2021
Mumbai

Sd/-
Flavia Machado
Company Secretary

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

Item No. 1

Appointment of Mr. Krishnamurthy Iyer as an Independent Director of the Company

Mr. Krishnamurthy Iyer is a long-term retail professional with wide and varied experience in functional and leadership roles in various industries and countries. During the course of his career spanning over 40 years, he has worked in US, Japan, Taiwan, Hong Kong, Philippines, Thailand and India. He has worked in companies such as A S Watsons, Piramyd Retail, ANZ Grindlays Bank and Asian Paints. His last role was as President & CEO of Walmart India for over 6 years prior to his retirement in June 2020 upon superannuation. During his tenure at Walmart, he has played a pivotal role in growing the omni channel footprint of Walmart in India.

Mr. Iyer has been an active participant in industry Associations during the last two decades. He was the founder member of Retailers Association of India and a member of the National Council till recently. He also served as Chairman of the Retail Committee of FICCI for 2 years during 2018 and 2019. He was the Chairman of American Chamber of Commerce in 2018-19. He has also served as a member of the Advisory Board of several Associations.

Mr. Iyer gained his bachelor's degree in commerce from Sydenham College, Mumbai and is a qualified Member of the Institute of Chartered Accountants of India since 1982 and Institute of Company Secretaries of India since 1983.

Mr. Iyer was appointed as an Additional Director of the Company by the Board of Directors effective December 1, 2020, pursuant to Section 161 of the Companies Act, 2013. Mr. Iyer holds such office till the date of ensuing 57th Annual General Meeting of the Company.

Further, Mr. Iyer meets the criteria of independence laid down in Section 149 of the Companies Act, 2013, ("Act") and has furnished a declaration to the Company in this respect. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Iyer 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. Iyer as a Non-Executive Independent Director for a period of five years with effect from December 1, 2020, subject to the approval of the Shareholders of the Company. Considering the rich experience and strong profile of Mr. Iyer, the Board considers Mr. Iyer'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. Iyer, 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.

Item No. 2

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 three years. In addition to its own plants, 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.

Presently, the Company sources a range of sanitary napkins, from Procter & Gamble Home Products Private Limited, India ("PGHPPL"), a fellow subsidiary (group Company), under a Toll 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. It is proposed to replace the current Toll Manufacturing arrangement with a Contract Manufacturing arrangement for the continued sourcing of the same range of sanitary napkin products. The Contract Manufacturing arrangement would lead to an incremental pre-tax savings of about ~ Rs. 10 Crores per year, as per the prevailing laws. In addition, your Company will also benefit from elimination of carrying cost of inventory of raw materials used in manufacturing the finished products sourced from PGHPPL. As such, the Contract Manufacturing arrangement is value accretive to the Company over the Toll Manufacturing arrangement.

Under the Contract Manufacturing arrangement, the Company anticipates an increase in transaction value for purchase of finished products (as against payment of conversion costs under the Toll Manufacturing arrangement) from PGHPPL, beyond the materiality limits defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said transaction is operational in nature and the Company, in order to secure continuity of supply of sanitary products on beneficial terms, is seeking approval of the Shareholders for the said related party transaction on the terms detailed in the resolution. This proposed arrangement sets up the Company well to benefit from 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 Listing Regulations and Companies Act, 2013.

Mr. Prashant Bhatnagar, Chief Financial Officer of the Company is a Non-executive Director of Procter & Gamble Home Products Private 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 Rs. 800 Crores per financial year for period of five years, commencing from Financial Year 2021-22 to Financial Year 2025-26, 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.

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 audited by independent chartered accountants on quarterly basis and the audit 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 May 4th, 2021.

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 for 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 are interested in or concerned with the resolution.

The Board of Directors recommend passing of the resolution at item no. 2 as an Ordinary Resolution.

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

Sd/-
Flavia Machado
Company Secretary

May 27, 2021
Mumbai

Particulars of Mr. Krishnamurthy Iyer – Additional Director proposed to be appointed as an Independent Director

Particulars of the Director seeking appointment pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution / Item No.	1
Name of Director	Mr. Krishnamurthy Iyer
Age	64 years
Date of Birth	22/05/1957
Date of appointment on the Board	01/12/2020
Expertise in specific field	Business Management
Names of other Companies in which she / he holds Directorships	Ganymede Technologies Private 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	Nil
Number of Meetings of the Board attended during the year (December 1, 2020 to May 27, 2021)	2 out of 2 Board Meetings
Shareholding in the Company	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None

Notes to Notice:

- (1) 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, May 21, 2021.

Shareholders who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders 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), Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, or the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.

- (2) 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, instead of dispatching the Postal Ballot form.

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

The remote e-voting period begins on Friday, May 28, 2021 at 9:00 A.M. and ends on Saturday, June 26, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 116027 then user ID is 116027001***

5. Your password details 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. 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.nsd.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of your Company- 'Procter & Gamble Hygiene and Health Care Limited'- "116027"
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@dholakia-associates.com with a copy marked to evoting@nsdl.co.in.
2. 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.nsd.com to reset the password.

In case of Shareholders receiving Postal Ballot Form by post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from above, to cast vote.
- (3) 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.: 1800-224-430 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
- (4) 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. 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 your 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.
- (5) 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.
- (6) Shareholders desiring to exercise vote by physical Postal Ballot 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 the close of working hours on Saturday, June 26, 2021.
- The postage cost will be borne 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.
- (7) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., June 26, 2021 shall be the date on which the resolution would be deemed to have been passed, if proved by the requisite majority.
- (8) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 21, 2021.
- (9) 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 Tuesday, June 29, 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. in.pg.com.



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: machado.f.1@pg.com

Tel: (91-22) 2826 6000; Fax: (91-22) 2826 7337

POSTAL BALLOT FORM

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

Name(s) of Shareholder(s) :
(including joint-holders, if any) :
:

Registered address of the sole / :
first named Shareholder :
:
:

Folio No. :
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 27 May, 2021 by conveying my/our assent or dissent to the said resolution 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.	To appoint Mr. Krishnamurthy Iyer as an Independent Director of the Company (Ordinary Resolution)			
2.	To approve material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Ordinary Resolution)			

Place :

Date :

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
116027		

Note:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is **Saturday, June 26, 2021**

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 the close of working hours on Saturday, June 26, 2021. 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 note 2 to 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 info@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.