



April 10,2023

To,  
The Corporate Relations Department  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001  
**Ref:- Scrip Code:- 500126**

To,  
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:- PGHL**

Dear Sir / Madam,

**Subject: Announcement- Postal Ballot Notice and Form**

We would like to submit the notice of the Postal Ballot along with Postal Ballot form with respect to the Company's proposal for seeking approval of the Members for the following items of business:

- 1) Appointment of Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years, effective April 1, 2023, liable to retire by rotation (Ordinary Resolution)
- 2) Appointment of Ms. Seema Sambasivan (DIN 10085866) as a Non-Executive Director of the Company, effective April 1, 2023, liable to retire by rotation. (Ordinary Resolution)

Kindly take the above on record and acknowledge the receipt.

Thanking you.

Yours faithfully,

**For Procter & Gamble Health Limited**

**Milind Thatte**  
**Managing Director**

Encl: As Above



# Procter & Gamble Health Limited

(CIN: L99999MH1967PLC013726)

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

**Website:** [www.pghealthindia.com](http://www.pghealthindia.com) **Email ID:** [investorgrievance.im@pg.com](mailto:investorgrievance.im@pg.com)

**Tel. No:** +91 22 6866 9000; **Investor helpline no.:** +91 8291902520

Dear Members,

Notice is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members with respect to below items of business proposed to be passed as '**Ordinary Resolutions**', by way of Postal ballot.

- 1) Appointment of Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years, effective April 1, 2023, liable to retire by rotation.
- 2) Appointment of Ms. Seema Sambasivan (DIN 10085866) as a Non-Executive Director of the Company, effective April 1, 2023, liable to retire by rotation.

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

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

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

**Appointment of Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years, effective April 1, 2023, liable to retire by rotation.**

**"RESOLVED THAT** Mr. Lokesh Chandak (DIN 10083315) who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2023 pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and who holds office until the ensuing 56<sup>th</sup> Annual General Meeting and a notice has been received proposing his candidature under Section 160 of the Act and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to 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, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years with effect from April 01, 2023 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 is hereby entitled to modify/revise the terms and conditions of the remuneration of Mr. Chandak provided, however, 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.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

**Appointment of Ms. Seema Sambasivan (DIN 10085866) as a Non-Executive Director of the Company, effective April 1, 2023, liable to retire by rotation.**

**"RESOLVED THAT** Ms. Seema Sambasivan (DIN 10085866) who was appointed as an Additional (Non-Executive) Director of the Company effective April 01, 2023, 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 until the ensuing 56<sup>th</sup> Annual General Meeting and a notice has been received proposing her candidature under Section 160 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

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

Sd/-  
**Zeal Shah**  
Company Secretary

**Date: April 10, 2023**

**Place: Mumbai**

**Notes:**

- (1) Explanatory Statement for the proposed Ordinary Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice.
- (2) As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Directors seeking appointment are given in the annexure to this Postal Ballot Notice.
- (3) The Company has appointed Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Vishvesh G Bhagat, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;
- (4) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on March 31, 2023;

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

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

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

The remote e-voting period begins on **Tuesday, April 11, 2023, at 9:00 A.M. (IST)** and ends on **Wednesday, May 10, 2023 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.

**Step 1: Access to NSDL e-Voting system**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

	<ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number &amp; 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.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

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

**How to Log-in to NSDL e-Voting website?**

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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 123736 then user ID is 123736001***

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 4'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**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    1. 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](http://www.evoting.nsdl.com).
    2. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    3. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    4. 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.

## 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.

### 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 [investorgrievance.im@pg.com](mailto:investorgrievance.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](mailto: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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Registrar & Transfer Agents (RTA), KFin Technologies Limited, as to reach the RTA on or before 5:00 p.m. (IST) of May 10, 2023.

#### 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](mailto:scrutinizer@dholakia-associates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to designated email ID at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or you may contact Company officials at +91-8291902520 or send email at [investorgrievance.im@pg.com](mailto:investorgrievance.im@pg.com)
- (3) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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, May 10, 2023. The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.
- (6) The last date and time for receipt of duly completed Postal Ballot Forms or e-voting is Wednesday, May 10, 2023 before 5:00 p.m. (IST). This shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.
- (7) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on March 31, 2023.
- (8) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before Friday, May 12, 2023. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz. [www.pghealthindia.com](http://www.pghealthindia.com).



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

**Item No. 1**

**Appointment of Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years, effective April 1, 2023, liable to retire by rotation.**

The Board at its meeting held on March 17, 2023, upon the recommendation of the Nomination & Remuneration Committee, appointed Mr. Lokesh Chandak (DIN 10083315) as an Additional Director up to the ensuing 56<sup>th</sup> Annual General Meeting and Executive Director (Finance) of the Company for a period of 5 (five) years with effect from April 1, 2023, subject to the approval of the shareholders of the Company.

As per regulation 17(1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Lokesh Chandak as an Executive Director (Finance) of the Company of the Company, liable to retire by rotation, by way of Postal Ballot.

Mr. Lokesh Chandak is a Chartered Accountant and a Company Secretary. He comes with an experience of over 15 years in finance and accounting across multiple geographies. He has spent the last 13 years with Procter & Gamble (P&G) across 3 geographies, multiple businesses and leading various projects having significant impact on business and controls.

In his last role, Mr. Lokesh Chandak was Director – Commercial Finance & Stewardship, India Consumer Health & Director – Stewardship, Personal Health Care (Asia, Middle East & Africa) of the Company for three years. He led several strategic and structural changes, transformational projects across areas amidst significant market disruption with turnaround in top and bottom line for India Consumer Health and Stewardship for Asia, Middle East & Africa. Mr. Chandak was also appointed as Internal Auditor of the Company for the past 2 years.

Prior to that, Mr Chandak was Director Finance - Indonesia Manufacturing Operation (Fabric and Hair care business unit), where he led significant breakthroughs in profitability improvement through cost savings initiatives across supply chain. He also led innovation ideas driving topline growth and enabling investments in business to drive growth.

The proposed terms and conditions of appointment of Mr. Chandak as Executive Director are detailed below:

1. He shall be appointed for a term of five years effective from April 1, 2023 until March 31, 2028;
2. He shall be paid Remuneration by way of salary, allowances and perquisites upto Rs. 2.5 Crores from the Company (subject to increments as per Company policy);
3. In addition to the above, he shall be entitled to incentives, perquisites and allowances, as per P&G group policies, including but not limited to global stock options, long service awards etc.;
4. He shall be entitled to variable compensation, including bonus and Short-Term Achievement Reward (STAR)- being variable payment linked to performance & business results achieved by the Company, in line with P&G group compensation policies, as may be amended from time to time;
5. His total compensation, by way of fixed and variable components, shall not exceed Rs. 5 Crores;
6. He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof;
7. He shall be liable to retire by rotation;
8. The Board of Directors may modify / revise the terms and conditions and the remuneration of Mr. Lokesh Chandak provided, 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.

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

A Notice under section 160 of the Companies Act, 2013 has been received from Mr. Lokesh Chandak, proposing his candidature for appointment as Director of the Company.

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

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

The Board of Directors are of the opinion that Mr. Chandak's knowledge, expertise and varied experience, will be of great value to the Company and hence recommends passing of the resolution at item no.1 as an Ordinary Resolution by members of the Company exercising their vote through the Postal Ballot.

## **Item No. 2**

### **Appointment of Ms. Seema Sambasivan (DIN 10085866) as a Non-Executive Director of the Company, effective April 1, 2023, liable to retire by rotation.**

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on March 17, 2023, appointed Ms. Seema Sambasivan as an Additional (Non- Executive) Director of the Company effective April 01, 2023 pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Ms. Seema Sambasivan holds such office till the date of ensuing 56<sup>th</sup> Annual General Meeting of the Company.

As per regulation 17(1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Ms. Seema Sambasivan as a Non- Executive Director of the Company of the Company, liable to retire by rotation, by way of Postal Ballot.

Ms. Seema Sambasivan has completed her MSc in Microbiology from University of Mumbai. She completed her education in India, after which she joined P&G and subsequently moved to Singapore.

She has worked with Procter & Gamble group for over 25 years and has specialized in the Health care category throughout her time there. She is currently the Senior Director for Personal Health Care – Global Product Stewardship across Africa, Middle East, Asia-Pacific and China based in Singapore. Over the last 18 years, Ms. Sambasivan has focused on Regulatory Affairs under the Global Product Stewardship discipline. She leads the Regulatory Affairs Team for Africa, Middle East, Asia-Pacific and China delivering compliance strategies for Base Business and Innovation.

Her experience encompasses a wide range of regulatory classifications including medicines, medical devices, electronic devices, supplements, food and cosmetics across diverse categories including Respiratory, Nerve Care, Anaemia, Energy & muscle health, General Health, Digestive Wellness and Oral Care and her appointment will further strengthen the Board with her critical skills of expertise and leadership experience in the health care category, as well as public policy advisory experience.

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

A Notice under section 160 of the Companies Act, 2013 has been received from Ms. Seema Sambasivan, proposing her candidature for appointment as Director of the Company.

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

The Board recommends passing of the resolution at item no. 2 as an Ordinary resolution by members of the Company exercising their vote through the Postal Ballot.

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

**Sd/-**  
**Zeal Shah**  
**Company Secretary**

**April 10, 2023**  
**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. Lokesh Chandak	Ms. Seema Sambasivan
Director Identification Number	10083315	10085866
Age	36	49
Date of appointment on the Board	April 1, 2023	April 1, 2023
Qualification	Chartered Accountant and Company Secretary	MSc. (Microbiology)
Names of other Companies in which he holds Directorships	NIL	NIL
Listed entities from which he/she has resigned in the past three years	NIL	NIL
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Appointed as Chief Financial Officer of the Company effective April 1, 2023	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of: <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> <li>• Risk Management Committee</li> <li>• Stakeholder Relationship Committee</li> </ul>	NIL
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	NIL	NIL
Relationship with other Directors/ Manager/ Key Managerial Personnel	None	None
Shareholding in the Company including as beneficial owner	NIL	NIL
Remuneration last drawn	NIL	NIL
No. of Board Meetings attended during the year	Not Applicable	Not Applicable

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

**Sd/-**  
**Zeal Shah**  
**Company Secretary**

**April 10, 2023**  
**Mumbai**



# Procter & Gamble Health Limited

(CIN: L99999MH1967PLC013726)

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

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

Contact Nos: (91-22) 6866 9000, 8291902520

## 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 April 10, 2023 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 Mr. Lokesh Chandak (DIN 10083315) as an Executive Director of the Company for a period of five years, effective April 1, 2023, liable to retire by rotation (Ordinary Resolution)			
2.	Appointment of Ms. Seema Sambasivan (DIN 10085866) as a Non-Executive Director of the Company, effective April 1, 2023, liable to retire by rotation. (Ordinary Resolution)			

Place :

Date :

\_\_\_\_\_  
Signature of Shareholder(s)

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
123736		

#### Note:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is **Wednesday, May 10, 2023**

## 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, M/s KFin Technologies Limited (formerly known as KFin Technologies 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, May 10, 2023**. 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](mailto:scrutinizer@dholakia-associates.com). with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
11. 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 Downloads section of **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.