



March 10, 2025

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- Intimation of 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:

1. Appointment of Mr. Sharad Tyagi (DIN 00371842) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation (Special resolution); and
2. Appointment of Ms. Krishna Sarma (DIN 00016115) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation (Special resolution).

Kindly take the above on record and acknowledge the receipt.

Thanking you.

For Procter & Gamble Health Limited

Zeal Rupani
Company Secretary

Encl: As Above

Procter & Gamble Health Limited

CIN: L99999MH1967PLC013726
Registered Office: Ground Floor and First Floor,
P&G Plaza, Cardinal Gracias Road, Chakala,
Andheri-E, Mumbai-400 099 | Tel: (91-22) 6866 9000
www.pghealthindia.com

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

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 LODR 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 to be passed as '**Special Resolutions**', by way of Postal ballot.

1. Appointment of Mr. Sharad Tyagi (DIN 00371842) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation; and
2. Appointment of Ms. Krishna Sarma (DIN 00016115) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation.

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 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.

To consider and if thought fit, to pass the following resolutions as **SPECIAL RESOLUTIONS**:

1. **Appointment of Mr. Sharad Tyagi (DIN 00371842) as a Non-Executive Independent Director of Company for a term of five years effective April 1, 2025, not liable to retire by rotation**

"RESOLVED THAT Mr. Sharad Tyagi (DIN 00371842), who was appointed as an Additional Director of the Company with effect from April 1, 2025 by the Board of Directors in terms of Section 149 of the Companies Act, 2013, ("the Act"), pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and the Articles of Association of the Company, and pursuant to notice of candidature received from him, 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 and the Rules framed thereunder, read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Sharad Tyagi, who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from April 1, 2025, not being liable to retire by rotation.

RESOLVED FURTHER THAT Company Secretary or Chief Financial Officer or any of the Directors be and are hereby 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. Appointment of Ms. Krishna Sarma (DIN 00016115) as a Non-Executive Independent Director of Company for a term of five years effective April 1, 2025, not liable to retire by rotation

“RESOLVED THAT Ms. Krishna Sarma (DIN 00016115), who was appointed as an Additional Director of the Company with effect from April 1, 2025 by the Board of Directors in terms of Section 149 of the Companies Act, 2013, (“the Act”), pursuant to the recommendation of the Nomination and Remuneration Committee of the Company and the Articles of Association of the Company, and pursuant to notice of candidature received from her, 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 and the Rules framed thereunder, read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Ms. Krishna Sarma, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of five years with effect from April 1, 2025, not being liable to retire by rotation.

RESOLVED FURTHER THAT Company Secretary or Chief Financial Officer or any of the Directors be and are hereby 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**

Zeal Rupani
Company Secretary
ACS 52286

March 10, 2025

Place: Mumbai

Notes:

- (1) Explanatory Statement for the proposed Resolutions 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 of the Directors seeking appointment, as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations 2015] and Para 1.2.5 of Secretarial Standard on General Meetings, is given in the explanatory statement and/or annexure to this Postal Ballot Notice;
- (3) The Company has appointed Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary 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 February 21, 2025;

Members who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and those who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the website of the Company i.e. pghealthindia.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 - 500032, 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, March 11, 2025, at 9:00 A.M. (IST) and ends on Wednesday, April 9, 2025 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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also 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>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.</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.

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.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133147 then user ID is 128626 133147

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 investorgrievance.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.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

- a. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- b. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 Scrutinizer, Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary, as to reach him on or before 5:00 p.m. (IST) of April 9, 2025.

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 call on 022 - 4886 7000 or send a request to designated email ID at evoting@nsdl.co.in or you may contact Company officials at +91-8291902520 or send email at investorgrievance.im@pg.com
- (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.
- (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, April 9, 2025. 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, April 9, 2025 before 5:00 p.m. (IST). This shall be the date on which the resolution would be 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 February 21, 2025.
- (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 April 10, 2025. The result of the postal ballot will 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. <https://www.pghealthindia.com/investors/>.

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

Item 1: Appointment of Mr. Sharad Tyagi (DIN 00371842) as a Non-Executive Independent Director of Company for a term of five years effective April 1, 2025, not liable to retire by rotation

Mr. Sharad Tyagi is a Mechanical Engineer from Delhi College of Engineering and has a Post Graduate Diploma in Management (MBA) from Indian Institute of Management, Ahmedabad. He retired as Managing Director of Boehringer Ingelheim India, after a 11 years' stint, in December 2020. His prior leadership roles include, Senior Vice President & Global head of API Marketing, Sales & Business development at Dr. Reddy's and as Country Manager-India & Director Strategic Development-Asia at Engelhard Corporation. Mr. Tyagi has also held the position of President at Organisation of Pharmaceuticals Producers of India from 2020-2021. Presently, Mr. Tyagi is CEO and co-founder of Tiyaash Consulting, which provides advisory Services in the areas of business strategy, brand strategy and people strategy to several organizations in the healthcare segment.

Mr. Tyagi has over 35 years' experience of intrapreneurship in India and international markets in diverse industries including pharmaceuticals, OTC, automotive catalysts and specialty chemicals. He is recognized for being a business leader with vast local and international expertise in strategic and operational areas including greenfield setups, mergers & acquisitions, upscaling of businesses, risk management and diversification. Mr. Tyagi's experience includes 14 years in the pharmaceuticals industry with a strong understanding of the entire value chain from APIs to Branded formulations.

Pursuant to Section 161 of the Companies Act, 2013 ("Act"), Mr. Tyagi was appointed as an Additional Director of the Company effective April 1, 2025, by the Board of Directors at their meeting held on February 12, 2025.

Mr. Tyagi meets the criteria of independence laid down in Section 149 of the Act and has furnished a declaration to the Company in this respect. Further, Mr. Tyagi confirms that he is not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other such authority. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Tyagi fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Considering Mr. Tyagi's rich leadership experience in the healthcare industry, the Nomination & Remuneration Committee considers his appointment to the Board as a valuable addition, which will augment the present Board composition. Accordingly, the Nomination & Remuneration Committee recommended to the Board and the Board of Directors approved appointment of Mr. Tyagi as a Non-Executive Independent Director for a period of five years with effect from April 1, 2025, subject to the approval of the Shareholders of the Company.

In addition to sitting fees for attending the meetings of the Board & its Committees, Mr. Tyagi, similar to the other Non-Executive Independent Directors, would be entitled to remuneration by way of commission, as may be determined by the Board and approved by the Shareholders of the Company from time to time. Mr. Sharad Tyagi does not have pecuniary relationship with the Company. Terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://www.pghealthindia.com/investors/>.

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

The Board recommends passing of the resolution at item no. 1 as a Special resolution.

Item 2: Appointment of Ms. Krishna Sarma (DIN 00016115) as a Non-Executive Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation

Ms. Krishna Sarma has majored in History from Miranda House, University of Delhi in 1989 and has an LL.B from Campus Law Centre, University of Delhi in 1992. Ms. Sarma has also obtained specialization in Intellectual Property Law and Licensing from Franklin Pierce Law Center, United States. She is also a registered Patent Attorney.

Mr. Krishna Sarma is the founder and Managing Partner of Corporate Law Group (CLG), a Law Firm that she set up in 1998. She has over 31 years of experience in the legal field. Her practice areas include domain expertise in the life sciences sector – biopharmaceuticals, medical devices, diagnostics, animal drugs, and food – in the intersection between law, regulatory and policy.

She has experience in diverse areas including corporate laws, regulatory and compliance issues, foreign investment and entry routing, Intellectual Property Rights, public policy and government affairs, International trade laws, Project Finance and other transactional documentation, indirect taxation, litigation and arbitration.

Pursuant to Section 161 of the Companies Act, 2013 (“the Act”), Ms. Sarma was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on February 12, 2025, appointment being effective April 1, 2025.

Ms. Krishna Sarma meets the criteria of independence laid down in Section 149 of the Act and has furnished a declaration to the Company in this respect. Further, Ms. Sarma confirms that she is not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other such authority. In the opinion of the Nomination & Remuneration Committee and the Board, Ms. Sarma fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. Considering her experience and expertise, in the pharma and healthcare regulatory and compliance laws, the Board Members consider appointment of Ms. Sarma will add great value to the Board, which will strengthen the present Board composition. Accordingly, the Nomination & Remuneration Committee recommended to the Board and the Board of Directors approved appointment of Ms. Sarma as a Non-Executive Independent Director for a period of five years with effect from April 1, 2025, subject to the approval of the Shareholders of the Company.

In addition to sitting fees for attending the meetings of the Board & its Committees, Ms. Sarma, similar to the other Non-Executive Independent Directors, would be entitled to remuneration by way of commission, as may be determined by the Board and approved by the Shareholders of the Company from time to time. Ms. Sarma does not have pecuniary relationship with the Company. Terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://www.pghealthindia.com/investors>.

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

The Board recommends passing of the resolution at item no. 2 as a Special resolution.

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 Secretarial Standard on General Meetings are as given below:

Name of the Director	Mr. Sharad Tyagi	Ms. Krishna Sarma
Director Identification Number	00371842	00016115
Age	63 years	56 years
Date of Board Meeting	February 12, 2025	February 12, 2025
Effective Date of appointment on the Board	April 1, 2025	April 1, 2025
Qualification	Mechanical Engineer from Delhi College of Engineering; Post Graduate Diploma in Management (MBA) from IIM, Ahmedabad	Master of Arts in History from University of Delhi; LLB from University of Delhi
Names of other Companies in which he/she holds Directorships	IOL Chemicals and Pharmaceuticals Limited	1. Mango Cancer Care Foundation 2. Meera Women Weavers Association 3. Virago Media Private Limited
Listed entities from which he/she has resigned in the past three years	NIL	NIL
Companies in which he/she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL	NIL
Chairperson/Member of the Committee(s) of the Board of Directors of the Company (effective April 1, 2025)	Member of: • Audit Committee Chairperson of: • Stakeholder Relationship Committee • Nomination & Remuneration Committee	Member of: • Corporate Social Responsibility Committee Chairperson of: • Audit Committee
Chairperson/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Member of: • Audit Committee • Stakeholder Relationship Committee • Nomination & Remuneration Committee	NIL
Relationship with other Directors/Manager/ Key Managerial Personnel	None	None

Shareholding in the Company including as Beneficial owner	NIL	NIL
Remuneration last drawn from the Company	NIL	NIL
No. of Board Meetings attended during the year	None, no meetings of the Board have been held since Appointment.	None, no meetings of the Board have been held since Appointment.

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

Zeal Rupani
Company Secretary
ACS 52286

March 10, 2025

Place: 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

Tel. No: +91 22 6866 9000; Investor helpline no.: +91 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 March 10, 2025 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. Sharad Tyagi (DIN 00371842) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation (Special Resolution)			
2.	Appointment of Ms. Krishna Sarma (DIN 00016115) as a Non-Executive Independent Director of the Company, for a term of five years effective April 1, 2025, not liable to retire by rotation. (Special Resolution)			

Place :

Date :

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number- 133147)	USER ID	PASSWORD/PIN

Note:

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms is **April 9, 2025**

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer 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 **April 9, 2025**. 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 user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.