

## NOTICE

NOTICE is hereby given that the Fifty-Eight Annual General Meeting ("AGM") of the Members of the Company will be held on **Tuesday, November 15, 2022, at 11.00 a.m.** through Video Conference / Other Audio Visual Means, to transact the business as specified below. The venue of the meeting shall be deemed to be the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai – 400 099.

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2022 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2022.
3. To appoint a Director in place of Mr. Gagan Sawhney (DIN 08279568), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.
5. To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution**:

6. **To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022**

*"RESOLVED THAT Mr. Gurcharan Das (DIN 00100011), aged 78 years, who was appointed as an Additional Director of the Company effective September 1, 2022, 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 58<sup>th</sup> 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. Das (DIN 00100011), who has submitted a declaration*

*that he meets the criteria for independence as provided under the Companies Act, 2013 and 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 September 1, 2022, not being liable to retire by rotation."*

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

7. **Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2022-23**

*"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Rules framed thereunder (as amended from time to time) and other applicable laws, such other permissions as may be necessary, the Members hereby ratify the remuneration of ₹ 8,50,000 plus service tax and out-of-pocket expenses payable to Ashwin Solanki & Associates, Cost Accountants, who are appointed by the Board of Directors of the Company to conduct audit of the cost records maintained by the Company for the Financial Year 2022-23."*

**By Order of the Board of Directors**

**Ghanashyam Hegde**  
Executive Director and Company Secretary

Mumbai  
August 23, 2022

### Registered Office :

P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai – 400 099

### NOTES

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item Nos. 6 and 7 are annexed hereto and forms a part of this Notice.
2. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors proposed to be appointed/re-appointed at the ensuing 58<sup>th</sup> AGM forms integral part of the Notice of the 58<sup>th</sup> AGM.
3. In view of continuing social distancing norms, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, the latest being 2/2022 dated May 5, 2022 have allowed the companies to conduct AGM through video-conference/ other audio visual means till December 31, 2022 without physical presence of Members at a common venue.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [the SEBI (LODR) Regulations, 2015] and in accordance with the said circulars of MCA and applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the 58<sup>th</sup> AGM of the Company shall be conducted through VC. Your Company has appointed National Securities Depositories Limited ('NSDL') for providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 9 below.

5. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

However, the bodies corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013 to the Company at [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com)

6. In accordance with, the General Circular No. 02/2022 dated May 05, 2022 issued by MCA, and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/62 dated May 13, 2022, issued by SEBI, the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

The Notice of AGM and the Annual Report for the Financial Year 2021-22, is available on the website of the Company at <https://in.pg.com/india-investors/pghh/shareholder-information/info/#agm-notice>, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. Participation of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. **The Instructions for Members relating to remote e-Voting and e-Voting at the AGM are as under:**

The remote e-voting period begins on Thursday, November 10, 2022 at 9:00 A.M. and ends on Monday, November 14, 2022 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 8, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is

cast by a Member, he shall not be allowed to change it subsequently. The Company has appointed Mr. Makarand M. Joshi, Practicing Company Secretary and Ms. Kumudini Bhalerao, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-Voting given hereinafter.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., November 8, 2022, only shall be entitled to avail the facility of remote e-Voting or for participation at the AGM and voting. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. Existing <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 or joining virtual Meeting and Voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>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> <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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <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 “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <p>  App Store          Google Play       </p> <p>   </p>
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 Easi /Easiest 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 user your existing my easi 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 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</li> </ol>

Type of shareholders	Login Method
	<p>during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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.</p> <ol style="list-style-type: none"> <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> and 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 No. from a e-Voting link available 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 &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

- 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, 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.

- 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 122756 then user ID is 122756001***

Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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’?**

- 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’.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- 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](http://www.evoting.nsdl.com).
  - Click on “**Physical User Reset Password?**”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

**C. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back) and PAN (self attested scanned copy of PAN card) by email to [investorpgghh.im@pg.com](mailto:investorpgghh.im@pg.com).
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement and PAN (self attested scanned copy of PAN card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an Individual shareholder 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.
- 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.



- 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 and General Meeting is in active status.
- 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.

#### **The Instructions for Members for e-Voting on the day of the AGM are as under:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The contact details for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-Voting.

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.

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 toll free no.: 1800-222-990 or send a request to designated email ID at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **9. Instructions for Members for attending the AGM through VC/OAVM are as under:**

- a. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. **Shareholders who would like to express their views/have questions, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com) and [machado.f.1@pg.com](mailto:machado.f.1@pg.com) from the date of this notice upto November 11, 2022 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and questions depending on the availability of time for the AGM.**

#### **General guidelines for shareholders**

10. 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 [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

11. The results along with the Scrutinizer's Report, shall be placed on the website of the Company and on the website of NSDL within two working days' of conclusion of the AGM and shall be communicated to BSE Limited and National Stock Exchange of India Limited.
12. SEBI has mandated submission of Permanent Account Number ("PAN") for all transactions in the securities market. Members who are holding shares in dematerialized form are requested to submit their PAN details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company's RTA, M/s. Link Intime India Private Limited.
13. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available electronically for inspection by the Members, upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
14. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. Further, an extension had been provided for those transfer deed(s) lodged prior to deadline, i.e., April 1, 2019, and returned due to deficiency in the documents up to March 31, 2021. No physical transfer lodgement/re-lodgement was allowed post the deadline.
15. Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2022, has mandated the listed entities to issue securities for the following service requests only in dematerialised form viz, Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Transmission; Transposition, etc. For the purpose of the same, after due verification, registrar and transfer agent/issuer companies shall retain share certificates and process the service requests by issuing letter of confirmation, valid for a period of 120 days. As per the process, shareholders are required to submit their demat requests within this validity period, failing which the Company shall credit the securities to a suspense escrow demat account of the Company.
17. The final dividend on Equity Shares for the Financial Year ended June 30, 2022, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 12, 2022:
  - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 8, 2022;
  - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company's Register of Members as on November 15, 2022.
18. In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update bank details of the Members of the Company to enable usage of the electronic mode of remittance for distributing dividends and other cash benefits to its Members. In this regard, Members holding shares in electronic form are requested to furnish their bank details to their Depository Participants ("DPs"). Members holding shares in physical form are requested to intimate change, if any, in their bank details by sending duly signed Form ISR-1 alongwith required documents to the Company/Registrar and Share Transfer Agent.  
  
SEBI vide its Circular dated November 3, 2021, has provided common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC and Nomination details, mandating all shareholders holding shares in physical mode to update their records (such as PAN, Nomination details, KYC, etc.) with the Company, failing which, their folio shall be frozen effective April 1, 2023. The said physical folios shall be referred by the Company or RTA to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. In this regard, Company has sent reminder letters to all shareholders, having shares in the physical form, to update their PAN, Nomination details, KYC etc. and has requested them to get their shares dematerialized.
19. Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 ("the Act") as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in

#### Instructions related to payment of Dividend to Shareholders:

16. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, November 9, 2022, to Tuesday, November 15, 2022** (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the Annual General Meeting.

our letter dated September 09, 2022, which is put up on the website at <https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements>, in order facilitate company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be uploaded on RTA's website at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before **November 01, 2022** in order to enable the Company to determine and deduct appropriate TDS. For any clarification, please write to us at [procterdivtax@linkintime.co.in](mailto:procterdivtax@linkintime.co.in) or [investorpghh.im@pg.com](mailto:investorpghh.im@pg.com).

20. In the case of dematerialized shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited ("NSDL") and the Central Depositories Services (India) Limited ("CDSL") ("the Depositories") to the Company and the Company cannot entertain any request for deletion/change of Bank details without confirmation from the Depositories. In this regard, Members are advised to contact their DPs and furnish them the particulars of any change(s) desired.
21. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned DP, as the case may be, about the following:
  - (i) The change in the residential status on return to India for permanent settlement;
  - (ii) The particulars of the NRE account with a Bank in India, if not furnished earlier.
22. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend and shares for period detailed in the Annual Report. The details of the unpaid / unclaimed amounts lying with the Company as on June 30, 2022 are available on the website of the Company [in.pg.com](http://in.pg.com). The shareholders whose dividend/shares are transferred to the IEPF Authority can claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

24. Members are requested to contact the Company's RTA, M/s. Link Intime India Private Limited, for claiming the unclaimed dividends.
25. In accordance with the requirements of Regulation 34, 39 read with Schedule V(F) of the SEBI (LODR) Regulations, 2015 details of equity shares lying in Unclaimed Suspense Account are as follows:

	Particulars	No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on July 1, 2021	323	36,450
Less	Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	7	908
Less	Transferred to IEPF Authority	277	28,700
Add	Shares added to Suspense account during the year	43	3,860
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on June 30, 2022	82	10,702

The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

26. Members are requested to address all share and dividend related correspondences to the Company's RTA, M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083; Tel: (022) 4918 6270; Fax – (022) 4918 6060, e-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

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

**By Order of the Board of Directors**

**Ghanashyam Hegde**  
Executive Director and Company Secretary

Mumbai  
August 23, 2022

**Registered Office:**

P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (East),  
Mumbai 400 099

## EXPLANATORY STATEMENT

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

**Item No. 6:****Appointment of Mr. Gurcharan Das as Non-Executive Independent Director of the Company (DIN 0100011), not liable to retire by rotation**

Mr. Gurcharan Das, aged 78 years, is an author and a management consultant. He graduated with honors from Harvard University in Philosophy and later attended Harvard Business School's Advanced Management Program, where he is featured in three case studies.

He was CEO, Procter & Gamble India and later Managing Director, Procter & Gamble Worldwide (strategic planning). In 1995, after a 30-year career in 6 countries, he took early retirement to become a full-time writer.

He is the author of the international bestseller, 'India Unbound', which has been published in many countries and languages and filmed by the BBC. His other literary works include – 'The Difficulty of Being Good', 'Kama: The Riddle of Desire', 'A Fine Family', 'India Grows at Nights: A Liberal Case for a Strong State', 'The Elephant Paradigm' and 'Three English Plays'.

He is a regular columnist for The Times of India and few other Indian language newspapers. He also contributes periodically to Wall Street Journal, New York Times and Financial Times.

He is also Chairman and Independent Director of P&G group Company viz. Gillette India Limited.

Further, Mr. Das 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. Das fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Further the Nomination & Remuneration Committee considered that the Board of the Company, currently comprises of eminent members with each having a background of law, finance and accounting, business management, retail industry expertise, digital business expertise, technical and marketing expertise and recommended appointment of Mr. Gurcharan Das as it will further strengthen the Board with critical skills of expertise in strategic business & operations management, including leadership experience in the FMCG industry, as well as public policy advisory experience. Accordingly, the Nomination & Remuneration Committee recommended to the Board and the Board of Directors approved appointment of Mr. Das as a Non-Executive Independent Director for a period of five years with effect from September 1, 2022, subject to the approval of the Shareholders of the Company. Considering

the rich experience and strong profile of Mr. Das, the Board considers Mr. Das' appointment as a valuable addition to the Board, which will augment the present Board Composition.

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

The Board recommends passing of the resolution at item no. 6 as a Special resolution.

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

**Item No. 7****Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2022-23**

The Board of Directors at their meeting held on August 23, 2022, on the recommendation of the Audit Committee, approved the appointment of Ashwin Solanki & Associates, Cost Accountants as the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year 2022-23 and remuneration of ₹ 8,50,000 plus service tax and out-of-pocket expenses.

In terms with the provisions of Section 148 of the Companies, 2013 Act read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board recommends passing of the resolution at item no. 7 as an Ordinary resolution.

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

**By Order of the Board of Directors**

**Ghanashyam Hegde**  
Executive Director and Company Secretary

Mumbai  
August 23, 2022

**Registered Office:**

P&G Plaza,  
Cardinal Gracias Road,  
Chakala, Andheri (East),  
Mumbai 400 099



**Details of Directors proposed to be appointed / re-appointed at the forthcoming  
58<sup>th</sup> Annual General Meeting**

Resolution at Item No.	3	4	6
Name of Director	Mr. Gagan Sawhney	Ms. Sonali Dhawan	Mr. Gurcharan Das
Age	46 years	47 years	78 years
Date of appointment on the Board	24/01/2019	07/05/2014	01/09/2022
Qualification / Expertise in specific field	MBA (Finance)	MBA (Marketing)	Business Management
Names of other Companies in which he/she holds Directorships	Listed Companies: Gillette India Limited	Listed Companies: Gillette India Limited	Listed Companies: 1. Gillette India Limited Unlisted Companies: 1. Gurcharan Das Consultants Private Limited 2. DMI Finance Private Limited
Listed entities from which he/she has resigned in the past three years	Nil	Nil	Nil
Companies in which he/she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Nil	Nil	Nil
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committees: 1. Risk Management Committee; 2. Nomination & Remuneration Committee; and 3. Technology and Investment Committee	Members of Committees: 1. Corporate Social Responsibility Committee	-
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she is a Director	Gillette India Limited: Member of Committees: 1. Risk Management Committee	Gillette India Limited: Members of Committees: 1. Corporate Social Responsibility Committee 2. Nomination & Remuneration Committee 3. Stakeholder Relationship Committee	Gillette India Limited: Chairman of Board Member of Committees: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None	None
Remuneration last drawn by each Director from the Company	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	4 out of 5	5 out of 5	Not applicable. Effective date of appointment is September 01, 2022



**Procter & Gamble**  
**Hygiene & Health Care Limited**  
Annual Report 2021-22

