



NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting (AGM) of the Members of the Company will be held on **Tuesday, December 3, 2024, at 11:00 a.m.** through video conference (VC) / other audio-visual Means(OAVM), to transact the business mentioned in the notice. 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, 2024 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 the payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2024.
3. To appoint a Director in place of Mr. Srinivas Maruthi Patnam (DIN 09296558), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

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

Appointment of Ms. Srividya Srinivasan (DIN 10823130) as an Executive Director of the Company

“RESOLVED THAT Ms. Srividya Srinivasan (DIN 10823130) who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 1, 2024, pursuant to Section 161 of the Companies Act, 2013, (“the Act”) and who holds office until this Annual General Meeting, 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 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, subject to the approval of the Central Government, approval of the

Members of the Company be and is hereby accorded for the appointment of Ms. Srividya Srinivasan (DIN 10823130) as an Executive Director of the Company for a period of five years with effect from November 1, 2024, as per the terms and conditions, including remuneration as detailed in the explanatory statement attached hereto.”

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

Appointment of Mr. Sanjay Asher (DIN 00008221) as a Non-Executive Independent Director of Company for a term of five years, not liable to retire by rotation

“RESOLVED THAT Mr. Sanjay Asher (DIN 00008221), who was appointed as an Additional Director of the Company on September 29, 2024, by the Board of Directors in terms of Section 161 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, and who holds such office until this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 Rules framed thereunder, read with Schedule IV to the Act (as amended from time to time) and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Sanjay Asher (DIN 00008221), 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 September 29, 2024, not being liable to retire by rotation.”

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

Appointment of Mr. Chander Prakash Gurnani (DIN 00018234) as a Non-Executive Independent Director of the Company for a term of five years, not liable to retire by rotation

“RESOLVED THAT Mr. Chander Prakash Gurnani (DIN 00018234), who was appointed as an Additional Director of the Company on October 15, 2024, by the Board of Directors in terms of Section 161 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, and who holds such office until this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act Rules framed thereunder, read with Schedule IV to the Act, (as amended from time to time) and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time), Mr. Chander Prakash Gurnani (DIN 00018234) 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 October 15, 2024, not being liable to retire by rotation.”

By Order of the Board of Directors

**Flavia Machado
Company Secretary**

Mumbai
November 11, 2024

Registered Office :
P&G Plaza,
Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai - 400 099



NOTES

1. The relevant Explanatory Statement in respect of business under Item nos. 4, 5 and 6 is annexed hereto and forms a part of this Notice.

Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 herein after referred to as '[the SEBI (LODR) Regulations, 2015]' in respect of the Directors proposed to be appointed/re-appointed at the ensuing 40th AGM, forms integral part of this Notice.

2. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2022, 10/2022, 09/2023, latest being No. 09/2024, dated September 19, 2024, has permitted the companies to conduct AGM through VC/OAVM till September 30, 2025 without physical presence of Members at a common venue.
3. 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 (LODR) Regulations, 2015 and in accordance with the above-mentioned circulars of MCA and applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the 40th AGM of the Company shall be conducted through VC. The 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.
4. As the AGM shall be conducted through VC, 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, 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 gilagm2024@sarafandassociates.com
5. In accordance with, the General Circular issued by MCA No. 02/2022 dated May 05, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/6 2 dated May 13, 2022, Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023, latest being Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), including 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 2023-24, is available on the website

of the Company at <https://in.pg.com/india-investors/gil/shareholder-information/info/>, 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.

6. The Members can join the 40th AGM through VC/OAVM mode 30 minutes before the time scheduled to start 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 members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
7. Members may kindly note that they are entitled to be furnished, free of cost a printed copy of the Annual Report of the Company, upon receipt of requisition at any time. Members holding shares in physical form, who have not registered/updated their respective e-mail addresses, are requested to get their email ids registered with the Company by writing to the Registrar MAS Services Limited. Members holding shares in dematerialized form, who have not registered/updated their respective e-mail ids, are requested to do so with their respective Depository Participants.

8. The procedure and instructions for Members relating to remote e-Voting are as under:

The remote e-Voting period commences on **Thursday, November 28, 2024 at 9:00 a.m. and ends on Monday, December 2, 2024 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 26, 2024, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently. The Company has appointed M/s. Saraf & Associates, Practicing Company Secretaries, represented by Mr. Kamalax Saraf, Practicing Company Secretary, Proprietor, 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., Tuesday, November 26, 2024** only shall be entitled to avail the facility of remote e-Voting. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.




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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e- Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https:// eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https:// eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest facility are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, click on login & New System Myeasi Tab and then click on registration option.



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting Service Providers.
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 evoting@nsdl.co.in 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@cdslindiacom or contact at toll free no. 1800-21-09911.

B) Login Method for e-Voting and joining meeting 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/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL e-services 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 132087 then user ID is 132087 001***



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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- iii. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- iv. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- v. Now, you will have to click on "Login" button.
- vi. 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?

- 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.

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 investorgil.im@pg.com.
- b. In case shares are held in demat mode, please provide DPID-CLID (12 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 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.
- 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.

9. Instructions for Members for joining the 40th Annual General Meeting through VC are as under:

- a. Members will be provided with a facility to attend the AGM through VC 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. The link for VC will be available in shareholder/members 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 below, 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 investorgil.im@pg.com from the date of this notice up to November 29, 2024 (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 number of questions depending on the availability of time for the AGM.**

10. 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 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. For any grievances connected with the facility for e-Voting on the day of the AGM, refer to the contact details 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 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 or call on: 022 - 4886 7000 or send a request at evoting@nsdl.co.in.

General guidelines for shareholders

11. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available for inspection by the Members.
12. The results along with the Scrutinizer’s Report, shall be placed on the website of the Company at <https://in.pg.com/india-investors/gil/shareholder-information/info/> 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.
13. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as on the cut-off date i.e November 26, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ Registrar and Transfer Agent (RTA) or follow instructions provided in this notice. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
14. 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 depository participants. Members holding shares in physical form can submit their PAN details to the Company’s Registrar and RTA, M/s. MAS Services Limited.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

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.

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 27, 2024, to Tuesday, December 3, 2024 (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the ensuing 40th General Meeting.
17. The final dividend on Equity Shares for the Financial Year ended June 30, 2024, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before December 25, 2024:
 - 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 26, 2024;
 - b) To all Members, in respect of shares held in physical form, whose names shall appear in the Company's Register of Members as on December 3, 2024.
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. Members holding shares in physical form are requested to intimate change, if any, in their bank details by sending duly signed KYC updation forms available on the website of the Company, alongwith required documents to the Company/Registrar and Share Transfer Agent.
19. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and relevant circulars thereafter, latest being Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 all the listed companies are required to record the PAN, and other KYC details of all the shareholders holding shares in physical mode. Shareholders holding shares in physical form with the Company are requested to update above information with the Company, if pending. It is hereby informed that shareholder will be eligible to lodge grievance or avail any service request with the Company/or its RTA only after furnishing PAN and other KYC details. Further for any payment including dividend, in respect of such folios, Company will be able to remit the same only through

electronic mode. w.e.f. 1st April 2024 upon registering the required details. Members are encouraged to provide 'choice of nomination' in their own interest for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

The Company, with the help of the RTA and the depositories has dispatched reminder letters during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same. For further details shareholders are requested to refer to the communication available on the website of the Company at <https://in.pg.com/india-investors/gil/guidance/#shareholderservices>.

20. Shareholders are requested to register their email address and mobile number with their depository participants for receiving intimations and regular updates from the Company.
21. Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 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 our letter dated September 6, 2024, which is put up on the website at of the Company. The said documents (duly completed and signed) are required to be emailed to Company's RTA at investor@masserv.com on or before November 14, 2024. For any clarification, please write to us at investor@masserv.com or investorgil.im@pg.com.
22. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned depository participant, as the case may be, about the following:
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
23. As per sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, 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. Said IEPF Rules mandate the companies to transfer the underlying 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 lying unpaid with the Company within time period detailed in the Corporate Governance section of the Annual Report for the Financial Year 2023-24. The details of the unpaid / unclaimed amounts lying with the Company as on June 30, 2024 are available on the website of the Company. The shareholders whose dividend / shares as transferred to the IEPF Authority can now claim the same from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

Members are requested to contact the Company's RTA, M/s. MAS Services Limited, for claiming the unclaimed dividends lying with the Company.

24. Members are requested to address all correspondences, including Share related documents and dividend matters to the Company's RTA, M/s. MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area,

Phase -II, New Delhi - 110 020; Tel: (011) 26387281/82/83
Fax: (011) 26387384; e-mail: investor@masserv.com.

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

Flavia Machado
Company Secretary

Mumbai
November 11, 2024

Registered Office :

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



EXPLANATORY STATEMENT

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

Item No. 4:

Appointment of Ms. Srividya Srinivasan (DIN 10823130) as an Executive Director of the Company

The Board of Directors of the Company at its meeting held on October 28, 2024 pursuant to the recommendation of the Nomination & Remuneration Committee, appointed Ms. Srividya Srinivasan, as an Additional (Executive) Director of the Company with effect from November 1, 2024 for a period of five years, pursuant to Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the said Act and rules thereunder, read with the Articles of Association of the Company, subject to the approval of the shareholders of the Company and that of the Central Government, in accordance with Section 196 of the Companies Act, 2013 read with Schedule V to the Act, Ms. Srinivasan being a non-resident at the time of her appointment.

Ms. Srividya Srinivasan is a Bachelor of Computer Science Engineering, from Anna University, Coimbatore, India and a Master of Business Administration (MBA) in Finance from University of Virginia, Darden School of Business. She brings a diverse and rich experience in various finance roles across a career spanning 19 years. She joined P&G in 2005 in the United States of America and has since worked across various roles delivering outstanding results for several P&G businesses as well as serving various markets, including USA, Latin America, Philippines.

The Company has received necessary consent and declarations that she is not disqualified from being appointed as Director in terms of Section 164 of the 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. She is not related to any of the Directors of the Company. A Notice under section 160 of the Companies Act, 2013 has been received from Ms. Srinivasan, proposing her candidature for appointment as Director of the Company.

Ms. Srinivasan, being a Non-Resident Indian at the time of appointment, the Company is in the process of making an application to the Central Government for its approval of her appointment as an Executive Director as required under Part 1 (e) of Schedule V to the Act. The proposed terms of appointment of Ms. Srinivasan are as under:

1. Ms. Srinivasan is entitled to a remuneration by way of salary, allowances & perquisites upto ₹ 5 Crores. The Company, viz., Gillette India Limited shall contribute to the total compensation in proportion to its Net Outside Sales, in terms of a common service agreement.
2. In addition to the above, Ms. Srividya Srinivasan shall be entitled to other benefits, as per P&G group policies, including but not limited to global stock options etc.
3. In addition to the above, she shall also be entitled to variable compensation, including but not limited to-
 - o Short-Term Achievement Reward (STAR), in line with Company's compensation policies, as may be amended from time to time, being variable payment linked to contribution and impact on business results achieved by the Company and is determined basis certain critical measures including- sales growth, profit growth, value share and internal controls; and
 - o Long-term Incentive Program (LTIP)- being grant of Parent Company, The Procter & Gamble Company's (USA) stock options/units, in line with Company's compensation policies, as may be amended from time to time.
4. Contribution from the Company, viz., Gillette India Limited towards total compensation, including all benefits by way of fixed and variable components, shall not exceed ₹ 4 Crores per annum. LTIP grant is based on competitive market data from companies with which the Company competes with for talent, and is also based on the degree of positive business impact by the employee, with consideration of skills and future potential.
5. She will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
6. She shall be liable to retire by rotation.
7. The terms of remuneration shall not exceed the ceiling asset out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Ms. Srividya Srinivasan to whom this resolution relates, are concerned or interested, financially or otherwise, in this item.

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that Ms. Srinivasan's knowledge and varied experience, would be of great value to the Company and hence the Board pursuant to the recommendation of the Nomination and Remuneration Committee recommends passing of the resolution at item no. 4 as an Ordinary resolution.

**Item No. 5:****Appointment of Mr. Sanjay Asher (DIN 00008221) as a Non-Executive Independent Director of Company for a term of five years, not liable to retire by rotation**

The Board of Directors of the Company at its meeting held on September 25, 2024, pursuant to the recommendation of Nomination & Remuneration Committee, in accordance with Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the said Act and rules thereunder, read with the Articles of Association of the Company appointed Mr. Sanjay Asher (DIN 00008221), as an Additional (Non-Executive Independent) Director, of the Company with effect from September 29, 2024 for a term of five consecutive years, not being liable to retire by rotation, subject to the approval of shareholders of the Company.

Pursuant to Regulation 17 (1C) of the SEBI (LODR) Regulations 2015, Mr. Sanjay Asher holds office up to the date of the ensuing 40th Annual General Meeting or for a period of three months from the date of his appointment on the Board, whichever is earlier. Mr. Sanjay Asher is eligible to be appointed as an Independent Director for a term of five consecutive years. The Company has received necessary consent and declarations that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority. He meets the criteria of independence laid down in Section 149 of the Act and has furnished a declaration to the Company in this respect. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Asher fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. The Company has received notice under Section 160 of the Act from Mr. Asher proposing his candidature as an Independent Director of the Company.

Mr. Sanjay Asher is presently a Senior Partner with M/s. Crawford Bayley & Co., which is one of India's oldest law firm, established in 1830. Mr. Asher holds a Bachelor's Degree in Commerce and a Bachelor's Degree in Law from the University of Bombay. He has been a practising Advocate since 1991 and was admitted as a Solicitor in the year 1993. He is also a qualified Chartered Accountant. He specialises in the fields of M&A, cross border M&A, joint ventures, private equity and capital markets. He has been a noted speaker at various seminars and conferences including those organised by Institute of Chartered Accountants of India, Institute of Company Secretaries of India. He has authored several publications published in national and international publications including authored a book on Companies Act, 2013 which was published by CCH, a Wolters Kluwer publication.

Further, the Nomination & Remuneration Committee of the Company is of the opinion that the Board of the Company currently comprises of eminent members and that the expertise and experience of Mr. Asher in the field of law would be of great value to the Board and have recommended the appointment of Mr. Sanjay Asher (DIN 00008221) as a Non-Executive Independent Director on the Board of the Company for a period of five years, effective September 29, 2024, subject to the approval of the shareholders of the Company. The Board considers Mr. Asher as a valuable addition to the Board, which will augment the present Board composition and recommends passing of the resolution at item no. 5 as a Special resolution.

Terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/#terms>.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Sanjay Asher, to whom this resolution relates, are concerned or interested, financially or otherwise, in this item.

Item No. 6:**Appointment of Mr. Chander Prakash Gurnani (DIN 00018234) as a Non-Executive Independent Director of the Company for a term of five years, not liable to retire by rotation**

The Board of Directors of the Company on October 15, 2024, pursuant to the recommendation of Nomination & Remuneration Committee, in accordance with Section 161 (1) of the Companies Act, 2013, and other applicable provisions of the said Act and rules thereunder, read with the Articles of Association of the Company appointed Mr. Chander Prakash Gurnani (DIN 00018234), as an Additional (Non-Executive Independent) Director, of the Company with effect from October 15, 2024 for a term of five consecutive years, not being liable to retire by rotation, subject to the approval of shareholders of the Company.

Pursuant to Regulation 17 (1C) of the SEBI (LODR) Regulations 2015, Mr. Chander Prakash Gurnani holds office up to the date of the ensuing 40th Annual General Meeting or for a period of three months from the date of his appointment on the Board, whichever is earlier. Mr. Chander Prakash Gurnani is eligible to be appointed as an Independent Director for a term of five consecutive years. The Company has received necessary consent and declarations that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he has not been debarred from holding the office of Director by virtue of any order from SEBI/ MCA or any other such authority. He meets the criteria of independence laid down in Section 149 of the Act and has furnished a declaration to the Company in this respect. In the opinion of the Nomination



& Remuneration Committee and the Board, Mr. Gurnani fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management. The Company has received notice under Section 160 of the Act from Mr. Gurnani proposing his candidature as an Independent Director of the Company.

Mr. Chander Prakash Gurnani is the former CEO & Managing Director of Tech Mahindra. He has a degree in chemical engineering from the National Institute of Technology, Rourkela. In a career spanning 40+ years, Mr. Gurnani has held several leading positions with Hewlett Packard Ltd, Perot Systems (India) Ltd and HCL Corporation Ltd. An accomplished business leader with extensive experience in international business development, start-ups and turnarounds, joint ventures, mergers and acquisitions, Mr. Gurnani played a pivotal role in Tech Mahindra's transformation journey.

Further, the Nomination & Remuneration Committee of the Company is of the opinion that the Board of the Company, currently comprises of eminent members in the fields of law, finance and accounting, business management and regulatory expertise and that the technology and strategic expertise and experience of Mr. Gurnani would be of great value to the Board and have recommended the appointment of Mr. Chander Prakash Gurnani (DIN 00018234) as a Non-Executive Independent Director on the Board of the Company for a period of five years, effective October 15, 2024, subject to the approval of the shareholders of the Company. The Board considers Mr. Gurnani as a valuable addition to the Board, which will augment the present Board composition and recommends passing of the resolution at item no. 6 as a Special resolution.

Terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/#terms>.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Chander Prakash Gurnani, to whom this resolution relates, are concerned or interested, financially or otherwise, in this item.

By Order of the Board of Directors

Flavia Machado
Company Secretary

Mumbai
November 11, 2024

Registered Office :

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



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:

Details of Directors proposed to be appointed/re-appointed at the ensuing 40th Annual General Meeting

Resolution at item no.	3	4	5	6
Name of Director	Mr. Srinivas Maruthi Patnam	Ms. Srividya Srinivasan	Mr. Sanjay Khatau Asher	Mr. Chander Prakash Gurnani
Age	48 years	53 years	60 years	65 years
Date of original appointment on the Board	01.09.2021	01.11.2024	29.09.2024	15.10.2024
Date of re-appointment on the Board	23.11.2021	-	-	-
Expertise in specific field	MBA-Human Resources	MBA- Finance Bachelor of Engineering (Computer Science)	Bachelor of Law Chartered Accountant	Bachelor of Engineering
Names of other Companies in which he / she holds Directorships	None	None	<ol style="list-style-type: none"> 1. Ashok Leyland Limited 2. Deepak Nitrite Limited 3. Sonata Software Limited 4. Sun Pharmaceutical Industries Limited 5. Epigral Limited 6. Hawkins Cookers Limited 7. Deepak Chem Tech Limited 8. Wavin Industries Limited 9. Kineco Kaman Composites- India Private Limited 10. Siporex India Private Limited 11. Orbit Electricals Private Limited 12. Arch Protection Chemicals Private Limited 13. Deepak Phenolics Limited 	<ol style="list-style-type: none"> 1. Aionos India Private Limited 2. Gro Green Renewables Private Limited 3. Upgrad Education Private Limited 4. Mahindra Holidays & Resorts India Limited 5. Aic Mahindra E-Hub Foundation 6. Mahindra Educational Institutions
Listed entities from which he/she has resigned in the past three years	None	None	<ol style="list-style-type: none"> 1. Sudarshan Chemical Industries Limited 2. Indusind Bank Ltd 3. Tribhovandas Bhimji Zaveri Limited 	<ol style="list-style-type: none"> 1. Tech Mahindra Limited 2. Tech Mahindra Foundation 3. Mahindra and Mahindra Limited 4. T-Hub Foundation



Resolution at item no.	3	4	5	6
Companies in which he/she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	None	None	None	None
Chairman/Member of the Committee(s) of the Board of Directors of the Company	None	Member of Committee: 1. Corporate Social Responsibility Committee 2. Risk Management Committee 3. Cash & Investment Committee	Chairperson of Committee: 1. Nomination and Remuneration Committee. Member of Committee: 1. Audit Committee	None
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	None	None	<u>Deepak Nitrite Limited</u> Member of Committee: 1. Audit Committee 2. Project Committee 3. Nomination and Remuneration Committee <u>Ashok Leyland Limited</u> Member of Committee: 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Risk Management Committee 4. Environment Social and Governance Committee 5. Committee of Directors for making political contributions 6. Shares Committee 7. Fund raising Committee <u>Sonata Software Limited</u> Chairperson of committee: 1. Nomination and Remuneration Committee Member of Committee: 1. Audit Committee	<u>Mahindra Holidays & Resorts India Limited</u> Chairperson of Committee: 1. Stakeholders Relationship Committee 2. Inventory Approval Committee Member of Committee: 1. Risk Management Committee



Resolution at item no.	3	4	5	6
			<u>Epigral Limited</u> Member of Committee: 1. Nomination and Remuneration Committee 2. Risk Management Committee <u>Sun Pharma Industries Limited</u> Member of Committee: 1. Audit Committee <u>Hawkins Cookers Limited</u> Member of Committee: 1. Corporate Social Responsibility Committee	
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager or key Managerial Personnel, if any	None	None	None	None
Remuneration last drawn by each Director	₹ 131.61 lakhs (for the Financial Year 2023-24)	Nil	Nil	Nil
Number of Meetings of the Board attended during the previous financial year year	4 out of 6	Not applicable	Not applicable	Not applicable