

NOTICE

NOTICE is hereby given that the Sixty First Annual General Meeting (AGM) of the Members of the Company will be held on **Thursday, September 4, 2025, at 11.00 a.m.** through video conference / other audio-visual means, 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 March 31, 2025 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 March 31, 2025.
3. To appoint a director in place of Ms. Sonali Dhawan, Non-Executive Director (DIN 06808527), who retires by rotation and being eligible, offers herself 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**:

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2025-26

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013, Rules framed thereunder (as amended from time to time) and other applicable laws, and such other permissions as may be necessary, the Members hereby ratify payment of remuneration of ₹ 10,00,000 per annum plus out of pocket expense 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 2025-26.”

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

Appointment of M K Saraf & Associates LLP, Practicing Company Secretaries (Peer Review Certificate no. 6694/2025) as secretarial auditors for a period of five years, effective April 1, 2025

“RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013, read with Rules made thereunder, and in accordance with regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circulars issued thereunder from time to time and other applicable provisions of the Companies Act, 2013 (“the Act”), M K Saraf & Associates LLP, Practicing Company Secretaries, (Peer

Review Certificate no. 6694/2025) be and is hereby appointed as Secretarial Auditors of the Company for a period of five consecutive years, effective April 1, 2025 (i.e. from Financial Year 2025-26 to Financial Year 2029-30), on such terms & conditions, including remuneration as may be determined by the Board of Directors.

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

Re-appointment of Mr. Chittranjan Dua (DIN 00036080) as Non-Executive Independent Director of the Company for a period of five years, effective August 25, 2025

“RESOLVED THAT Mr. Chittranjan Dua (DIN 00036080) who has been re-appointed by the Board of Directors as Non-Executive Independent Director of the Company with effect from August 25, 2025, in terms of Section 149 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, be and is hereby re-appointed as 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), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law in force from time to time, Mr. Chittranjan Dua, aged 73 years, meets the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company for a further term of five years with effect from August 25, 2025, not being liable to retire by rotation.

RESOLVED FURTHER THAT Company Secretary or Chief Financial Officer or any of the Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

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

Re-appointment of Mr. Krishnamurthy Iyer (DIN 01726564) as Non-Executive Independent Director of the Company for a period of five years, effective December 1, 2025

“RESOLVED THAT Mr. Krishnamurthy Iyer (DIN 01726564) who has been re-appointed by the Board of Directors as Non-Executive Independent Director of the Company with effect from December 1, 2025, in terms of Section 149 of the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, be and is hereby re-appointed as 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), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law in force from time to time, Mr. Krishnamurthy Iyer, aged 68 years, who meets the criteria for independence as provided in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company for a further term of five years with effect from December 1, 2025, not being liable to retire by rotation.

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

By Order of the Board of Directors

Ghanashyam Hegde
Executive Director and Company Secretary

Mumbai
July 30, 2025

Registered Office :

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

NOTES

1. The relevant Explanatory Statement in respect of Special business mentioned in this notice, 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, hereinafter referred to as '[the SEBI (LODR) Regulations, 2015]' in respect of the Directors proposed to be appointed and re-appointed at the ensuing 61st AGM, forms integral part of this Notice.
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the 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 (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 61st AGM of the Company is 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. 11 below.

5. 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.
6. 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 pghhagm2025@sarafandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders can also upload these documents by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
7. In accordance with, the Circular no. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 issued by MCA 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).
8. The Notice of this AGM and the Annual Report for the Financial Year 2024-25, is available on the website of the Company at in.pg.com, 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.
9. The Members can join the 61st AGM through VC/OAVM mode 30 minutes before the time scheduled to start the meeting, by following the procedure mentioned in the notice. 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.
10. 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, MUFG Intime India Private Limited (formerly known as Link Intime India Private 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.

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

The remote e-Voting period commences on Saturday, August 30, 2025 at 9:00 a.m. and ends on Wednesday, September 3, 2025 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, August 28, 2025, may cast their vote electronically. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by a Member, he/she shall not be allowed to change it subsequently. The Company has appointed M K Saraf & Associates LLP, Practicing Company Secretaries, represented by Mr. Kamalax G. Saraf, Practicing Company Secretary, and in his absence Mr. Mandar K. Saraf, Practicing Company Secretary, designated partners, 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.

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 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 Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



App Store



Google Play

Type of shareholders	Login Method
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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-Voting and joining virtual 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>

[evoting.nsdl.com/](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:
For Members who hold shares in demat account with NSDL.	<p>8 Character DP ID followed by 8 Digit Client ID</p> <p>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****
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 ____ then user ID is ____0001***

5. 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'?

Process for those shareholders whose email ids are registered with the depositories or the Registrar:

- 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 in your mailbox. Open the email and open the attachment i.e. a .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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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

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:

- 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 investorpggh.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, 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.
- 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.
- 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.

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 send a request at evoting@nsdl.co.in.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes casted by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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 casted 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 details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for joining the 61st Annual General Meeting through VC are as under:

1. Members will be provided with a facility to attend the Annual General Meeting through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/ members login where the EVEN of Company will be displayed. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 investorpggh.im@pg.com from the date of this notice up to August 30, 2025 (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.

General Instructions to Shareholders:

1. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available for inspection by the Members in electronic mode with NSDL.
2. 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. Transcript of the AGM shall be made available on the website of the Company, within one week from conclusion of the AGM.
3. 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 Registrar and Share Transfer Agent (“RTA”), M/s MUFG Intime India Private Limited.
4. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) 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 dematerialized 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:

5. The Register of Members and the Share Transfer books of the Company will remain closed from August 29, 2025, to September 4, 2025 (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the ensuing 61st Annual General Meeting.
6. The final dividend on Equity Shares for the Financial Year ended March 31, 2025, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before September 25, 2025, to beneficiaries holding shares as on August 28, 2025.
7. 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 KYC updation Form as prescribed by SEBI, alongwith required documents to the Company/ Registrar and Share Transfer Agent.
8. 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 that, for any payment including dividend, in respect of such folios, Company will be able to remit the same only through electronic mode. 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.
9. The Company, with the help of the RTA and the depositories has dispatched reminders 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/pghh/guidance/#shareholderservices>.
10. Shareholders are requested to register their email address and mobile number with their depository participants for receiving intimations and regular updates from the Company.
11. 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 which is put up on the website of the Company, in order to facilitate the Company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be emailed to Company's RTA at procterdivtax@in.mpms.mufg.com on or before August 20, 2025 in order to enable the Company to determine and deduct appropriate TDS. For any clarification, please write to us at rnt.helpdesk@in.mpms.mufg.com or investorpghh.im@pg.com.
12. 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:
 - 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.
13. As per Sections 124 and 125 of Companies Act, 2013 read with 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 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 Corporate Governance Section of Annual Report for Financial year 2024-25. The details of the unpaid / unclaimed amounts lying with the Company as on March 31, 2025 are available on the website of the Company. The shareholders whose dividend / shares as transferred to the IEPF Authority can 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 MUFG Intime India Private Limited, for claiming the unclaimed dividends.

14. Members are requested to address all correspondences, including Share related documents and dividend matters to the Company's RTA, M/s MUFG Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083; Tel. No.: (022) 4918

6279; Email: rnt.helpdesk@in.mpms.muvg.com;
Website: <https://in.mpms.muvg.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

Ghanashyam Hegde
Executive Director and Company Secretary

Mumbai
July 30, 2025

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

EXPLANATORY STATEMENT

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

Item No. 4:

Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2025-26

The Board of Directors at their meeting held on May 27, 2025, 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 2025-26 at a remuneration of ₹ 10,00,000/- plus applicable taxes and out-of-pocket expenses. In terms with the provisions of Section 148 of the Companies Act, 2013 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. 4 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.

Item No. 5:

Appointment of M K Saraf & Associates LLP, Practicing Company Secretaries (Peer Review Certificate no. 6694/2025) as secretarial auditors for a period of five years, effective April 1, 2025.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors at its meeting held on May 27, 2025 have approved subject to approval of Members, appointment of M/s. M K Saraf & Associates LLP, Practicing Company Secretaries (Peer Review Certificate no. 6694/2025) as Secretarial Auditors for a term of 5 (Five) consecutive years from April 1, 2025 till March 31, 2030.

M/s. M K Saraf & Associates LLP have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI LODR Regulations read with SEBI Circular dated December 31, 2024.

The Board of Directors have approved & recommended the aforementioned proposal for approval of Members considering the eligibility of the firm, qualification, experience, & expertise of the Partners in providing Secretarial audit related services.

The Board recommends passing of the resolution at item no. 5 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.

Item No. 6:

Re-appointment of Mr. Chittranjan Dua (DIN 00036080) as Non-Executive Independent Director of the Company for a period of five years, effective August 25, 2025

Mr. Chittranjan Dua (DIN 00036080) was appointed as Non-Executive Independent Director on the Board for a period of five years effective from August 25, 2020, i.e. up to August 24, 2025.

Further, the Board at its meeting held on July 30, 2025, upon the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. Chittranjan Dua (DIN 00036080), aged 73 years, as Non-Executive Independent Director of the Company for a further period of 5 (five) years with effect from August 25, 2025, subject to the approval of the Shareholders of the Company. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Chittranjan Dua as Non-Executive Independent Director of the Company for a period of 5 (five) years, effective August 25, 2025, not liable to retire by rotation.

Mr. Dua is the founding partner of Dua Associates and is currently chairman of the firm and engaged in providing strategic advice and direction for its further growth and development. His experience and expertise encompass a broad range of areas including corporate and commercial law, corporate finance, securities law, infrastructure, public policy and administration, governance and ethics, land acquisition, power projects, foreign investments and collaborations, privatization of public sector undertakings, mergers and acquisitions and exchange control regulations. He continues to effectively provide leadership to over seventy-five partners across eight office locations in India.

The Company has received necessary consent and declarations that Mr. Dua meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and that he is not debarred or disqualified from holding the office of a Director by virtue of any order from SEBI/MCA or any such statutory authority. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Dua fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Further, the Nomination & Remuneration Committee of the Company is of the opinion that Mr. Dua's strategic and legal expertise, and his contributions, guidance and counsel during his first tenure as an Independent Director on the Board of the Company has been of great value to the Company, and hence recommends the re-appointment of Mr. Dua as Non-Executive Independent Director on Board of the Company.



Accordingly, the Nomination & Remuneration Committee has recommended to the Board and the Board of Directors have approved the re-appointment of Mr. Chittranjan Dua (DIN 00036080) as Non-Executive Independent Director of the Company for a period of five years, effective August 25, 2025, subject to the approval of the Shareholders of the Company.

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/pghh/terms-and-policies/#terms>.

The Board recommends passing of the above resolution as a Special Resolution by members of the Company. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Dua, are concerned or interested, financially or otherwise, in this item.

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

Item No. 7:

Re-appointment of Mr. Krishnamurthy Iyer (DIN 01726564) as Non-Executive Independent Director of the Company for a period of five years, effective December 1, 2025

Mr. Krishnamurthy Iyer (DIN 01726564) was appointed as Non-Executive Independent Director on the Board for a period of five years effective from December 1, 2020, up to November 30, 2025.

Further, the Board at its meeting held on July 30, 2025, upon the recommendation of the Nomination & Remuneration Committee, has approved re-appointed of Mr. Krishnamurthy Iyer (DIN 01726564) as Non-Executive Independent Director of the Company for a further period of 5 (five) years with effect from December 1, 2025, subject to the approval of the Shareholders of the Company. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Krishnamurthy Iyer as Non-Executive Independent Director of the Company for a period of 5 (five) years, effective December 1, 2025, not liable to retire by rotation.

Mr. Iyer gained his bachelor's degree in commerce from Sydenham College, Mumbai and is a qualified Member of the Institute of Chartered Accountants of India since 1982 and Institute of Company Secretaries of India since 1983. Mr. Iyer is a long-term global professional with wide and varied experience in functional and leadership roles in various industries in different countries. Currently, he is the Managing Partner of an Investment Management company, Rational Equity Partners LLP. During a career spanning over four decades, he has worked in senior positions and as CEO in various companies such as Walmart, AS Watsons, ANZ Grindlays Bank and Piramyd Retail in multiple geographies in India as well as overseas. During the stint in Walmart as President & CEO of Walmart India, he played a pivotal role in growing the brick & mortar and digital footprint of Walmart in India.

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

The Company has received necessary consent and declarations that Mr. Iyer meets the criteria of independence laid down in Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and that he is not debarred or disqualified from holding the office of a Director by virtue of any order from SEBI/MCA or any such statutory authority. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Iyer fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Further, the Nomination & Remuneration Committee of the Company is of the opinion that Mr. Iyer's strategic and financial expertise, and his contributions, guidance and counsel during his first tenure as an Independent Director on the Board of the Company has been of great value to the Company, and hence recommends the re-appointment of Mr. Iyer as Non-Executive Independent Director on Board of the Company. Accordingly, the Nomination & Remuneration Committee has recommended to the Board and the Board of Directors have approved the Appointment of Mr. Krishnamurthy Iyer (DIN 01726564) as Non-Executive Independent Director of the Company for a period of five years, effective December 1, 2025, subject to the approval of the Shareholders of the Company.

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/pghh/terms-and-policies/#terms>.

The Board recommends passing of the above resolution as a Special Resolution by members of the Company. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Iyer, are concerned or interested, financially or otherwise, in this item.

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

Details of Directors proposed to be re-appointed at the ensuing 61st Annual General Meeting

Resolution at item no.	3	6	7
Name of Director	Ms. Sonali Dhawan	Mr. Chittranjan Dua	Mr. Krishnamurthy Iyer
Director Identification Number	07840536	00036080	01726564
Age	49 years	73 years	68 years
Date of original appointment on the Board of the Company	07/05/2014	25/8/2020	1/12/2020
Date of appointed/re-appointment on the Board	15/11/2022	25/8/2025	1/12/2025
Expertise in specific field	MBA (Marketing)	Legal advisory	Business Advisory
Names of other Companies in which he/she holds Directorships	Nil	<ol style="list-style-type: none"> 1. TVS Holdings Limited 2. Sundaram-Clayton Limited 3. Wimco Limited 4. Linde Engineering India Private Limited 5. McCann-Erickson India Private Limited 6. Amit Investments Private Limited 7. Sella Synergy India Private Limited 8. Associated Corporate Consultants India Private Limited 9. Result Services Private Limited 10. Inapex Private Limited 	VVK Properties Private Limited
Listed entities from which he/she has resigned or ceased to be Director of, in the past three years	1. Gillette India Limited (effective September 25, 2024)	<ol style="list-style-type: none"> 1. Pearl Global Industries Limited (effective March 31, 2024) 2. TVS Motor Company Limited (effective July 13, 2024) 3. Gillette India Limited (effective September 28, 2024) 4. Cabot India Limited (effective April 7, 2025) 5. Home Credit India Finance Private Limited (effective June 24, 2025) 	Nil
Companies in which he/she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Nil	Nil	Nil



Resolution at item no.	3	6	7
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committee: Corporate Social Responsibility Committee	Chairman of Committee: Audit Committee Member of Committee: Nomination & Remuneration Committee	Member of Committee: 1. Audit Committee 2. Risk Management Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	Nil	Chairman of Committees: 1. Sundaram-Clayton Limited – Nomination & Remuneration Committee and Risk Management Committee Member of Committees: 1. Sundaram-Clayton Limited- Audit Committee 2. Linde Engineering India Private Limited- Corporate Social Responsibility Committee	Nil
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager or key Managerial Personnel, if any	Nil	Nil	Nil
Remuneration last drawn by each Director	Nil	Commission of ₹ 12.75 lakhs and Sitting Fees of ₹ 5.50 lakhs	Commission of ₹ 12.75 lakhs and Sitting Fees of ₹ 5.50 lakhs
Number of Meetings of the Board attended during the year	1 out of 3	3 out of 3	3 out of 3

By Order of the Board of Directors

Mumbai
July 30, 2025

Ghanashyam Hegde
Executive Director and Company Secretary

Registered Office:

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