Gillette India Limited
CIN: L28931MH1984PLC267130
Regd. Office: - P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai – 400099 Tel: (91-22) 6958 6000
Email ID: investorgil.im@pg.com; Website: in.pg.com

NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting (AGM) of the Members of the Company will be held on Monday, August 31, 2026, 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, 2026 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, 2026.

3. To appoint a Director in place of Mr. Pramod Agarwal Non-Executive Director (DIN 00066989), 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 Mr. Ghanashyam Hegde as a Non-Executive Director of the Company, liable to retire by rotation

   "RESOLVED THAT pursuant to Section 152 and all other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) (the "Act"), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Ghanashyam Hegde (DIN 08054712) who was appointed as an Additional Director of the Company effective July 1, 2026, by the Board of Directors in terms of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, and who holds such office until this Annual General Meeting and who has submitted a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

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. Krishnamurthy Iyer as an Independent Director of the Company, not liable to retire by rotation

   "RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Krishnamurthy Iyer (DIN 01726564), who was appointed as an Additional Director of the Company with effect from June 1, 2026, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted the declaration that he meets the criteria for independence as provided under the Act and SEBI LODR Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto five consecutive years with effect from June 1, 2026."

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

   Appointment of Mr. Robin Thadathil as a Whole-time Director of the Company, liable to retire by rotation

   "RESOLVED THAT Mr. Robin Thadathil (DIN 11862696) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 1, 2026, pursuant to Section 161 and other applicable provisions of the Companies Act, 2013, and holds office until ensuing 42nd Annual General Meeting of the Company, be and is hereby appointed as Director of the Company, whose office shall be 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, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Robin Thadathil (DIN 11862696) as a Whole-time-Director of the Company for a period of five years with effect from August 1, 2026 or upto the date he is associated with the Company, whichever is earlier, as per the terms and conditions detailed below:

- Remuneration by way of salary, allowances & perquisites upto ₹ 5 Crores (subject to increments as per Company policy).
- In addition to the above, he shall also be entitled to variable compensation, including but not limited to-
  - ➢ 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
  - ➢ 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. 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.
- In addition to the above, Mr. Robin Thadathil shall be entitled to other benefits, as per P&G group policies, including but not limited to home loan policy, long service awards, global stock options etc. All employees of the Company are given the right to purchase shares of the Ultimate Holding Company – The Procter & Gamble Company, USA under its 'International Stock Ownership Plan'. Certain employees of the Company are also entitled to Stock Option of the Ultimate Holding Company under its Employee Stock Option Plan. The said plans will be applicable to Mr. Robin Thadathil uniformly, as is applicable to other employees of the Company. Details as regards the same are available in Note 32 forming part of the Financial Statements for financial year ended March 31, 2026.
- 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.
- Contribution from the Company, viz., Gillette India Limited towards total compensation, including all benefits by way of fixed and variable components, shall not exceed ₹ 5 Crores per annum.
- He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
- He shall be liable to retire by rotation.
- The terms of remuneration shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to modify/revise the terms and conditions of the remuneration of Mr. Robin Thadathil provided, however, the terms of remuneration shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

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

By Order of the Board of Directors

Flavia Machado
Company Secretary

Mumbai
July 31, 2026

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

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of businesses under item nos. 4 to 6 is 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 or re-appointed at the ensuing 42nd AGM, forms integral part of this Notice.

3. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide 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 42nd 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 gilagm2026@sarafandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 AGM and the Annual Report for the Financial Year 2025-26, 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.

9. The Members can join the 42nd 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 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.

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

    The remote e-Voting period commences on **Friday, August 28, 2026 at 9:00 a.m. IST. and ends on Sunday, August 30, 2026** at **5:00 p.m. IST.** During this period, Members 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., Monday, August 24, 2026** 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.

    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 K Saraf & Associates LLP, Practicing Company Secretaries, represented by Mr. Kamalax Saraf, Practicing Company Secretary, and in his absence Mr. Mandar 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(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.

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:**

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.

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	1. 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. 2. 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. 3. 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. 4. 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. 5. 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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

b) Login Method for 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as

shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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******.
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 140711 then user ID is 101456001***

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

   a) If you are already registered for e-Voting, then you can user 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.

   c) 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.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) 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.

   b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number

of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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

General Guidelines for shareholders

1. 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.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com

2. In case shares are held in demat mode, please contact your Depository Participant and register your email address and bank account details in your demat account, as per the process advised by your Depository Participant. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (a)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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.

The instructions for members for e-voting on the day of the AGM are as under:-

a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

d) The contact for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-voting.

Instructions for Members for joining the 42nd 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. 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.

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 investorgil.im@pg.com from the date of this notice up to **August 25, 2026** (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 Guidelines for Shareholders

1. During the AGM, the Registers to be maintained under the Companies Act, 2013, shall be available for inspection by the Members.

2. 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. Transcript of the AGM shall be made available on the website of the Company, within one week from the conclusion of the AGM.

3. 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. August 24, 2026 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.

4. 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 RTA, M/s. MAS Services Limited.

5. 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.

   SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97, dated July 2, 2025, had opened a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 1, 2019 and rejected / returned / not attended to, due to deficiency in the documents / process / or otherwise, for a period of six months from July 7, 2025 till January 6, 2026. Further, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026, dated January 30, 2026, has prescribed to open another special window for transfer and dematerialization of physical securities which were sold/purchased prior to April 1, 2019. This special window shall be open for a period of one year from February 5, 2026 to February 4, 2027. In adherence to the above SEBI Circulars, the Company/RTA had made necessary newspaper and social media advertisements to publicize the opening of the special window(s) and had submitted periodical reports to SEBI in a timely manner. Shareholders who are eligible to resubmit their documents, are encouraged to use this opportunity.

6. Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 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:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, August 25, 2026 to Monday, August 31, 2026 (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the ensuing 42nd Annual General Meeting.

2. The final dividend on Equity Shares for the Financial Year ended March 31, 2026, as recommended by the Directors, if approved at the Annual General Meeting, will be paid on or before September 28, 2026.

3. 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 August 24, 2026.

4. To all Members, in respect of shares held in physical form, whose names shall appear in the Company's Register of Members as on August 31, 2026.

5. 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.

6. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 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.

7. 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.

8. Shareholders are requested to register their email address and mobile number with their depository participants for receiving intimations and regular updates from the Company.

9. 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 June 26, 2026, which is put up on the website at https://in.pg.com/india-investors/gil/reports-announcements/announcements/ 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 August 14, 2026 For any clarification, please write to us at investor@masserv.com or investorgil.im@pg.com.

10. 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:

    i. The change in the residential status on return to India for permanent settlement;

    ii. The particulars of the NRE account with a Bank in India, if not furnished earlier.

11. 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 2025-26. The details of the unpaid / unclaimed amounts lying with the Company as on March 31, 2026 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 Masserv Services Limited, for claiming the unclaimed dividends.

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

13. 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
July 31, 2026

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

EXPLANATORY STATEMENT

Item no. 4

The Board of Directors of the Company at its meeting held on May 27, 2026, pursuant to the recommendation of the Nomination & Remuneration Committee, appointed Mr. Ghanashyam Hegde (DIN 08054712) as an Additional Non-executive Director of the Company under Section 161 of the Companies Act, 2013. Mr. Hegde holds such office till the date of ensuing 42nd Annual General Meeting of the Company or three months from the date of appointment, whichever is earlier. It is proposed to appoint Mr. Hegde as a Non-Executive Director, liable to retire by rotation.

Mr. Ghanashyam Hegde is B. Com and LLB graduate from Bangalore University. He holds a Post Graduate Diploma in Intellectual Property Rights from National Law School of India University. He is also a qualified Company Secretary. He is a legal professional with over 25 years of experience across pharma, media & entertainment, financial services and chemical industries. He joined P&G in 2018 and is currently designated as Vice President and Associate General Counsel- Market Operations- India, Middle-East, Turkey and Africa.

Mr. Ghanashyam Hegde shall not be paid any remuneration from the Company. Further, he will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.

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 or MCA or any other such authority. Mr. Ghanashyam Hegde 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 Mr. Ghanashyam Hegde, proposing his candidature for appointment as Director of the Company, same is available on the website of the Company.

The Board of Directors are of the opinion that Mr. Ghanashyam Hegde's expertise and experience will be of great value to the Company and hence recommends passing of the resolution as an Ordinary Resolution by members of the Company.

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

Item no. 5

The Board of Directors of the Company at its meeting held on May 27, 2026, 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. Krishnamurthy Iyer (DIN 01726564), as an Additional (Non-Executive Independent) Director of the Company with effect from June 1, 2026 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. Krishnamurthy Iyer holds office up to the date of the ensuing 42nd Annual General Meeting or for a period of three months from the date of his appointment on the Board, whichever is earlier. Mr. Krishnamurthy Iyer 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 the SEBI (LODR) Regulations 2015 and has furnished a declaration to the Company in this respect. In the opinion of the Nomination & Remuneration Committee and the Board, Mr. Krishnamurthy Iyer 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. Krishnamurthy Iyer proposing his candidature as an Independent Director of the Company.

Mr. Krishnamurthy Iyer is a member of Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. 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.

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. Krishnamurthy Iyer in retail business and business leadership would be of great value to the Board and have recommended the appointment of Mr. Krishnamurthy Iyer (DIN 01726564) as a Non-Executive Independent Director on the Board of the Company for a period of five years, effective June 1, 2026, subject to the approval of the shareholders of the Company. The Board considers Mr. Krishnamurthy Iyer 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. Krishnamurthy Iyer, to whom this resolution relates, are concerned or interested, financially or otherwise, in this item.

Item no. 6

The Board of Directors of the Company at its meeting held on July 30, 2026, pursuant to the recommendation of the Nomination & Remuneration Committee, appointed Mr. Robin Thadathil (DIN 11862696) as an Additional Director of the Company effective August 1, 2026 up to the ensuing 42nd Annual General Meeting or three months from the date of appointment, whichever is earlier, 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, Mr. Robin Thadathil being a non-resident at the time of his appointment.

Further, the Board at its meeting held on July 30, 2026, upon the recommendation of the Nomination & Remuneration Committee, appointed Mr. Robin Thadathil (DIN 11862696) as Whole-time Director of the Company with effect from August 1, 2026 for a further period of 5 (five) years or till the date he is associated the Company, whichever is earlier, subject to the approval of the shareholders of the Company. Accordingly, approval of the Members is being sought for the appointment of Mr. Robin Thadathil as Whole-time Director of the Company, liable to retire by rotation.

Mr. Robin Thadathil brings with him more than 16 years of experience in P&G Human Resources in various roles across the globe including Singapore, US and, Southeast Asia with experiences ranging from Commercial Teams, Manufacturing Plant and Country HR roles, delivering outstanding results for several important P&G businesses. In his most recent stint, he was running the Malaysia, Singapore and Vietnam business, Olay regionally and was the Singapore Site HR leader for APAC Head Quarters. He has an excellent track record of turning around business and organizations and is known for developing a strong talent pipeline for the Company.

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 or MCA or any other such authority. Mr. Robin Thadathil 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 Mr. Robin Thadathil, proposing his candidature for appointment as Director of the Company, same is available on the website of the Company.

As per regulation 17 (1C) of the SEBI (LODR) Regulations, the Company is required to ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Robin Thadathil as a Whole-time Director of the Company, liable to retire by rotation.

The proposed terms and conditions of appointment of Mr. Robin Thadathil are as detailed below:

- Remuneration by way of salary, allowances & perquisites upto ₹ 5 Crores (subject to increments as per Company policy).
- In addition to the above, he shall also be entitled to variable compensation, including but not limited to-
    - 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
    - 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. 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.
- In addition to the above, Mr. Robin Thadathil shall be entitled to other benefits, as per P&G group policies, including but not limited to home loan policy, long service awards, global stock options etc. All employees of the Company are given the right to purchase shares of the Ultimate Holding Company – The Procter & Gamble Company, USA under its 'International Stock Ownership Plan'. Certain employees of the Company are also entitled to Stock Option of the Ultimate Holding Company under its Employee Stock Option Plan. The said plans will be applicable to Mr. Robin Thadathil uniformly, as is applicable to other employees of the Company. Details as regards the same are available in Note 32 forming part of the Financial Statements for financial year ended March 31, 2026.

- 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.
- Contribution from the Company, viz., Gillette India Limited towards total compensation, including all benefits by way of fixed and variable components, shall not exceed ₹ 5 Crores per annum.
- He will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
- He shall be liable to retire by rotation.
- The terms of remuneration shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

The Board of Directors are of the opinion that Mr. Robin Thadathil's expertise and varied experience will be of great value to the Company and hence recommends passing of the resolution as an Ordinary Resolution by members of the Company.

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

By Order of the Board of Directors

Flavia Machado
Company Secretary

Mumbai
July 31, 2026

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 re-appointed at the ensuing 42nd Annual General Meeting

Resolution at Item No.	3	4	5	6
Name of Director	Mr. Pramod Agarwal	Mr. Ghanashyam Hegde	Mr. Krishnamurthy Iyer	Mr. Robin Thadathil
DIN	00066989	08054712	017265564	11862696
Age	64 years	48 years	69 years	41 years
Date of original appointment on the Board	08.05.2015	01.07.2026	01.06.2026	01.08.2026
Date of re-appointment on the Board	18.11.2022	Not applicable	Not applicable	Not applicable
Expertise in specific field	MBA-Finance	Legal	Business management and finance	Human resources
Names of other Companies in which he / she holds Directorships	Procter & Gamble Hygiene and Health Care Limited	1. Procter & Gamble Hygiene and Health Care Limited 2. Indian Beauty Hygiene and Health Association	Procter & Gamble Hygiene and Health Care Limited	Nil
Listed entities from which he / she has resigned in the past three years	Zircon Technologies (India) Limited	Nil	Nil	Nil
Companies in which he 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	Chairperson: 1. Stakeholders Relationship Committee 2. Cash & Investment Committee Member: 1. Nomination and Remuneration Committee 2. Risk Management Committee 3. Corporate Social Responsibility Committee	Member: Risk Management Committee	Nil	Nil

Resolution at Item No.	3	4	5	6
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Procter & Gamble Hygiene and Health Care Limited Member: • Risk Management Committee Chairperson: • Cash & Investment Committee	Procter & Gamble Hygiene and Health Care Limited Member: • Risk Management Committee • Stakeholder Relationship Committee	Procter & Gamble Hygiene and Health Care Limited Member: • Audit Committee • Risk Management Committee	Nil
Shareholding in the Company	100 equity shares of ₹ 10 each	Nil	Nil	Nil
Relationship with other Directors, Manager or key Managerial Personnel, if any	None	None	None	None
Remuneration last drawn	₹ 17.00 Lakhs as Commission for the F.Y. 2025-26 and ₹ 7.00 lakh as sitting fee for the F.Y. 2025-26	Not applicable	Not applicable	Not applicable
Number of Meetings of the Board attended during the previous financial year	4 out of 4	Not applicable	Not applicable	Not applicable

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