

**GILLETTE INDIA LIMITED****(CIN: L28931MH1984PLC267130)****Registered Office:** P&G Plaza, Cardinal Gracias Road,  
Chakala, Andheri (E), Mumbai - 400 099**Website:** in.pg.com; **Email id:** [investorgil.im@pg.com](mailto:investorgil.im@pg.com)**Investor helpline no:** +(91) 8657500524**Information at glance:**

<b>Details of the Resolution</b>	Appointment of Ms. Rohini Venkateswaran (Director Identification Number 11361794) as a Whole-time Director of the Company
<b>Type of Resolution</b>	Special Business, Ordinary Resolution
<b>Cut-off date for determining eligibility for Voting</b>	Friday, December 5, 2025
<b>Voting start date and time</b>	Friday, December 12, 2025, at 09:00 A.M. (IST)
<b>Voting end date and time</b>	Saturday, January 10, 2026, at 05:00 P.M. (IST)

**NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given to the Members of **Gillette India Limited** (“the Company”) that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”); Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024; including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India vide its General Circulars No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as the “MCA Circulars”) and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), that the following resolution be considered and if thought fit, be passed as an “**Ordinary Resolution**”, by the Members of the Company through voting by remote e-voting or by postal ballot.

The Company is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company or Depository. Accordingly, physical copy of the Notice along with Postal Ballot Form are not being sent to the Members for this Postal Ballot to those shareholders whose e-mail addresses are not registered with the Company or Depository.

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolutions is annexed hereto for your consideration. Further, the details with respect to the notice and details for voting on the resolutions are mentioned in the notes to the notice.

### ***Appointment of Ms. Rohini Venkateswaran (DIN 11361794) as a Whole-time Director of the Company***

*“RESOLVED THAT Ms. Rohini Venkateswaran (DIN 11361794) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 31, 2025, pursuant to Section 161 and other applicable provisions of the Companies Act, 2013, and holds office until ensuing 42<sup>nd</sup> 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 Ms. Rohini Venkateswaran (DIN 11361794) as a Whole-time-Director of the Company for a period of five years with effect from October 31, 2025 or upto the date she is associated with the Company, whichever is earlier, as per the terms and conditions detailed below:*

- *Remuneration by way of salary, allowances & perquisites upto Rs. 5 Crores (subject to increments as per Company policy).*
- *In addition to the above, she 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, Ms. Rohini Venkateswaran 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 Ms. Rohini Venkateswaran 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, 2025.*
- *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 Rs. 5 Crores per annum.*
- *She will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.*
- *She 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 Ms. Venkateswaran 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  
For **Gillette India Limited**

**Sd/-**

**Flavia Machado**

**Company Secretary (ACS 38986)**

**Date:** December 11, 2025

**Place:** Mumbai

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

**Notes:**

- (1) Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 of the Companies Act, 2013, ("Act") setting out all material facts and reasons is annexed hereto and forms a part of this Notice.
- (2) Details as required in sub-regulation (3) of Regulation 36 of the SEBI (LODR) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, of the Director whose appointment is being sought is given in the annexure to this Postal Ballot Notice.
- (3) The Company has appointed Mr. Kamalax G. Saraf, Practicing Company Secretary (FCS 1596) and in his absence Mr. Mandar K. Saraf, Practicing Company Secretary (ACS 41583)- Designated Partners of M/s. M K Saraf & Associate LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
- (4) In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to all those Members whose email addresses are registered with the Company or the Registrar and Transfer Agent or with the depository(ies) and whose names appear in the Register of Members/List of Beneficial owners, and as received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on the cut-off date i.e., Friday, December 05, 2025. All members of the Company as on the cut-off date shall be entitled to vote in accordance with the process specified in this Notice and their voting rights shall be in proportion to their shares of the paid-up equity share capital of the Company. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
- (5) The Notice is also available on the Company's website <https://in.pg.com/india-investors/gil/shareholder-information/info/#postal-ballot> and on the websites of the Stock Exchanges where the equity shares of the Company is listed i.e., National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and BSE Limited ([www.bseindia.com](http://www.bseindia.com)).
- (6) Members who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the website of the Company i.e. [in.pg.com](http://in.pg.com). The Shareholders can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), MAS Services Limited, T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020 or the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099. The Scrutinizer will submit his report to the Chairperson of the Company or a person authorized by the chairperson, after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Monday, January 12, 2026. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, January 10, 2026, being the last date specified by the Company for e-voting. The declared results along with the Report of the Scrutinizer shall be disseminated on the website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., <https://in.pg.com/india-investors/gil/shareholder-information/info/#postal-ballot>.
- (7) The Company is pleased to provide e-voting facility, to all the Members of the Company for casting their vote on the proposed resolution. For this purpose, the Company has entered into an agreement with NSDL to facilitate e-voting to enable the Members to cast their votes electronically.

- (8) The instructions for the Members for **e-voting** are as under:

The remote e-voting period begins **on Friday, December 12, 2025, at 9:00 A.M. (IST) and ends on Saturday, January 10, 2026, at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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





**A. How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below.*

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

- a) Login method for e-Voting for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e- Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select</li></ol>

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

	4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile number & e-mail as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000. Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 137879 then user ID is 137879001***

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



(iv) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

(v) Now, you will have to click on “Login” button.

(vi) After you click on the “Login” button, Home page of e-Voting will open.

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:

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 [investorgil.im@pg.com](mailto:investorgil.im@pg.com).
2. 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](mailto:evoting@nsdl.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

#### **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 casted 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) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. to the Scrutinizer by e-mail to [gilpb2025@sarafandassociates.com](mailto:gilpb2025@sarafandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (2) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Company's official at [evoting@nsdl.com](mailto:evoting@nsdl.com).

- (3) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (4) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Postal Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Shareholders cast their vote by Postal Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Postal Ballot will be treated as invalid.
- (5) The voting period for e-voting module ends on Saturday, January 10, 2026. The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.
- (6) The last date and time for receipt of duly completed Postal Ballot Forms is Saturday, January 10, 2026, before 5:00 p.m. (IST).
- (7) Those Members who have not updated their e-mail ids with the Company, are requested to update the same. For members holding shares in physical form, kindly submit a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company’s RTA at their address: MAS Services Limited – T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi, 110020 or by e-mail to [investor@masserv.com](mailto:investor@masserv.com). For shareholders holding shares in dematerialized form, please get in touch with your depository, to update your email ID.

## EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### **Appointment of Ms. Rohini Venkateswaran (DIN 11361794) as a Whole-Time Director of the Company**

The Board of Directors of the Company at its meeting held on October 30, 2025, pursuant to the recommendation of the Nomination & Remuneration Committee, appointed Ms. Rohini Venkateswaran (DIN: 11361794) as an Additional Director of the Company up to the ensuing 42<sup>nd</sup> Annual General Meeting 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.

Further, the Board at its meeting held on October 30, 2025, upon the recommendation of the Nomination & Remuneration Committee, appointed Ms. Rohini Venkateswaran (DIN 11361794) as Whole-time Director of the Company with effect from October 31, 2025 for a further period of 5 (five) years or till the date she 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 Ms. Rohini Venkateswaran as Whole-time-Director of the Company, liable to retire by rotation, by way of Postal Ballot.

Ms. Rohini Venkateswaran is an alumna of S.P. Jain Institute of Management, Mumbai. She is a graduate in Mechanical Engineering from RV College of Engineering, Bangalore. She currently serves as the Head of Sales function of the Company. Prior to this role, she was Vice President & Country manager Procter & Gamble Gulf - East Gulf & Sales Strategy Gulf, where she was responsible for 5 countries in Gulf- Kuwait, Oman, Bahrain and Qatar as General manager and UAE as overall sales strategy leader. She joined Procter and Gamble India in 2005 in Sales, and has diverse experiences in distributor management, modern trade and sales strategy and planning roles across geographies including Dubai and USA. She has worked with all global customers and channels including e-commerce. She is passionate about Equality & Inclusion and building long term strategic partnerships with stakeholders.

The Company has received necessary consent and declarations that she is not disqualified from being appointed as Director in terms of Section 164 of the and that she has not been debarred from holding the office of Director by virtue of any order from SEBI or MCA or any other such authority. Ms. Rohini Venkateswaran is not related to any of the Directors of the Company. A Notice under section 160 of the Companies Act, 2013 has been received from Ms. Rohini Venkateswaran, proposing her 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 Ms. Rohini Venkateswaran as a Whole-time Director of the Company, liable to retire by rotation, by way of Postal Ballot mechanism.

The proposed terms and conditions of appointment of Ms. Rohini Venkateswaran are as detailed below:

- Remuneration by way of salary, allowances & perquisites upto Rs. 5 Crores (subject to increments as per Company policy).
- In addition to the above, she 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, Ms. Rohini Venkateswaran 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 Ms. Rohini Venkateswaran 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, 2025.
- 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 Rs. 5 Crores per annum.
- She will not be entitled to sitting fees for attending meetings of the Board or any Committees thereof.
- She 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 Ms. Rohini Venkateswaran's knowledge, 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 exercising their vote through e-voting or through postal ballot.

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

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:

Name of the Director	Ms. Rohini Venkateswaran
Director Identification Number (DIN)	11361794
Age	44 years
Date of initial appointment on the Board	October 31, 2025
Date of re-appointment on the Board	Not Applicable
Qualification/expertise in specific field	Masters in Business Administration, S.P. Jain Institute of Management, Mumbai and Mechanical Engineering from RV College of Engineering, Bangalore
Brief Profile	Please refer to the explanatory statement
Names of other Companies in which she holds Directorships	NIL
Listed entities from which she has resigned in the past three years	NIL

Companies in which she is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	NIL
Chairman/Member of the Committee(s) of the Board of Directors of the Company	NIL
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she is a Director	Not Applicable
Relationship with other Directors / Manager / Key Managerial Personnel	None
Shareholding in the Company including shareholding as beneficial owner	NIL
Remuneration last drawn	Not applicable
No. of Board Meetings attended during the year	Not Applicable

By Order of the Board of Directors  
For **Gillette India Limited**

**Sd/-**  
**Flavia Machado**  
**Company Secretary (ACS 38986)**

**Registered Office:** P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai 400099  
**Date:** December 11, 2025  
**Place:** Mumbai

**GILLETTE INDIA LIMITED**  
**(CIN: L28931MH1984PLC267130)**  
**Registered Office:** P&G Plaza, Cardinal Gracias Road,  
Chakala, Andheri (E), Mumbai - 400 099  
**Website:** in.pg.com; **Email id:** [investorgil.im@pg.com](mailto:investorgil.im@pg.com)  
**Investor helpline no:** +(91) 8657500524

### POSTAL BALLOT FORM

(To be returned to Registrar & Transfer Agents of the Company)

1. Name(s) of Shareholder(s) :  
(including joint-holders, if any)
2. Registered address of the sole/  
first named Shareholder :
3. Registered Folio No./  
DP ID No. / Client ID No. :
4. Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated **December 11, 2025**, by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent from the resolution (Against)
1.	Appointment of Ms. Rohini Venkateswaran (DIN 11317956) as a Whole-time-director of the Company <b>(Ordinary Resolution)</b>			

Place :

Date :

\_\_\_\_\_  
Signature of Shareholder(s)

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number- )	USER ID	PASSWORD/PIN
137879		

Note:

1. Kindly read the instructions printed overleaf before filling the form.
2. Last date for receipt of Postal Ballot Forms is **Saturday, January 10, 2026 by 5:00 pm.**

## INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed business reply envelope.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. The duly completed Postal Ballot Form should reach the Registrar & Transfer Agents of the Company on or before 5:00 p.m. (IST) on **Saturday, January 10, 2026**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. Detailed instruction for the shareholders for e-voting are mentioned **in the Postal Ballot notice**.
9. A Postal Ballot form shall be considered as invalid if,
  - a) A form other than one issued by the company has been used;
  - b) It has not been signed by or on behalf of the Member;
  - c) Signature on the postal ballot form does not match the specimen signatures with the company;
  - d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - e) Neither assent nor dissent is mentioned;
  - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g) The envelope containing the postal ballot form is received after the last date prescribed;
  - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

10. For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at [gilpb2025@sarafandassociates.com](mailto:gilpb2025@sarafandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).