



PRICEWATERHOUSECOOPERS PRIVATE LIMITED
{CIN: U74140WB1983PTCo36093}

Registered Office:
Y-14, Block EP, Sector V, Salt Lake
Kolkata 700 091

NOTICE OF THE 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (AGM) of PricewaterhouseCoopers Private Limited (the Company) will be held through Video Conference (over Google Meet link: <https://meet.google.com/tmr-muxt-kzc?authuser=0>) on Friday, 29 September 2023 from 12.30 p.m. onwards to transact the following:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and the Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, the Directors' Report relating thereto and the Auditor's Report thereon.
2. To approve and declare the final dividend of ₹7.15 per equity share aggregating to ₹ 9752 Lakhs on 136,395,112 Equity shares of ₹ 1 each recommended by the Board of Directors for the financial year ended 31 March 2023 and the same be paid to those shareholders [or to their written instructions, as applicable] whose names appear on the Register of Members as on the date of AGM subject to withholding tax as applicable.

AS SPECIAL BUSINESS:

3. To consider and if thought fit to pass, with or without modifications, the following as ORDINARY RESOLUTIONS:

"RESOLVED THAT pursuant to Section 152(2) of the Companies Act, 2013 and rules framed thereunder, Ms Asha Ramanathan (DIN: 09776471) and Mr Neeraj Gupta (DIN: 10079304), who were appointed as the Additional Directors of the Company with effect from 1 April 2023 and hold office up to the conclusion of this Annual general meeting be, and are hereby, appointed as Directors of the Company with immediate effect at the existing remuneration and other benefits applicable to them as an employee of the Company."

"FURTHER RESOLVED THAT the Directors of the Company, Company Secretary and CFO be, and are hereby, severally authorized to sign, certify and file all necessary forms and documents with the Registrar of Companies, The Ministry of Corporate Affairs and to do such other acts, deeds and things as may be required, in this regard, to give effect to the above resolution."

4. To consider and if thought fit to pass, with or without modifications, the following as SPECIAL RESOLUTIONS:

"RESOLVED THAT pursuant Section 14 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, the following amendments be made in the Company's Articles of Association:

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(a) Existing Article 4 of the Company's Articles of Association be substituted with the following:

"The provisions contained in Regulations I(1)(b), 23 to 27, 44(ii), 48, 51, 65, 76, 79, 91 and the proviso to Regulation 13(i) of Table F shall not apply."

(b) Existing Article 35 of the Company's Articles of Association be substituted with the following :

"Subject to the provisions of the Act, every Director, manager or officer of the Company or any person (whether an officer of the Company or not) employed by the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, manager, officer or such other person employed by the Company in defending any proceedings whether civil or criminal except against any liability in respect of any fraud, willful misconduct or gross negligence, for which such person is proved to be guilty."

"FURTHER RESOLVED THAT the Directors of the Company, Company Secretary and CFO be, and are hereby, severally authorized to sign, certify and file all necessary forms and documents that may be required to be filed with statutory authorities including the Registrar of Companies, The Ministry of Corporate Affairs and to take such necessary steps as may be required to give effect to the above resolution for affecting amendments to the Articles of Association the Company and to do all such acts, deeds and things as may be required, in this regard, including without limitation, issuing notice of general meeting to shareholders of the Company."

Signed notice and agenda of the meeting together with supporting documents and annexures including copy of Financial Statements are available at this link –

<https://drive.google.com/drive/folders/1Z3otjfsYJ9qmmmtCGyd7GbD-KZgzPL-JN>

Copy of the AGM notice is being sent to the Auditors separately.

Please make it convenient to attend.

By order of the Board
For **PricewaterhouseCoopers Private Limited**

Anand Srivastava
Company Secretary

Date: 5 September 2023

Place: Kolkata

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A form of proxy is enclosed and any instrument appointing proxy at the meeting to be effective must be lodged (duly completed, signed and stamped) with the Company at its Registered Office in advance before the commencement of the meeting.



3. Register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the Annual General Meeting.
4. Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, read with rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
5. A copy of signed financial statements (both standalone and consolidated) have also been handed over to the shareholders of the Company.
6. Copy of Articles of Association of the Company with the proposed changes are available for inspection by the members at the Annual General Meeting.
7. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated 28 December 2022 read with circulars dated April 8, 2020 April 13, 2020 and 05 May 2022 (collectively referred to as "MCA Circulars") permitted the holding of the annual general meetings through video conferencing or other audio visual means, without the physical presence of the Members at a common venue. The link for participating in the Meeting through Google meet shall be provided through separate email.
8. Since the AGM is going to be held through Video Conferencing, Route Map is not annexed to this notice.
9. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and shall not be closed until expiry of 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, the Member may contact anand.srivastava@pwc.com for any query before or during the Meeting.



Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out in the notice convening the 40th Annual General Meeting of the Company

Item 1:

Under the provisions of Section 161 of the Companies Act 2013, Ms Asha Ramanathan (DIN: 09776471) and Mr Neeraj Gupta (DIN: 10079304) were appointed as an Additional Directors of the Company with effect from 1 April 2023 to hold office till the conclusion of this Annual General Meeting of the Company. Ms Asha Ramanathan and Mr Neeraj Gupta are employees of the Company and in that capacity, they are already entitled to salary, bonuses and other applicable benefits and no extra benefit is being provided to them for their appointment as Directors.

Both these Directors have rich and diverse professional experience and their appointment will be beneficial to the Company.

Except Ms Asha Ramanathan and Mr Neeraj Gupta no other Director, Key managerial Personnel or their relatives are in any way concerned or interested in the ordinary resolution set out above. The Board recommends this resolution to be passed by the members as Ordinary Resolution as set out at item no. 3 to the Notice of the Annual General Meeting.

Further details are provided below:

Name	Mr Neeraj Gupta	Ms Asha Ramanathan
DIN	10079304	09776471
Qualification	Chartered Accountant	Chartered Accountant
Experience	Mr Neeraj Gupta has an overall experience of over 30 years.	Ms Asha Ramanathan has an overall experience of over 30 years.
Terms and conditions of appointment	Mr Neeraj Gupta is an employee of the Company and in that capacity, he is already entitled to salary, bonuses and other applicable benefits and no extra benefit is being provided to him for his appointment as a director. Further, he will not be liable to retire by rotation.	Ms Asha Ramanathan is an employee of the Company and in that capacity, she is already entitled to salary, bonuses and other applicable benefits and no extra benefit is being provided to him for his appointment as a director. Further, she will not be liable to retire by rotation.



Date of first appointment on the Board	01 April 2023 [as Additional Director]	01 April 2023 [as Additional Director]
Shareholding in the Company	No direct shareholding in the Company.	No direct shareholding in the Company however she is a Designated Partner in PricewaterhouseCoopers Services LLP which is the holding entity of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA	NA

Item 2:

Article 35 and Article 4 of the Articles of Association of the Company is proposed to be amended to provide enhanced indemnity protection to the Company's directors and officers when they act diligently in good faith on behalf of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in Resolution set out at item no. 4 of the Notice. The Board recommends this resolution to be passed by the members as Special Resolution as set out at item no. 4 to the Notice of the Annual General Meeting.
