NOTICE OF THE 39th ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting (AGM) of PricewaterhouseCoopers Private Limited (the Company) will be held through Video Conference (over Google Meet link: meet.google.com/vbh-gmyr-tmf) on Wednesday, 28th September 2022 from 11:30 a.m. onwards to transact the following:

AS ORDINARY BUSINESS:

1. To consider and adopt the Standalone and the Consolidated Financial Statements of the Company for the financial year ended 31 March 2022, the Directors' Report relating thereto and the Auditor's Report thereon.

2. To approve and declare the final dividend of ₹ 3 (three) per equity share aggregating to ₹ 4,092 Lakhs on 136,395,112 Equity shares of ₹ 1 each recommended by the Board of Directors for the financial year ended 31 March 2022.

3. To reappoint M/s Lohi Mehrotra & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the ensuing Annual General Meeting to 44th Annual General Meeting in accordance Section 139(1) of the Companies Act, 2013 and to fix their remuneration.

By order of the Board
For PricewaterhouseCoopers Private Limited

Anand Srivastava
Company Secretary

Date: 26th September 2022
Place: Kolkata
Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXYS 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 (dually completed, signed and stamped) with the Company at its Registered Office in advance before the commencement of the meeting.

3. Article 25A of the Company’s Articles of Association authorizes the Board to convene a general meeting by giving one working day notice. This may be read with MCA’s Notification GSR No. 464(E) dated 5 June 2015 relating to exemptions available to a private company.

4. 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.

5. 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.

6. A copy of signed financial statements (both standalone and consolidated) have been handed over to the shareholders of the Company.

7. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 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. 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.