



Procter & Gamble Hygiene
and Health Care Limited
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7303
www.pg.com/en_IN

July 10, 2018

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Ref:- Scrip Code:- 500459

Dear Sir / Madam,

Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter ended June 30, 2018


We are enclosing herewith the Quarterly Compliance Report on Corporate Governance in terms of Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended June 30, 2018.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited


Prashant Bhatnagar
Chief Financial Officer

Encl: As Above





Gillette India Limited

CIN: L28931MH1984PLC267130

Regd Office

P&G Plaza, Cardinal Gracias Road,

Chakala, Andheri (E),

Mumbai 400 099

Tel : 91-22-2826 6000

Fax : 91-22-2826 7337

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1. Name of Listed Entity : Gillette India Limited

2. Quarter ending : June 30, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in Listed entities including this Listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/ Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *
Mr.	Bansidhar Sunderlal Mehta	00035019 AADPM4552A	Chairperson Independent	September 29, 2014	5 years	7 (Independent Director in 6 listed Company)	8	2
Mr.	Al Abdulmalek Rajwani	07251300 CBAPR4703E	Executive (Managing Director)	August 29, 2015	5 years	2	4	0
Mr.	Chittranjan Dua	00036080 AACPD7256P	Independent	September 29, 2014	5 years	3	3	1
Mr.	Anil Kumar Ishwar Dayal Gupta	02588131 AADPG4641C	Independent	September 29, 2014	5 years	2	4	1
Mr.	Gurcharan Das	00032103 ABRPD6894P	Independent	September 29, 2014	5 years	1	1	0
Mr.	Narendra Pansukhlal Sarda	03480129 ALTPS4582K	Independent	August 29, 2015	5 years	2	2	0
Mr.	Pramod Agarwal	00066989 AABPA4929P	Non- Executive	May 8, 2015	Liable to retire by rotation	2	0	0
Ms.	Sonali Dhawan	06808527 AQFPD5541A	Non- Executive	February 25, 2014	Liable to retire by rotation	2	1	0



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Mr.	Karthik Natarajan	06685891 AEFPN4031F	Executive (Whole Time Director)	January 23, 2017	Liable to retire by rotation	2	0	0
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**The information is only to the respect of Audit/ Stakeholder Committee.*

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Chittranjan Dua	Chairperson (Independent Director)
	Mr. Bansidhar Sunderlal Mehta	Member (Independent Director)
	Mr. Gurcharan Das	Member (Independent Director)
	Mr. Narendra Pansukhlal Sarda	Member (Independent Director)
	Mr. Anil Kumar Gupta	Member (Independent Director)
	Mr. Al Rajwani	Member (Executive Director)
2. Nomination & Remuneration Committee	Mr. Gurcharan Das	Chairperson (Independent Director)
	Mr. Anil Kumar Gupta	Member (Independent Director)
	Mr. Chittranjan Dua	Member (Independent Director)
	Ms. Sonali Dhawan	Member (Non-Executive Director)
3. Risk Management Committee	Mr. Al Rajwani	Chairperson (Managing Director)
	Mr. C. R. Dua	Member (Independent Director)
	Mr. Gurcharan Das	Member (Independent Director)
	Mr. Karthik Natarajan	Member (Whole-Time Director)
	Mr. Pramod Agarwal	Member (Non-Executive Director)
	Mr. Gagan Sawhney	Member (Chief Financial Officer)
	Mr. Shaillyamanyu Singh Rathore	Member (Senior Legal Counsel)
4. Stakeholders Relationship Committee	Mr. Anil Kumar Gupta	Chairperson (Independent Director)
	Mr. Al Rajwani	Member (Managing Director)
	Ms. Sonali Dhawan	Member (Non-Executive Director)

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
May 11, 2018	February 9, 2018	90 days

IV. Meeting of Committees

a. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 11, 2018	Yes	February 9, 2018	90 days

b. Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
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May 11, 2018	Yes	February 9, 2018	90 days
c. Risk Management Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	-	February 9, 2018	-
d. Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 11, 2018	Yes	February 9, 2018	90 days

* This information has to be mandatorily be given for Audit committee, for rest of the Committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of Audit Committee obtained	Yes (Omnibus approval has been obtained for all Related Party Transactions)
Whether Shareholder Approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

We affirm that ---

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (Not Applicable)
3. The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
5. The Report submitted in the Previous Quarter has been placed before Board of Directors.

For Gillette India Limited


Flavia Machado

Company Secretary

B/403, Sadbhavna CHS,

Kajuwadi, Chakala,

Andheri East, Mumbai - 400099





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ANNEXURE II
Format to be submitted by listed entity at the end of the financial year
(for the whole of financial year 2017-18)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Not Applicable
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		Yes
New name and the old name of the listed entity		Not Applicable
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes



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Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Not Applicable**

For Gillette India Limited

Flavia Machado
Flavia Machado
Company Secretary

