

Report on Corporate Governance for the year ended June 30,2021

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Gillette India Limited**
2. Quarter ending - **June 30,2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company	Remarks
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018				06-Dec-1976	NA		2	0	4	0	AC,SC,RC	
Mr.	Gurcharan Das	00100011	ABRPD6894P	ID,C & NE D		29-Jan-2007	29-Sep-2019		81	03-Oct-1943	Yes	29-Sep-2019	1	1	1	0	AC,RC,NRC	
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID		31-Jul-2002	29-Sep-2019		81	03-Nov-1951	NA		4	4	4	2	AC,RC,NRC	
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		28-Mar-2009	29-Sep-2019		81	22-Jul-1946	Yes	29-Sep-2019	2	2	4	1	AC,SC,NRC	

Mr.	Pramod Agarwal	00066989	AABPA4929P	NE D		08-May-2015	25-Nov-2020			25-Apr-1962	NA		2	0	1	0	AC,RC,NR	
Ms.	Sonali Dhawan	06808527	AQFPD5541A	NE D		25-Feb-2014	25-Nov-2020			18-Oct-1975	NA		2	0	1	0	SC,NR	
Mr.	Karthik Natarajan	06685891	AEFPN4031F	ED		23-Jan-2017	26-Nov-2019			28-Jun-1977	NA		2	0	0	0	RMC	
Ms.	Anjuly Chib Duggal	05264033	AAFPD5765Q	ID		26-Mar-2019	26-Nov-2019		27	27-Aug-1957	NA		1	1	1	0	AC	
Mr.	Gagan Sawhney	08279568	AHDPS4134K	ED		22-Aug-2019				13-Nov-1975	NA		2	0	0	0	RMC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Chittranjan Dua	ID	Chairperson	29-Sep-2014	
2	Anil Kumar Gupta	ID	Member	29-Sep-2014	
3	Madhusudan Gopalan	ED	Member	01-Jul-2018	
4	Gurcharan Das	ID,C & NED	Member	29-Sep-2014	
5	Anjuly Chib Duggal	ID	Member	22-Aug-2019	
6	Pramod Agarwal	NED	Member	22-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Anil Kumar Gupta	ID	Chairperson	29-Sep-2014	
2	Madhusudan Gopalan	ED	Member	01-Jul-2018	
3	Sonali Dhawan	NED	Member	29-Aug-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Madhusudan Gopalan	ED	Chairperson	01-Jul-2018	
2	Chittranjan Dua	ID	Member	13-Nov-2017	

3	Gurcharan Das	ID,C & NED	Member	13-Nov-2017	
4	Karthik Natarajan	ED	Member	13-Nov-2017	
5	Pramod Agarwal	NED	Member	13-Nov-2017	
6	Gagan Sawhney	ED	Member	13-Nov-2017	
7	Ghanashyam Hegde	Member	Member	08-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Chittranjan Dua	ID	Chairperson	29-Sep-2014	
2	Gurcharan Das	ID,C & NED	Member	29-Sep-2014	
3	Anil Kumar Gupta	ID	Member	29-Sep-2014	
4	Sonali Dhawan	NED	Member	29-Sep-2014	
5	Pramod Agarwal	NED	Member	22-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
04-Feb-2021	05-May-2021	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	04-Feb-2021		Yes	6	4
Audit Committee		05-May-2021	Yes	6	4
Nomination & Remuneration Committee	04-Feb-2021		Yes	4	3
Risk Management Committee	04-Feb-2021		Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Details of Material Related Party Transactions entered - with Approval from Shareholders: July 1, 2020 to June 30, 2021 Name of Related Party Amount INR PROCTER &
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	GAMBLE INTERNATIONAL OPERATIONS SA 40,54,48,874 PROCTER & GAMBLE INTERNATIONAL SA - SINGAPORE BRANCH 3,42,00,01,197 Total 3,82,54,50,071 The above figures are subject to GIT and LRD margin adjustment.
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name :Ghanashyam Hegde
Designation : Company Secretary & Compliance Officer

Date : July 13,2021

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://in.pg.com/
Terms and conditions of appointment of independent directors	Yes		https://in.pg.com/
Composition of various committees of board of directors	Yes		https://in.pg.com/
Code of conduct of board of directors and senior management personnel	Yes		https://in.pg.com/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://in.pg.com/
Criteria of making payments to non-executive directors	Yes		https://in.pg.com/
Policy on dealing with related party transactions	Yes		https://in.pg.com/
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		https://in.pg.com/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://in.pg.com/india-investors/
Contact information of the designated officials of the listed entity who are responsible for assisting and	Yes		https://in.pg.com/india-investors/
Financial results	Yes		https://in.pg.com/india-investors/
Shareholding pattern	Yes		https://in.pg.com/india-investors/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Not Applicable		
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Not Applicable		
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant	Not Applicable		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://in.pg.com/india-investors/

Materiality Policy as per Regulation 30	Yes		https://in.pg.com/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://in.pg.com/
It is certified that these contents on the website of the listed entity are correct.	Yes		https://in.pg.com/
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	

<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	

<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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**

Other Information	
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Name : **Ghanashyam Hegde**
Designation : **Company Secretary & Compliance Officer**
Date : **July 13,2021**