



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 7303
www.pg.com/en_IN

January 08, 2018

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

Ref:- Scrip Code:- 507815

Dear Sir / Madam,

Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter ended December 31, 2017

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 December 31, 2017.

Kindly take the above on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Gillette India Limited


Flavia Machado
Company Secretary



Encl: As Above



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1. Name of Listed Entity : Gillette India Limited

2. Quarter ending : December 31, 2017

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 | 8 (Independent Director in 7 listed Company) | 9 | 3 |
| 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 |
|-----|-------------------|------------------------|---------------------------------|------------------|------------------------------|---|---|---|

*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 Sarada | 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. Shailyamanyu 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) |
|---|---|---|
| August 24, 2017 | November 13, 2017 | 80 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* |
|---|---|---|---|
| November 13, 2017 | Yes | August 24, 2017 | 80 days |

b. Nomination & Remuneration Committee



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| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| - | - | August 24, 2017 | - |

c. Risk Management Committee

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| Not applicable | | | |

d. Stakeholders Relationship Committee

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
|--|--|--|--|
| November 13, 2017 | Yes | August 24, 2017 | 80 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

| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
|--|---|
| 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.



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**Corporate Governance Report at the end of 6 months after end of
Financial Year along with Second Quarter Report of Next Financial**

| I. Affirmation | | |
|--|--------------------------------------|--|
| Board Heading | Regulation Number | Compliance Status (Yes/No/NA)refer note below |
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | No (It is a non-mandatory requirement) |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| Note:- <ol style="list-style-type: none"><i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</i><i>If status is "No" details of non-compliance may be given here.</i><i>If the Listed Entity would like to provide any other information the same may be indicated here.</i> | | |

For Gillette India Limited


Flavia Machado
Company Secretary