

Report on Corporate Governance

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Gillette India Limited**
2. Quarter ending - **31-Mar-2021**

i. Composition of Board Of Directors

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	Membership 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 & NED		29-Jan-2007	29-Sep-2019		78	03-Oct-1943	Yes	29-Sep-2019	1	1	1	0	AC,NRC	
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID		31-Jul-2002	29-Sep-2019		78	03-Nov-1951	NA		4	4	4	2	AC,RC,NRC	
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		28-Mar-2009	29-Sep-2019		78	22-Jul-1946	Yes	29-Sep-2019	2	2	4	1	AC,SC,NRC	
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015	25-Nov-2020			25-Apr-1962	NA		2	0	1	0	AC,RC,NRC	
Ms.	Sonali Dhawan	06808527	AQFPD5541A	NED		25-Feb-2014	25-Nov-2020			18-Oct-1975	NA		2	0	1	0	SC,NRC	
Mr.	Karthik Natarajan	06685891	AEFPN4031F	ED		23-Jan-2017	26-Nov-2019			28-Jun-1977	NA		2	0	0	0	RMC,RC	
Ms.	Anjuly Chib Duggal	05264033	AAFDP5765Q	ID		26-Mar-2019	26-Nov-2019		24	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	

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

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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

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

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d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Chitranjan 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
10-Nov-2020	04-Feb-2021	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	85

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	10-Nov-2020		Yes	6	4
Audit Committee		04-Feb-2021	Yes	6	4
Risk Management Committee	10-Nov-2020		Yes	6	2
Risk Management Committee		04-Feb-2021	Yes	7	2
Stakeholders Relationship Committee	10-Nov-2020		Yes	3	1
Stakeholders Relationship Committee		04-Feb-2021	Yes	3	1
Nomination & Remuneration Committee		04-Feb-2021	Yes	4	3

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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

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 March 31, 2021 Amount INR PROCTER & GAMBLE INTERNATIONAL OPERATIONS SA 27,14,83,096 PROCTER & GAMBLE INTERNATIONAL SA – SINGAPORE BRANCH 2,30,08,13,087 Total 2,57,22,96,183 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:

Name : Ghanashyam Hegde
Designation : Company Secretary & Compliance Officer
Date : 13/04/2021
Place : Mumbai