



**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](http://www.pg.com/en_IN)

April 12, 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 March 31, 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 March 31, 2018.

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



**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

1. Name of Listed Entity : Gillette India Limited  
 2. Quarter ending : March 31, 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<br>AADPM4552A | Chairperson Independent  | September 29, 2014                                 | 5 years                      | 8<br>(Independent Director in 7 listed Company)   | 9   | 3  |
| Mr.              | Al Abdulmalek Rajwani         | 07251300<br>CBAPR4703E | Executive (Managing Director)  | August 29, 2015                                    | 5 years                      | 2   | 4   | 0  |
| Mr.              | Chittranjan Dua               | 00036080<br>AACPD7256P | Independent  | September 29, 2014                                 | 5 years                      | 3   | 3   | 1  |
| Mr.              | Anil Kumar Ishwar Dayal Gupta | 02588131<br>AADPG4641C | Independent  | September 29, 2014                                 | 5 years                      | 2   | 4   | 1  |
| Mr.              | Gurcharan Das                 | 00032103<br>ABRPD6894P | Independent  | September 29, 2014                                 | 5 years                      | 1   | 1   | 0  |
| Mr.              | Narendra Pansukhlal Sarada    | 03480129<br>ALTPS4582K | Independent  | August 29, 2015                                    | 5 years                      | 2   | 2   | 0  |
| Mr.              | Pramod Agarwal                | 00066989<br>AABPA4929P | Non-Executive  | May 8, 2015  | Liable to retire by rotation | 2   | 0   | 0  |
| Ms.              | Sonali Dhawan                 | 06808527<br>AQFPD5541A | Non-Executive  | February 25, 2014                                  | Liable to retire by rotation | 2   | 1   | 0  |



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

|     |                   |                        |                                 |                  |                               |   |                 |   |
|-----|-------------------|------------------------|---------------------------------|------------------|-------------------------------|---|-----------------|---|
| Mr. | Karthik Natarajan | 06685891<br>AEFPN4031F | Executive (Whole Time Director) | January 23, 2017 | Liabile to retire by rotation | 2 | www.pg.com@n_IN | 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)                                      |
| 4. Stakeholders Relationship Committee | Mr. Shailyamanyu Singh Rathore | Member (Senior Legal Counsel)   |
|  | 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) |
| November 13, 2017                                   | February 9, 2018                                    | 87 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* |
| February 9, 2018  | Yes   | November 13, 2017   | 87 days   |
| b. Nomination & Remuneration Committee                      |   |   |   |



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

| <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> |
|--|--|--|--|
| February 9, 2018   | Yes  | -  | -  |
| <b>c. Risk Management Committee</b>                                |  |  |  |
| <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> |
| February 9, 2018   | Yes  | -  | -  |
| <b>d. Stakeholders Relationship Committee</b>                      |  |  |  |
| <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> |
| February 9, 2018   | Yes  | November 13, 2017  | 87 days  |

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

| <b>V. Related Party Transactions</b>   |   |
|--|---|
| <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   | Yes (Details of the Material transactions entered are provided in Annexure 1) |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes   |

| <b>VI. Affirmations</b>  |
|--|
| 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





**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

**Annexure 1**

**Details of Material Related Party Transactions entered – with Approval from Shareholders:**

| <b>Name of LE/ Party</b>                                      | <b>Amount – INR in Cr</b> | <b>Nature of transaction</b> |
|---|---------------------------|------------------------------|
| Procter & Gamble International Operations Sa Singapore Branch | INR 235.88 Cr             | Import of Finished Goods     |

For Gillette India Limited

  
**Flavia Machado**  
Company Secretary

