

**Gillette India Limited**

**Report on Corporate Governance for the quarter and half year ended June 30,2022**

1. Name of Listed Entity    **- Gillette India Limited**  
 2. Quarter ending           **- 30-Jun-2022**

**i. Composition of Board of Directors**

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Catego ry (Chair person /Execu tive/N on- Execu tive/ Indepe ndent/ Nomin ee)	Sub Catego ry	Initial Date of Appoi ntment	Date of Appoi ntment	Date of cessat ion	Tenu re	Date of Birth	Wheth er special resolut ion passed ?	Date of passin g special resolut ion	No. of Direc torsh ip in liste d entiti es includ ing this liste d entit y	No of Indepe ndent Directo rship in listed entities includi ng this listed entity	No of members hips in Audit/ Stakehol der Committ ee(s) includi ng this listed entity	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities includi ng this listed entity	Mem bershi p in Com mitte es of the Comp any	Rem arks
Mr.	Madhusu dan Gopalan	0815 8357	AFF PM8 828J	ED	MD	01- Jul- 2018		30- Jun - 202 2		06- Dec- 1976	NA		2	0	4	0	AC, SC, RC	
Mr.	Gurchara n Das	0010 0011	ABR PD68 94P	ID,C & NED		29- Jan- 2007	29- Sep - 201 9		93	03- Oct- 1943	Yes	29- Sep- 2019	1	1	1	0	AC, RC, NR C	
Mr.	Chittranj an Dua	0003 6080	AAC PD72 56P	ID		31- Jul- 2002	29- Sep -		93	03- Nov- 1951	NA		4	4	4	2	AC, RC,	

							2019											NR C	
Mr.	Anil Kumar Gupta	02588131	AAD PG4641C	ID		28-Mar-2009	29-Sep-2019		93	22-Jul-1946	Yes	29-Sep-2019	2	2	4	2		AC, SC, NR C	
Mr.	Pramod Agarwal	00066989	AAB PA4929P	NED		08-May-2015	25-Nov-2020			25-Apr-1962	NA		2	0	1	0		AC, RC, NR C	
Ms.	Sonali Dhawan	06808527	AQF PD5541A	NED		25-Feb-2014	25-Nov-2020			18-Oct-1975	NA		2	0	1	0		SC, NR C	
Mr.	Karthik Natarajan	06685891	AEF PN4031F	NED		23-Jan-2017	24-Aug-2021			28-Jun-1977	NA		2	0	0	0		RM C	
Ms.	Anjuly Chib Duggal	05264033	AAF PD5765Q	ID		26-Mar-2019	26-Nov-2019		39	27-Aug-1957	NA		2	2	1	0		AC, NR C	
Mr.	Gagan Sawhney	08279568	AHD PS4134K	NED		22-Aug-2019	01-Aug-2021			13-Nov-1975	NA		2	0	0	0		RM C	
Mr.	Gautam Kamath	09235167	AGR PK9016D	ED		01-Aug-2021	16-Oct-2021			16-Oct-1978	NA		1	0	0	0			

Mr.	Srinivas Maruthi Patnam	0929 6558	APD PS66 74L	ED		01-Sep-2021	23-No v-2021			08-Jan-1976	NA		1	0	0	0		
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Company Remarks	Mr. Madhusudan Gopalan has ceased to be the managing director of the Company effective June 30,2022. Consecutively, he has ceased to be a member of the Committees of the Board effective June 30,2022.
Whether Permanent 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	30-Jun-2022
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	.Mr. Madhusudan Gopalan has ceased to be the managing director of the Company effective June 30,2022. Consecutively, he has ceased to be a member of the Committees of the Board effective June 30,2022.
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	30-Jun-2022
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	30-Jun-2022
2	Chittranjan Dua	ID	Member	13-Nov-2017	
3	Gurcharan Das	ID,C & NED	Member	13-Nov-2017	
4	Karthik Natarajan	NED	Member	13-Nov-2017	
5	Pramod Agarwal	NED	Member	13-Nov-2017	
6	Gagan Sawhney	NED	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	
6	Anjuly Chib Duggal	ID	Member	02-Nov-2021	

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
02-Feb-2022	19-Apr-2022	Yes	11	4
	29-Apr-2022	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	75

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	02-Feb-2022		Yes	6	4
Audit Committee		29-Apr-2022	Yes	6	4
Nomination & Remuneration Committee		19-Apr-2022	Yes	6	4
Nomination & Remuneration Committee		29-Apr-2022	Yes	6	4
Risk Management Committee	02-Feb-2022		Yes	6	5

Risk Management Committee		29-Apr-2022	Yes	6	5
Stakeholders Relationship Committee		29-Apr-2022	Yes	3	1

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	<b>Vendor Name      Amount      INR      PROCTER &amp; GAMBLE INTERNATIONAL OPERATIONS SA      35,95,87,255      PROCTER &amp; GAMBLE INTERNATIONAL SA - SINGAPORE BRANCH      2,71,61,08,279      Total      3,07,56,95,534</b>
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**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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** : **Flavia Machado**  
**Designation** : **Company Secretary & Compliance Officer**  
**Date** : **21.07.2022**

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Company Remark</i>	<i>Website</i>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Composition of various committees of board of directors	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/board-composition/">https://in.pg.com/india-governance-and-policies/gil/board-composition/</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Policy on dealing with related party transactions	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Policy for determining 'material'	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://in.pg.com/india-investors/gil/guidance/">https://in.pg.com/india-investors/gil/guidance/</a>
Contact information of the designated	Yes		<a href="https://in.pg.com/india-investors/gil/guidance/">https://in.pg.com/india-investors/gil/guidance/</a>
Financial results	Yes		<a href="https://in.pg.com/india-investors/gil/reports-">https://in.pg.com/india-investors/gil/reports-</a>
Shareholding pattern	Yes		<a href="https://in.pg.com/india-investors/gil/reports-">https://in.pg.com/india-investors/gil/reports-</a>
Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://in.pg.com/india-investors/gil/reports-announcements/announcements/">https://in.pg.com/india-investors/gil/reports-announcements/announcements/</a>
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		



New name and the old name of the listed	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://in.pg.com/india-investors/gil/reports-">https://in.pg.com/india-investors/gil/reports-</a>
Credit rating or revision in credit rating	Not Applicable		
Separate audited financial statements of	Not Applicable		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/">https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/</a>
It is certified that these contents on the	Yes		<a href="https://in.pg.com/india-investors/gil/">https://in.pg.com/india-investors/gil/</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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)	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)	Yes	
<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 &amp; 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	

<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **Flavia Machado**  
**Designation** : **Company Secretary & Compliance Officer**

**Date** : **21.07.2022**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0

<i>KMPs or any other entity controlled by them</i>	0	0	0
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**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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<b>Affirmations</b>
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*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case  
of non-compliant status**

**Name:** Gautam Kamath

**Designation:** Chief Financial Officer

**Place:** Mumbai

**Date:** 21-Jul-2022