

Gillette India Limited
Corporate Governance Report for the Quarter ended December 31,2022
ANNEXURE I

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	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	Members hip in Committees of the Company	Remarks
Mr.	Lalgudi Viswanathan Vaidyanathan	09632201	AAXPL0547L	ED	MD	01-Jul-2022				25-May-1972	No				Active	NA		2	0	4	0	AC,SC,RC	
Mr.	Gurcharan Das	00100011	ABRPD6894P	ID, C & NED		29-Jan-2007	29-Sep-2019		99	03-Oct-1943	No				Active	Yes	29-Sep-2019	2	2	1	0	AC,RC, NRC	
Mr.	Chittranjan Dua	00036080	AACP D7256P	ID		31-Jul-2002	29-Sep-2019		99	03-Nov-1951	No				Active	NA		4	4	4	2	AC,RC, NRC	

Mr.	Anil Kumar Gupta	02588131	AADP G4641C	ID		28-Mar-2009	29-Sep-2019		99	22-Jul-1946	No				Active	Yes	29-Sep-2019	2	2	4	2	AC,SC,NRC	
Mr.	Pramod Agarwal	00066989	AABP A4929P	NE D		08-May-2015	18-Nov-2022			25-Apr-1962	No				Active	NA		2	0	1	0	AC,RC,NRC	
Ms.	Sonali Dhawan	06808527	AQFPD 5541A	NE D		25-Feb-2014	18-Nov-2022			18-Oct-1975	No				Active	NA		2	0	1	0	SC,NRC	
Mr.	Karthik Natarajan	06685891	AEFPN 4031F	NE D		23-Jan-2017	24-Aug-2021			28-Jun-1977	No				Active	NA		2	0	0	0	RMC	
Ms.	Anjuly Chib Duggal	05264033	AAFPD 5765Q	ID		26-Mar-2019	26-Nov-2019		45	27-Aug-1957	No				Active	NA		2	2	1	0	AC,NRC	
Mr.	Gagan Sawhney	08279568	AHDPS 4134K	NE D		22-Aug-2019	01-Aug-2021			13-Nov-1975	No				Active	NA		2	0	0	0	RMC	
Mr.	Gautam Kamath	09235167	AGRP K9016D	ED		01-Aug-2021	16-Oct-2021			16-Oct-1978	No				Active	NA		1	0	0	0		
Mr.	Srinivas Maruthi Patnam	09296558	APDPS 6674L	ED		01-Sep-2021	23-Nov-2021			08-Jan-1976	No				Active	NA		1	0	0	0		

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 Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Chittranjan Dua	ID	Chairperson	29-Sep-2014	
2	Anil Kumar Gupta	ID	Member	29-Sep-2014	

3	Lalgudi Viswanathan Vaidyanathan	ED	Member	01-Jul-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	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Anil Kumar Gupta	ID	Chairperson	29-Sep-2014	
2	Lalgudi Viswanathan Vaidyanathan	ED	Member	01-Jul-2022	
3	Sonali Dhawan	NED	Member	29-Aug-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Lalgudi Viswanathan Vaidyanathan	ED	Chairperson	01-Jul-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	General Counsel	Member	08-May-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</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 Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
22-Aug-2022	Yes	11	9	4
04-Nov-2022	Yes	11	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	73

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and	Whether requirement of Quorum met	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of
------------------------------	--	--	---	---	--	---

	Current quarter in chronological order)	(Yes/No)				Directors)
Audit Committee	22-Aug-2022	Yes	6	6	4	0
Audit Committee	04-Nov-2022	Yes	6	6	4	0
Nomination & Remuneration Committee	22-Aug-2022	Yes	6	6	4	0
Risk Management Committee	22-Aug-2022	Yes	6	4	2	1
Risk Management Committee	04-Nov-2022	Yes	6	5	2	1
Stakeholders Relationship Committee	22-Aug-2022	Yes	3	3	1	0
Stakeholders Relationship Committee	04-Nov-2022	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	73

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	Related Party Transactions for the period ended December 31,2022: GAMBLE INTERNATIONAL OPERATIONS SA 244,785,646 PROCTER & SINGAPORE BRANCH 1,887,831,225 Total 2,132,616,871 PROCTER & GAMBLE INTERNATIONAL SA
--	---

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 1000 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 : **Flavia Machado**
Designation : **Company Secretary & Compliance Officer**
Date : **January 21,2023**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility 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)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : **Flavia Machado**
Designation : **Company Secretary & Compliance Officer**
Date : **January 21,2023**

%symbol%	%companyName%	%quarterEnded%
----------	---------------	----------------

(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			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
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)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(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:

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

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

Affirmations	
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-Jan-2023
