

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY

Your Directors are pleased to present the Corporate Governance Report:

Corporate Governance is a set of systems, principles and process by which a Company is governed. Governance process has to ensure that the Company operates in a manner that meets with the stakeholders' aspirations and societal expectations. Corporate Governance consists of laws, policies, procedures, and, most importantly, practices, that ensure the well-being of the assets of the Company. Corporate Governance is at its highest levels when Management is acting as if they are long-term investors in the Company.

Your Company has a strong history of operating with integrity at all levels, both internally and externally. Our actions and the actions of all our employees are governed by our *Purpose, Values and Principles (PVPs)*. Our commitment to operate responsibly is reflected in the steps we have in place to ensure rigorous financial discipline and Corporate Governance.

Your Company has a highly experienced Board of Directors, which helps us maintain the highest standards of Corporate Governance. Our Audit Committee is comprised of Independent Directors, with appropriate financial skills to provide good oversight. We have in place strong internal controls, to ensure compliance with all relevant regulations and standards. Our rigorous business process controls include ongoing programs of self-assessment, controls, as well as internal and external audits. Your Company has adopted a Code of Conduct for its Directors, which is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Further, your Company reinforces responsibilities on all its employees, including key employees, of observing high standards of Corporate Governance through the Company's *"Worldwide Business Conduct Manual"* (*"WBCM"*) which sets forth management's commitment to conduct its business affairs with high ethical standards. This Manual flows from our PVPs which is the umbrella for our critical policy areas, which in turn create specific guidelines and standards. This Manual enables the Company's employees to make easier connection to relevant policies and the tools that support them. This Manual describes the Company's *"Worldwide Business Conduct Standards"*. These standards flow from the following core values of the Company:

- Treat the Company's assets as you would treat your own;
- Behave with the Company's long term success in mind;
- Always do the right thing; and
- Operate within the letter and spirit of law.

The *WBCM* also details the policy statements, operating policies / procedures / practices and Internal Controls being followed by the Company with specific emphasis on ethical behaviour of employees, compliance with all applicable laws in letter and spirit, ensuring accuracy of books and records, maintaining confidentiality of corporate data, avoidance of conflict of interest, fair dealings, fair competition, following best practices for safety and health of Company personnel, environmental protection, trading in securities and a host of special legal issues.

Our reputation is earned by our conduct: what we say, what we do, the products we make, the services we provide, and the way we act and treat others. As conscientious citizens and employees, we want to do what is right. For your Company, this is the only way to do business.

BOARD OF DIRECTORS

(a) Composition of the Board:

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. As on date, the Board comprises of a Non-Executive Independent Chairman, three Executive Directors and seven other Non-Executive Directors. All other Directors, except Managing Director and Non-Executive Independent Directors, all Directors liable to retire by rotation.

The Non-Executive Independent Directors bring external perspective and independence to decision making. The terms and conditions of appointment of Independent Directors are available on the website of the Company. All Independent Directors have provided declaration of independence to the Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*"SEBI Listing Regulations, 2015"*).

On an annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he/she occupies in other Companies, and changes, if any, regarding their Directorships.

All Directors have also confirmed that they are not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other such authority.

The Company has obtained a certificate from M/s. Dholakia & Associates LLP, Practicing Company

The composition of the Board of Directors and other Directorships held as on date are given below:

| Name of the Director | Category | Designation | Directorships in other Companies* | Membership of Board Committees of other Companies** | |
|-------------------------|----------|---------------------|-----------------------------------|---|----------|
| | | | | Member | Chairman |
| Mr. Bansidhar S. Mehta | NED/ID | Chairman | 4 | 4 | 1 |
| Mr. Madhusudan Gopalan# | ED | Managing Director | 2 | 2 | — |
| Mr. Chittranjan Dua | NED/ID | Director | 13 | 3 | 1 |
| Mr. Gurcharan Das | NED/ID | Director | 3 | — | — |
| Mr. Anil Kumar Gupta | NED/ID | Director | 1 | 2 | — |
| Mr. Narendra P. Sarda | NED/ID | Director | 1 | 1 | — |
| Ms. Anjuly Chib Duggal@ | NED/ID | Director | 1 | — | — |
| Mr. Pramod Agarwal | NED | Director | 2 | — | — |
| Ms. Sonali Dhawan | NED | Director | 1 | — | — |
| Mr. Karthik Natarajan | ED | Whole-time Director | 1 | — | — |
| Mr. Gagan Sawhney^ | ED | Director & CFO | 1 | — | — |

NED – Non-Executive Director

ED – Executive Director

ID – Independent Director

* Includes directorships in private companies and companies registered under Section 8 of the Companies Act, 2013 and excludes directorships in foreign companies

** Includes memberships of only Audit Committee and Stakeholders' Relationship Committee of Public Companies

Mr. Madhusudan Gopalan was appointed as Director and Managing Director effective July 1, 2018

@ Ms. Anjuly Chib Duggal was appointed as Non-Executive Independent Director effective March 26, 2019

^ Mr. Gagan Sawhney was appointed as Executive Director-Finance effective August 22, 2019

The other listed companies in which Directors on the Board of your Company are also Directors are listed below:

| S.No. | Name of the Director | Directorships in other listed companies |
|-------|------------------------|--|
| 1. | Mr. Bansidhar S. Mehta | Non-Executive Independent Director: 1. Procter & Gamble Hygiene and Health Care Limited 2. Pidilite Industries Limited 3. Century Enka Limited 4. Atul Limited |
| 2. | Mr. Madhusudan Gopalan | Managing Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 3. | Mr. Chittranjan Dua | Non-Executive Independent Director: 1. TVS Motor Company Limited 2. Pearl Global Industries Limited |
| 4. | Mr. Gurcharan Das | Nil |
| 5. | Mr. Anil Kumar Gupta | Non-Executive Independent Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 6. | Mr. Narendra P. Sarda | Non-Executive Independent Director: 1. Blue Dart Express Limited |
| 7. | Ms. Anjuly Chib Duggal | Non-Executive Independent Director: 1. Cummins India Limited |

| S.No. | Name of the Director | Directorships in other listed companies |
|-------|-----------------------|--|
| 8. | Mr. Pramod Agarwal | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 9. | Mr. Karthik Natarajan | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 10. | Ms. Sonali Dhawan | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 11. | Mr. Gagan Sawhney | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |

(b) Number of meetings of the Board:

Four (4) meetings of the Board of Directors were held during the Financial Year July 1, 2018 to June 30, 2019. These meetings were held on August 23, 2018, November 2, 2018, February 7, 2019, and May 8, 2019.

(c) Directors' attendance record:

The attendance of the Directors at the Board Meetings held during the Financial Year and at the last Annual General Meeting is as under:

| Name of the Director | No. of Board meetings held during the tenure | No. of Board meetings attended | Last Annual General Meeting (Whether attended) |
|-------------------------------------|--|--------------------------------|--|
| Mr. Bansidhar S. Mehta | 4 | 4 | Yes |
| Mr. Madhusudan Gopalan [^] | 4 | 4 | Yes |
| Mr. Chittranjan Dua | 4 | 4 [#] | Yes |
| Mr. Gurcharan Das | 4 | 4 [@] | No |
| Mr. Anil Kumar Gupta | 4 | 4 | Yes |
| Mr. Narendra P. Sarda | 4 | 4 | Yes |
| Ms. Anjuly Chib Duggal [*] | 1 | 1 | Not Applicable |
| Mr. Pramod Agarwal | 4 | 4 | Yes |
| Ms. Sonali Dhawan | 4 | 4 | Yes |
| Mr. Karthik Natarajan | 4 | 2 | No |
| Mr. Gagan Sawhney [§] | NIL | NIL | Not Applicable |

[#] Mr. Chittranjan Dua attended the Board Meeting held on November 2, 2018 and February 7, 2019 via video-conferencing.

[@] Mr. Gurcharan Das attended the Board Meeting held on August 23, 2018 and November 2, 2018 via video-conferencing.

[^] Mr. Madhusudan Gopalan was appointed as Director and Managing Director effective July 1, 2018.

^{*} Ms. Anjuly Chib Duggal was appointed as Non-Executive Independent Director effective March 26, 2019.

[§] Mr. Gagan Sawhney was appointed as Executive Director-Finance effective August 22, 2019.

(d) Separate meeting of Independent Directors:

The Independent Directors of the Company met separately without the presence of Non-Independent Directors or management representatives on May 8, 2019 to review the performance of Non-Independent Directors; the Board & the Chairperson of the Company, and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

the best interest of the Company and in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015. The RPT Policy is available on the Company's website at http://www.pg.com/en_IN/invest/gillette/corporate_governance/policy.shtml.

The Company obtains prior approval of the Audit Committee for all related party transactions. Prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive nature. All related party transactions are reviewed by chartered accountant firm to ensure transactions are in ordinary course of business, at arm's length and are in compliance with the RPT Policy of the Company. All related party transactions are placed before the Audit Committee for quarterly review.

(e) Related Party Transactions:

The Company has adopted Related Party Transaction Policy ('RPT Policy') to ensure that all Related Party Transactions entered into by the Company shall be in

Details of material related party transaction entered into during the Financial Year 2018-19 are given below:

| | |
|---|--|
| Name of Related Party | Procter & Gamble International Operations S.A., Singapore Branch |
| Nature of transaction | Import of Finished Goods |
| Amount of transaction during Financial Year 2018-19 | ₹ 410.26 Crores |

The above transaction was approved by the Shareholders by passing an Ordinary Resolution through Postal Ballot on January 8, 2018. The Promoter shareholders had abstained from voting on the said resolution.

There are no other material pecuniary relationships / significant transactions made by the Company with its Promoters, Directors or management, or their relatives etc. which have potential conflict with the interests of the Company at large.

Transactions with related parties are disclosed in Note 32 forming part of the Financial Statements.

Details of the remuneration paid / provided to the Directors of the Company for the Financial Year ended June 30, 2019 are given below:

| Name of the Director | Relationship with other Directors | Salary | Commission | Sitting Fees | Amount in ₹ |
|------------------------|-----------------------------------|-----------------------------|------------|--------------|---|
| | | | | | Shares held (Equity Shares of ₹ 10/- each)* |
| Mr. Bansidhar S. Mehta | None | — | 12,00,000 | 3,20,000 | — |
| Mr. Madhusudan Gopalan | None | — ^{\$} | — | — | — |
| Mr. Chittranjan Dua | None | — | 12,00,000 | 3,95,000 | — |
| Mr. Gurcharan Das | None | — | 12,00,000 | 4,25,000 | — |
| Mr. Anil Kumar Gupta | None | — | 12,00,000 | 4,55,000 | — |
| Mr. Narendra P. Sarada | None | — | 12,00,000 | 3,20,000 | — |
| Ms. Anjuly Chib Duggal | None | — | 3,19,726 | 50,000 | — |
| Mr. Pramod Agarwal | None | — | 12,00,000 | 2,30,000 | 50 |
| Ms. Sonali Dhawan | None | — ^{\$\$} | — | — | — |
| Mr. Karthik Natarajan | None | 35,83,902 ^{\$\$\$} | — | — | — |

* Excludes shares held by relatives.

\$ ₹ 66.51 Lakhs being Company's contribution to remuneration of Mr. Madhusudan Gopalan has been cross charged from Procter & Gamble Hygiene and Health Care Limited in terms of the common service agreement. Mr. Madhusudan Gopalan has exercised Stock Options of the Ultimate Holding Company amounting to ₹ 1,19,30,799 under its Employee Stock Option Plan, which were charged to Procter & Gamble Hygiene and Health Care Limited.

\$\$ ₹ 80.41 Lakhs being Company's contribution to remuneration of Ms. Sonali Dhawan has been cross charged from Procter & Gamble Home Products Private Limited in terms of the common service agreement.

\$\$\$ Mr. Karthik Natarajan received remuneration from P&G Dubai. Certain components of the remuneration have been charged to the Company during the year. Above mentioned remuneration includes amount cross charged to Procter & Gamble Hygiene and Health Care Limited and Procter & Gamble Home Products Private Limited in terms of the common service agreement.

(f) Remuneration of Directors:

The Members of the Company at their 33rd Annual General Meeting held on November 15, 2017, had accorded approval for payment of commission upto 1% of the net profits per annum in the aggregate to the Non-Executive Directors of the Company for a period of five years effective January 1, 2018 by way of a Special Resolution. The said resolution had also empowered the Board of Directors to fix the quantum of commission payable to each of the Non-Executive Directors and to also determine the period for which said commission is payable. The Board of Directors at their meeting held on August 22, 2019 approved a payment of annual commission of ₹ 12 lakhs, on a pro-rata basis, to Non-P&G Non-Executive Directors. The Non-Executive Directors are paid to compensate their valuable contribution to the Company owing to their wealth of experience and knowledge.

No fee/compensation is payable to the Directors on severance of Directorship of the Company.

Stock Options

The Company does not have any Stock Option Plan for its employees. However, all employees of the Company including its Managing Director are given the right to purchase shares of the ultimate Holding Company – The Procter & Gamble Company, USA

under its 'International Stock Ownership Plan'. Certain employees of the Company are also entitled to Stock Option of the Ultimate Holding Company under its Employee Stock Option Plan. Details as regards the same are disclosed vide Note 31 forming part of the Financial Statements.

(g) Committees of the Board:

Audit Committee

The Audit Committee presently comprises of Mr. Chittranjan Dua (Chairman), Mr. Bansidhar S. Mehta (Member), Mr. Gurcharan Das (Member), Mr. Anil Kumar Gupta (Member), Mr. Narendra P. Sarda (Member), Ms. Anjuly Chib Duggal (Member), Mr. Pramod Agarwal (Member) and Mr. Madhusudan Gopalan (Member). The Audit Committee met on August 23, 2018, November 2, 2018, February 7, 2019 and May 8, 2019.

The attendance of the members of the Audit Committee during Financial Year 2018-19 is as under:

| Members of the Committee | Designation | Category | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|-------------|----------|------------------------------------|--------------------------|
| Mr. Chittranjan Dua | Chairman | NED/ID | 4 | 4 [#] |
| Mr. Bansidhar S. Mehta | Member | NED/ID | 4 | 4 |
| Mr. Gurcharan Das | Member | NED/ID | 4 | 4 [@] |
| Mr. Anil Kumar Gupta | Member | NED/ID | 4 | 4 |
| Mr. Narendra P. Sarda | Member | NED/ID | 4 | 4 |
| Mr. Madhusudan Gopalan | Member | ED | 4 | 4 |
| Mr. Pramod Agarwal * | Member | NED | Not applicable | Not applicable |
| Ms. Anjuly Chib Duggal * | Member | NED/ID | Not applicable | Not applicable |

NED – Non-Executive Director

ID – Independent Director

ED – Executive Director

Mr. Dua attended the Audit Committee meeting held on November 2, 2018 and February 7, 2019 via video-conferencing

@ Mr. Das attended the Audit Committee meeting held on August 23, 2018 and November 2, 2018 via video-conferencing

* Mr. Pramod Agarwal and Ms. Anjuly Chib Duggal were inducted as Members of the Audit Committee effective August 22, 2019

The Audit Committee plays the role as is contemplated under Section 177 of the Companies Act, 2013 read with the SEBI Listing Regulations, 2015.

The Audit Committee powers include the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice; and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee role includes the following:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;

- v. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vi. Evaluation of internal financial controls and risk management systems;
- vii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- viii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ix. Examination and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified opinion(s) in the draft audit report.
- x. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- xi. Monitoring the end use of funds raised through public offers and related matters and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Reviewing any other areas which may be specified as role of the Audit Committee under the SEBI Listing Regulations, 2015, the Companies Act, 2013 and other statutes, as amended from time to time.

The minutes of the Committee are placed before the Board.

Stakeholder Relationship Committee

The Stakeholder Relationship Committee presently comprises of Mr. Anil Kumar Gupta (Chairman), Mr. Madhusudan Gopalan (Member) and Ms. Sonali Dhawan (Member). During the Financial Year, four meetings were held on August 23, 2018, November 2, 2018, February 7, 2019 and May 8, 2019.

Attendance of the members of the Stakeholders Relationship Committee during the Financial Year:

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|------------------------------------|--------------------------|
| Mr. Anil Kumar Gupta | 4 | 4 |
| Mr. Madhusudan Gopalan | 4 | 4 |
| Ms. Sonali Dhawan | 4 | 4 |

The role of the Committee is as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc;
- Review of measures taken for effective exercise of voting rights by Shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the Shareholders of the Company.

During the Financial Year, the Company received 9 complaints from Shareholders. These complaints have been resolved during the Financial Year.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee presently comprises of Mr. Gurcharan Das (Chairman), Mr. Anil Kumar Gupta (Member), Mr. Chittranjan Dua (Member), Mr. Pramod Agarwal (Member) and Ms. Sonali Dhawan (Member). During the Financial Year, three meetings were held on August 23, 2018, November 2, 2018 and May 8, 2019.

Attendance of the Members of the Nomination & Remuneration Committee during the Financial Year:

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|------------------------------------|--------------------------|
| Mr. Gurcharan Das | 3 | 3 [^] |
| Mr. Chittranjan Dua | 3 | 3 [#] |
| Mr. Anil Kumar Gupta | 3 | 3 |

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|------------------------------------|--------------------------|
| Ms. Sonali Dhawan | 3 | 3 |
| Mr. Pramod Agarwal* | Not Applicable | Not Applicable |

[^] Mr. Gurcharan Das attended the Nomination and Remuneration Committee Meetings held on August 23, 2018 and November 2, 2018 via video-conferencing.

[#] Mr. Chittranjan Dua attended the Nomination and Remuneration Committee meeting held on November 2, 2018 via video-conferencing.

* Mr. Pramod Agarwal was inducted as member of the Nomination of Remuneration Committee effective August 22, 2019.

The role of the Committee is as follows:

- Formulation of criteria for determining qualifications, positive attributes and independence of Directors;
- Formulation of evaluation criteria for performance evaluation of Independent Directors and the Board;
- Recommendation to the Board of a Policy, relating to the remuneration of Directors, key managerial personnel and senior management;
- Identification of persons who are qualified to become directors and who may be appointed in senior management and recommendation to the Board their appointment and removal;
- Carrying out evaluation of every Director's performance;
- Devise a policy on Board diversity; and
- Any other role & responsibility, as may be mandated by any statutory legislation, from time to time.

The Company has adopted a Nomination and Remuneration Policy. The Nomination and Remuneration Policy is in compliance with all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19 of the SEBI Listing Regulations, 2015. The Policy is designed to attract, motivate and retain leadership members in a competitive and international market. The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for Shareholders. The Policy is available on the website of the Company at http://www.pg.com/en_IN/invest/gillette/corporate_governance/policy.shtml. This Policy is also annexed to the Directors' report as Annexure V.

The Company has also adopted a Board Diversity Policy which is based on the principle that the Company's Board of Directors should have a balance of skills, experience and diversity of perspectives appropriate to the Company's business. The Company recognizes that a Board composed of appropriately qualified people with a broad spectrum of experience relevant to the business is important for effective corporate governance and sustained commercial success of the Company. The Company aims to achieve a sustainable and balanced development by building a diverse and inclusive culture.

The Committee carries out an evaluation of performance of individual Directors. Feedback was sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the Securities and Exchange Board of India vide its circular dated January 5, 2017 and performance evaluation was carried out based on the responses received from the Directors.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee presently comprises of Mr. Anil Kumar Gupta (Chairman), Mr. Madhusudan Gopalan (Member), Mr. Gurcharan Das (Member) and Ms. Sonali Dhawan (Member). During the Financial Year, two meetings were held on August 23, 2018, and February 7, 2019.

Attendance of the members of the Corporate Social Responsibility Committee during the Financial Year:

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|------------------------------------|--------------------------|
| Mr. Anil Kumar Gupta | 2 | 2 |
| Ms. Sonali Dhawan | 2 | 2 |
| Mr. Madhusudan Gopalan | 2 | 2 |
| Mr. Gurcharan Das | 2 | 2 [#] |

[#] Mr. Gurcharan Das attended the Corporate Social Responsibility Committee meeting held on August 23, 2018 via video-conferencing.

The role of the Committee is as follows:

- Formulation and recommendation to the Board, a Policy which shall indicate the activities to be undertaken by the Company;
- Recommendation of the amount of expenditure to be incurred on the CSR activities;
- Monitoring the CSR Policy of the Company from time to time;

- Formulation and monitoring of implementation of business responsibility policies; and
- Annual assessment of the business responsibility performance and reporting.

The Company has adopted a Corporate Social Responsibility Policy ('CSR Policy'). In line with the global principles followed by the P&G group and the terms of the Companies Act, 2013, the CSR Policy is broadly framed taking into account the following:

- We believe it's essential to run our business responsibly, and our operating practices reflect this commitment.
- We are focused on making every day better for people and the planet through our innovations and our actions:
 - i. Environment by – Conservation of Resources, Using Renewable Resources, Generating Worth from Waste; and
 - ii. Social by – providing the comforts of home, improving health and hygiene of people, social and cultural development, imparting education, training and social awareness.

Risk Management Committee

The Company has constituted a Risk Management Committee to monitor and review the Risk Management Policy and plans of the Company. The Committee presently comprises of Mr. Madhusudan Gopalan (Chairman), Mr. Chittranjan Dua (Member), Mr. Karthik Natarajan (Member), Mr. Pramod Agarwal (Member), Mr. Gurcharan Das (Member), Mr. Ghanashyam Hegde (Member) and Mr. Gagan Sawhney (Member). During the Financial Year, two meetings were held on August 23, 2018 and May 8, 2019.

The Company has adopted a Risk Management Policy, which aims to create a standard, structured and efficient approach to identify, assess and mitigate risks. Our Company meetings are structured to plan, assess and mitigate risks. These include annual & monthly business planning meetings as well as specific category and go-to-market assessments.

The role of the Committee is as follows:

- To monitor and review the Risk Management policy and plans of the Company; and
- To monitor and review cyber security risk.

Attendance of the members of the Risk Management Committee during the Financial Year:

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|-----------------------------------|------------------------------------|--------------------------|
| Mr. Madhusudan Gopalan | 2 | 2 |
| Mr. Chittranjan Dua | 2 | 2 |
| Mr. Gurcharan Das | 2 | 2 [#] |
| Mr. Karthik Natarajan | 2 | 1 |
| Mr. Pramod Agarwal | 2 | 2 |
| Mr. Shailymanyu Singh Rathore* | 2 | 1 |
| Mr. Gagan Sawhney | 2 | 2 |
| Mr. Ghanashyam Hegde [^] | Not Applicable | Not Applicable |

[#] Mr. Gurcharan Das attended the Risk Management Committee meeting held on August 23, 2018 via video-conferencing.

* Mr. Shailymanyu Singh Rathore ceased to be Member of the Risk Management Committee effective May 8, 2019.

[^] Mr. Ghanashyam Hegde was inducted as member of the Risk Management Committee effective May 8, 2019.

Cash & Investment Committee

The Company has constituted a Cash & Investment Committee, comprising of Mr. Pramod Agarwal (Chairman), Mr. Chittranjan Dua (Member), Mr. Anil Kumar Gupta (Member) and Mr. Karthik Natarajan (Member). During the Financial Year, two Meetings were held on November 2, 2018 and February 7, 2019.

Attendance of the members of the Cash & Investment Committee during the Financial year:

| Members of the Committee | No. of meetings held during tenure | No. of meetings attended |
|--------------------------|------------------------------------|--------------------------|
| Mr. Pramod Agarwal | 2 | 2 |
| Mr. Chittranjan Dua* | 2 | 2 |
| Mr. Anil Kumar Gupta | 2 | 2 |
| Mr. Karthik Natarajan | 2 | 1 |

* Mr. Chittranjan Dua attended the Cash & Investment Committee Meetings held on November 2, 2018 and February 7, 2019 via video-conferencing.

The role of the Committee is as follows:

Assessment and recommendation to the Board the best possible utilization of cash generated by the Company, on basis of following primary considerations:

- protecting long term growth of the Company;
- maximizing return to the Shareholders; and
- ensuring risk free investments choices.

(h) Familiarization programme for Independent Directors:

The familiarization programme aims at familiarizing the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company. The familiarization programme is available on the Company's website at http://www.pg.com/en_IN/invest/gillette/corporate_governance/index.shtml.

The Company conducts presentations at meetings of the Board and meeting of various Committees of the Board periodically to familiarize the Independent Directors with the business performance, business strategy, operations and functions of the Company. Such presentations help the Independent Directors to understand the Company's strategy, business model, operations, market, competition, organization structure, risk analysis and such other areas.

The Company updates the Independent Directors on changes on relevant laws / regulations from time to time. Each member of the Board, including the Independent Directors, are given any information relating to the Company, whenever they so request. Independent Directors have the freedom to interact with the Company's management.

In case of appointment of new Independent Director on the Board of the Company, the Company:

- Issues a formal letter of appointment at the time of appointment;
- Provides introductory documents including Annual Report, Board committee framework, codes of conducts as may be applicable to the Director, various Policies and procedures adopted by the Company.

During the Financial Year, a familiarization programme was conducted at the registered office of the Company for induction of newly appointed Independent Director, Ms. Anjuly Chib Duggal on

May 7, 2019 from 1:30 p.m. to 6:00 p.m. covering various topics including introduction to P&G group and the Company, historical background, organization structure & review, company's growth strategy and grooming and oral care business on-boarding. Ms. Anjuly Chib Duggal, Mr. Anil Kumar Gupta, Mr. N. P. Sarda, Mr. Madhusudan Gopalan and Ms. Sonali Dhawan attended the said programme.

(i) Key Board qualifications, expertise and attributes:

The Company is engaged in manufacturing and selling of branded packaged fast moving consumer goods in the grooming and oral care businesses.

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's aforesaid business for efficient functioning of the Board:

| | |
|--|--|
| Finance & Accounting Expertise | Experience of financial management with appropriate professional qualifications (e.g. MBA in Finance, Chartered Accountants, Cost Accountants, Chartered Financial Analyst etc.) |
| Legal Expertise | Experience in the field of law, litigations or advisory with appropriate professional qualifications (e.g. Lawyers, Solicitors, Company Secretaries) |
| Strategy / Business Operation Expertise | Experience of leading the companies as CEO or part of Senior management or as Functional leader with strategic or business operations expertise Experience in digital, technology driven businesses |
| FMCG Domain Expertise | Experience of FMCG industry |
| Regulatory / Policy | Experience of regulatory advisory, policy formulation & implementation, public administrative experience |

(j) Annual Evaluation of the Directors:

The Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the Securities and Exchange Board of India vide its circular dated January 5, 2017 and performance evaluation was carried out based on the responses received from the Directors.

(k) Disclosures regarding appointment / re-appointment of Directors:

1. Mr. Karthik Natarajan

Mr. Natarajan is a Chartered Accountant and has completed his Bachelor of Commerce from R. A. Podar College, Mumbai. Mr. Natarajan has been with P&G for over 19 years and is currently the Vice President, Finance & Accounting, Asia Pacific, Middle East and Africa. He has, over his experience at P&G, worked across multiple locations including India, US, China, Philippines and Singapore.

Mr. Natarajan, retires by rotation and being eligible, offers himself for re-appointment at the ensuing 35th Annual General Meeting.

2. Mr. Bansidhar S. Mehta

Mr. Mehta is a graduate in commerce and a Fellow Member of The Institute of Chartered Accountants of India. He is a Chartered Accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions. He has been a Director on the Boards of several prominent companies in India.

Owing to personal reasons, Mr. Mehta has offered himself for re-appointment for a period of one year only Accordingly, it is proposed to reappoint Mr. Mehta as an Independent Director of the Company for a period of one year effective September 29, 2019 at the ensuing 35th Annual General Meeting.

3. Mr. Anil Kumar Gupta

Mr. Gupta is an engineer from IIT New Delhi. He also holds a PG Diploma in Industrial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. He has a vast experience of over 40 years in India and abroad in the field of Manufacturing, Projects and Supply Chain Management.

It is proposed to re-appoint Mr. Gupta as Independent Director of the Company for a period of five years effective September 29, 2019 at the ensuing 35th Annual General Meeting.

4. Mr. Chittranjan Dua

Mr. Dua is the founding partner of Dua Associates and is currently chairman of the firm and engaged in providing strategic advice and direction for its further growth and development.

His experience covers a broad range of areas relating to corporate and commercial matters, corporate finance, securities, infrastructure and aspects of public policy and administration, governance and ethics.

It is proposed to re-appoint Mr. Dua as an Independent Director of the Company for a period of five years effective September 29, 2019 at the ensuing 35th Annual General Meeting.

5. Mr. Gurcharan Das

Mr. Das graduated with honors from Harvard University. He was CEO, Procter & Gamble India and later Managing Director, Procter & Gamble Worldwide (Strategic Planning). After a 30-year career, he took early retirement to become an author. He is a regular speaker to the managements of the world's largest corporations.

It is proposed to re-appoint Mr. Das as an Independent Director of the Company for a period of five years effective September 29, 2019 at the ensuing 35th Annual General Meeting.

6. Ms. Anjuly Chib Duggal

Ms. Duggal, a 1981 batch IAS Officer (Punjab cadre), retired as Secretary of Department of Financial Services, Ministry of Finance, Government of India, in 2017. Prior to this, Ms. Duggal was Secretary in the Ministry of Corporate Affairs (MCA). In the last decade, she worked in the areas of finance (public expenditure and financial services including banking, insurance, pensions and financial inclusion) and corporate affairs.

It is proposed to appoint Ms. Duggal as an Independent Director of the Company for a period of five years effective March 26, 2019 at the ensuing 35th Annual General Meeting.

7. Mr. Gagan Sawhney

Mr. Sawhney is an alumnus of IIM Ahmedabad who joined P&G in Finance in 2001. He has more than 18 years of experience across multiple geographies : India, ASEAN and Greater China. Prior to this, he was Finance Director of Internal Audit for P&G Global operations, where he provided assurance and consulting support across regions. Presently, he is also Chief Financial Officer of the Company.

It is proposed to appoint Mr. Sawhney as Executive Director-Finance of the Company at the ensuing 35th Annual General Meeting.

COMMUNICATION TO SHAREHOLDERS

- (i) The quarterly results of the Company are announced within 45 days of completion of the quarter or within the time as prescribed by the Securities & Exchange Board of India. Audited Annual Results are announced within 60 days of the end of the Financial Year or within the time as prescribed by the Securities & Exchange Board of India which are published in the Business Standard, Mumbai Lakshadeep and the Asian Age.
- (ii) The Company's results and official news releases are published on Company's website: www.pg.com/en_IN.
- (iii) No presentations were made to Analysts and Institutional Investors during the Financial Year.
- (iv) This Annual Report alongwith Notice calling the Annual General Meeting, for the Financial Year 2018-19, in electronic form, is being sent to the Members at the email address provided / updated by the Members with the Depository Participants / Registrar & Transfer Agents, as applicable. Physical copy of the Annual Report is being sent to members whose e-mail address is not registered with the Company and to Members who have lodged their request with the Company for a physical copy of Annual Report.

STATUTORY COMPLIANCE

The Company was compliant with applicable requirements prescribed by the regulatory and statutory authorities during the preceding three Financial Years on all matters related to capital markets and no penalties / strictures in this respect have been imposed on the Company.

GENERAL MEETINGS

| AGM | Date | Time | Venue | No. of Special Resolutions passed |
|------------------|------------|------------|---|-----------------------------------|
| 34 th | 30.11.2018 | 11:00 a.m. | Y. B. Chavan Pratisthan, Gen. | — |
| 33 rd | 15.11.2017 | 11:00 a.m. | Jagannathrao Bhonsle Marg, Mumbai – 400 021 | 1 |
| 32 nd | 30.11.2016 | 10:00 a.m. | | — |

- i. At the 33rd Annual General Meeting held on November 15, 2017, the following Special Resolution was passed:

Payment of commission to the Non-Executive Directors of the Company for a period of five years with effect from January 1, 2018.

POSTAL BALLOT

During the Financial Year, following resolutions were approved by postal ballot mechanism.

- Resolution for approval of appointment of Mr. Madhusudan Gopalan as Director and Managing Director of the Company was passed by the Shareholders of the Company through Postal Ballot on August 6, 2018. The Board had appointed Mr. B. V. Dholakia, Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The results of the postal ballot were declared on August 7, 2018. Details of the voting pattern are as under:

Description of Resolution: Approval of appointment of Mr. Madhusudan Gopalan as Director and Managing Director of the Company for a period of five years with effect from July 1, 2018 (Ordinary Resolution)

| Particulars | No. of Votes (Physical ballots and e-voting) | Votes Cast (No. of Shares) | % of Votes |
|---|--|----------------------------|------------|
| No. of total valid Postal Ballot Forms / e-votes received | 410 | 2,67,38,751 | 100.00 |
| Assented to the resolution | 389 | 2,67,16,792 | 99.92 |
| Dissented to the resolution | 21 | 21,959 | 0.08 |

Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

- Resolutions for continuation of present tenure of directorship of Mr. Bansidhar S. Mehta and Mr. Gurcharan Das, who are above 75 years of age, as Non-Executive Independent Directors were passed by the Shareholders of the Company through Postal Ballot on January 29, 2019. The Board had appointed Mr. B. V. Dholakia, Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The results of the postal ballot were declared on January 30, 2019. Details of the voting pattern are as under:

- Description of Resolution:** Continuation of present tenure of directorship of Mr. Bansidhar S. Mehta, who is above 75 years of age, as a Non-Executive Independent Director (Special Resolution)

| Particulars | No. of Votes (Physical ballots and e-voting) | Votes Cast (No. of Shares) | % of Votes |
|---|--|----------------------------|------------|
| No. of total valid Postal Ballot Forms / e-votes received | 271 | 2,76,50,309 | 100.00 |
| Assented to the resolution | 206 | 2,71,26,873 | 98.11 |
| Dissented to the resolution | 65 | 5,23,436 | 1.89 |

Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

- Description of Resolution:** Continuation of present tenure of directorship of Mr. Gurcharan Das, who is above 75 years of age, as a Non-Executive Independent Director (Special Resolution)

| Particulars | No. of Votes (Physical ballots and e-voting) | Votes Cast (No. of Shares) | % of Votes |
|--|--|----------------------------|------------|
| No. of total valid Postal Ballot Forms/ e-votes received | 274 | 2,76,57,076 | 100.00 |
| Assented to the resolution | 221 | 2,71,92,536 | 98.32 |
| Dissented to the resolution | 53 | 4,64,540 | 1.68 |

Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

Procedure for Postal Ballot:

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Company provided electronic voting (e-voting) facility to all its Shareholders. The Company engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its Shareholders. The Shareholders had an option to vote either by postal ballot or through e-voting. The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes

to its Shareholders whose names appear on the Register of Members/list of beneficiaries as on cut-off date. The postal ballot notice was sent to Shareholders in electronic form to the email addresses registered with the depository participants/Company's Registrar & Share Transfer Agents. The Company also published a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Secretarial Standards issued by Institute of Company Secretaries of India, The Companies Act, 2013 and the Rules issued thereunder. Voting rights were reckoned on the paid up value of shares of the Company registered in the names of the shareholders as on the cut-off date. Shareholders desiring to vote through postal ballot were requested to return the forms, duly completed and signed so as to reach the Scrutinizer before the close of the voting period. Shareholders desiring to exercise their votes by electronic mode were requested to vote before the close of business hours on the last date of e-voting. The Scrutinizer submitted his report, after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced by the Company. The results are displayed on the website of the Company at https://www.pg.com/en_IN/invest/gillette/investor_information/postal_ballot.shtml, besides being communicated to the Stock Exchanges.

No special resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

MD / CFO CERTIFICATION

A compliance certificate in accordance with requirement of Regulation 17(8) of the SEBI Listing Regulations, 2015, was provided to the Board of Directors in the prescribed format for the Financial Year 2018-19, which was reviewed by the Audit Committee and taken on record by the Board.

ADOPTION OF DISCRETIONARY REQUIREMENTS

The Company has adopted following discretionary requirements of Regulation 27(1) of the SEBI Listing Regulations, 2015:

- a. There are no audit qualifications in the Company's financial statements for the Financial Year 2018-19; and
- b. The Company has appointed separate persons as Chairman and Managing Director of the Company.

WHISTLE BLOWER POLICY

The Company being a part of the P&G group is guided by a Whistle Blower Policy as laid down in its "Worldwide

Business Conduct Manual". Any employee or other interested person can call on 'The Worldwide Business Conduct Helpline (previously called the Alertline)', twenty-four hours a day, seven days a week, to report any concerns about violations of the Company's "Worldwide Business Conduct Standards".

The *Worldwide Business Conduct Helpline* is not staffed or monitored by the Company personnel. All calls can be completed anonymous if the caller desires. The *Helpline* can take calls in most languages spoken by employees around the world.

Calls made to the *Helpline* are reported to the Company's Corporate Security and Legal personnel, who will ensure appropriate investigation and follow-up of all calls. Callers are given a confidential identification number so they can inquire about the status of their reported concerns.

The '*Worldwide Business Conduct Helpline*' is accessible to all employees.

In compliance with the requirement under the SEBI Listing Regulations, 2015 and Section 177 of the Companies Act, 2013 and the Rules made thereunder, the Company has adopted the whistle blowing policy as the vigilance mechanism for Directors and employees to report genuine concerns or grievances such as unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

The Audit Committee oversees the vigil mechanism and number of cases reported alongwith the status report and action taken (if any) are reported to the Committee. No personnel has been denied access to the Audit Committee.

The Vigil Mechanism is available on the Company's website at http://www.pg.com/en_IN/invest/gillette/corporate_governance/policy.shtml.

CODE OF CONDUCT

(i) Code of Conduct for Directors:

The Company has in place a Code of Conduct for its Directors and senior management. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

The Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct and a Managing Director certificate to that effect is annexed to this Corporate Governance Report. The Code of Conduct has been posted on the Company's website at http://www.pg.com/en_IN/invest/gillette/corporate_governance/code_of_conduct.shtml.

(ii) Code of Conduct for Prohibition of Insider Trading:

The Board of the Company has adopted a Code of Conduct for Prohibition of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The code has been posted on the Company's website at http://www.pg.com/en_IN/invest/gillette/corporate_governance/code_of_conduct.shtml.

GENERAL SHAREHOLDER INFORMATION**I. Annual General Meeting**

The 35th Annual General Meeting will be held on Tuesday, November 26, 2019 at 11.00 a.m. at Y. B. Chavan Pratisthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400 021.

II. Financial Calendar

Presently, the Company follows July-June Financial Year. The Financial Results are declared within timelines as prescribed by the Securities & Exchange Board of India.

III. Book Closure Dates: Wednesday, November 20, 2019 to Tuesday, November 26, 2019 (both days inclusive). The said book closure is for payment of dividend.

IV. Dividend Payment Date: On or before December 20, 2019.

V. Total fees paid to Statutory Auditors of the Company: Total fees of ₹ 124.39 lakhs for Financial Year 2018-19, was paid by the Company to Kalyaniwalla & Mistry LLP, Statutory Auditors of the Company.

VI. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2018-19 are as under:

- Number of complaints filed during the Financial Year: 1
- Number of complaints disposed of during the Financial Year: 1
- Number of complaints pending as at end of the Financial Year: NIL

VII. Listing of Equity Shares on Stock Exchange(s)

The Company's shares are listed on the BSE Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective Stock Exchanges.

VIII. Recommendations of Committees of the Board

There were no instances during the Financial Year 2018-19, wherein the Board had not accepted recommendations made by any Committee of the Board.

IX. Stock Code

BSE Limited : 507815

National Stock Exchange of India Limited : GILLETTE
Dematerialization ISIN Code : INE322A01010.

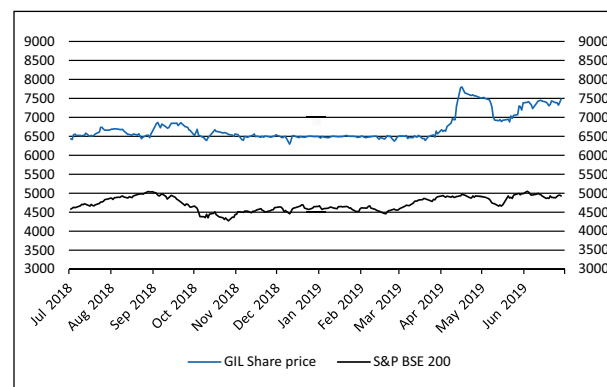
X. Stock Price Data

| Month | BSE | | NSE | |
|------------------|----------|----------|----------|----------|
| | High (₹) | Low (₹) | High (₹) | Low (₹) |
| July – 2018 | 6,875.00 | 6,350.00 | 6,950.00 | 6,300.00 |
| August – 2018 | 6,776.20 | 6,374.00 | 6,800.00 | 6,362.00 |
| September – 2018 | 7,100.00 | 6,580.00 | 7,099.00 | 6,602.00 |
| October – 2018 | 6,760.00 | 6,300.00 | 6,749.95 | 6,310.00 |
| November – 2018 | 6,590.30 | 6,340.00 | 6,632.00 | 6,356.00 |
| December – 2018 | 6,564.95 | 6,200.00 | 6,567.70 | 6,172.20 |
| January – 2019 | 6,553.00 | 6,422.15 | 6,600.00 | 6,406.15 |
| February – 2019 | 6,642.80 | 6,202.50 | 6,625.00 | 6,169.00 |
| March – 2019 | 6,890.00 | 6,363.00 | 6,650.00 | 6,353.60 |
| April – 2019 | 7,906.00 | 6,528.10 | 7,919.85 | 6,590.05 |
| May – 2019 | 7,599.00 | 6,836.50 | 7,599.00 | 6,750.00 |
| June – 2019 | 7,740.00 | 7,191.50 | 7,494.95 | 7,181.05 |

(Source: www.bseindia.com & www.nseindia.com)

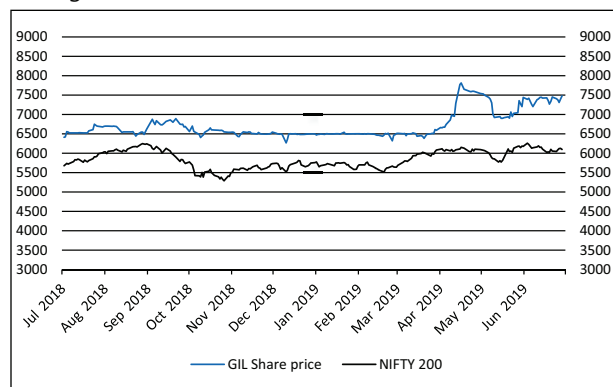
XI. Stock Performance in comparison to the BSE Sensex and NSE Nifty

The following chart shows the performance of the Company's shares as compared to the BSE Sensex during the Financial Year 2018-19:



(Source: www.bseindia.com)

The following chart shows the performance of the Company's shares as compared to the NSE Nifty during the Financial Year 2018-19:



(Source: www.nseindia.com)

XII. Registrar and Transfer Agents

Mas Services Limited
T-34, 2nd floor, Okhla Industrial Area Phase II,
New Delhi – 110 020.
Ph: 011-26387281/82/83, Fax: 011-26387384
E-mail : info@masserv.com

XIII. Share Transfer System/Demat

As per SEBI directions, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form effective April 01, 2019. The transfer deed(s) lodged prior to deadline, i.e., April 1, 2019, and returned due to deficiency in the document may be re-lodged for transfer with Mas Services Limited (Registrar & Transfer Agents), even after the deadline of April 01, 2019.

Transfer of shares is effected by the Registrar & Transfer Agents and share certificates are dispatched within a period of 15 days from the date of receipt of relevant documents, provided they are complete in all respects.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within two weeks.

XIV. Distribution of shareholding by size class as on June 30, 2019

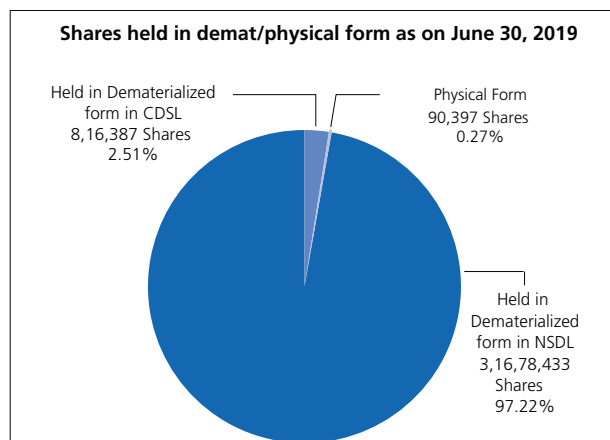
| Shareholding | Shareholders | | Shares | |
|--------------|--------------|------------|-----------|------------|
| | Number | % to Total | Number | % to Total |
| Upto 500 | 26 404 | 97.60 | 10 84 724 | 3.33 |
| 501 – 1000 | 332 | 1.23 | 2 38 276 | 0.73 |
| 1001 – 2000 | 147 | 0.54 | 2 06 705 | 0.63 |

| Shareholding | Shareholders | | Shares | |
|-----------------|---------------|---------------|--------------------|---------------|
| | Number | % to Total | Number | % to Total |
| 2001 – 3000 | 63 | 0.23 | 1 57 309 | 0.48 |
| 3001 – 4000 | 22 | 0.08 | 77 264 | 0.24 |
| 4001 – 5000 | 15 | 0.06 | 70 684 | 0.22 |
| 5001 – 10000 | 25 | 0.09 | 1 84 610 | 0.57 |
| 10001 and above | 46 | 0.17 | 3 05 65 645 | 93.80 |
| Total | 27 054 | 100.00 | 3 25 85 217 | 100.00 |

XV. Dematerialization of shares and liquidity

The Company's shares are required to be compulsorily traded in the stock exchanges in dematerialized form. As on June 30, 2019, the number of shares in dematerialized and physical mode are as under:

| Particulars | No. of shares | % to total capital issued |
|-------------------------------------|--------------------|---------------------------|
| Held in dematerialized form in CDSL | 8 16 387 | 2.51 |
| Held in dematerialized form in NSDL | 3 16 78 433 | 97.22 |
| Held in physical form | 90 397 | 0.27 |
| Total | 3 25 85 217 | 100.00 |



XVI. As on date, the Company has not issued GDR/ADR/warrants or any convertible instruments.

XVII. Distribution of shareholding by ownership as on June 30, 2019

| Category | Number of Shares held | % of Shares held |
|---------------------------------|-----------------------|------------------|
| Foreign & Indian promoters | 2 44 37 803 | 75.00 |
| Resident Individuals and others | 22 77 352 | 6.99 |
| Mutual Funds | 14 98 758 | 4.60 |
| Financial Institutions / Banks | 8 74 131 | 2.68 |
| Foreign Institutional Investors | 13 90 823 | 4.27 |
| Private Bodies Corporate | 19 65 705 | 6.03 |
| NRIs | 1 40 645 | 0.43 |
| TOTAL | 3 25 85 217 | 100.00 |

XVIII. Unclaimed / Unpaid Dividends

In accordance with the provisions of Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority.

Final dividend for the Financial Year ended June 30, 2012 and for the subsequent years, which remain unpaid or unclaimed, will be due for transfer to the IEPF of the Central Government on the dates mentioned in the table below. Members who have not encashed their dividend warrants for these years are requested to seek issue of duplicate warrants on or before the due dates mentioned therein, by writing to the Company's RTA, M/s. Mas Services Limited.

| For the Financial Year ended | Date of Declaration | Due for transfer to IEPF |
|------------------------------|---------------------|--------------------------|
| 30.06.2012 | 11.12.2012 | 16.01.2020 |
| 30.06.2013 | 19.11.2013 | 25.12.2020 |
| 30.06.2014 | 29.09.2014 | 04.11.2021 |
| 30.06.2015 | 26.10.2015 | 01.12.2022 |
| Interim 2015-16 | 12.10.2015 | 17.11.2022 |
| 30.06.2016 | 30.11.2016 | 05.01.2024 |
| Interim 2016-17 | 06.05.2017 | 11.06.2024 |
| 30.06.2017 | 15.11.2017 | 21.12.2024 |
| 30.06.2018 | 30.11.2018 | 05.01.2026 |
| Interim 2018-19 | 07.02.2019 | 15.03.2026 |

During the Financial Year 2018-19, unclaimed final dividend amount for the Financial Year ended June 30, 2011 amounting to ₹ 8,87,340 and 3,361 shares was transferred to the IEPF. The details of unpaid/ unclaimed dividend as on date of previous Annual General Meeting, i.e., November 30, 2018 have been posted on the website of the Company, viz., www.pg.com/en_IN.

XIX. Plant Locations:**(i) Bhiwadi Plant**

SPA-65A,
Bhiwadi Industrial Area,
Bhiwadi, Dist. Alwar
Rajasthan – 301019

(ii) Baddi Plant

Plot no. 4, Industrial Area,
Village Katha,
Bhatoli Kalan Dist. Solan
Baddi – 173205
Himachal Pradesh

XX. Addresses for Correspondence:**Compliance Officer/Company Secretary****Gillette India Limited**

P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East)
Mumbai – 400 099

Investor Helpline nos.: 86575 12368 / 86575 00524

Ph : 022-28266000

Fax : 022-28267337

Email Id: investorgil.im@pg.com

Declaration

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members have confirmed compliance with the Directors' Code of Conduct for the Financial Year ended June 30, 2019 and the Senior Management has complied with the Business Conduct Manual for the Financial Year ended June 30, 2019.

For **GILLETTE INDIA LIMITED**

Madhusudan Gopalan
Managing Director

Mumbai,
August 22, 2019

20th August, 2019

To
The Board of Directors
Gillette India Ltd

**Sub: Certificate under Para 10(i) of Part C under the Heading of
Corporate Governance Report of Schedule V – Annual Report read with Regulations 34(3)
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

1. This certificate has been issued at the request of the Company regarding the compliance status under the above captioned provision of Listing Regulations for the purpose of making a disclosure in the Annual report for the Financial Year ended 30th June, 2019.
 2. ***The scope of the certificate is stated under para 10(i) of the Listing Regulations".....a Company shall obtain a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority"***
 3. **Pursuant to the aforementioned Listing Regulations**, we have examined the following records:
 - a. The declaration given by the individual Directors of the Company with respect to their interest(s) in other entity(ies) as Director or otherwise along with their relatives in Form MBP-1 and same would be taken on record by the Company.
 - b. The particulars of Directors of the Company as displayed on the web portal of the Ministry of Corporate Affairs.
 - c. General search on Google and on the website of the Securities and Exchange Board of India and Reserve Bank of India.
- Based on the aforementioned, we state that to the best of our knowledge and according to the information and explanations given to us by the Company, and verifications as deemed necessary and adequate made by us, we are of the opinion that on the date of this Certificate none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority as on June 30, 2019.
4. It is to be noted that our responsibility is limited to providing a reasonable assurance by way of an opinion as to the qualification/eligibility of each individual Director of the Company with regard to their holding the office as Director of the Company in accordance with the generally accepted procedure(s) and the process of due-diligence followed by us based on the information available, on best efforts basis as on 30th June, 2019 and it is to be noted that this report is neither based on any audit nor an expression of opinion on the personal credentials of the Directors of the Company.
 5. It may be noted that this certificate is issued to the Company solely for the purpose of complying with the aforementioned provision under the Listing Regulations and shall not be used by the Company for purposes other than it is issued for.

**For Dholakia & Associates LLP
(Company Secretaries)**

**(CS Bhumitra. V. Dholakia)
Designated Partner
FCS-977; CP No. 507**