



Gillette India Limited
CIN: L28931MH1984PLC267130
Regd Office
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai 400 099
Tel : 91-22-2826 6000
Fax : 91-22-2826 7303
www.pg.com/en IN

Fax Nos:- 22723121/2037/2041/2061

January 14, 2016

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.

Ref:- Scrip Code:- 507815

Dear Sir / Madam,

Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter ended December 31, 2015

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance in terms of Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2015.

Kindly take the above on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For Gillette India Limited

Jessica Rastogi
Company Secretary
& Compliance Officer



Encl: As Above



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1. Name of Listed Entity : Gillette India Limited
 2. Quarter ending : December 31, 2015

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in Listed entities including this Listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/ Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *
Mr.	Bansidhar Sunderlal Mehta	00035019 AADPM4552A	Chairperson Independent	September 29, 2014	5 years	8 <i>(Independent Director in 7 listed Companies)</i>	9	3
Mr.	Al Abdulmalek Rajwani	07251300 CBAPR4703E	Executive (Managing Director)	August 29, 2015	5 years	2	2	0
Mr.	Chittranjan Dua	00036080 AACPD7256P	Independent	September 29, 2014	5 years	3	4	1
Mr.	Anil Kumar Gupta	02588131 AADPG4641C	Independent	September 29, 2014	5 years	2	4	1
Mr.	Gurcharan Das	00032103 ABRPD6894P	Independent	September 29, 2014	5 years	1	1	0
Mr.	Narendra Pansukhlal Sarda	03480129 ALTPS4582K	Independent	August 29, 2015	5 years	3	2	0
Mr.	Pramod Agarwal	00066989 AABPA4929P	Non-Executive	May 8, 2015	Liable to retire by rotation	2	0	0
Ms.	Sonali Dhawan	06808527 AQFPD5541A	Non-Executive	February 25, 2014	Liable to retire by rotation	2	1	0

*The information is only to the respect of Audit/ Stakeholder Committee.



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II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Chitranjan Dua	Chairperson (Independent Director)
	Mr. Bansidhar Sunderlal Mehta	Member (Independent Director)
	Mr. Gurcharan Das	Member (Independent Director)
	Mr. Narendra Pansukhlal Sarada	Member (Independent Director)
	Mr. Anil Kumar Gupta	Member (Independent Director)
2. Nomination & Remuneration Committee	Mr. Gurcharan Das	Chairperson (Independent Director)
	Mr. Anil Kumar Gupta	Member (Independent Director)
	Mr. Sonali Dhawan	Member (Non-Executive Director)
3. Risk Management Committee (if applicable)	Mr. Al Rajwani	Chairperson (Managing Director)
	Ms. Sonali Dhawan	Member (Non-Executive Director)
	Mr. Karthik Natarajan	Member (Chief Financial Officer)
4. Stakeholders Relationship Committee'	Mr. Anil Kumar Gupta	Chairperson (Independent Director)
	Mr. Al Rajwani	Member (Managing Director)
	Ms. Sonali Dhawan	Member (Non-Executive Director)

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
August 29, 2015	October 12, 2015 November 7, 2015	44 days 26 days

IV. Meeting of Committees

a. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
November 7, 2015	Yes (All Members were present)	August 29, 2015	70 days

b. Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
No meeting held during the quarter	Not applicable	August 29, 2015	Not applicable

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c. Risk Management Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Not applicable			
d. Stakeholders Relationship Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
November 7, 2015	Yes (2 out of 3 Members were present)	August 29, 2015	70 days

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

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)refer note below</i>
Whether prior approval of Audit Committee obtained	Yes (Omnibus approval has been obtained for all Related Party Transactions)
Whether Shareholder Approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations
We affirm that ---
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk Management Committee (applicable to the top 100 listed entities) – <i>Not applicable to the Company.</i>
3. The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
5. The Report submitted in the Previous Quarter has been placed before Board of Directors. – <i>This being the first Report the same will be place at the meeting to be held in the next quarter.</i>

Corporate Governance Report at the end of 6 months after end of Financial Year along with Second Quarter Report of Next Financial

I. Affirmation		
Board Heading	Regulation Number	Compliance Status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, displayed on website	46(2)	Yes



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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)	No (<i>It is a non-mandatory requirement. Mr. Das could not attend the annual general meeting due to prior commitments</i>)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note:- <ol style="list-style-type: none"><i>In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</i><i>If status is "No" details of non-compliance may be given here.</i><i>If the Listed Entity would like to provide any other information the same may be indicated here.</i>		

For Gillette India Limited

Jessica Rastogi

Company Secretary & Compliance Officer

