

Gillette India Limited
Corporate Governance Report for the Quarter ended December 31,2021

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 special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of members in Audit / Stakeholder Committee held in listed entities including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018				06-Dec-1976	NA		2	0	4	0	AC,SC,RC	
Mr.	Gurcharan Das	00100011	ABRPD6894P	ID,C & NED		29-Jan-2007	29-Sep-2019		87	03-Oct-1943	Yes	29-Sep-2019	1	1	1	0	AC,RC,NRC	
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID		31-Jul-2002	29-Sep-2019		87	03-Nov-1951	NA		4	4	4	2	AC,RC,NRC	
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		28-Mar-2009	29-Sep-2019		87	22-Jul-1946	Yes	29-Sep-2019	2	2	4	2	AC,SC,NRC	
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015	25-Nov-2020			25-Apr-1962	NA		2	0	1	0	AC,RC,NRC	

Ms.	Sonali Dhawan	06808527	AQFPD5 541A	NED		25-Feb- 2014	25- Nov- 2020			18-Oct- 1975	NA		2	0	1	0	SC,NRC	
Mr.	Karthik Natarajan	06685891	AEFPN4 031F	NED		23-Jan- 2017	24- Aug- 2021			28-Jun- 1977	NA		2	0	0	0	RMC	
Ms.	Anjuly Chib Duggal	05264033	AAFPD5 765Q	ID		26-Mar- 2019	26- Nov- 2019	33		27-Aug- 1957	NA		1	1	1	0	AC,NRC	
Mr.	Gagan Sawhney	08279568	AHDPS4 134K	NED		22-Aug- 2019	01- Aug- 2021			13-Nov- 1975	NA		2	0	0	0	RMC	
Mr.	Gautam Kamath	09235167	AGRPK9 016D	ED		01-Aug- 2021				16-Oct- 1978	NA		1	0	0	0		
Mr.	Srinivas Maruthi Patnam	09296558	APDPS6 674L	ED		01-Sep- 2021				08-Jan- 1976	NA		1	0	0	0		

Company Remarks	
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	
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 Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Anil Kumar Gupta	ID	Chairperson	29-Sep-2014	
2	Madhusudan Gopalan	ED	Member	01-Jul-2018	

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	
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
24-Aug-2021	02-Nov-2021	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	69

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	24-Aug-2021		Yes	6	4
Audit Committee		02-Nov-2021	Yes	6	4
Nomination & Remuneration Committee	24-Aug-2021		Yes	5	3
Risk Management Committee	24-Aug-2021		Yes	7	2
Risk Management Committee		02-Nov-2021	Yes	5	2
Stakeholders Relationship Committee	24-Aug-2021		Yes	3	1
Stakeholders Relationship Committee		02-Nov-2021	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	69

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	Name of Related Party PROCTER & GAMBLE INTERNATIONAL OPERATIONS SA 12,33,02,997 Amount INR PROCTER & GAMBLE INTERNATIONAL SA - SINGAPORE BRANCH 1,33,67,48,656 Total 1,46,00,51,653 The above figures are subject to GIT and LRD margin adjustment.
------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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 100 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**

ANNEXURE III

Affirmations

<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	

Note:

--

Name : Flavia Machado
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

%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			
<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

(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
<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

--

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: Singapore

Date: 19-Jan-2022

--