



CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY

Your Directors are pleased to present the Corporate Governance Report.

Your Company has a strong history of operating with integrity – at all levels, both internally and externally. Your Company's actions and the actions of all its employees are governed by its *Purpose, Values and Principles* (PVPs).

Your Company reinforces responsibilities of observing high standards of Corporate Governance on all its employees 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 describes the Company's 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, fair employment practices, diversity and inclusion and environmental protection.

Your Company has a highly experienced Board of Directors, which helps to maintain the highest standards of Corporate Governance. The Audit Committee is comprised of Independent Directors, with appropriate financial skills to provide good oversight. 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. Your Company has in place strong internal controls, to ensure compliance with all relevant regulations and standards. Its rigorous business process controls include ongoing programs of self-assessment, controls, as well as internal and external audits.

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

The Independent Directors are independent of the management and bring external perspective to decision making. The terms and conditions of appointment of Independent Directors are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/>.

All Independent Directors have provided declaration to the Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that all the Independent Directors of the Company possess integrity, have relevant expertise and experience and fulfill the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Independent Directors have completed the registration with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

All Directors have confirmed that as on June 30, 2021, they have not been disqualified from being appointed as a Director in terms of section 164(2) of the Companies Act, 2013. The Company has obtained a certificate from Saraf & Associates, Company Secretaries, annexed to this Report, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing to hold office of Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

The composition of the Board of Directors and other Directorships held as on June 30, 2021 are given below:

| Name of the Director | Category | Designation | Directorships in other Companies* | Membership of Board Committees of other Companies** | |
|------------------------------------|----------|--|-----------------------------------|---|----------|
| | | | | Member | Chairman |
| Mr. Gurcharan Das | ID | Chairman | 2 | — | — |
| Mr. Madhusudan Gopalan | ED | Managing Director | 2 | 2 | — |
| Mr. Chittranjan Dua | ID | Director | 13 | 4 | 1 |
| Mr. Anil Kumar Gupta | ID | Director | 1 | 2 | - |
| Ms. Anjuly Chib Duggal | ID | Director | - | - | - |
| Mr. Pramod Agarwal | NED | Director | 2 | - | - |
| Ms. Sonali Dhawan | NED | Director | 1 | - | - |
| Mr. Karthik Natarajan [@] | ED | Executive Director | 1 | - | - |
| Mr. Gagan Sawhney [#] | ED | Executive Director & Chief Financial Officer | 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. Karthik Natarajan has been redesignated as Non-Executive Director effective August 24, 2021.

[#] Mr. Gagan Sawhney ceased to be the Chief Financial Officer of the Company effective July 31, 2021 and has been re-designated as Non-Executive Director effective August 01, 2021.

The Board of Directors at their meeting held on July 6, 2021, on the recommendation of the Nomination & Remuneration Committee, have appointed Mr. Gautam Kamath, as an Additional Director and Executive Director for a period of five years effective August 1, 2021, subject to approval of the Shareholders, being sought by Postal Ballot and subject to approval of the Central Government

The Board of Directors at their meeting held on August 24, 2021, on the recommendation of the Nomination & Remuneration Committee, have appointed Mr. Srinivas Maruthi Patnam, as an Additional Director and Executive Director for a period of five years effective September 1, 2021, subject to approval of Shareholders at the ensuing 37th Annual General Meeting.

The other listed companies in which Directors on the Board of your Company are also Directors as on June 30, 2021 are listed below:

| S.No. | Name of the Director | Directorships in other listed companies |
|-------|------------------------|--|
| 1. | Mr. Gurcharan Das | Nil |
| 2. | Mr. Madhusudan Gopalan | Managing Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 3. | Mr. Chittranjan Dua | Non-Executive Independent Director: 1. Procter & Gamble Hygiene and Health Care Limited 2. TVS Motor Company Limited 3. Pearl Global Industries Limited |
| 4. | Mr. Anil Kumar Gupta | Non-Executive Independent Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 5. | Ms. Anjuly Chib Duggal | Nil |
| 6. | Mr. Pramod Agarwal | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 7. | Mr. Karthik Natarajan | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 8. | Ms. Sonali Dhawan | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |
| 9. | Mr. Gagan Sawhney | Non-Executive Director: 1. Procter & Gamble Hygiene and Health Care Limited |

(b) Meetings of the Board:

The Board meets at least once a quarter to discuss financial results and other business and compliance matters, including business performance and strategy. The Board and Committee meetings are scheduled well in advance and the Directors are annually provided with tentative dates alongwith tentative agenda plan for the Board and Committee meetings, as a measure to enable the Directors to plan ahead and have effective participation in the meetings.

Four meetings of the Board of Directors were held during the Financial Year July 1, 2020 to June 30, 2021. These meetings were held on August 26, 2020, November 10, 2020, February 4, 2021, and May 5, 2021. Apart from the Board meetings, the Directors also had an additional meeting on March 23, 2021 for a detailed strategic discussion on business and operations of the Company.

(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 held on November 25, 2020, 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 [#] | 1 | 1 | NA |
| Mr. Gurcharan Das | 4 | 4 | Yes |
| Mr. Madhusudan Gopalan | 4 | 4 | Yes |
| Mr. Chittranjan Dua | 4 | 4 | Yes |
| Mr. Anil Kumar Gupta | 4 | 4 | Yes |
| Mr. Narendra P. Sarda [@] | 1 | 1 | NA |
| Ms. Anjuly Chib Duggal | 4 | 4 | Yes |
| Mr. Pramod Agarwal | 4 | 4 | Yes |
| Ms. Sonali Dhawan | 4 | 4 | No |
| Mr. Karthik Natarajan | 4 | 2 | Yes |
| Mr. Gagan Sawhney | 4 | 4 | Yes |

* Board Meetings held during the year were convened through video-conference.

[#] Mr. Bansidhar S. Mehta ceased to be Director and Chairperson on the Board on September 28, 2021 on completion of his tenure.

[@] Mr. Narendra P. Sarda ceased to be Director on the Board on August 28, 2021 on completion of his tenure.

(d) Separate meeting of Independent Directors:

The Independent Directors of the Company had a meeting separately without the presence of Non-Independent Directors or management representatives on August 26, 2020 and August 11, 2021 (via videoconferencing) 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 Chairperson did not participate in discussions pertaining to his own evaluation.

(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 the best interest of the Company and in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The RPT Policy is available on the Company's website at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/>.

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 periodical review.

Details of material related party transaction entered into during the Financial Year 2020-21 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 2020-21 | ₹ 260 Crores |

The above transaction was approved by the shareholders by passing an Ordinary Resolution through postal ballot on January 8, 2018. Being related parties, 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.

(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 aggregate to the Non-Executive Directors of the Company for a period of five years effective January 1, 2018 and 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 24, 2021 approved a payment of annual commission of ₹ 15 lakhs, to Non-P&G (who are not in employment of any P&G group entity) Non-Executive Directors. These Directors are paid to compensate their valuable contribution to the Company owing to their wealth of experience and knowledge.

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

Details of the remuneration paid / provided to the Directors of the Company for the Financial Year ended June 30, 2021 are given below:

| Name of the Director | Relationship with other Directors | Salary including Bonus + PF contribution | Commission | Sitting Fees | Amount in ₹ lakhs |
|-------------------------------------|-----------------------------------|--|-------------------|--------------|---|
| | | | | | Shares held (Equity Shares of ₹ 10/- each)* |
| Mr. Bansidhar S. Mehta [^] | None | — | 3.49 [#] | 2.00 | — |
| Mr. Chittranjan Dua | None | — | 15.00 | 8.50 | — |
| Mr. Madhusudan Gopalan | None | — ^{\$} | — | — | — |
| Mr. Gurcharan Das | None | — | 15.00 | 8.50 | — |
| Mr. Anil Kumar Gupta | None | — | 15.00 | 8.75 | — |
| Mr. Narendra P. Sarda [^] | None | — | 2.42 [#] | 2.00 | — |
| Ms. Anjuly Chib Duggal | None | — | 15.00 | 6.50 | — |
| Mr. Pramod Agarwal | None | — | 15.00 | 7.75 | 100 |
| Ms. Sonali Dhawan | None | — | — | — | — |
| Mr. Karthik Natarajan | None | — | — | — | — |
| Mr. Gagan Sawhney | None | — ^{\$\$} | — | — | — |

* Excludes shares held by relatives.

[#] Commission paid for part of the financial year based on tenure of Directorship.

^{\$} ₹ 92.41 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.

^{\$\$} ₹ 48.19 Lakhs being Company's contribution to remuneration of Mr. Gagan Sawhney has been cross charged from Procter & Gamble Home Products Private Limited in terms of the common service agreement. Mr. Sawhney has been redesignated as Non-Executive Director on the Board effective August 1, 2021.

[^] Mr. Narendra P. Sarda and Mr. Bansidhar S. Mehta ceased to be Directors of the Company on completion of their tenure on August 28, 2020 and September 28, 2020 respectively.



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. Gurcharan Das (Member), Mr. Anil Kumar Gupta (Member), Ms. Anjuly Chib Duggal (Member), Mr. Pramod Agarwal (Member) and Mr. Madhusudan Gopalan (Member). Mr. Ghanashyam Hegde is the Secretary of the Audit Committee. During the Financial Year, the Audit Committee met on August 26, 2020, November 10, 2020, February 4, 2021, and May 5, 2021.

The attendance of the members of the Audit Committee during Financial Year 2020-21 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 | 1 | 1 |
| Mr. Gurcharan Das | Member | NED/ID | 4 | 4 |
| Mr. Anil Kumar Gupta | Member | NED/ID | 4 | 4 |
| Mr. Narendra P. Sarda [§] | Member | NED/ID | 1 | 1 |
| Ms. Anjuly Chib Duggal | Member | NED/ID | 4 | 4 |
| Mr. Madhusudan Gopalan | Member | ED | 4 | 4 |
| Mr. Pramod Agarwal | Member | NED | 4 | 4 |

NED – Non-Executive Director; ID – Independent Director

ED – Executive Director

* Meetings held during the year were convened through video-conference.

® Mr. Bansidhar S. Mehta ceased to be a member of the Audit Committee on September 28, 2020 on completion of his tenure.

§ Mr. Narendra P. Sarda ceased to be a member of the Audit Committee on August 28, 2020 on completion of his tenure.

The Audit Committee plays the role as is contemplated under Section 177 of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) 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;
- 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 utilization 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, two meetings were held on November 10, 2020 and February 4, 2021.
- 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 | 2 | 2 |
| Mr. Madhusudan Gopalan | 2 | 2 |
| Ms. Sonali Dhawan | 2 | 2 |

*Meetings held during the year were convened through video-conference.

The role of the Committee is as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer and transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates 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 7 complaints from Shareholders. These complaints have been resolved during the Financial Year. There were no pending complaints as on June 30, 2021.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee presently comprises of Mr. Chitranjan Dua (Chairman), Mr. Anil Kumar Gupta (Member), Mr. Gurcharan Das (Member), Mr. Pramod Agarwal (Member) and Ms. Sonali Dhawan (Member). During the Financial Year, two meetings were held on August 26, 2020, and February 4, 2021.

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. Chitranjan Dua | 2 | 2 |
| Mr. Gurcharan Das | 2 | 2 |
| Mr. Anil Kumar Gupta | 2 | 2 |
| Ms. Sonali Dhawan | 2 | 1 |
| Mr. Pramod Agarwal | 2 | 2 |

* Meetings held during the year were convened through video-conference.

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 Obligations and Disclosure Requirements) 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 <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/>.

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, three meetings were held on August 26, 2020, February 4, 2021 and May 5, 2021.

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 | 3 | 3 |
| Ms. Sonali Dhawan | 3 | 3 |
| Mr. Madhusudan Gopalan | 3 | 3 |
| Mr. Gurcharan Das | 3 | 3 |

* Meetings held during the year were convened through video-conference.

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.

The CSR initiatives of the Company form part of the Directors' Report. The CSR Policy is available on the Company's website at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/>.

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, three meetings were held on August 26, 2020, November 10, 2020 and February 4, 2021.

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 formulate a detailed risk management policy which shall include details, as prescribed by law from time to time.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- To review appointment, removal and terms of remuneration of the chief risk officer (if any).

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 | 3 | 3 |
| Mr. Chittranjan Dua | 3 | 3 |
| Mr. Gurcharan Das | 3 | 3 |
| Mr. Karthik Natarajan | 3 | 2 |
| Mr. Pramod Agarwal | 3 | 3 |
| Mr. Gagan Sawhney | 3 | 3 |
| Mr. Ghanashyam Hegde | 3 | 3 |

* Meetings held during the year were convened through video-conference.

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, three Meetings were held on August 26, 2020, February 4, 2021 and May 5, 2021.

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 | 3 | 3 |
| Mr. Chittranjan Dua | 3 | 3 |
| Mr. Anil Kumar Gupta | 3 | 3 |
| Mr. Karthik Natarajan | 3 | 3 |

* Meetings held during the year were convened

through video-conference.

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.

Your Company conducts induction session for new independent directors and 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 are made by functional heads so that Independent Directors can have direct interaction with them. This helps 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 in 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.

The familiarization programme is available on the Company's website at <https://in.pg.com/india-governance-and-policies/gil/terms-and->



policies/#fam-programme.

(i) Succession planning:

The Nomination and Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavor to introduce new perspectives while maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. Our Board members bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy.

(j) 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 skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with 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. |

While all the Board members possess the skills, their 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 are as follows:

| Name of Director | Area of Expertise |
|-------------------------|---|
| Mr. Gurcharan Das | Strategy & Business Operation Finance & Accounting Regulatory & Policy FMCG Industry |
| Mr. Chittranjan Dua | Legal Strategy & Business Operation Regulatory & Policy |
| Mr. Madhusudan Gopalan | Strategy & Business Operation FMCG Industry Finance & Accounting |
| Mr. Anil Kumar Gupta | Strategy & Business Operation FMCG Industry Finance & Accounting |
| Ms. Anjuly Chib Duggal | Regulatory & Policy Finance & Accounting |
| Mr. Pramod Agarwal | Finance & Accounting Strategy & Business Operation FMCG Industry |
| Ms. Sonali Dhawan | Strategy & Business Operation FMCG Industry |
| Mr. Karthik Natarajan | Finance & Accounting Strategy & Business Operation FMCG Industry |
| Mr. Gagan Sawhney | Finance & Accounting Strategy & Business Operation FMCG Industry |
| Mr. Gautam Kamath* | Finance & Accounting Strategy & Business Operation FMCG Industry |

* Mr. Gautam Kamath was appointed as a Director on the Board and Chief Financial Officer of the Company effective August 1, 2021.



(k) Annual Evaluation of the Directors:

In terms of the requirement of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance and that of its Committees as well as performance of the Directors individually with the aim to improve the effectiveness of the Board and the Committees.

During the year, 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 like, Board oversight and effectiveness, performance of Board Committees, Board skills and structure, etc. Performance evaluation was carried out by the Lead Independent Director based on the responses received from the Directors.

(l) 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. He has been with P&G for over 21 years and is currently the Senior Vice President and regional CFO, Asia Pacific, Middle East & Africa. Over his experience at P&G, he has worked across multiple locations including India, US, China, Philippines and Singapore. He has held global responsibilities and has led strategy development, business and financial planning and operational execution with excellence for several important P&G businesses. He has been re-designated as a Non-Executive Director of the Company effective August 24, 2021 and is also a Director on the Board of Procter & Gamble Hygiene and Health Care Limited. Mr. Natarajan, retires by rotation and being eligible, offers himself for re-appointment at the ensuing 37th Annual General Meeting.

2. Mr. Gagan Sawhney

Mr. Gagan Sawhney is an alumnus of IIM, Ahmedabad who joined P&G in Finance in 2001. He has more than 20 years of experience across multiple geographies : India, ASEAN, Greater China and Middle East. Presently, Mr. Sawhney is Vice President, Finance, P&G. He has held several leadership roles, such as leading Finance for P&G

Indian subcontinent and providing assurance and consulting support across regions as Finance Director, Internal Audit for P&G Global operations. He has been re-designated as a Non-Executive Director of the Company effective August 01, 2021 and is also a Director on the Board of Procter & Gamble Hygiene and Health Care Limited. Mr. Sawhney, retires by rotation and being eligible, offers himself for re appointment at the ensuing 37th Annual General Meeting.

3. Mr. Srinivas Maruthi Patnam

Mr. Srinivas Maruthi Patnam has done his Bachelor of Engineering from Nagpur University and has an MBA in Human Resources from Symbiosis Institute of Business Management, Pune. He has been associated with the Procter & Gamble group for the last 21 years. As an HR leader he has headed and driven transformational projects in various business units across five geographies. He is currently Vice President, Human Resources, P&G Indian subcontinent. Mr. Srinivas holds office as an additional director up to the date of the ensuing 37th Annual General Meeting. It is proposed to appoint Mr. Srinivas as Executive Director of the Company for a period of five years effective September 1, 2021, at the ensuing 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. Financial Results were published in the Business Standard and Mumbai Lakshadeep.
- (ii) The Company's results and official news releases are published on Company's website: <https://in.pg.com/>.
- (iii) No presentations were made to Analysts and Institutional Investors during the Financial Year.
- (iv) This Annual Report along with Notice calling the Annual General Meeting, for the Financial Year 2020-21, 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.
- (v) Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961

as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source (“TDS”) on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter, which is put up on the website at <https://in.pg.com/india-investors/gil/reports-announcements/announcements/>, in order to facilitate company to deduct TDS at time of final dividend. The said documents (duly completed and signed) are required to be emailed to Company’s Registrar & Transfer Agent (RTA) on or before November 7, 2021 in order to enable the Company to determine and deduct appropriate TDS.

SUSTAINABILITY INITIATIVE

In line with our ‘Ambition 2030’ environment sustainability goals, our commitment to operate responsibly is reflected in the steps we have in place to ensure rigorous financial discipline and Corporate Governance. The Company has requested its shareholders to join in its endeavor to conserve resources by updating relevant information for receiving online communication and dividend payout. Shareholders holding shares in dematerialized mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish their email address, bank account details and mobile number with the Company’s Registrar & Transfer Agent (RTA) at info@masserv.com.

The Company, with the help of the RTA and the depositories has reached out to the shareholders who have not registered their email addresses, requesting them to update their email addresses. Your Company greatly appreciates your response and assistance in this regard.

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. The company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

GENERAL MEETINGS

| AGM | Date | Time | Venue | No. of Special Resolutions passed |
|------------------|------------|------------|---|-----------------------------------|
| 36 th | 25.11.2020 | 11:00 a.m. | Annual general Meeting was convened through Video conferencing/ other audio visual means. Deemed venue for the meeting was the Registered Office of the Company : P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099. | — |
| 35 th | 26.11.2019 | 11:00 a.m. | Y. B. Chavan | 4 |
| 34 th | 30.11.2018 | 11:00 a.m. | Pratishan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400 021 | — |

At the 35th Annual General Meeting held on November 26, 2019, the following Special Resolutions were passed:

- (i) Re-appointment of Mr. Bansidhar Sunderlal Mehta as an Independent Director of the Company for a term of one year with effect from September 29, 2019.
- (ii) Re-appointment of Mr. Anil Kumar Gupta as an Independent Director of the Company for a term of five years with effect from September 29, 2019.
- (iii) Re-appointment of Mr. Gurcharan Das as an Independent Director of the Company for a term of five years with effect from September 29, 2019.
- (iv) Re-appointment of Mr. Chittranjan Dua as an Independent Director of the Company for a term of five years with effect from September 29, 2019.

POSTAL BALLOT

During the Financial Year, no special resolution was approved by postal ballot mechanism. 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 Obligations and Disclosure Requirements) Regulations, 2015, was provided to the Board of Directors in the prescribed format for the Financial Year 2020-21, 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 Obligations and Disclosure Requirements) Regulations, 2015:

- a. There are no audit qualifications in the Company's financial statements for the Financial Year 2020-21;
- b. The Internal Auditor of the Company directly reports to the Audit committee.

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*', 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 Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and the Rules made thereunder, the Company has adopted the Whistle Blower policy as the vigil 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 <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/>.

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 certificate from Managing Director to that effect is annexed to this Corporate Governance Report. The Code of Conduct has been hosted on the Company's website at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/#code>

(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 hosted on the Company's website at <https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/#code>

GENERAL SHAREHOLDER INFORMATION

I. Annual General Meeting

The 37th Annual General Meeting will be held on **Tuesday, November 23, 2021 at 11.00 a.m.** through Videoconferencing facility. Deemed Venue for Meeting shall be the Registered Office of the Company: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099. Details of the link for joining and participating in the meeting through video-conferencing are provided in the notice convening the 37th Annual General Meeting. A transcript of the Annual General Meeting will be made available on the Company's website at <https://in.pg.com>.

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 17, 2021 to Tuesday, November 23, 2021 (both days inclusive). The said book closure is for payment of dividend.

IV. Dividend Payment Date: On or before December 17, 2021.



V. Total fees paid to Statutory Auditors of the Company: Total fees of ₹ 129.25 lakhs for Financial Year 2020-2021, 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 2020-21 are as under:

- a. Number of complaints filed during the Financial Year: 2
- b. Number of complaints disposed of during the Financial Year: 2
- c. 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 2020-21, wherein the Board had not accepted recommendations made by any Committee of the Board.

IX. Listing of Equity Shares on Stock Exchanges

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.

X. Stock Code

BSE Limited : 507815
 National Stock Exchange of India Limited : GILLETTE
 Dematerialization ISIN Code : INE322A01010

XI. Stock Price Data

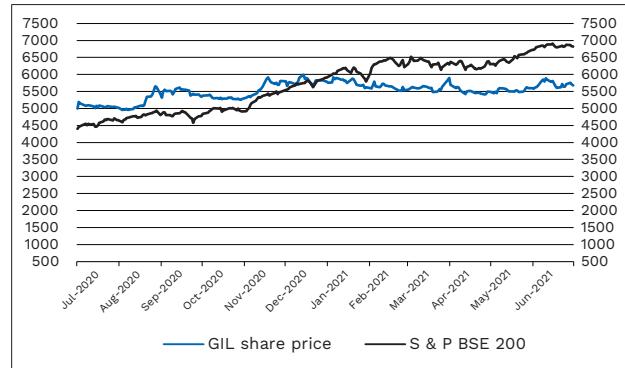
| Month | BSE | | NSE | |
|------------------|----------|----------|----------|----------|
| | High (₹) | Low (₹) | High (₹) | Low (₹) |
| July - 2020 | 5,367.90 | 4,910.00 | 5,394.00 | 4,946.05 |
| August - 2020 | 5,752.60 | 4,902.05 | 5,750.00 | 4,941.00 |
| September - 2020 | 5,729.90 | 5,178.80 | 5,669.20 | 5,103.30 |
| October - 2020 | 5,432.35 | 5,011.00 | 5,461.00 | 5,218.00 |
| November - 2020 | 6,000.00 | 5,252.85 | 5,999.00 | 5,240.40 |

| Month | BSE | | NSE | |
|-----------------|----------|----------|----------|----------|
| | High (₹) | Low (₹) | High (₹) | Low (₹) |
| December - 2020 | 6,730.15 | 5,600.00 | 6,200.00 | 5,555.10 |
| January - 2021 | 5,956.80 | 5,555.00 | 5,939.95 | 5,630.60 |
| February - 2021 | 5,994.00 | 5,500.05 | 6,000.00 | 5,495.00 |
| March -2021 | 5,930.00 | 5,420.00 | 5,700.00 | 5,405.00 |
| April - 2021 | 5,923.30 | 5,400.00 | 5,895.00 | 5,400.00 |
| May - 2021 | 5,710.40 | 5,410.00 | 5,670.00 | 5,435.90 |
| June - 2021 | 5,946.80 | 5,545.90 | 5,945.00 | 5,500.00 |

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

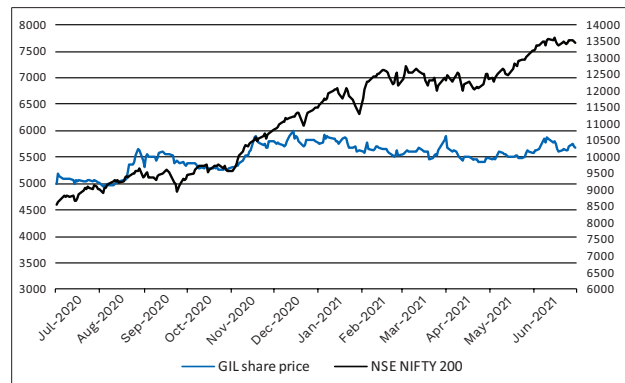
XII. Stock Performance in comparison to the BSE Sensex and NSE Nifty

The following chart shows the performance of the Company's shares as compared to the BSE Sensex during the Financial Year 2020-21:



(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 2020-21:



(Source: www.nseindia.com)

XIII. 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

XIV. 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), latest by March 31, 2021 (cut-off date) as fixed by SEBI vide circular dated September 07, 2020. Further, the shares that are re-lodged for transfer (including those request that are pending with the listed company / RTA, as on date) shall henceforth be issued only in demat mode.

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 15 days from the date of receipt of relevant documents, provided they are complete in all respects.

XV. Distribution of shareholding by size class as on June 30, 2021

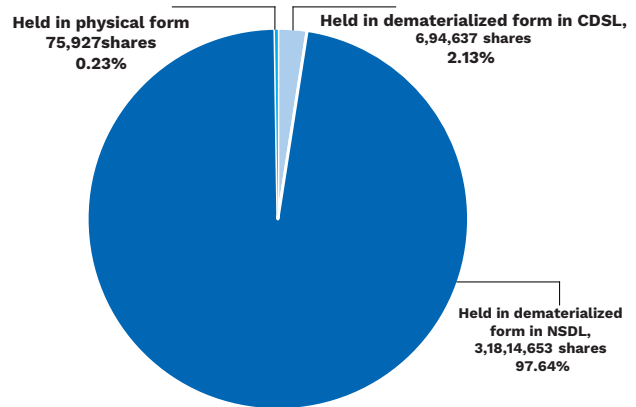
| Shareholding (No. of Shares) | Shareholders | | Shares | |
|------------------------------|---------------|---------------|--------------------|---------------|
| | Number | % to Total | Number | % to Total |
| Upto 500 | 47,686 | 98.78 | 12,81,830 | 3.93 |
| 501 – 1000 | 307 | 0.63 | 2,22,474 | 0.68 |
| 1001 – 2000 | 139 | 0.29 | 1,93,639 | 0.60 |
| 2001 – 3000 | 47 | 0.09 | 1,18,724 | 0.36 |
| 3001 – 4000 | 14 | 0.03 | 51,407 | 0.16 |
| 4001 – 5000 | 18 | 0.04 | 84,376 | 0.26 |
| 5001 – 10000 | 23 | 0.05 | 1,72,212 | 0.53 |
| 10001 and above | 42 | 0.09 | 3,04,60,555 | 93.48 |
| Total | 48,276 | 100.00 | 3,25,85,217 | 100.00 |

XVI. 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, 2021, the number of shares in dematerialized and physical mode are as under:

| Particulars | No. of shares | % to total capital issued |
|---------------------------------------|--------------------|---------------------------|
| Held in dematerialized form with CDSL | 6,94,637 | 2.13 |
| Held in dematerialized form with NSDL | 3,18,14,653 | 97.64 |
| Held in physical form | 75,927 | 0.23 |
| Total | 3,25,85,217 | 100.00 |

Shares held in demat/physical form as on June 30, 2021



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

XVIII. Distribution of shareholding by ownership as on June 30, 2021

| Category | Number of Shares held | % of Shares held |
|---------------------------------|-----------------------|------------------|
| Foreign & Indian promoters | 2,44,37,803 | 75.00 |
| Resident Individuals and others | 23,18,445 | 7.11 |
| Mutual Funds | 14,89,251 | 4.57 |
| Financial Institutions / Banks | 19,90,826 | 6.11 |
| Foreign Institutional Investors | 6,76,536 | 2.08 |
| Private Bodies Corporate | 15,45,270 | 4.74 |
| NRIs | 1,27,086 | 0.39 |
| TOTAL | 3,25,85,217 | 100.00 |

XIX. Commodity price risk or foreign exchange risk and hedging activities

The Company has no exposure to commodity and commodity risks in Financial Year 2020-21. The details of foreign currency risk management are disclosed in Note 30 forming part of the Financial Statements. The Company has not entered into any hedging activities in Financial Year 2020-21.

XX. 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, 2014 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 | Transfer to IEPF |
|---------------------------------|---------------------|------------------|
| 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 |
| 30.06.2019 | 26.11.2019 | 01.01.2027 |
| 30.06.2020 | 25.11.2020 | 31.12.2027 |
| 1 st Interim 2020-21 | 04.02.2021 | 12.03.2028 |
| Special dividend 2020-21 | 05.05.2021 | 10.06.2028 |

During the Financial Year 2020-21, unclaimed final dividend amount for the Financial Year ended June 30, 2013 amounting to ₹ 814,545 and 833 shares were transferred to the IEPF. The details of unpaid/ unclaimed dividend as on June 30, 2020 have been hosted on the website of the Company, viz., <https://in.pg.com/>. As on date of this report, Mr. Ghanashyam Hegde is the Nodal Officer of the Company under the IEPF Rules.

XXI. 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

XXII. Investor Queries and Grievances Redressal

Shareholders can send their correspondence to the Company with respect to their shares, dividend, request for annual reports and shareholder grievances.

Address for Correspondence:

Compliance Officer & Company Secretary | IEPF Nodal Officer

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, 2021 and the Senior Management has complied with the Business Conduct Manual for the Financial Year ended June 30, 2021.

For **GILLETTE INDIA LIMITED**

Madhusudan Gopalan
Managing Director

Mumbai,
August 24, 2021



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
GILLETTE INDIA LIMITED
CIN: L28931MH1984PLC267130
P&G Plaza, Cardinal Gracias Rd,
Chakala, Andheri (E),
Mumbai MH 400099 IN.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **GILLETTE INDIA LIMITED** having **CIN : L28931MH1984PLC267130** and having registered office at P&G Plaza, Cardinal Gracias Rd, Chakala, Andheri (E) Mumbai MH 400099 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 30th June, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Directors | DIN | Date of appointment in Company* |
|---------|-------------------------------|----------|---------------------------------|
| 1 | Chittranjan Dua | 00036080 | 31/07/2002 |
| 2 | Pramod Agarwal | 00066989 | 08/05/2015 |
| 3 | Gurcharan Das | 00100011 | 29/01/2007 |
| 4 | Anil Kumar Ishwar Dayal Gupta | 02588131 | 28/03/2009 |
| 5 | Anjuly Chib Duggal | 05264033 | 26/03/2019 |
| 6 | Karthik Natarajan | 06685891 | 23/01/2017 |
| 7 | Sonali Dhawan | 06808527 | 25/02/2014 |
| 8 | Gopalan Madhusudan | 08158357 | 01/07/2018 |
| 9 | Gagan Sawhney | 08279568 | 22/08/2019 |

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Saraf & Associates**
Practising Company Secretaries

Sd/-

K.G. SARAF
Proprietor

FCS: 1596 | CP: 642
FRN. S1988MH004801
PR. 1003/2020

Place : Mumbai
Date : 01.09.2021
UDIN : F001596C000875766



INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO THE MEMBERS OF GILLETTE INDIA LIMITED

This Certificate is issued in accordance with the terms of our engagement letter dated July 15, 2021.

This certificate is issued with regard to compliance of conditions of Corporate Governance by **Gillette India Limited** ("the Company") for the year ended on June 30, 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V Of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

MANAGEMENT'S RESPONSIBILITY

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITOR'S RESPONSIBILITY

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We conducted our verification in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI which includes the concept of test check and materiality.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable during the year ended June 30, 2021.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

RESTRICTION ON USE

This certificate has been issued at the request of the Company solely for confirming the compliance of conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and is not to be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **KALYANIWALLA & MISTRY LLP**
CHARTERED ACCOUNTANTS
Firm Regn. No.: 104607W /W100166

Darius Z. Fraser
PARTNER

M. No.: 42454
UDIN: 21042454AAAAEB9280

Mumbai: August 24, 2021