



Gillette India Limited
CIN: L28931MH1984PLC267130
Regd Office
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai 400 099
Tel: (91-22) 6958 6000
Fax: (91-22) 6958 7337
Website: in.pg.com

August 28, 2024

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.
Ref:- Scrip Code:- 507815

To,
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051
Ref:- Scrip Code:- GILLETTE

Dear Sir / Madam,

Sub:- Annual Secretarial Compliance Report for the Year ended June 30, 2024

Please find enclosed the annual secretarial compliance report for the year ended June 30, 2024, in line with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019.

Kindly take the same on record and oblige.

Thanking you,
Yours faithfully,

For Gillette India Limited

Flavia Machado
Company Secretary
Membership No. A38986

Secretarial Compliance Report of Gillette India Limited
For the Financial Year Ended 30th June 2024
(Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated February 8, 2019)

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Gillette India Limited (L28931MH1984PLC267130)** (hereinafter referred as 'the listed entity'), having its Registered Office at P&G Plaza, Cardinal Gracias Rd, Chakala, Andheri (E) Mumbai MH 400099 IN. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on June 30, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Mr. **K.G. Saraf**, Practicing Company Secretary (FCS No. 1596, Certificate of Practice No. 642) have examined:

- (a) all the documents and records made available to us and explanation provided by **GILLETTE INDIA LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 30th June 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable for the period under review)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable for the period under review)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable for the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021; (Not applicable for the period under review)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable for the period under review)

and Circulars / Guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

I.

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation / Circular No | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observation s/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--|---|-----------------|--------------------------------|---|-------------|---|---|---------|
| 1. | As per the provisions of Regulation 30(6) (ii) of the SEBI (LODR) Regulations, 2015 the listed entity shall disclose to stock exchange(s) of all events, as specified in Part A of Schedule III, or information emanating within the entity as soon as reasonably possible and not later than twelve hours from the occurrence of event or information. | Regulation 30(3) read with Schedule III - Part A of SEBI (LODR) Regulations, 2015. | There was a delay in submission to BSE and NSE, the proceedings of Annual General Meeting held on Tuesday, 28th November, 2023. | BSE Limited | Clarification sought for delay | The proceeding ought to have been submitted not later than twelve hours from 12.51 p.m. i.e the time of conclusion of AGM, however the company submitted the same on the subsequent day at 10.59 a.m. to BSE and 11.06 a.m. to NSE. | None | The company has made the necessary clarification to the stock exchanges for the delayed submission. | The Company has clarified that there has been an inadvertent delay in submission of proceedings of Annual General Meeting (AGM) held on November 28, 2023. The Company submitted the proceedings of AGM within 24 hours, instead of 12 hours. | - |

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Regulation / Circular No | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|---|--|---|-----------------|--|---|-------------|---|--|---------|
| 2. | As per the provisions of Regulation 23 (9) of the SEBI (LODR) Regulations, 2015, The listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website: Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023. | Regulation 23 (9) of the SEBI (LODR) Regulations, 2015 | There was a delay in submission to BSE and NSE, disclosures of related party transactions pursuant to Regulation 23 (9) of the SEBI (LODR) Regulations, 2015. | BSE Limited. | Fine for Non-compliance with disclosure of related party transactions. | The disclosures of related party transactions ought to have been submitted with the stock exchanges on the date of publication of its standalone and consolidated financial results, i.e. on 30.01.2024, however the company has submitted the same with BSE on 01.02.2024 at 12.36 p.m. and with NSE on 31.01.2024 at 12.06 p.m. | Rs.5900 /- | The company has made the necessary clarification to the stock exchanges for the delayed submission. | The company has clarified that in absence of clear definition of 'publication', same was construed as date of publication of results in newspapers by the Company. Accordingly, in compliance with Regulation 47 of the SEBI (LODR) Regulations, it was interpreted that Company needs to file disclosure with respect to Related Party transactions along with publication of the results in newspaper, i.e. within 48 hours from conclusion of Board Meeting. Further, the company has submitted the same within 24 hours from conclusion of Board Meeting with NSE Limited and the additional one day delay for submissions with BSE Limited was due to technical issues, the fine for which has been waved off by BSE Limited. | - |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines) | Regulation / Circular No | Deviations | Action taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
|--------|--|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|

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| | including specific clause) | | | | | | | | | |
| - | - | - | - | - | - | - | - | - | - | - |

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations/ Remarks by PCS* |
|---------|--|--------------------------------|-------------------------------|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | NA |
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: | NA | NA |
| | a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. | NA | NA |
| | ii. Disclaimer in case of non-receipt of information: | NA | NA |

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|----|--|----|----|
| | The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor. | | |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019 | NA | NA |

III. I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No | Particulars | Compliance Status (Yes / No / NA) | Observations / Remarks by PCS |
|--------|---|-----------------------------------|---|
| 1 | <u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | |
| 2 | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI | Yes | |
| 3 | <u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website | Yes | |
| 4 | <u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | |
| 5 | <u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | NA | The Company does not have any material subsidiaries |
| 6 | <u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | |
| 7 | <u>Performance Evaluation:</u> | Yes | |

| | | | |
|----|---|-----|-------------------------------|
| | The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | | |
| 8 | <u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or | Yes | |
| | (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | NA | NA |
| 9 | <u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | No | As stated in Part I (a) above |
| 10 | <u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015 | Yes | |
| 11 | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder | No | As stated in Part I (a) above |
| 12 | <u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | |

Assumptions & Limitation of scope and Review:

- 1) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2) My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3) I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

- 4) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Saraf & Associates
Practising Company Secretaries

KAMALAX
GANAPAYYA SARAF

Digitally signed by KAMALAX
GANAPAYYA SARAF
Date: 2024.08.28 13:02:31
+05'30'

K.G. SARAF
Proprietor
FCS: 1596 | CP: 642
FRN. S1988MH004800
PR. 1003/2020

Place : Mumbai

Date : 28.08.2024

UDIN : F001596F001059939