

**Corporate Governance Report**

1. Name of Listed Entity - **Gillette India Limited**  
 2. Quarter ending - **30-Sep-2019**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure in months	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018	01-Jul-2018			06-Dec-1976	2	0	4	0
Mr.	Bansidhar S. Mehta	00035019	AADPM4552A	ID,C & NED		26-Oct-2005	29-Sep-2019		1	19-Sep-1935	5	5	5	1
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID		31-Jul-2002	29-Sep-2019		1	03-Nov-1951	3	3	4	2
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		28-Mar-2009	29-Sep-2019		1	22-Jul-1946	2	2	4	1
Mr.	Gurcharan Das	00100011	ABRPD6894P	ID		29-Jan-2007	29-Sep-2019		1	03-Oct-1943	1	1	1	0
Mr.	Narendra P. Sarda	03480129	ALTPS4582K	ID		29-Aug-2015	29-Aug-2015		49	08-Nov-1945	2	2	2	0
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015	08-May-2015			25-Apr-1962	2	0	1	0
Ms.	Sonali Dhawan	06808527	AQFPD5541A	NED		25-Feb-2014	25-Feb-2014			18-Oct-1975	2	0	1	0
Mr.	Karthik Natarajan	06685891	AEFPN4031F	ED		23-Jan-2017	23-Jan-2017			28-Jun-1977	2	0	0	0
Ms.	Anjuly Chib Duggal	05264033	AAFPD5765Q	ID		26-Mar-2019	26-Mar-2019		6	27-Aug-1957	2	2	1	0
Mr.	Gagan Sawhney	08279568	AHDPS4134K	ED		22-Aug-2019	22-Aug-2019			13-Nov-1975	2	0	0	0

Company Remarks	
Whether Regular 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	Chitranjan Dua	ID	Chairperson	29-Sep-2014	
2	Bansidhar S. Mehta	ID,C & NED	Member	29-Sep-2014	
3	Anil Kumar Gupta	ID	Member	29-Sep-2014	
4	Madhusudan Gopalan	ED	Member	01-Jul-2018	
5	Gurcharan Das	ID	Member	29-Sep-2014	
6	Narendra P. Sarda	ID	Member	29-Aug-2015	
7	Anjuly Chib Duggal	ID	Member	22-Aug-2019	
8	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**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Madhusudan Gopalan	ED	Chairperson	01-Jul-2018	
2	Chitranjan Dua	ID	Member	13-Nov-2017	
3	Gurcharan Das	ID	Member	13-Nov-2017	
4	Karthik Natarajan	ED	Member	13-Nov-2017	
5	Pramod Agarwal	NED	Member	13-Nov-2017	
6	Gagan Sawhney	ED	Member	13-Nov-2017	
7	Ghanashyam Hegde	Member	Member	08-May-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Gurcharan Das	ID	Chairperson	29-Sep-2014	
2	Chittranjan Dua	ID	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	

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
08-May-2019	22-Aug-2019	Yes	10	6

Company Remarks	
Maximum gap between any two consecutive (in number of days)	105

**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	08-May-2019		Yes	6	5
Audit Committee		22-Aug-2019	Yes	6	5
Nomination & Remuneration Committee	08-May-2019		Yes	4	3
Nomination & Remuneration Committee		22-Aug-2019	Yes	4	3
Stakeholders Relationship Committee	08-May-2019		Yes	3	1
Stakeholders Relationship Committee		22-Aug-2019	Yes	3	1
Risk Management Committee	08-May-2019		Yes	7	2
Risk Management Committee		22-Aug-2019	Yes	7	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	105

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	<b>Name of Company</b>	<b>Total Amount in INR</b>
	PROCTER & GAMBLE INTERNATIONAL SA	-57,528,412
	PROCTER & GAMBLE INTERNATIONAL SA – SINGAPORE BRANCH	-782,162,625
		<b>-839,691,037</b>

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:

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**Name** : **Ghanashyam Hegde**  
**Designation** : **Company Secretary**