



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

July 13, 2016

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

Ref:- Scrip Code:- 507815

Dear Sir / Madam,

Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter and Financial Year ended June 30, 2016

We are enclosing herewith the Quarterly Compliance Report on Corporate Governance in terms of Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended June 30, 2016.

Kindly take the above on record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For **Gillette India Limited**

Jessica Rastogi
Company Secretary
& Compliance Officer

Encl: As Above



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1. Name of Listed Entity : Gillette India Limited
 2. Quarter ending : June 30, 2016

I. Composition of Board of Directors

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

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



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II. Composition of Committees			
<i>Name of Committee</i>	<i>Name of Committee Members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>	
1. Audit Committee	Mr. Chittranjan Dua	Chairperson (Independent Director)	
	Mr. Bansidhar Sunderlal Mehta	Member (Independent Director)	
	Mr. Gurcharan Das	Member (Independent Director)	
	Mr. Narendra Pansukhlal Sarada	Member (Independent Director)	
	Mr. Anil Kumar Gupta	Member (Independent Director)	
	Mr. Al Rajwani	Member (Executive Director)	
2. Nomination & Remuneration Committee	Mr. Gurcharan Das	Chairperson (Independent Director)	
	Mr. Anil Kumar Gupta	Member (Independent Director)	
	Mr. Chittranjan Dua	Member (Independent Director)	
	Mr. Sonali Dhawan	Member (Non-Executive Director)	
3. Risk Management Committee (if applicable)	Mr. Al Rajwani	Chairperson (Managing Director)	
	Ms. Sonali Dhawan	Member (Non-Executive Director)	
	Mr. Karthik Natarajan	Member (Chief Financial Officer)	
4. Stakeholders Relationship Committee	Mr. Anil Kumar Gupta	Chairperson (Independent Director)	
	Mr. Al Rajwani	Member (Managing Director)	
	Ms. Sonali Dhawan	Member (Non-Executive Director)	
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
February 4, 2016	May 5, 2016	90 days	
IV. Meeting of Committees			
<i>a. Audit Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
May 5, 2016	Yes	February 4, 2016	90 days
<i>b. Nomination & Remuneration Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
May 5, 2016	Yes	February 4, 2016	Not applicable
<i>c. Risk Management Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



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Not applicable			
d. Stakeholders Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
May 5, 2016	Yes	February 4, 2016	Not applicable

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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of Audit Committee obtained	Yes (Omnibus approval has been obtained for all Related Party Transactions)
Whether Shareholder Approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. Affirmations	
We affirm that --- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 500 listed entities) 3. The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. 5. The Report submitted in the Previous Quarter has been placed before Board of Directors.	

For Gillette India Limited

Jessica Rastogi
Company Secretary & Compliance Officer



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ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Not Applicable	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



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Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Not Applicable
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed



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Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Not Applicable**

For Gillette India Limited

Jessica Rastogi
Company Secretary & Compliance Officer