

Gillette India Limited
Report on Corporate Governance for the quarter ended June 30,2023

ANNEXURE I

i. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A (1)]	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	Membership in Committees of the Company	Remarks
Mr.	Lalgudi Viswanathan Vaidyanathan	09632201	MD	01-Jul-2022				25-May-1972	No				Active	NA		2	0	4	0	AC,SC,RC	
Mr.	Gurcharan Das	00100011	ID	29-Jan-2007	29-Sep-2019		105	03-Oct-1943	No				Active	Yes	29-Sep-2019	2	2	1	0	AC,RC,NRC	
Mr.	Chittranjan Dua	00036080	ID	31-Jul-2002	29-Sep-2019		105	03-Nov-1951	No				Active	NA		5	5	4	2	AC,RC,NRC	

Mr.	Anil Kumar Gupta	0258 8131	ID	28- Mar- 2009	29- Sep- 2019		105	22-Jul- 1946	No				Act ive	Yes	29- Sep- 2019	2	2	4	2	AC,SC, NRC
Mr.	Pramod Agarwal	0006 6989	NED	08- May- 2015	18- Nov- 2022			25-Apr- 1962	No				Act ive	NA		2	0	1	0	AC,RC, NRC
Ms.	Sonali Dhawan	0680 8527	NED	25- Feb- 2014	18- Nov- 2022			18-Oct- 1975	No				Act ive	NA		2	0	1	0	SC,NRC
Mr.	Karthik Natarajan	0668 5891	NED	23-Jan- 2017	24- Aug- 2021			28-Jun- 1977	No				Act ive	NA		2	0	0	0	RMC
Ms.	Anjuly Chib Duggal	0526 4033	ID	26- Mar- 2019	26- Nov- 2019		51	27-Aug- 1957	No				Act ive	NA		2	2	2	0	AC,NR C
Mr.	Gagan Sawhney	0827 9568	NED	22- Aug- 2019	01- Aug- 2021			13-Nov- 1975	No				Act ive	NA		2	0	0	0	RMC
Mr.	Gautam Kamath	0923 5167	ED	28- Mar- 2009	29- Sep- 2019		105	22-Jul- 1946	No				Act ive	Yes	29- Sep- 2019	2	2	4	2	AC,SC, NRC
Mr.	Srinivas Maruthi Patnam	0929 6558	ED	08- May- 2015	18- Nov- 2022			25-Apr- 1962	No				Act ive	NA		2	0	1	0	AC,RC, NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Chittranjan Dua	ID	Chairperson	29-Sep-2014	
2	Anil Kumar Gupta	ID	Member	29-Sep-2014	
3	Lalgudi Viswanathan Vaidyanathan	ED	Member	01-Jul-2022	
4	Gurcharan Das	ID,C & NED	Member	29-Sep-2014	
5	Anjuly Chib Duggal	ID	Member	22-Aug-2019	
6	Pramod Agarwal	NED	Member	22-Aug-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Anil Kumar Gupta	ID	Chairperson	29-Sep-2014	
2	Lalgudi Viswanathan Vaidyanathan	ED	Member	01-Jul-2022	
3	Sonali Dhawan	NED	Member	29-Aug-2015	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Lalgudi Viswanathan Vaidyanathan	ED	Chairperson	01-Jul-2022	
2	Chittranjan Dua	ID	Member	13-Nov-2017	
3	Gurcharan Das	ID,C & NED	Member	13-Nov-2017	
4	Karthik Natarajan	NED	Member	13-Nov-2017	

5	Pramod Agarwal	NED	Member	13-Nov-2017	
6	Gagan Sawhney	NED	Member	13-Nov-2017	
7	Ghanashyam Hegde	General Counsel	Member	08-May-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Chittranjan Dua	ID	Chairperson	29-Sep-2014	
2	Gurcharan Das	ID,C & NED	Member	29-Sep-2014	
3	Anil Kumar Gupta	ID	Member	29-Sep-2014	
4	Sonali Dhawan	NED	Member	29-Sep-2014	
5	Pramod Agarwal	NED	Member	22-Aug-2019	
6	Anjuly Chib Duggal	ID	Member	02-Nov-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
01-Feb-2023	Yes	11	9	4
11-May-2023	Yes	11	10	4

Company Remarks	
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Maximum gap between any two consecutive (in number of days)	98
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iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	01-Feb-2023	Yes	6	5	4	0
Audit Committee	11-May-2023	Yes	6	6	4	0
Stakeholders Relationship Committee	01-Feb-2023	Yes	3	2	1	0
Stakeholders Relationship Committee	11-May-2023	Yes	3	2	1	0
Risk Management Committee	01-Feb-2023	Yes	6	4	2	1
Risk Management Committee	11-May-2023	Yes	6	5	2	1
Nomination & Remuneration Committee	01-Feb-2023	Yes	6	5	4	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Vendor Name	Amount INR	PROCTER & GAMBLE INTERNATIONAL
	OPERATIONS SA	2,484,433,229	PROCTER & GAMBLE INTERNATIONAL SA
	SINGAPORE BRANCH	2,094,911,769	Total
			4,579,344,998

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 1000 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 : Flavia Machado
Designation : Company Secretary & Compliance Officer

Date : July 21,2023

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			
<i>Item</i>	<i>Compliance status</i>	<i>C o</i>	<i>Website</i>
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://in.pg.com/
Terms and conditions of appointment of independent directors	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
Composition of various committees of board of directors	Yes		https://in.pg.com/india-governance-and-policies/gil/board-composition/
Code of conduct of board of directors and senior management personnel	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
Criteria of making payments to non-executive directors	Yes		https://in.pg.com/india-investors/gil/
Policy on dealing with related party transactions	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted to independent directors	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/#fam-programme
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://in.pg.com/india-investors/gil/guidance/
Contact information of the designated officials of the listed entity who	Yes		https://in.pg.com/india-investors/gil/guidance/
Financial results	Yes		https://in.pg.com/india-investors/gil/reports-announcements/compliance-report/
Shareholding pattern	Yes		https://in.pg.com/india-investors/gil/reports-announcements/compliance-report/
Details of agreements entered into with the media companies and/or their associates	Yes		https://in.pg.com/india-investors/gil/reports-announcements/announcements/
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes		https://in.pg.com/india-investors/gil/shareholder-information/info/#analyst-meet
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		https://in.pg.com/india-investors/gil/reports-announcements/
Credit rating or revision in credit rating obtained by the entity for all	Not		
Separate audited financial statements of each subsidiary of the listed	Not		
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://in.pg.com/india-investors/
Materiality Policy as per Regulation 30	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://in.pg.com/india-governance-and-policies/gil/terms-and-policies/
It is certified that these contents on the website of the listed entity are	Yes		https://in.pg.com/india-investors/gil/
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Not Applicable	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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**

Other Information	
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Name : **Flavia Machado**
Designation : **Company Secretary & Compliance Officer**
Date : **July 21,2023**

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0

<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

<p>Name: Gautam Kamath Designation: Chief Financial Officer Place: Mumbai Date: 21-Jul-2023</p>
