



**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

May 29,2025

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 Limit  
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 March 31,2025**

Please find enclosed the annual secretarial compliance report for the year ended March 31,2025, 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

**Secretarial Compliance Report of Gillette India Limited  
For the Financial Year Ended 31<sup>st</sup> March 2025  
(Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated February 8, 2019)**

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 report,

for the year ended 31<sup>st</sup> March 2025 ("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 During 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 During the Period Under Review)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable During the Period Under Review)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021; (Not Applicable During 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 During the Period Under Review)

and Circulars / Guidelines issued thereunder.

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

- (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 17(2) of the SEBI (LODR) Regulations, 2015<br>The board of directors shall meet at least four times in a financial year, with a maximum time gap of one hundred and twenty days between any two consecutive meetings. | 17(2) of the SEBI (LODR) Regulations, 2015               | The gap between two consecutive meetings of the Board of Directors exceeded the prescribed limit of 120 days by 1 day, due to the rescheduling of the meetings from August 28, 2024 to August 29, 2024. | BSE Limited and National Stock Exchange of India Limited | Fine levied    | The time gap between two consecutive meetings exceeded 120 days by 1 day | Rs. 10,000 plus 18% GST | The time gap between two consecutive meetings exceeded 120 days by 1 day due to the rescheduling of the meetings from August 28, 2024 to August 29, 2024. | The meeting had been rescheduled to meet with the availability of the Board of Directors. This amounted to an inadvertent one-day delay in meeting with the requirement of regulation 17(2) of the SEBI (LODR) Regulations, 2015. Company has filed a waiver for fine levied. | Company has filed a waiver for fine levied. |
| 2      | As per the provisions of Regulation 18(2)(a) of the SEBI (LODR) Regulations, 2015<br>The audit committee shall meet at least four times in a financial year and not more than one hundred and twenty days shall elapse between two consecutive meetings.  | Regulation 18(2)(a) of the SEBI (LODR) Regulations, 2015 | The gap between two consecutive meetings of the Audit Committee exceeded the prescribed limit of 120 days by 1 day, due to the rescheduling of the meetings from August 28, 2024 to August 29, 2024.    | -  | -              | The time gap between two consecutive meetings exceeded 120 days by 1 day | -                       | The time gap between two consecutive meetings exceeded 120 days by 1 day due to the rescheduling of the meetings from August 28, 2024 to August 29, 2024. | The meeting had been rescheduled to meet with the availability of the Board of Directors. This amounted to an inadvertent one-day delay in meeting with the requirement of regulation 18(2)(a) of the SEBI (LODR) Regulations, 2015.  | No action taken by the stock exchanges      |

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

| Sr. No | Observations/ Remarks of the Practicing Company Secretary in the previous reports.  | Observations made in the secretarial compliance report for the year ended. | Compliance Requirement (Regulations/circular s/guidelines including specific clause)  | Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity  | Comments of the PCS on the actions taken by the listed entity   |
|--------|---|--|---|---|---|---|
| 1      | There was a delay in submission to BSE and NSE, the proceedings of Annual General Meeting held on Tuesday, 28th November, 2023. The company has made the necessary clarification to the stock exchanges for the delayed submission.                               | 30 <sup>th</sup> June 2024.  | 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.   | NIL   | The Company has provided the necessary clarification to the stock exchanges regarding the delayed submission and has ensured timely compliance during the Annual General Meeting held for the financial year 2023–24. | The Company has provided the necessary clarification to the stock exchanges regarding the delayed submission and has ensured timely compliance during the Annual General Meeting held for the financial year 2023–24. |
| 2      | 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. The company has made the necessary clarification to the stock exchanges for the delayed submission. | 30 <sup>th</sup> June 2024.  | 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. | Rs.5,900/-  | The Company has provided the necessary clarification to the stock exchanges regarding the delayed submission and has ensured timely compliance during our review period.  | The Company has provided the necessary clarification to the stock exchanges regarding the delayed submission and has ensured timely compliance during our review period   |

I. 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      | <b><u>Secretarial Standard</u></b><br>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      | <b><u>Adoption and timely updation of the Policies:</u></b><br><ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> </ul> | Yes                               |                               |

|    |   |     |   |
|----|---|-----|---|
|    | <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>  |     |   |
| 3  | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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</li> </ul> | Yes |   |
| 4  | <p><b><u>Disqualification of Director:</u></b><br/>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>   | Yes |   |
| 5  | <p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b><br/>(a) Identification of material subsidiary companies<br/>(b) Disclosure requirement of material as well as other subsidiaries</p>   | NA  | The Company does not have any material subsidiaries |
| 6  | <p><b><u>Preservation of Documents:</u></b><br/>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</p>  | Yes |   |
| 7  | <p><b><u>Performance Evaluation:</u></b><br/>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</p>   | Yes |   |
| 8  | <p><b><u>Related Party Transactions:</u></b><br/>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p>  | Yes |   |
|    | <p>(b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>   | NA  |   |
| 9  | <p><b><u>Disclosure of events or information:</u></b><br/>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.</p>  | Yes |   |
| 10 | <p><b><u>Prohibition of Insider Trading:</u></b><br/>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>   | Yes |   |

|    |   |    |  |
|----|---|----|--|
| 11 | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br>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 (a) above                                      |
| 12 | <b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities. | NA | There was no resignation of statutory auditors from the Company. |
| 13 | <b>Additional Non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.   | No | As stated in Part (a) above                                      |

We further report that the requirement to disclose the Employee Benefit Scheme documents under Regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to the Company.

**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  
GANAPAYYA SARAF  
Date: 2025.05.29 13:16:38  
+05'30'

Date : 29.05.2025

Place : Mumbai

UDIN : F001596G000486102

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