

Annexure 14

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Procter & Gamble Hygiene and Health Care Limited**
2. Quarter ending - **June 30, 2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	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	Membership in Committees of the Company
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018				06-Dec-1976	NA		2	0	4	0	AC,SC,RC
Mr.	Krishnamurthy Iyer	01726564	AAHP10149R	ID		10-Nov-2020	26-Jun-2021		8	22-May-1957	NA		1	1	0	0	
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID,C & NED		25-Aug-2020	25-Aug-2020		10	03-Nov-1951	NA		4	4	4	2	AC,NRC
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		18-Jan-2013	24-Sep-2019		81	22-Jul-1946	Yes	27-Nov-2019	2	2	4	1	AC,SC,RC,NRC
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015				25-Apr-1962	NA		2	0	1	0	RMC

Ms .	Sonali Dhawan	06808 527	AQFPD 5541A	NED		07-May-2014				18-Oct-1975	NA		2	0	1	0	
Mr.	Karthik Natarajan	06685 891	AEFPN 4031F	NED		01-Oct-2014				28-Jun-1977	NA		2	0	0	0	RMC
Ms .	Meena Ganesh	00528 252	ABPPG 1456L	ID		19-Mar-2019	19-Mar-2019	27		31-Aug-1963	NA		3	3	1	0	AC,RC
Mr.	Gagan Sawhney	08279 568	AHDPS 4134K	NED		24-Jan-2019				13-Nov-1975	NA		2	0	0	0	RMC, NRC
Mr.	Ghanashyam Hegde	08054 712	ABEPH 1602E	NED		09-May-2019				18-Nov-1977	NA		1	0	1	1	SC,RC, NRC

Company Remarks	
Whether Permanent 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	Chittranjan Dua	ID,C & NED	Chairperson	24-Sep-2020	
2	Anil Kumar Gupta	ID	Member	24-Sep-2014	
3	Madhusudan Gopalan	ED	Member	01-Jul-2018	
4	Meena Ganesh	ID	Member	28-Apr-2020	

Company Remarks	
Whether Permanent	Yes

chairperson appointed	
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b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ghanashyam Hegde	NED	Chairperson	09-May-2019	
2	Madhusudan Gopalan	ED	Member	01-Jul-2018	
3	Anil Kumar Gupta	ID	Member	24-Sep-2014	

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	Meena Ganesh	ID	Member	21-Aug-2019	
3	Karthik Natarajan	NED	Member	13-Nov-2017	
4	Pramod Agarwal	NED	Member	13-Nov-2017	
5	Gagan Sawhney	NED	Member	13-Nov-2017	
6	Ghanashyam Hegde	NED	Member	09-May-2019	
7	Anil Kumar Gupta	ID	Member	13-Nov-2017	
8	Prashant Bhatnagar	Member	Member	13-Nov-2017	

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	Anil Kumar Gupta	ID	Chairperson	01-Oct-2014	
2	Gagan Sawhney	NED	Member	21-Aug-2019	
3	Ghanashyam Hegde	NED	Member	21-Aug-2019	
4	Chittranjan Dua	ID,C & NED	Member	24-Sep-2020	

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
03-Feb-2021	04-May-2021	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

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	03-Feb-2021		Yes	4	3
Audit Committee		04-May-2021	Yes	4	3
Nomination & Remuneration Committee	03-Feb-2021		Yes	4	2
Risk Management Committee	03-Feb-2021		Yes	8	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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:

Name : **Flavia Machado**
Designation : **Company Secretary and Compliance Officer**

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	Company Remark	Website
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/
Composition of various committees of board of directors	Yes		https://in.pg.com/
Code of conduct of board of directors and senior management	Yes		https://in.pg.com/
Details of establishment of vigil mechanism/ Whistle Blower	Yes		https://in.pg.com/
Criteria of making payments to non-executive directors	Yes		https://in.pg.com/
Policy on dealing with related party transactions	Yes		https://in.pg.com/
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted to independent	Yes		https://in.pg.com/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		https://in.pg.com/india-investors/
Contact information of the designated officials of the listed	Yes		https://in.pg.com/india-investors/
Financial results	Yes		https://in.pg.com/india-investors/
Shareholding pattern	Yes		https://in.pg.com/india-investors/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		https://in.pg.com/india-investors/
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		https://in.pg.com/india-investors/
Credit rating or revision in credit rating obtained by the entity for	Not		
Separate audited financial statements of each subsidiary of the	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/
Dividend Distribution policy as per Regulation 43A (as	Yes		https://in.pg.com/
It is certified that these contents on the website of the listed	Yes		https://in.pg.com/
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>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6), (7)	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	

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**

Name : **Flavia Machado**
Designation : **Company Secretary & Compliance Officer**