

Quarterly Corporate Governance Report

1. Name of Listed Entity - **Procter & Gamble Hygiene and Health Care Limited**
 2. Quarter ending - **30-Jun-2019**

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	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	Memberships in Committees of the Company	Remarks
Mr.	Bansidhar Mehta	00035019	AADPM4552A	ID		11-Oct-1979	24-Sep-2014		57	19-Sep-1935	5	5	5	1	AC	
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018	01-Jul-2018			06-Dec-1976	2	0	4	0	AC,SC,RMC	
Mr.	Rajendra Shah	00009851	ABIPS1839C	ID,C & NED		20-Jul-1964	24-Sep-2014		57	07-Jul-1931	6	6	6	3	AC,NRC	
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		18-Jan-2013	24-Sep-2014		57	22-Jul-1946	2	2	4	1	AC,SC,RMC,NRC	
Mr.	Shaillyamanyu Singh Rathore	06832523	AIQPR1554G	NED		15-Mar-2014	15-Mar-2014	08-May-2019		02-Feb-1976	0	0	0	0	NA	
Mr.	Karthik Natarajan	06685891	AEFPN4031F	NED		01-Oct-2014	01-Oct-2014			28-Jun-1977	2	0	0	0	RMC,NRC	
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015	08-May-2015			25-Apr-1962	2	0	0	0	RMC	
Ms.	Sonali Dhawan	06808527	AQFPD5541A	NED		07-May-2014	24-Sep-2014			18-Oct-1975	2	0	1	0	NA	
Mr.	Gagan Sawhney	08279568	AHDPS4134K	NED		24-Jan-2019	24-Jan-2019			13-Nov-1975	1	0	0	0	RMC	
Ms.	Meena Ganesh	00528252	ABPPG1456L	ID		19-Mar-2019	19-Mar-2019		4	31-Aug-1963	2	2	0	0	NA	

Mr.	Ghanashyam Hegde	08054712	ABEPH1602E	NED		09-May-2019	09-May-2019			18-Nov-1977	1	0	1	1	SC,RMC	
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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	Anil Kumar Gupta	ID	Member	01-Oct-2014	
2	Madhusudan Gopalan	ED	Member	01-Jul-2018	
3	Rajendra Shah	ID,C & NED	Chairperson	01-Oct-2014	
4	Bansidhar Mehta	ID	Member	01-Oct-2014	

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	Ghanashyam Hegde	NED	Chairperson	09-May-2019	
2	Anil Kumar Gupta	ID	Member	24-Sep-2014	
3	Madhusudan Gopalan	ED	Member	01-Jul-2018	

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	Ghanashyam Hegde	NED	Member	09-May-2019	
2	Gagan Sawhney	NED	Member	13-Nov-2017	
3	Madhusudan Gopalan	ED	Chairperson	01-Jul-2018	
4	Karthik Natarajan	NED	Member	13-Nov-2017	
5	Anil Kumar Gupta	ID	Member	13-Nov-2017	
6	Pramod Agarwal	NED	Member	13-Nov-2017	
7	Mr. Prashant Bhatnagar	Member	Member	13-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr.No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajendra Shah	ID,C & NED	Member	01-Oct-2014	
2	Karthik Natarajan	NED	Member	01-Oct-2014	
3	Anil Kumar Gupta	ID	Chairperson	01-Oct-2014	

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
07-Feb-2019	08-May-2019	Yes	8	3

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	07-Feb-2019	08-May-2019	Yes	4	3
Nomination & Remuneration Committee	07-Feb-2019	08-May-2019	Yes	2	2
Stakeholders Relationship Committee	07-Feb-2019	08-May-2019	Yes	3	1
Risk Management Committee		08-May-2019	Yes	5	1

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	
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Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Not applicable
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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 & Compliance Officer**

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	Company Remark	Website
Details of business	Yes		www.pg.com/en_IN
Terms and conditions of appointment of independent directors	Yes		www.pg.com/en_IN
Composition of various committees of board of directors	Yes		www.pg.com/en_IN
Code of conduct of board of directors and senior management personnel	Yes		www.pg.com/en_IN
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pg.com/en_IN
Criteria of making payments to non-executive directors	Yes		www.pg.com/en_IN
Policy on dealing with related party transactions	Yes		www.pg.com/en_IN
Policy for determining 'material' subsidiaries	Not Applicable		
Details of familiarization programs imparted to independent directors	Yes		www.pg.com/en_IN
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pg.com/en_IN
email address for grievance redressal and other relevant details	Yes		www.pg.com/en_IN
Financial results	Yes		www.pg.com/en_IN
Shareholding pattern	Yes		www.pg.com/en_IN
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Not Applicable		
Credit rating or revision in credit rating obtained	Yes		
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pg.com/en_IN
Materiality Policy as per Regulation 30	Yes		www.pg.com/en_IN
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>		Yes	
<i>Meeting of nomination & remuneration committee</i>		Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>		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	Not Applicable	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Not Applicable	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<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)	Yes	
<i>Annual Secretarial Compliance Report</i>		Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>		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)		
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)		

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**