

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 - **December 31, 2019**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Appointment	Tenure	Date of Birth	Whether special resolution passed ?	Date of passing special resolution	No. of Directorship in listed entities	No of Independent Directorship in listed entities	No of memberships in Audit/ Stakeholder Committee(s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities	Members hip in Committees of the Company
											including this listed entity				
Mr.	Rajendra A. Shah	00009851	ABIPS1839C	ID,C & NED	20-Jul-1964	24-Sep-2019	3	07-Jul-1931	Yes	27-Nov-2019	5	5	5	3	AC,NR C
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED-MD	01-Jul-2018	01-Jul-2018		06-Dec-1976	NA		2	0	4	0	AC,SC, RC
Mr.	Bansidhar S. Mehta	00035019	AADPM4552A	ID	11-Oct-1979	24-Sep-2019	3	19-Sep-1935	Yes	27-Nov-2019	5	5	5	1	AC
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID	18-Jan-2013	24-Sep-2019	3	22-Jul-1946	Yes	27-Nov-2019	2	2	4	1	AC,SC, RC,NR C
Mr.	Ghanashyam Hegde	08054712	AIQPR1554G	NED	09-May-2019	09-May-2019		18-Nov-1977	NA		1	0	1	1	NRC
Mr.	Karthik Natarajan	06685891	AEFPN4031F	NED	01-Oct-2014	01-Oct-2014		28-Jun-1977	NA		2	0	0	0	RMC

Mr.	Pramod Agarwal	00066989	AABPA4929P	NED	08-May-2015	08-May-2015		25-Apr-1962	NA		2	0	1	0	RMC
Ms.	Sonali Dhawan	06808527	AQFPD5541A	NED	07-May-2014	07-May-2014		18-Oct-1975	NA		2	0	1	0	
Ms.	Meena Ganesh	00528252	ABPPG1456L	ID	19-Mar-2019	19-Mar-2019	9	31-Aug-1963	NA		2	2	0	0	RMC
Mr.	Gagan Sawhney	08279568	AHDPS4134K	NED	24-Jan-2019			13-Nov-1975	NA		2	0	0	0	RMC,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	Rajendra A. Shah	ID,C & NED	Chairperson	24-Sep-2014	
2	Bansidhar S. Mehta	ID	Member	24-Sep-2014	
3	Anil Kumar Gupta	ID	Member	24-Sep-2014	
4	Madhusudan Gopalan	ED	Member	01-Jul-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship 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	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

<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	Madhusudan Gopalan	ED	Chairperson	01-Jul-2018	
2	Karthik Natarajan	NED	Member	13-Nov-2017	
3	Anil Kumar Gupta	ID	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	Meena Ganesh	ID	Member	21-Aug-2019	
8	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	Anil Kumar Gupta	ID	Chairperson	01-Oct-2014	
2	Rajendra A. Shah	ID,C & NED	Member	01-Oct-2014	
3	Gagan Sawhney	NED	Member	21-Aug-2019	
4	Ghanashyam Hegde	NED	Member	21-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. 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
21-Aug-2019	05-Nov-2019	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	75

f. 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	21-Aug-2019		Yes	4	3
Audit Committee		05-Nov-2019	Yes	4	3
Stakeholders Relationship Committee	21-Aug-2019		Yes	3	1
Stakeholders Relationship Committee		05-Nov-2019	Yes	3	1
Risk Management Committee	21-Aug-2019		Yes	7	1
Risk Management Committee		05-Nov-2019	Yes	7	2

Nomination & Remuneration Committee	21-Aug-2019		Yes	3	2
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	75

g. 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:

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Name : Flavia Machado
Designation : Company Secretary & Compliance Officer

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Presence of chairperson of Nomination and Remuneration Committee at the Annual General Meeting is not mandatory
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : Flavia Machado
Designation : Company Secretary & Compliance Officer