



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
[www.pg.com/en\\_IN](http://www.pg.com/en_IN)

July 14, 2016

To,  
The Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051

**Ref:- Scrip ID:- PGHH**

Dear Sir / Madam,

**Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter and Financial Year ended June 30, 2016**

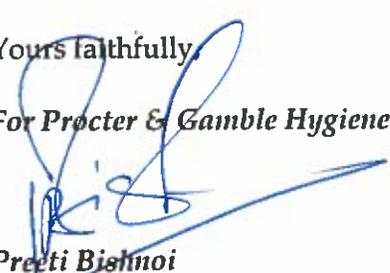
We are enclosing herewith the Quarterly Compliance Report on Corporate Governance in terms of Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended June 30, 2016.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

*For Procter & Gamble Hygiene and Health Care Limited*

  
**Preeti Bishnoi**  
**Company Secretary**

**Encl: As Above**



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

## 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 status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors		
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for	17(4)	



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

appointments		
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**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**

**For Procter & Gamble Hygiene and Health Care Limited**

**Preeti Bishnoi**  
**Company Secretary**



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

1. Name of Listed Entity : Procter & Gamble Hygiene and Health Care Limited

2. Quarter ending : June 30, 2016

### I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure	No of Directorship in Listed entities including this Listed entity (Refer Regulation 25(1) of Listing Regulations )	Number of Memberships in Audit/ Stakeholder Committee(s) including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *	No of post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this Listed entity (Refer Regulation 26(1) of Listing Regulations) *
Mr.	Rajendra Ambalal Shah	00009851 ABIPS1839C	Chairperson Independent	September 24, 2014	5 years	10 <i>(Independent Director in 7 listed Companies)</i>	8	3
Mr.	Al Abdulmalek Rajwani	07251300 CBAPR4703E	Executive (Managing Director)	August 28, 2015	5 years	2	4	0
Mr.	Bansidhar Sunderlal Mehta	00035019 AADPM4552A	Independent	September 24, 2014	5 years	8 <i>(Independent Director in 7 listed Companies)</i>	9	3
Mr.	Anil Kumar Ishwar Dayal Gupta	02588131 AADPG4641C	Independent	September 24, 2014	5 years	2	4	1
Mr.	Pramod Agarwal	00066989 AABPA4929P	Non-Executive	May 8, 2015	Liable to retire by rotation	2	0	0
Mr.	Karthik Natarajan	06685891 AEFPN4031F	Non-Executive	October 1, 2014	Liable to retire by rotation	1	0	0
Mr.	Shailyamanyu Singh Rathore	06832523 AIQPR1554G	Non-Executive	March 15, 2014	Liable to retire by rotation	1	1	1
Ms.	Sonali Dhawan	06808527 AQFPD5541A	Non-Executive	May 7, 2014	Liable to retire by rotation	2	1	0



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

\*The information is only to the respect of Audit/ Stakeholder Committee.

<b>II. Composition of Committees</b>			
<i>Name of Committee</i>	<i>Name of Committee Members</i>		<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>
1. Audit Committee	Mr. Rajendra Ambalal Shah		Chairperson (Independent Director)
	Mr. Bansidhar Sunderlal Mehta		Member (Independent Director)
	Mr. Anil Kumar Gupta		Member (Independent Director)
	Mr. Al Rajwani		Member (Managing Director)
2. Nomination & Remuneration Committee	Mr. Rajendra Ambalal Shah		Chairperson (Independent Director)
	Mr. Anil Kumar Gupta		Member (Independent Director)
	Mr. Karthik Natarajan		Member (Non-Executive Director)
3. Risk Management Committee (if applicable)	Mr. Al Rajwani		Chairperson (Managing Director)
	Mr. Karthik Natarajan		Member (Non-Executive Director)
	Mr. Prashant Bhatnagar		Member (Chief Financial Officer)
4. Stakeholders Relationship Committee	Mr. Shailymanyu Singh		Chairperson (Non-Executive Director)
	Mr. Al Rajwani		Member (Managing Director)
	Mr. Anil Kumar Gupta		Member (Independent Director)
<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
February 6, 2016	May 5, 2016	88 days	
<b>IV. Meeting of Committees</b>			
<i>a. Audit Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
May 5, 2016	Yes	February 6, 2016	88 days
<i>b. Nomination &amp; Remuneration Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
May 5, 2016	Yes	February 6, 2016	Not applicable
<i>c. Risk Management Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Not applicable			
<i>d. Stakeholders Relationship Committee</i>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
Registered Office:  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
Tel: (91-22) 2826 6000  
Fax: (91-22) 2826 7303  
www.pg.com/en\_IN

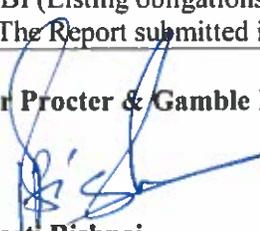
May 5, 2016	Yes	February 6, 2016	Not applicable
-------------	-----	------------------	----------------

\* This information has to be mandatorily be given for Audit committee, for rest of the Committees giving this information is optional

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Whether prior approval of Audit Committee obtained	Yes (Omnibus approval has been obtained for all Related Party Transactions)
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

<b>VI. Affirmations</b>
We affirm that --- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to the top 500 listed entities) 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. 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. 5. The Report submitted in the Previous Quarter has been placed before Board of Directors.

For Procter & Gamble Hygiene and Health Care Limited

  
**Preeti Bishnoi**  
Company Secretary