



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

April 7, 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 ended March 31, 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 ended March 31, 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**



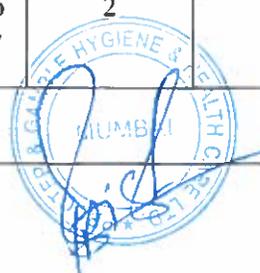
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1. Name of Listed Entity : Procter & Gamble Hygiene and Health Care Limited  
 2. Quarter ending : March 31, 2016

### 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	2	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

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





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## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$
1. Audit Committee	Mr. Rajendra Ambalal Shah	Chairperson (Independent Director)
	Mr. Bansidhar Sunderlal Mehta	Member (Independent Director)
	Mr. Anil Kumar Gupta	Member (Independent 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)

## 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	Maximum gap between any two consecutive (in number of days)
November 4, 2015	February 6, 2016	94 days

## IV. Meeting of Committees

### a. Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 6, 2016	Yes (All Members were present)	November 4, 2015	94 days

### b. Nomination & Remuneration Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 6, 2016	Yes (All Members were present)	August 28, 2015	Not applicable

### c. Risk Management Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Not applicable			

### d. Stakeholders Relationship Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
February 6, 2016	Yes (All Members were present)	August 28, 2015	Not applicable

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





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#### V. Related Party Transactions

<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

#### VI. Affirmations

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 & Compliance Officer

