



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

**Fax Nos:- 22723121/2037/2041/2061**

January 14, 2016

To,  
The Corporate Relations Department  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.

**Ref:- Scrip Code:- 500459**

Dear Sir / Madam,

**Sub:- Quarterly Compliance Report on Corporate Governance for the Quarter ended December 31, 2015**

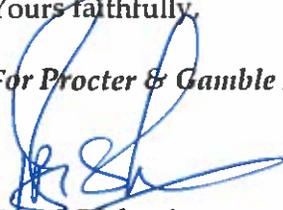
We are enclosing herewith the Quarterly Compliance Report on Corporate Governance in terms of Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended December 31, 2015.

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 : December 31, 2015

### 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 ABIPS1839 C	Chairperson Independent	September 24, 2014	5 years	10 <i>(Independent Director in 7 listed Companies)</i>	8	3
Mr.	Al Abdulmalek Rajwani	07251300 CBAPR470 3E	Executive (Managing Director)	August 28, 2015	5 years	2	2	0
Mr.	Bansidhar Sunderlal Mehta	00035019 AADPM45 52A	Independent	September 24, 2014	5 years	8 <i>(Independent Director in 7 listed Companies)</i>	9	3
Mr.	Anil Kumar Ishwar Dayal Gupta	02588131 AADPG464 1C	Independent	September 24, 2014	5 years	2	4	1
Mr.	Pramod Agarwal	00066989 AABPA492 9P	Non- Executive	May 8, 2015	Liable to retire by rotation	2	0	0
Mr.	Karthik Natarajan	06685891 AEFPN403 1F	Non- Executive	October 1, 2014	Liable to retire by rotation	1	0	0
Mr.	Shailyamanyu Singh Rathore	06832523 AIQPR155 4G	Non- Executive	March 15, 2014	Liable to retire by rotation	1	1	1
Ms.	Sonali Dhawan	06808527 AQFPD554 1A	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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<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)
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. Shailyamanyu Singh	Chairperson (Non-Executive Director)
	Mr. Al Rajwani	Member (Managing Director)
	Mr. Anil Kumar Gupta	Member (Independent Director)

### III. Meeting of Board of Directors

<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>
August 28, 2015	November 4, 2015	68 days

### IV. Meeting of Committees

#### a. Audit Committee

<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>
November 4, 2015	Yes (2 out of 3 Members were present)	August 28, 2015	68 days

#### b. Nomination & Remuneration Committee

<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>
No meeting held during the quarter	Not applicable	August 28, 2015	Not applicable

#### c. Risk Management Committee

<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			



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<b>d. Stakeholders Relationship Committee</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
November 4, 2015	Yes (All Members were present)	August 28, 2015	68 days

\* 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

**VI. Affirmations**

We affirm that ---

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk Management Committee (applicable to the top 100 listed entities) –*Not applicable to the Company.*
- The Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- The Report submitted in the Previous Quarter has been placed before Board of Directors. –*This being the first Report the same will be place at the meeting to be held in the next quarter.*

**Corporate Governance Report at the end of 6 months after end of Financial Year along with Second Quarter Report of Next Financial**

<b>I. Affirmation</b>		
<b>Board Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, displayed on website	46(2)	Yes



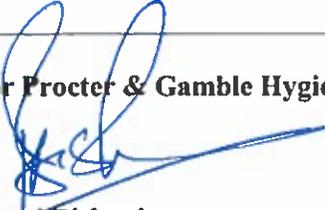
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Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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 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.

For Procter & Gamble Hygiene and Health Care Limited

  
Preeti Bishnoi  
Company Secretary & Compliance Officer

