

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Proter & Gamble Hygiene and Health Care Limited**  
 2. Quarter ending - **June 30, 2020**

**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	Whether special resolution passed ?	Date of passing special resolution	No. of Directors hip in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of members hips 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	Membership in Committees of the Company
Mr.	Rajendra A. Shah	00009851	ABIP S1839C	ID,C & NED		20-Jul-1964	24-Sep-2019		69	07-Jul-1931	Yes	27-Nov-2019	6	4	4	2	AC,NRC
Mr.	Madhusudan Gopalan	08158357	AFFP M8828J	ED	MD	01-Jul-2018	01-Jul-2018			06-Dec-1976	NA		2	0	4	0	AC,SC,RC
Mr.	Bansidhar S. Mehta	00035019	AAD PM4552A	ID		11-Oct-1979	24-Sep-2019		69	19-Sep-1935	Yes	27-Nov-2019	5	5	5	1	AC
Mr.	Anil Kumar Gupta	02588131	AAD PG4641C	ID		18-Jan-2013	24-Sep-2019		69	22-Jul-1946	Yes	27-Nov-2019	2	2	4	1	AC,SC,NRC
Mr.	Ghana	080	AIQP	NED		09-	09-			18-	NA		1	0	1	1	SC,RC,

	shyam Hegde	54712	R1554G			May-2019	May-2019			Nov-1977							NRC
Mr.	Karthik Natarajan	06685891	AEFP N4031F	NED		01-Oct-2014	01-Oct-2014			28-Jun-1977	NA	2	0	0	0		RMC
Mr.	Pramod Agarwal	00066989	AABP A4929P	NED		08-May-2015	08-May-2015			25-Apr-1962	NA	2	0	1	0		RMC
Ms.	Sonali Dhawan	06808527	AQFP D5541A	NED		07-May-2014	07-May-2014			18-Oct-1975	NA	2	0	1	0		
Ms.	Meena Ganesh	00528252	ABPP G1456L	ID		19-Mar-2019	19-Mar-2019	15		31-Aug-1963	NA	2	2	0	0		AC,RC
Mr.	Gagan Sawhney	08279568	AHD PS4134K	NED		24-Jan-2019	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 &	Chairperson	24-Sep-2014	

		NED			
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	
5	Meena Ganesh	ID	Member	28-Apr-2020	

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	Pramod Agarwal	NED	Member	13-Nov-2017	
4	Gagan Sawhney	NED	Member	13-Nov-2017	
5	Ghanashyam Hegde	NED	Member	09-May-2019	
6	Meena Ganesh	ID	Member	21-Aug-2019	
7	Prashant Bhatnagar	Member	Member	13-Nov-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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

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
12-Feb-2020	08-May-2020	Yes	10	4

Company Remarks	Board Meeting held on 08052020 was attended by the Directors through video conference
Maximum gap between any two consecutive (in number of days)	85

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	12-Feb-2020		Yes	4	3
Audit Committee		08-May-2020	Yes	5	4
Stakeholders Relationship Committee	12-Feb-2020		Yes	3	1
Risk Management	12-Feb-2020		Yes	8	2

Committee					
Nomination & Remuneration Committee	12-Feb-2020		Yes	4	2

Company Remarks	Audit Committee Meeting held on 08052020 was attended by the Directors through video conference
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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:

**%affirmComments%**

**Name** : **%affirmName%**  
**Designation** : **%affirmDesignation%**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Terms and conditions of appointment of	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Composition of various committees of	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Code of conduct of board of directors and	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Criteria of making payments to non-	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Policy on dealing with related party	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Contact information of the designated	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Financial results	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Shareholding pattern	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://in.pg.com/india-investors/">https://in.pg.com/india-investors/</a>
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
Dividend Distribution policy as per	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
It is certified that these contents on the	Yes		<a href="https://in.pg.com/">https://in.pg.com/</a>
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	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	Yes	

<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<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 Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Not Applicable	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	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 &amp; O Insurance for Independent</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)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### 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**

<b>Other Information</b>	
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**Name** : **Flavia Machado**  
**Designation** : **Company Secretary & Compliance Officer**