



CORPORATE GOVERNANCE

Your Directors are pleased to present the Corporate Governance Report.

Your Company has a strong history of operating with integrity – at all levels, both internally and externally. Your Company's actions and the actions of all its employees are governed by its *Purpose, Values and Principles* (PVPs).

Your Company reinforces responsibilities of observing high standards of Corporate Governance on all its employees through the Company's "*Worldwide Business Conduct Manual*" ("*WBCM*") which sets forth management's commitment to conduct its business affairs with high ethical standards. This Manual describes the Company's Business Conduct Standards. These standards flow from the following core values of the Company:

- Treat the Company's assets as you would treat your own;
- Behave with the Company's long term success in mind;
- Always do the right thing; and
- Operate within the letter and spirit of law.

The *WBCM* also details the policy statements, operating policies, procedures, practices and Internal Controls being followed by the Company with specific emphasis on ethical behaviour of employees, compliance with all applicable laws in letter and spirit, ensuring accuracy of books and records, maintaining confidentiality of corporate data, avoidance of conflict of interest, fair dealings, fair competition, fair employment practices, diversity and inclusion and environmental protection.

Your Company has a highly experienced Board of Directors, which helps to maintain the highest standards of Corporate Governance. The Audit Committee is comprised of Independent Directors, with appropriate financial skills to provide good oversight. Your Company has adopted a Code of Conduct for its Directors, which is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Your Company has in place strong internal controls, to ensure compliance with all relevant regulations and standards. Its rigorous business process controls include ongoing programs of self-assessment, controls, as well as internal and external audits.

Our reputation is earned by our conduct: what we say, what we do, the products we make, the services we provide, and the way we act and treat others. As

conscientious citizens and employees, we want to do what is right. For your Company, this is the only way to do business.

BOARD OF DIRECTORS

(a) Composition of the Board

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors. As on date, the Board comprises of a Non-Executive Independent Chairman, a Managing Director and eight other Non-Executive Directors. All other Directors, except the Managing Director and the Non-Executive Independent Directors, are Directors liable to retire by rotation.

The Independent Directors are independent of the management and bring external perspective to decision making. The terms & conditions of appointment of Independent Directors are available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/>.

All Independent Directors of the Company have provided declaration to the Company stating that they meet the criteria of independence as mentioned under Section 149 (6) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("*SEBI (LODR) Regulations, 2015*") The Board is of the opinion that all the Independent Directors of the Company possess integrity, have relevant expertise and experience and fulfill the conditions specified under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. All Independent Directors of the Company have completed the registration with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

All Directors have confirmed that they are not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other such authority. The Company has obtained a certificate from Mr. B. V. Dholakia, Practicing Company Secretary (annexed to this Report), confirming the same. All Directors have confirmed that as on June 30, 2021, they have not been disqualified from being appointed as Directors in terms of Section 164(2) of the Companies Act, 2013.



The composition of the Board of Directors and other Directorships held as on June 30, 2021 are given below:

Name of the Director	Category	Designation	Directorships in other companies*	Membership of Board Committees of other companies **	
				Member	Chairman
Mr. Chittranjan Dua [#]	ID	Chairman	13	4	1
Mr. Madhusudan Gopalan	ED	Managing Director	2	2	Nil
Ms. Meena Ganesh	ID	Director	14	Nil	Nil
Mr. Anil Kumar Gupta	ID	Director	1	2	1
Mr. Krishnamurthy Iyer ^{##}	ID	Director	1	Nil	Nil
Mr. Pramod Agarwal	NED	Director	2	1	Nil
Ms. Sonali Dhawan	NED	Director	1	1	Nil
Mr. Karthik Natarajan	NED	Director	1	Nil	Nil
Mr. Gagan Sawhney	NED	Director	1	Nil	Nil
Mr. Ghanashyam Hegde	NED	Director	1	Nil	Nil

NED – Non-Executive Director

ED – Executive Director

ID – Independent Director

* Includes directorships in private companies and companies registered under Section 8 of the Companies Act, 2013 and excludes directorships in foreign companies.

** Includes memberships of only Audit Committee and Stakeholders' Relationship Committee of Public Companies.

[#] Mr. Chittranjan Dua was appointed as Independent Director of the Company effective August 25, 2020 and Chairman of the Company effective September 24, 2020.

^{##} Mr. Krishnamurthy Iyer was appointed as Independent Director of the Company effective December 1, 2020.

The other listed companies in which Directors on the Board of your Company are also Directors as on June 30, 2021, are listed below:

Name of Director	Directorships in other listed companies
Mr. Chittranjan Dua	Non-Executive Independent Director: 1. Gillette India Limited 2. Pearl Global Industries Limited 3. TVS Motor Company Limited
Mr. Krishnamurthy Iyer	NIL
Mr. Anil Kumar Gupta	Non-Executive Independent Director: 1. Gillette India Limited
Ms. Meena Ganesh	Non-Executive Independent Director: 1. Pfizer Limited 2. Axis Bank Limited
Mr. Pramod Agarwal	Non-Executive Director: 1. Gillette India Limited
Mr. Madhusudan Gopalan	Managing Director: 1. Gillette India Limited
Mr. Karthik Natarajan	Executive Director: 1. Gillette India Limited
Ms. Sonali Dhawan	Non-Executive Director: 1. Gillette India Limited

Name of Director	Directorships in other listed companies
Mr. Gagan Sawhney	Executive Director: 1. Gillette India Limited
Mr. Ghanashyam Hegde	NIL

(b) Meetings of the Board

The Board meets at least once a quarter to discuss financial results and other business and compliance matters, including business performance and strategy. The Board and Committee meetings are scheduled well in advance and the Directors are annually provided with tentative dates alongwith tentative agenda plan for the Board and Committee meetings, as a measure to enable the Directors to plan ahead and have effective participation in the meetings.

During the Financial Year July 1, 2020 to June 30, 2021, four meetings of the Board were held. These meetings were held on August 25, 2020, November 10, 2020, February 3, 2021 and May 4, 2021. Apart from the Board meetings, the Directors also had an additional meeting on March 24, 2021 for a detailed strategic discussion on business and operations of the Company.

(c) Directors' attendance record

Name of Director	No. of Board meetings held during the tenure	No. of Board meetings attended*	Last Annual General Meeting (Whether Attended)
Mr. Chittranjan Dua [§]	3	3	Yes
Mr. Madhusudan Gopalan	4	4	Yes
Mr. Krishnamurthy Iyer [@]	2	2	Not Applicable
Mr. Anil Kumar Gupta	4	4	Yes
Mr. Pramod Agarwal	4	4	Yes
Mr. Ghanashyam Hegde	4	4	Yes
Ms. Sonali Dhawan	4	4	Yes
Mr. Karthik Natarajan	4	3	Yes
Ms. Meena Ganesh	4	4	Yes
Mr. Gagan Sawhney	4	4	Yes
Mr. Rajendra A. Shah [#]	1	1	Not Applicable
Mr. Bansidhar S. Mehta [#]	1	1	Not Applicable

* Board Meetings held during Financial Year 2020-21 and Annual General Meeting for Financial Year 2019-20 were convened through video-conference in accordance of circulars/notifications issued by the Ministry of Corporate

Affairs and the Securities and Exchange Board of India.

[§] Mr. Chittranjan Dua was appointed as Independent Director of the Company effective August 25, 2020.

[@] Mr. Krishnamurthy Iyer was appointed as Independent Director of the Company effective December 1, 2020.

[#] Mr. Rajendra A. Shah and Mr. Bansidhar S. Mehta ceased to be Directors of the Company on September 23, 2020.

(d) Separate meeting of Independent Directors

The Independent Directors of the Company met separately without the presence of Non-Independent Directors or management representatives on August 25, 2020 and August 10, 2021 (via video-conferencing for the Financial Year 2019-20 and 2020-21 respectively) to review the performance of non-independent directors; the Board & the Chairperson of the Company, and to assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

(e) Related Party Transactions

The Company has adopted Related Party Transaction Policy ('RPT Policy') to ensure that all related party transactions entered into by the Company shall be in the best interest of the Company and in accordance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Related Party Transaction Policy is available on the Company's website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

Prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive nature. No material related party transactions were entered during the Financial Year by your Company. All related party transactions are reviewed by independent chartered accountant firm to ensure transactions are in ordinary course of business, at arm's length and are in compliance with the Related Party Transaction Policy of the Company. All related party transactions are placed before the Audit Committee for quarterly review. There are no material pecuniary relationships /

significant transactions made by the Company with its Promoters, Directors or management, their subsidiaries or relatives etc. which have potential conflict with the interests of the Company at large. Transactions with related

parties are disclosed in Note 32 forming part of the Financial Statements.

Below transaction was approved by the Shareholders by passing an Ordinary Resolution

through Postal Ballot on June 26, 2021.

Name of Related Party	Procter & Gamble Home Products Private Limited, India
Nature of relationship	Fellow Subsidiary (a Procter & Gamble group company)
Nature, material terms, monetary value and particulars of transaction	Purchase of Finished Goods under a Contract Manufacturing arrangement upto a maximum value of ₹ 800 Crores in a Financial Year for period of five years commencing from Financial Year 2021-22 to Financial Year 2025-26

Being, related parties, the promoter shareholders had abstained from voting on the said resolution.

(f) Remuneration of Directors

Members of the Company, at their 54th Annual General Meeting held on November 29, 2018, had approved payment of commission to the Non-Executive Directors of the Company upto a maximum of 1% of the net profits of the Company per annum in the aggregate, for a period of 5 years w.e.f. July 1, 2018 and had also empowered the Board of Directors to fix the quantum of commission payable to the Non-Executive Directors and to also determine the period for which said commission is payable. The Board of Directors at their meeting held on August 25, 2021, approved payment of annual commission of ₹ 15 lakhs each to Non-P&G (who are not in employment of any P&G group entity) Non-Executive Directors. These directors are paid commission to compensate for their valuable contribution to the Company owing to their wealth of experience and knowledge.

No fee or compensation is payable to the Directors on severance of Directorship of the Company.

Details of the remuneration paid or provided to the Directors of the Company during the Financial Year ended June 30, 2021 are given below:

Name of Director	Relationship with other Directors	Salary including Bonus + PF contribution	Commission	Sitting Fees	Amount in ₹
					Shares held (Equity Shares of ₹ 10/- each)*
Mr. Chittranjan Dua [§]	None	—	12,70,000	5,00,000	—
Mr. Madhusudan Gopalan	None	5,95,32,071 [§]	—	—	—
Mr. Krishnamurthy Iyer [§]	None	—	8,71,000	2,00,000	—
Mr. Anil Kumar Gupta	None	—	15,00,000	10,00,000	—
Ms. Meena Ganesh	None	—	15,00,000	7,25,000	—
Mr. Rajendra A. Shah [#]	None	—	3,49,000	2,25,000	12,906
Mr. Bansidhar S. Mehta [#]	None	—	3,49,000	2,00,000	3,799
Mr. Pramod Agarwal	None	—	15,00,000	5,50,000	50
Ms. Sonali Dhawan	None	—	—	—	—
Mr. Karthik Natarajan	None	—	—	—	—
Mr. Ghanashyam Hegde	None	—	— [^]	—	—
Mr. Gagan Sawhney	None	—	— [!]	—	—

* Excludes shares held by relatives.

[§] Mr. Gopalan is paid by the Company and portion of the remuneration is cross charged to Gillette India Limited and Procter & Gamble Home Products Private Limited in proportion to their respective Net Outside Sales. Mr. Gopalan has exercised Stock Options of the ultimate Holding Company amounting to ₹ 1,164 lakhs under its Employee Stock Option Plan, which is excluded in the above-mentioned remuneration.

[^] ₹ 65.31 Lakhs being Company's contribution to remuneration of Mr. Hegde has been cross charged from Gillette India Limited in terms of the common service agreement.

[!] ₹ 91.28 Lakhs being Company's contribution to remuneration of Mr. Sawhney has been cross charged from Procter & Gamble Home Products Private Limited in terms of the common service agreement. Mr. Sawhney has exercised Stock Options of the ultimate Holding Company amounting to ₹ 154 lakhs under Employee Stock Option Plan, which were charged to Procter & Gamble Home Products Private Limited.

[&] Mr. Dua and Mr. Iyer were appointed as Directors of the Company w.e.f. August 25, 2020 and December 1, 2020 respectively.

[#] Mr. Shah and Mr. Mehta ceased to be Directors of the Company on completion of their tenure on September 23, 2020.

Stock Options

The Company does not have any Stock Option Plan for its employees. However, all employees of the Company are given the right to purchase shares of the Ultimate Holding Company – The Procter & Gamble Company, USA under its 'International Stock Ownership Plan'. Certain employees of the Company are also entitled to Stock Option of the Ultimate Holding Company under its 'Employee Stock Option Plan'. Details as regards the same are disclosed vide Note 31 forming part of the Financial Statements.

(g) Committees of the Board

Audit Committee

The Audit Committee presently comprises of Mr. Chittranjan Dua (Chairman), Mr. Anil Kumar Gupta (Member), Ms. Meena Ganesh (Member) and Mr. Madhusudan Gopalan (Member). During the Financial Year, the Audit Committee met on August 25, 2020, November 10, 2020, February 3, 2021 and May 4, 2021. As on date, Ms. Flavia Machado is Company Secretary to the Committee.

Attendance of the Members of the Audit Committee during the Financial Year:

Members of the Committee	Designation	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Rajendra A. Shah*	Erstwhile Chairman	ID	1	1
Mr. Chittranjan Dua [§]	Chairman	ID	3	3
Mr. Bansidhar S. Mehta*	Member	ID	1	1
Mr. Anil Kumar Gupta	Member	ID	4	4
Ms. Meena Ganesh	Member	ID	4	4
Mr. Madhusudan Gopalan	Member	ED	4	4

ID – Independent Director ED – Executive Director

* Mr. Rajendra A. Shah and Mr. Bansidhar S. Mehta ceased to be members of the Audit Committee effective September 23, 2020.

[§] Mr. Chittranjan Dua has been inducted as Member and Chairman of the Audit Committee effective September 24, 2020.

The Audit Committee plays the role as is contemplated under Section 177 of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015.

The Audit Committee powers include the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice; and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

The minutes of the Audit Committee are placed before the Board.

The Audit Committee role includes the following:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;

- iii. Approval or any subsequent modification of transactions of the Company with related parties;
- iv. Scrutiny of inter-corporate loans and investments;
- v. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vi. Evaluation of internal financial controls and risk management systems;
- vii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- viii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- ix. Examination and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Modified opinion(s) in the draft audit report
- x. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- xi. Monitoring the end use of funds raised through public offers and related matters and reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of qualifications, experience and background, etc. of the candidate; and
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate; and
- xx. Reviewing any other areas which may be specified as role of the Audit Committee under the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and other statutes, as amended from time to time.

Stakeholder Relationship Committee

The Stakeholder Relationship Committee presently comprises of Mr. Ghanashyam Hegde (Chairman), Mr. Madhusudan Gopalan (Member)

and Mr. Anil Kumar Gupta (Member). During the Financial Year, two meetings were held on November 10, 2020 and February 3, 2021.

Attendance of the Members of the Stakeholder Relationship Committee during the Financial Year:

Members of the Committee	No. of Meetings held during tenure	No. of Meetings attended
Mr. Ghanashyam Hegde	2	2
Mr. Anil Kumar Gupta	2	2
Mr. Madhusudan Gopalan	2	2

The role of the Committee is as follows:

- Resolving the grievances of the security holders of the Company including complaints related to transfer and transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of duplicate certificates, etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

During the Financial Year, the Company had received 8 complaints from Shareholders. These complaints have been resolved during the Financial Year. There were no pending complaints as on June 30, 2021.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee presently comprises of Mr. Anil Kumar Gupta (Chairman), Mr. Chittranjan Dua (Member), Mr. Ghanashyam Hegde (Member) and Mr. Gagan Sawhney (Member). During the Financial Year, three meetings were held on August 25, 2020, November 10, 2020 and February 3, 2021.

Attendance of the Members of the Nomination and Remuneration Committee during the Financial Year:

Members of the Committee	No. of Meetings held during tenure	No. of Meetings attended
Mr. Anil Kumar Gupta	3	3
Mr. Rajendra A. Shah [#]	1	1
Mr. Gagan Sawhney	3	3
Mr. Ghanashyam Hegde	3	3
Mr. Chittranjan Dua [§]	2	2

[#] Mr. Rajendra A. Shah ceased to be Member of the Nomination & Remuneration Committee on September 23, 2020.

[§] Mr. Chittranjan Dua was inducted as Member of the Nomination & Remuneration Committee effective September 24, 2020.

The role of the Committee is as follows:

- Formulation of criteria for determining qualifications, positive attributes and independence of Directors;
- Formulation of evaluation criteria for performance evaluation of Independent Directors and the Board;
- Recommendation to the Board of a Policy, relating to the remuneration of Directors, key managerial personnel and senior management;
- Identification of persons who are qualified to become directors and who may be appointed in senior management and recommendation to the Board their appointment and removal;
- Carrying out evaluation of every Director's performance;
- Devise a policy on Board diversity; and
- Any other role & responsibility, as may be mandated by any statutory legislation, from time to time.

The Company has adopted Nomination and Remuneration Policy. The Nomination and Remuneration Policy is in compliance with all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19 of the SEBI (LODR) Regulations, 2015. The Policy is designed to attract, motivate and retain leadership members in a competitive and international market. The Policy reflects the Company's objectives for good corporate governance as well as sustained long-term



value creation for shareholders. The Policy is available on the website of the Company at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

The Company has also adopted a Board Diversity Policy which is based on the principle that the Company’s Board of Directors should have a balance of skills, experience and diversity of perspectives appropriate to the Company’s business. The Company recognizes that a Board composed of appropriately qualified people with a broad spectrum of experience relevant to the business is important for effective corporate governance and sustained commercial success of the Company. The Company aims to achieve a sustainable and balanced development by building a diverse and inclusive culture.

The Committee carries out an evaluation of the performance of individual Directors. Feedback was sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the Securities and Exchange Board of India vide its circular dated January 5, 2017 and performance evaluation was carried out based on the responses received from the Directors.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee presently comprises of Mr. Anil Kumar Gupta (Chairman), Mr. Madhusudan Gopalan (Member), Ms. Sonali Dhawan (Member) and Mr. Karthik Natarajan (Member). During the Financial Year, three meetings were held on August 25, 2020, February 3, 2021 and May 4, 2021.

Attendance of the Members of the Corporate Social Responsibility Committee during the Financial Year:

Members of the Committee	No. of Meetings held during tenure	No. of Meetings attended
Mr. Anil Kumar Gupta	3	3
Mr. Madhusudan Gopalan	3	3
Ms. Sonali Dhawan	3	2
Mr. Karthik Natarajan	3	3

The role of the Committee is as follows:

- Formulation and recommendation to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company;

- Recommendation of the amount of expenditure to be incurred on the CSR activities;
- Monitoring the CSR Policy of the Company from time to time;
- Formulation and monitoring of implementation of business responsibility policies; and
- Annual assessment of the business responsibility performance and reporting.

The Company has adopted a Corporate Social Responsibility Policy (‘CSR Policy’). In line with the global principles followed by the Procter & Gamble group and terms of the Companies Act, 2013, the CSR policy is broadly framed taking into account the following:

- We believe it’s essential to run our business responsibly, and our operating practices reflect this commitment.
- We are focused on making every day better for people and the planet through our innovations and our actions:
 - i. Environment by – conservation of resources, using renewable resources, generating worth from waste;
 - ii. Social by – providing the comforts of home, improving health and hygiene of people, social and cultural development, imparting education, training and social awareness.

The CSR initiatives of the Company form part of the Directors’ Report. The CSR Policy is available on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/>.

Risk Management Committee

The Company has constituted a Risk Management Committee to monitor and review the Risk Management Policy and plans of the Company. The Committee presently comprises of Mr. Madhusudan Gopalan (Chairman), Mr. Karthik Natarajan (Member), Mr. Anil Kumar Gupta (Member), Ms. Meena Ganesh (Member), Mr. Pramod Agarwal (Member), Mr. Ghanashyam Hegde (Member), Mr. Prashant Bhatnagar (Member) and Mr. Gagan Sawhney (Member). During the Financial Year, three meetings were held on August 25, 2020, November 10, 2020 and February 3, 2021.

Attendance of the Members of the Risk Management Committee during the Financial Year:

Members of the Committee	No. of Meetings held during tenure	No. of Meetings attended
Mr. Madhusudan Gopalan	3	3
Mr. Anil Kumar Gupta	3	3
Mr. Pramod Agarwal	3	3
Ms. Meena Ganesh	3	3
Mr. Karthik Natarajan	3	2
Mr. Ghanashyam Hegde	3	3
Mr. Gagan Sawhney	3	3
Mr. Prashant Bhatnagar	3	3

The role of the Committee is as follows:

- To formulate a detailed risk management policy which shall include details, as prescribed by law from time to time;
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken; and
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Company has adopted a Risk Management Policy, which aims to create a standard, structured and efficient approach to identify, assess and mitigate risks. Our Company meetings are structured. These include annual & monthly business planning meetings as well as specific category and go-to-market assessments.

Cash & Investment Committee

The Company has constituted a Cash & Investment Committee, presently comprising of Mr. Pramod

Agarwal (Chairman), Mr. Anil Kumar Gupta (Member), Mr. Karthik Natarajan (Member), Mr. Gagan Sawhney (Member) and Mr. Ghanashyam Hegde (Member). During the Financial Year, three meetings were held on August 25, 2020, February 3, 2021 and May 4, 2021.

Attendance of the Members of the Cash & Investment Committee during the Financial Year:

Members of the Committee	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Pramod Agarwal	3	3
Mr. Anil Kumar Gupta	3	3
Mr. Karthik Natarajan	3	3
Mr. Gagan Sawhney	3	3
Mr. Ghanashyam Hegde	3	3

The role of the Committee is as follows:

Assessment and recommendation to the Board the best possible utilization of cash generated by the Company, on basis of following primary considerations–

- protecting long term growth of the Company;
- maximizing return to the Shareholders; and
- ensuring risk free investments choices.

(h) Familiarization programme for Independent Directors

The familiarization programme aims at familiarizing the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the Company.

Your Company conducts presentations at meetings of the Board and meeting of various Committees of the Board periodically to familiarize the Independent Directors with the business performance, business strategy, operations and functions of the Company. Such presentations are made by functional heads so that Independent Directors can have direct interaction with them. This helps the Independent Directors to understand the Company's strategy, business model, operations, market, competition, organization structure, risk analysis and such other areas.

The Company updates the Independent Directors on changes in relevant laws / regulations from time to time. Each member of the Board,



including the Independent Directors, are given any information relating to the Company, whenever they so request. Independent Directors have the freedom to interact with the Company’s management.

In case of appointment of new Independent Director on the Board of the Company, the Company would:

- a. Issue a formal letter of appointment at the time of appointment; and
- b. Provide introductory documents including Annual Report, Board committee framework, codes of conducts as may be applicable to the Director, various policies and procedures adopted by the Company.

During the Financial Year, two familiarization programmes were conducted for induction of newly appointed Independent Directors covering various topics including introduction to P&G group and the Company, historical background, organization structure & review, Company growth strategy, go-to-market structure and plans, P&G Citizenship onboarding, and feminine care and healthcare business onboarding.

Induction Programme for Mr. Chittranjan Dua was conducted on October 30, 2020 from 3.30 pm to 6.00 p.m. Said programme was attended by Mr. Madhusudan Gopalan, Mr. Gagan Sawhney, Mr. Ghanashyam Hegde and Mr. Anil Kumar Gupta, Directors of the Company.

Induction Programme for Mr. Krishnamurthy Iyer was conducted on January 11, 2021 from 2.00 pm to 6.00 pm. Mr. Chittranjan Dua, Mr. Madhusudan Gopalan, Mr. Gagan Sawhney and Mr. Ghanashyam Hegde, Directors of the company; Mr. P. M. Srinivas, HR head; Mr. Saranathan Ramaswamy, Sales-Head; Mr. Ravi Chamoli, CSR & Communications-Head attended the said programme.

The details of the familiarization programmes are available on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#fam-programme>.

(i) Succession planning

The Nomination and Remuneration Committee works with the Board on the Board succession plan to ensure orderly succession in appointments to the Board. The Company strives to maintain an appropriate balance of skills and experience within the organization and the Board

in an endeavor to introduce new perspectives while maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. Our Board members bring to the table their broad and diverse skills and viewpoints to aid the Company in advancing its strategy.

(j) Key Board qualifications, expertise and attributes

The Company is engaged in manufacturing and selling of branded packaged fast moving consumer goods in the feminine care and healthcare businesses.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

Accounting Expertise	Experience of financial management with appropriate professional qualifications (e.g. MBA in Finance, Chartered Accountants, Cost Accountants, Chartered Financial Analyst etc.)
Legal Expertise	Experience in the field of law, litigation or advisory with appropriate professional qualifications (e.g. Lawyers, Solicitors, Company Secretaries etc.)
Strategy / Business Operation Expertise	Experience of leading the companies as CEO or part of senior management or as functional leader with strategic or business operations expertise, Experience in digital and technology driven businesses
FMCG Domain Expertise	Experience of FMCG industry
Regulatory / Policy Expertise	Experience of regulatory advisory, policy formulation & implementation, public administrative experience

While all the Board members possess the skills identified, their core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company’s aforesaid business for efficient functioning of the Board are as follows:

Name of the Director	Area of Expertise
Mr. Chittranjan Dua	Legal Regulatory & Policy Strategy & Business Operation
Mr. Madhusudan Gopalan	Strategy & Business Operation FMCG Industry Finance & Accounting
Mr. Krishnamurthy Iyer	Strategy & Business Operation Finance & Accounting Regulatory & Policy
Mr. Anil Kumar Gupta	Strategy & Business Operation FMCG Industry
Ms. Meena Ganesh	Strategy & Business Operation Finance & Accounting
Mr. Pramod Agarwal	Finance & Accounting Strategy & Business Operation FMCG Industry
Ms. Sonali Dhawan	Strategy / Business Operation FMCG Industry
Mr. Karthik Natarajan	Finance & Accounting Strategy & Business Operation FMCG Industry
Mr. Gagan Sawhney	Finance & Accounting Strategy & Business Operation FMCG Industry
Mr. Ghanashyam Hegde	Legal FMCG Industry Regulatory & Policy

(k) Annual Evaluation of the Directors

In terms of the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance and that of its Committees as well as performance of the Directors individually with the aim to improve the effectiveness of the Board and the Committees.

During the year, feedback was sought by way of structured questionnaires covering various aspects in line with the Guidance Note on Board evaluation issued by the Securities and Exchange Board of India vide its circular dated January 5, 2017 like, Board oversight and effectiveness, performance of Board Committees, Board skills and structure, etc. Performance evaluation was carried out by the Lead Independent Director based on the responses received from the Directors.

(l) Disclosures regarding appointment and re-appointment of Directors

i. Mr. Pramod Agarwal

Mr. Agarwal is an MBA from Indian Institute of Management, Ahmedabad. After over 28 years of experience with P&G, he retired in 2016. He has worked in seven geographies - India, Thailand, Japan, Philippines, USA, Singapore and Switzerland. Mr. Agarwal has led several major changes which have had a lasting impact on the business and organization. He is now a management consultant, an angel investor and mentor to several start-ups. Mr. Agarwal, Director retires by rotation and being eligible, seeks re-appointment at the ensuing 57th Annual General Meeting.

ii. Mr. Karthik Natarajan

Mr. Natarajan is a Chartered Accountant and has completed his Bachelor of Commerce from R. A. Podar College, Mumbai. Mr. Natarajan has been with P&G for over 21 years and is currently the Senior Vice President and regional CFO for Asia Pacific, Middle East & Africa. He has over these years worked across multiple locations including India, US, China, Philippines and Singapore. He has held global responsibilities and has led strategy development, business and financial planning and operational execution with excellence for several important P&G businesses. Mr. Natarajan, Director retires by rotation and being eligible, seeks re-appointment at the ensuing 57th Annual General Meeting.

iii. Mr. Ghanashyam Hegde

Mr. Hegde is a legal professional with over 20 years of experience across pharma, media & entertainment, financial services, and chemical industries. He is an alumnus of Bangalore University and National Law School of India University and holds a degree in law and Post Graduate Diploma in Intellectual Property Rights.

Currently, Mr. Hegde is Non-Executive Director on the Board. Mr. Hegde has been appointed as Company Secretary of the Company effective September 1, 2021. The Board has also appointed him as Executive Director of the Company for a period of five years effective September 1, 2021, subject to approval of the shareholders at the ensuing 57th Annual General Meeting.

COMMUNICATION TO SHAREHOLDERS

- (i) The quarterly results of the Company are announced within 45 days of completion of the quarter or within the time as prescribed by the Securities & Exchange Board of India. Audited Annual Results are announced within 60 days of the end of Financial Year or within the time as prescribed by the Securities & Exchange Board of India. Results for quarter ended September 30, 2020 were published in The Economic Times and Mumbai Lakshadeep and results for rest of the quarters were published in the Business Standard and Mumbai Lakshadeep.
- (ii) The Company's results and official news releases are published on Company's website: <https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/>.
- (iii) No presentations were made to Analysts and Institutional Investors during the Financial Year.
- (iv) This Annual Report along with Notice calling the Annual General Meeting for the Financial Year 2020-21, in electronic form, is being sent to the Members at the email address provided / updated by the Members with the Depository Participants / Registrar & Transfer Agent (RTA), as applicable.
- (v) Shareholders may note that, in accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Indian Finance Act, 2020, dividend declared and paid by the Company after April 1, 2020, is taxable in the hands of shareholders and the Company is required to deduct the tax at source ("TDS") on the distribution of dividend income to its shareholders at the applicable rates. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the requisite documents as mentioned in our letter, which is put up on the website at <https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/>, in order facilitate company to deduct TDS at time of distribution of final dividend. The said documents (duly completed and signed) are required to be submitted as per instructions in the said letter, on or before November 1, 2021 in order to enable the Company to determine and deduct appropriate TDS.

SUSTAINABILITY INITIATIVE

In line with our 'Ambition 2030' environment sustainability goals, our commitment to operate responsibly is reflected in the steps we have in place to ensure rigorous financial discipline and Corporate Governance. The Company requests its shareholders to join in its endeavor to conserve resources by

updating relevant information for receiving online communication and dividend payout. Shareholders holding shares in dematerialized mode are requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode are requested to furnish their email address, bank account details and mobile number with the Company's Registrar & Transfer Agent. The Company, with the help of the RTA and the depositories has reached out to the shareholders, who have not registered their email addresses, requesting them to update their email addresses. Your Company greatly appreciates your response and support in this regard.

STATUTORY COMPLIANCE

The Company has complied with all applicable requirements prescribed by the regulatory and statutory authorities including Stock Exchanges and the SEBI on all matters related to capital markets and no strictures or penalty was imposed on the Company in past three years. The Company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

GENERAL MEETINGS

Annual General Meeting	Date	Time	Venue	No. of special resolutions passed
56 th	November 24, 2020	11:00 a.m.	Meeting was held through Video Conference / Other Audio Visual Means	NIL
55 th	November 27, 2019	11:00 a.m.	Annual General Meetings were held at Y. B. Chavan Pratishthan, Gen.	3
54 th	November 29, 2018	11:00 a.m.	Jagannathrao Bhonsle Marg, Mumbai-400 021	NIL

At the 55th Annual General Meeting held on November 27, 2019, the following Special Resolutions were passed:

1. Re-appointment of Mr. Rajendra Ambalal Shah as an Independent Director of the Company;
2. Re-appointment of Mr. Bansidhar Sunderlal Mehta as an Independent Director of the Company; and
3. Re-appointment of Mr. Anil Kumar Gupta as an Independent Director of the Company.

POSTAL BALLOT

During the Financial Year, following resolutions were approved by Postal Ballot mechanism on June 26, 2021. The Board had appointed Mr. B. V. Dholakia, Practicing Company Secretary, as the scrutinizer to conduct the Postal Ballot process in a fair and

transparent manner. The results of the postal ballot were declared on June 29, 2021.

Details of resolutions passed are as follows:

1. Description of Resolution: Resolution for approval of appointment of Mr. Krishnamurthy Iyer as an Independent Director of the Company (Ordinary Resolution)

Details of the voting pattern are as under:

Particulars	No. of Votes (Physical ballots and e-voting)	Votes Cast (No. of Shares)	% of Votes
Assented to the resolution	715	2,75,43,019	99.99
Dissented to the resolution	40	959	0.01
No. of total valid Postal Ballot Forms/ e-votes received	755	2,75,43,978	100.00

Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

2. Description of Resolution: Approval of material related party transaction under Regulation 23 of the Securities and Exchange Board of India (LODR) Regulations, 2015 (Ordinary Resolution)

Details of the voting pattern are as under:

Particulars	No. of Votes (Physical ballots and e-voting)	Votes Cast (No. of Shares)	% of Votes
Assented to the resolution	698	45,94,844	99.96
Dissented to the resolution	46	1,756	0.04
No. of total valid Postal Ballot Forms / e-votes received	744	45,96,600	100.00

Note: Being, related parties, the Promoter shareholders had abstained from voting on the said resolution.

Accordingly, the said Resolution was approved by the Shareholders of the Company, with requisite majority.

Procedure for Postal Ballot

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Company provided electronic voting (e-Voting) facility to all its Shareholders. The Company engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing e-Voting facility to all its

Shareholders. The Shareholders had an option to vote either by postal ballot or through e-Voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelopes to its Shareholders whose names appear on the Register of Members/list of beneficiaries as on cut-off date. The postal ballot notice was sent to Shareholders in electronic form to the email addresses registered with the depository participants/Company’s Registrar & Share Transfer Agents. The dispatch was completed on May 27, 2021. The Company also published a notice in the newspapers declaring the details of completion of dispatch and other requirements under the Secretarial Standards issued by the Institute of Company Secretaries of India, the Companies Act, 2013 and the Rules issued thereunder. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date, i.e. May 21, 2021. Shareholders desiring to vote through postal ballot were requested to return the forms, duly completed and signed so as to reach the Scrutinizer before the close of the voting period. Shareholders desiring to exercise their votes by electronic mode were requested to vote before the close of business hours on the last date of e-Voting, i.e., June 26, 2021. The Scrutinizer submitted his report, after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced by the Company on June 29, 2021. The results are displayed on the website of the Company at <https://in.pg.com/india-investors/pghh/shareholder-info/info/#postal-ballot>, besides being communicated to the Stock Exchanges.

No special resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

MD / CFO Certification

A compliance certificate in accordance with Regulation 17(8) of the SEBI (LODR) Regulations, 2015 was provided to the Board of Directors in the prescribed format for the Financial Year 2020-21, which was reviewed by the Audit Committee and taken on record by the Board.

ADOPTION OF DISCRETIONARY REQUIREMENT

The Company has adopted following discretionary requirements of Regulation 27(1) of the SEBI (LODR) Regulations, 2015:

- a. There are no audit qualifications in the Company’s financial statements for the Financial Year 2020-21;
- b. The Internal Auditor of the Company reports to the Audit Committee.

WHISTLE BLOWER POLICY

The Company being a part of the Procter & Gamble group is guided by a Whistle Blower Policy as laid

down in its “*Worldwide Business Conduct Manual*”. Any employee or other interested person can call on ‘The *Worldwide Business Conduct Helpline*’, twenty-four hours a day, seven days a week, to report any concerns about violations of the Company’s “*Worldwide Business Conduct Standards*”.

The *Worldwide Business Conduct Helpline* is not staffed or monitored by the Company personnel. All calls can be completed anonymous if the caller desires. The *Helpline* can take calls in most languages spoken by employees around the world.

Calls made to the *Helpline* are reported to the Company’s Corporate Security and Legal personnel, who will ensure appropriate investigation and follow-up of all calls. Callers are given a confidential identification number so they can inquire about the status of their reported concerns.

The ‘*Worldwide Business Conduct Helpline*’ is accessible to all employees.

In compliance with the requirement under the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 and the Rules made thereunder, the Company has adopted the whistle blowing policy as the vigilance mechanism for Directors and employees to report genuine concerns or grievances such as unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The Audit Committee oversees the vigil mechanism and number of cases reported alongwith the status report and action taken (if any) are reported to the Committee. No personnel has been denied access to the Audit Committee.

The Vigil Mechanism is available on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#policies>.

CODE OF CONDUCT

(i) Code of Conduct for Directors

The Company has in place a Code of Conduct for its Directors and senior management. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. The Board Members and Senior Management Personnel have affirmed their compliance with the Code of Conduct and a Managing Director certificate to that effect is annexed to this Corporate Governance Report. The Code of Conduct for Directors and Senior Management has been posted on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code>

and <https://in.pg.com/policies-and-practices/worldwide-business-conduct-manual/> respectively.

(ii) Code of Conduct for Prohibition of Insider Trading

The Board of the Company has adopted the Code of Conduct for prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015. The code has been posted on the Company’s website at <https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code>.

GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting

Pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 issued by Ministry of Corporate Affairs and by Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/11 and SEBI/HO/CFD/CMD2/CIR/P/2021/79 issued by the Securities Exchange Board of India, the 57th Annual General Meeting of the Company will be held on **November 17, 2021 at 11.00 a.m.** through Video Conferencing facility. Deemed Venue for Meeting shall be the Registered Office of the Company: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099. Details of the link for joining and participating in the meeting through video-conferencing is provided in the notice convening the 57th Annual General Meeting. A copy of the transcript of the Annual General Meeting will be made available on the Company’s website at <https://in.pg.com>.

ii. Financial Calendar

Presently, the Company follows July-June Financial Year. The Financial Results are declared within timelines as prescribed by the Securities & Exchange Board of India.

iii. Book Closure Dates: Thursday, November 11, 2021, to Wednesday, November 17, 2021 (both days inclusive). The said book closure is for payment of dividend.

iv. Dividend Payment Date: On or before December 14, 2021.

v. Total fees paid to Statutory Auditors of the Company: Total fees of ₹ 117.75 lakhs for Financial Year 2020-21, was paid by the Company to Kalyaniwalla & Mistry LLP, Statutory Auditors of the Company.

vi. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013



The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the Financial Year 2020-21 are as under:

- a. Number of complaints filed during the Financial Year: Nil
- b. Number of complaints disposed of during the Financial Year: Nil
- c. Number of complaints pending as on end of the Financial Year: Nil

vii. Recommendations of Committees of the Board

There were no instances during the Financial Year 2020-21, wherein the Board had not accepted recommendations made by any Committee of the Board.

viii. Listing of Equity Shares on Stock Exchanges

The Company’s shares are listed on the BSE Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective Stock Exchanges.

ix. Stock Code

BSE Limited : **500459**

National Stock Exchange of India Ltd. : **PGHH**

Dematerialization ISIN Code : **INE179A01014**

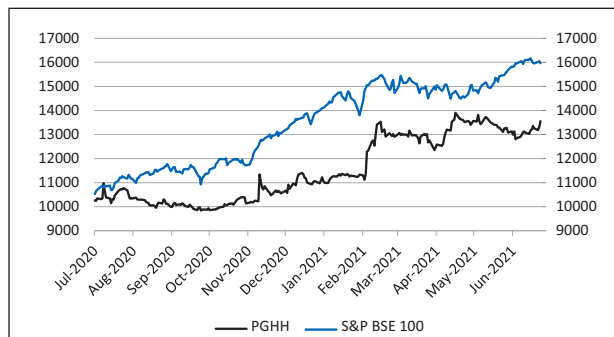
x. Stock Price Data

Month	BSE		NSE	
	High	Low	High	Low
July - 2020	11,317.75	9,850.05	11,352.75	10,016.00
August - 2020	10,698.80	9,800.00	10,707.10	9,925.00
September - 2020	10,298.90	9,700.05	10,250.00	9,691.40
October - 2020	10,475.40	9,790.00	10,460.00	9,780.55
November - 2020	11,694.25	9,990.05	11,716.00	9,981.00
December - 2020	11,870.00	10,389.00	11,900.00	10,490.35
January - 2021	11,499.00	10,851.00	11,484.90	10,950.00
February - 2021	13,800.00	11,001.00	13,800.00	11,100.00
March - 2021	13,300.00	12,021.15	13,190.00	12,110.00
April - 2021	14,100.00	12,257.85	14,122.00	12,251.25
May - 2021	13,926.00	13,005.00	13,899.00	13,001.00
June - 2021	14,137.75	12,780.00	14,135.65	12,775.00

(Source: www.bseindia.com & www.nseindia.com)

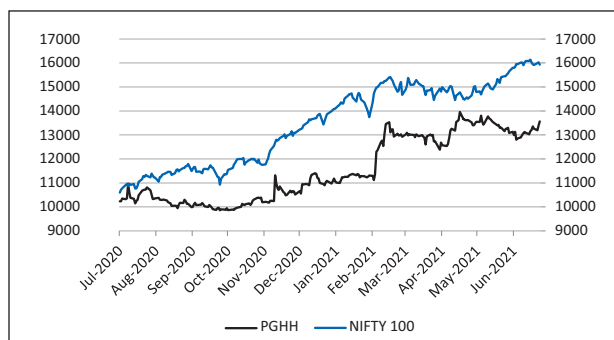
xi. Stock Performance in comparison to the BSE Sensex and NSE Nifty

The following chart shows the performance of the Company’s shares as compared to the BSE Sensex during the Financial Year 2020-21:



(Source: www.bseindia.com)

The following chart shows the performance of the Company’s shares as compared to the NSE Nifty during the Financial Year 2020-21:



(Source: www.nseindia.com)

xii. Distribution of shareholding by ownership as on June 30, 2021

Category	Number of shares held	% of shares held
Foreign & Indian promoters	2,29,29,773	70.64
Resident Individuals and others	36,85,317	11.35
Mutual Funds	18,67,227	5.75
Financial Institutions / Banks	13,01,578	4.01
Insurance Companies	11,48,796	3.54
Foreign Portfolio Investors	8,20,057	2.53
Private Corporate Bodies	5,39,677	1.66
NRIs & Foreign Nationals	1,67,784	0.52
Directors and their relatives	527	0.00
TOTAL	3,24,60,736	100.00

xiii. Share Transfer and Demat system

As per SEBI directions, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form effective April 1, 2019. The transfer deed(s) lodged prior to deadline, i.e., April 1, 2019, and returned due to deficiency in the document were allowed to be re-lodged for transfer with Link Intime India Private Limited (Registrar & Transfer Agents), on or before March 31, 2021 (cut-off date) as fixed by SEBI vide circular dated September 7, 2020. Henceforth, no physical transfer lodgement/re-lodgement will be allowed. Further, the shares that are re-lodged for transfer (including those request that are pending with the company / RTA, as on date) will be issued only in demat mode.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 15 days from the date of receipt of relevant documents, provided they are complete in all respects.

xiv. Distribution of shareholding by size class as on June 30, 2021

Shareholding	Shareholders		Shares	
	Number	% to Total	Number	% to Total
Upto 500	39,695	96.26	16,93,861	5.22
501 – 1000	835	2.02	5,87,901	1.81
1001 – 2000	389	0.94	5,37,879	1.66
2001 – 3000	102	0.25	2,49,617	0.77
3001 – 4000	55	0.13	1,93,998	0.60
4001 – 5000	32	0.08	1,45,751	0.45
5001 – 10000	56	0.14	3,90,945	1.20
10001 and above	75	0.18	2,86,60,784	88.29
TOTAL	41,239	100.00	3,24,60,736	100.00

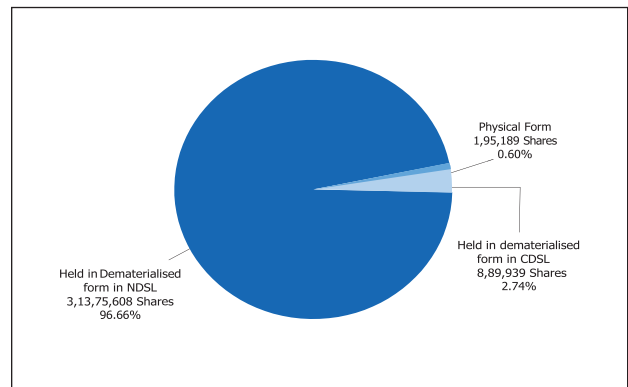
xv. Dematerialization of shares and liquidity

The Company's shares are required to be compulsorily traded in the stock exchanges in

dematerialized form. As on June 30, 2021, the number of shares in dematerialized and physical mode are as under:

Particulars	No. of shares	% to total capital issued
Held in dematerialized form with NSDL	3,13,75,608	96.66
Held in dematerialized form with CDSL	8,89,939	2.74
Held in Physical form	1,95,189	0.60
Total	3,24,60,736	100.00

Shares held in demat / physical form as on June 30, 2021



xvi. As on date, the Company has not issued GDR / ADR / warrants or any convertible instruments.

xvii. Commodity price risk or foreign exchange risk and hedging activities

The Company does not have any exposure hedged through commodity derivatives. The details of foreign currency risk management are disclosed in Note 30 forming part of the Financial statements. The Company has not entered into any hedging activities in Financial Year 2020-21.

xviii. Unclaimed / Unpaid Dividends

In accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) dividends not encashed / claimed within seven years from the date of declaration are to be transferred to the Investor Education

and Protection Fund (IEPF) Authority. The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the IEPF Authority.

Final dividend for the Financial Year ended June 30, 2014 and for the subsequent years, which remain unpaid or unclaimed, will be due for transfer to the IEPF of the Central Government on the dates mentioned in the table below. Members who have not encashed their dividend warrants for these years are requested to claim their dividend on or before the due dates mentioned therein, by writing to the Company's RTA M/s. Link Intime India Pvt Ltd.

Date of Declaration	For the Financial year ended	Due Date for transfer to IEPF
24.09.2014	30.06.2014	30.10.2021
28.10.2015	30.06.2015	03.12.2022
03.12.2016	30.06.2016	08.01.2024
05.05.2017	Interim 2016-17	10.06.2024
16.11.2017	30.06.2017	22.12.2024
29.11.2018	30.06.2018	04.01.2026
07.02.2019	Interim 2018-19	15.03.2026
27.11.2019	30.06.2019	02.01.2027
24.11.2020	30.06.2020	30.12.2027
03.02.2021	Interim 2020-21	11.03.2028
04.05.2021	Special dividend 2020-21	09.06.2028

During the Financial Year 2020-21, unclaimed dividend amount for the Financial Year ended June 30, 2013 amounting to ₹ 38,09,175 and 3,277 shares were transferred to the IEPF.

The details of unpaid / unclaimed dividend as on June 30, 2020 have been posted on the website of the Company, viz., in.pg.com. As on date, Ms. Flavia Machado is the Nodal Officer of the Company under the IEPF Rules.

xix. Disclosure in respect of equity shares transferred to the 'Procter & Gamble Hygiene and Health Care Limited – unclaimed Suspense Account' is as under:

In accordance with the requirements of Regulation 34, 39 read with Schedule V(F) of the SEBI (LODR) Regulations, 2015 details of equity shares lying in Unclaimed Suspense Account are as follows:

	Particulars	No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on July 1, 2020	290	37,552
Less	Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the year	8	1,102
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on June 30, 2021	282	36,450

The voting rights on shares lying in unclaimed suspense account shall remain frozen till the rightful owner claims the shares.

xx. Plant location

Goa:

173, 314, 315, Kundaim Industrial Estate, Kundaim, Goa - 403115.

Baddi:

Village Katha, PO. Baddi, Tehsil Nalagarh, District Solan, Himachal Pradesh - 173205.



xxi. Investor Queries and Grievances Redressal

Shareholders can send their correspondence to the Company with respect to their shares, dividend, request for annual reports and shareholder grievances, at the contact details given below:

Company Secretary & Compliance Officer

Procter & Gamble Hygiene and Health Care Limited
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East), Mumbai - 400 099.

Investor helpline nos.: 91 86575 12368 /
86575 00524

Tel: (91-22) 2826 6000

Fax: (91-22) 2826 7337

Email id: investorpghh.im@pg.com

xxii. Registrar & Transfer Agents

Link Intime India Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai - 400 083
Tel: (022) 4918 6279, Fax: (022) 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in

DECLARATION

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members have confirmed compliance with the Directors' Code of Conduct for the Financial Year ended June 30, 2021 and the Senior Management has complied with the Business Conduct Manual for the Financial Year ended June 30, 2021.

Mumbai
August 25, 2021

For Procter & Gamble Hygiene
and Health Care Limited

Madhusudan Gopalan
Managing Director



Certificate on Non-Disqualification of Directors under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of Procter & Gamble Hygiene and Health Care Limited

- We have been engaged to issue certificate that none of the directors on the board of the **Procter & Gamble Hygiene and Health Care Limited (“Company”)** having **CIN L24239MH1964PLC012971** have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority in terms of Para 10 (i) of Part C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations):
- We have examined the following:
 - The declaration given by each of the Directors of the Company with respect to their interest in other entities as Director or otherwise along with names of their relatives in pursuance of Section 184 of the Companies Act, 2013 and taken on record by the Company,
 - Declarations given by all the Directors of the Company confirming that they are not disqualified to hold the Office of Directors as on 30th June, 2021 in pursuance of Section 164 of the Companies Act, 2013 and taken on record by the Company,
 - The particulars of Directors of the Company as displayed on the web portal of the Ministry of Corporate Affairs, and
 - General Search on the website of the Securities and Exchange Board of India.
- Based on the above verification and to the best of our information and according to the explanations provided to us, We are of the opinion that none of the following Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority as on 30th June, 2021:

No.	Name of the Directors	DIN
1	Mr. Chittranjan Dua	00036080
2	Mr. Pramod Agarwal	00066989
3	Ms. Meena Ganesh	00528252
4	Mr. Anil Kumar Ishwar Dayal Gupta	02588131
5	Mr. Karthik Natarajan	06685891
6	Ms. Sonali Dhawan	06808527
7	Mr. Ghanashyam Hegde	08054712
8	Mr. Madhusudan Gopalan	08158357
9	Mr. Gagan Sawhney	08279568
10	Mr. Krishnamurthy Narayanan Iyer	01726564

- It should be noted that our responsibility is to express a reasonable assurance in the form of an opinion as to the qualification/eligibility of each of the Directors of the Company to hold the office as Director in the Companies in accordance with the generally accepted procedure and the process of due-diligence followed based on the available information on best efforts basis as on 30th June, 2021 and it is neither an audit nor an expression of opinion on the personal credentials of the Directors of the Company.

**For DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)**

**CS Bhumitra V. Dholakia
Designated Partner
FCS-977 CP No. 507**

Place : Mumbai

Date : September 1, 2021

UDIN : F000977C000874542