

## **Policy on Materiality of Events and Information**

### **1. PREAMBLE:**

As per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations), a listed Company is required to frame a policy for determination of materiality for disclosure of events or information to Stock Exchanges.

Accordingly, the Board of Directors have formally adopted the following written policy for ensuring compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **2. OBJECTIVE:**

The objective of the Policy is to determine materiality of events or information of the Company and to ensure timely disclosure of events or information to Stock Exchanges in compliance with the SEBI Listing Regulations and to ensure good corporate governance.

### **3. DEFINITIONS:**

**"Board of Directors" or "Board"** means the Board of Directors of Procter & Gamble Hygiene and Health Care Limited, as constituted from time to time.

**"Company"** means Procter & Gamble Hygiene and Health Care Limited.

**"Compliance officer"** shall mean the Company Secretary of the Company

**"Key Managerial Personnel"** mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;

**"Material Event" or "Material Information"** shall mean such event or information, as may be determined in terms of Clause 5.2 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

**"Policy"** means this Policy on criteria for determining materiality of events or information and as may be amended from time to time.

**"SEBI Listing Regulations"** mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

**"Stock Exchange (s)"** means the stock exchange(s) where the Securities of the Company are listed;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

### **4. APPLICABILITY:**

This policy shall be applicable to prospective events or information arising on or after date of approval of this Policy by the Board of Directors and shall not be applicable to past events.

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### **5. POLICY:**

#### **5.1 Criteria for Materiality:**

The Company shall consider the criteria as specified in clause (i) of sub-regulation 4 of Regulation 30 of the SEBI Listing Regulations for determination of materiality of events / information.

#### **5.2 Material Events or Information:**

The following events and information shall be material for the purpose of this policy:

- a) The Company shall disclose all such events which are specified under Schedule III Part A Para 'A' of the SEBI Listing Regulations (as applicable from time to time) which are deemed to be material events, without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the SEBI Listing Regulations. Details to be provided to the Stock Exchanges while disclosing Para A Events shall be in compliance with the requirements of prescribed by SEBI from time to time.
- b) The Company shall disclose all such material events or information pertaining to itself, specified in Para B of Part A of Schedule III of the SEBI Listing Regulations ("Para B Events") subject to application of guidelines for materiality, as set out under the SEBI Listing Regulations and as amended from time to time.
- c) Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities;
- d) Events and information as specified by the Securities and Exchange Board of India from time to time;
- e) Events or information which, in the opinion of the Board of Directors of the Company, are material

#### **5.3 Disclosure of Events or Information**

- a. The Company shall disclose to stock exchange(s) of all Material Events and/or Information, as specified in Para 5.2 of this Policy as soon as reasonably possible and not later than the following:
  - i. For all material events/ information for which decision is taken in a Board meeting within 30 (thirty) minutes from the closure of the board meeting;
  - ii. For all material events/ information emanating from within the Company within 12 (twelve) hours from the occurrence of the event or information;
  - iii. For all material events/ information relating to the Company but emanating from outside the Company within 24 (twenty-four) hours from the occurrence of the event or information.

In case the disclosure is made after stipulated timelines, the Company shall, along with such disclosures provide explanation for delay.

- b. The Company shall disclose on its website all such events and/or information which has been disclosed to Stock Exchange(s) under this Policy. Such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter archived as per the

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Preservation and Archival of Documents Policy of the Company.

- c. The Company shall provide specific and adequate reply to all queries raised by Stock Exchange(s) with respect to any events or information

### **5.4 Authorized Personnel**

- a. The Managing Director in consultation with Chief Financial Officer ("Authorized Personnel") shall determine the materiality of an event or information conformably with the foregoing policy for the purpose of making disclosures of Material Events and/or Information to Stock Exchange(s):
- b. Senior Management Personnel and such other persons, as determined by the aforesaid Authorized Personnel shall be relevant employees for the purpose of this policy, to identify potential event or information pertaining to their functional roles and report the same to the Authorized Personnel, viz., Managing Director and Chief Financial Officer.
- c. The Compliance Officer shall make such disclosures timely to the Stock Exchange(s) on direction of the Managing Director and/or Chief Financial Officer;
- d. The contact details of the Compliance Officer who shall act as co-ordinator between the Authorized personnel and the Stock Exchange(s) shall be disclosed to the Stock Exchange(s) and as well as on the Company's website.

### **6. DISSEMINATION OF POLICY:**

This Policy shall be published on the website of the Company.