

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Procter & Gamble Hygiene and Health Care Limited**
 2. Quarter ending - **30-Jun-2022**

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 Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships 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	Memberships in Committees of the Company
Mr.	Madhusudan Gopalan	08158357	AFFPM8828J	ED	MD	01-Jul-2018		30-Jun-2022		06-Dec-1976	NA		2	0	4	0	AC,SC,RC
Mr.	Krishnamurthy Iyer	01726564	AAHP10149R	ID		10-Nov-2020	26-Jun-2021		20	22-May-1957	NA		1	1	0	0	
Mr.	Chittranjan Dua	00036080	AACP D7256P	ID,C & NED		25-Aug-2020	24-Nov-2020		22	03-Nov-1951	NA		4	4	4	2	AC,NRC
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		18-Jan-2013	24-Sep-2019		93	22-Jul-1946	Yes	27-Nov-2019	2	2	4	2	AC,SC,RC,NRC
Mr.	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015				25-Apr-1962	NA		2	0	1	0	RMC

Ms .	Sonali Dhawan	0680 8527	AQFP D5541 A	NED		07-May-2014				18-Oct-1975	NA		2	0	1	0	
Mr.	Karthik Natarajan	0668 5891	AEFP N403 1F	NED		01-Oct-2014				28-Jun-1977	NA		2	0	0	0	RMC
Ms .	Meena Ganesh	0052 8252	ABPP G1456 L	ID		19-Mar-2019	19-Mar-2019	36		31-Aug-1963	NA		3	3	1	0	AC,RC
Mr.	Gagan Sawhney	0827 9568	AHDP S4134 K	NED		24-Jan-2019				13-Nov-1975	NA		2	0	0	0	RMC, NRC
Mr.	Ghanashya m Hegde	0805 4712	ABEP H160 2E	ED		09-May-2019	01-Sep-2021	10		18-Nov-1977	NA		1	0	1	0	SC,RC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit 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	Chittranjan Dua	ID,C & NED	Chairperson	24-Sep-2020	
2	Anil Kumar Gupta	ID	Member	24-Sep-2014	
3	Madhusudan Gopalan	ED	Member	01-Jul-2018	30-Jun-2022
4	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	ED	Member	09-May-2019	
2	Madhusudan Gopalan	ED	Member	01-Jul-2018	30-Jun-2022
3	Anil Kumar Gupta	ID	Chairperson	24-Sep-2014	

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	30-Jun-2022
2	Meena Ganesh	ID	Member	21-Aug-2019	
3	Karthik Natarajan	NED	Member	13-Nov-2017	
4	Pramod Agarwal	NED	Member	13-Nov-2017	
5	Gagan Sawhney	NED	Member	13-Nov-2017	
6	Ghanashyam Hegde	ED	Member	09-May-2019	
7	Anil Kumar Gupta	ID	Member	13-Nov-2017	
8	Prashant Bhatagar	NED	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	Gagan Sawhney	NED	Member	21-Aug-2019	
3	Chittranjan Dua	ID,C & NED	Member	24-Sep-2020	

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
01-Feb-2022	19-Apr-2022	Yes	10	4
	28-Apr-2022	Yes	9	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	76

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	01-Feb-2022		Yes	4	3
Audit Committee		28-Apr-2022	Yes	4	3

Nomination & Remuneration Committee		19-Apr-2022	Yes	3	2
Nomination & Remuneration Committee		28-Apr-2022	Yes	3	2
Stakeholders Relationship Committee		28-Apr-2022	Yes	3	1
Risk Management Committee	01-Feb-2022		Yes	8	6
Risk Management Committee		28-Apr-2022	Yes	8	8

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	85

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
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	Details of transaction for the Financial year		Vendor Name	
	Amount INR	Nature of Transaction	PROCTER & GAMBLE	
	INTERNATIONAL OPERATIONS SA	15,56,12,652	Affiliate Purchase	
	PROCTER & GAMBLE HOME PRODUCTS PRIVATE LIMITED	2,09,68,87,818	Affiliate Purchase	
		Total	2,25,25,00,470	

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:

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Name : **Ghanashyam Hegde**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

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

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

Particulars	Regulation Number	Compliance status	Company Remark
<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 & 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 & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & 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)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<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	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization 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 & 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	

Other Information	
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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**

Other Information	
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Name : **Ghanashyam Hegde**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE IV

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0

<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity</i>	0	0	0

<i>controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

<p>Name: Prashant Bhatnagar Designation: Chief Executive Officer Place: Mumbai Date: 21-Jul-2022</p>
