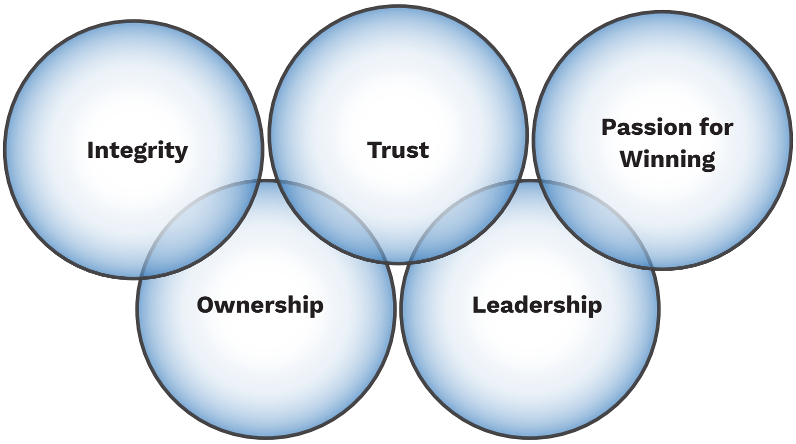
CORPORATE GOVERNANCE REPORT

The Board of Directors are pleased to present the Corporate Governance Report.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At the core of the Company is an unwavering commitment to doing the right thing. Building and sustaining a resilient and robust business for long term depends on maintaining the highest standards of ethics, compliance, and quality standards across everything we do.

P&G's Purpose, Values and Principles form the foundation of its unique culture. While the business has evolved significantly over time, these enduring principles have remained constant and will continue to be passed down to generations of P&G people to come.



The Company has adopted P&G's Worldwide Business Conduct Manual (WBCM) which sets forth mandatory global standards to be followed and also explains legal & ethical responsibilities. The Company's WBCM applies to all employees regardless of location, seniority level, or function. The Company has also adopted a Code of Conduct, which is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Together, these frameworks reinforce the Company's commitment to conducting business with integrity, transparency, and accountability.

BOARD OF DIRECTORS AND ITS GOVERNANCE

(a) Composition of the Board

The Company's Board is well structured and comprises of an optimum combination of Executive and Non-Executive Directors. The composition of the Board of Directors is in conformity with the requirements under the Companies Act ("the act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["the SEBI (LODR) Regulations, 2015"].

The Chairman of the Board is a Non-Executive Independent Director. As on March 31, 2026, the Board comprised of 8 Board Members:

- 4 Non-Executive Independent Directors;
- 2 Executive Directors (including one Managing Director); and
- 2 Non-Executive Directors

The Board had two women Directors, as on March 31, 2026, of which one is an Independent Director. All other Directors, except the Managing Director and the Non-Executive Independent Directors, are liable to retire by rotation.

Non-Executive Independent Directors are independent of the management. They play a key role in balancing the functioning of the Board by bringing in independent judgement and external perspective. 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/.

The Board is of the opinion that all the Independent Directors of the Company possess integrity, have relevant expertise and experience and fulfil the conditions specified under the Act and the SEBI (LODR) Regulations, 2015.

Further, 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 Act, and the SEBI (LODR) Regulations, 2015. All Independent Directors of the Company are registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs.

There is no inter-se relationship between the Directors of the Company. All Directors have confirmed that they have not been disqualified from being appointed as a Director pursuant to section 164(2) of the Act and 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 M/s. Saraf & Associates, Practicing Company Secretary (annexed to this Report), affirming the same.

The composition of the Board of Directors and their directorships in other Companies held as on March 31, 2026 are given below:

Name & designation of the Director	Directorship in other companies*	Membership of Board Committees of other companies **		Directorships in other listed companies
		Member	Chairperson	
Mr. Chittranjan Dua, Chairperson and Independent Director	11	1	Nil	Non-Executive Independent Director: TVS Holdings Limited Sundaram-Clayton Limited
Mr. Kumar Venkatasubramanian, Managing Director	2	2	Nil	Managing Director: Gillette India Limited
Dr. Ashima Goyal, Independent Director	3	2	Nil	Non-Executive Independent Director: Edelweiss Financial Services Limited
Mr. Gurcharan Das, Independent Director	3	Nil	Nil	Nil
Mr. Krishnamurthy Iyer, Independent Director	Nil	Nil	Nil	Nil
Mr. Pramod Agarwal, Non-Executive Director	1	1	1	Non-Executive Director: Gillette India Limited
Ms. Sonali Dhawan, Non-Executive Director	Nil	Nil	Nil	Nil
Mr. Ghanashyam Hegde, Executive Director and Company Secretary	Nil	Nil	Nil	Nil

**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.*

(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 provided with annual calendar 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 April 1, 2025 to March 31, 2026, five meetings of the Board were held on May 27, 2025, June 23, 2025, July 30, 2025, November 6, 2025 and January 30, 2026. The Board members are provided with option for attending the Board and Committee meetings via audio-video means.

(c) Flow of information to the Board

To provide a background of Company's policies, standard of practices and other information, every Director is provided a set of Company's constitutional and policy documents, on their appointment on the Board of the Company.

The Company Secretary determines the agenda items for meetings and finalizes them in consultation with the management of the Company and the Managing Director.

The Board and the Committee members are sent detailed agenda well in advance of the Board and Committee meetings. Sufficient time is allocated for discussions and deliberations at the meeting. The Committees of the Board make necessary recommendations to the Board which are relevant from time to time. The Company Secretary of the Company attends all the meetings and is responsible for noting actionable items discussed during the meeting. The Management reports back to the Board on the status of such items in the subsequent meeting or as needed post the meeting. Senior Managerial Personnel of the Company are invited to Board meetings, at regular intervals or as recommended by Board, to familiarize the Board members on Company's business, strategy, or processes.

The Company Secretary of the Company notes the minutes of the meeting. The draft Minutes are circulated to the Board and its Committees in compliance with the Companies Act, 2013. On receipt of comments, the Minutes are entered in the books within 30 days of the Meeting.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and the SEBI (LODR) Regulations, 2015 with respect to convening and holding the meetings of the Board of Directors, its Committees and the General Meetings of the Shareholders of the Company, with letter and spirit.

(d) Directors' attendance record

The attendance of the Directors at the Board Meetings held during the Financial Year and at the last Annual General Meeting held on September 4, 2025, is as under:

Name of Director	No. of Board meetings held during the tenure	No. of Board meetings attended	Whether Attended Annual General Meeting held on September 4, 2025
Mr. Chittranjan Dua	5	4	No
Mr. Kumar Venkatasubramanian	5	5	Yes
Mr. Krishnamurthy Iyer	5	5	Yes
Mr. Gurcharan Das	5	3	Yes
Dr. Ashima Goyal	5	5	Yes
Mr. Pramod Agarwal	5	5	No
Mr. Ghanashyam Hegde	5	5	Yes
Ms. Sonali Dhawan	5	5	Yes
Mr. Gagan Sawhney*	3	2	Yes

**Mr. Gagan Sawhney ceased to be Non-Executive Director of the Company on October 5, 2025.*

(e) Familiarization programme for Independent Directors

The Company's familiarization programme is designed to enable Independent Directors to gain a comprehensive understanding of:

a. Their roles, rights and responsibilities in the Company,

b. Nature of the industry in which the Company operates and business model of the Company;

c. Other matters like Company policies, procedures, Code of Conduct, internal standards, etc.

The Company has established a structured onboarding and familiarization process for newly appointed Independent Directors. As part of this process, Directors are provided with relevant introductory material including annual reports, codes of conducts as may be applicable to the Director, various policies and procedures adopted by the Company and such other relevant documents.

Further, the Directors are provided with such information relating to the Company as may be required for the effective discharge of their duties and are encouraged to engage directly with the Company's management team to gain a deeper understanding of the business and its operations, as and when requested by them.

The Board of Directors are regularly apprised through various presentations at meetings of the Board and its Committees by senior management and functional leaders on the Company's business performance, strategic initiatives, operational developments, industry trends, and key risks. These interactions provide Independent Directors with direct access to management and facilitate a deeper understanding of the Company's strategy, business model, market environment, competitive landscape, organizational structure, risk management framework, and such other areas.

In addition, the Company conducts annual strategy sessions for the Board to deliberate on the Company's long-term plans, business outlook, organizational priorities, and strategic direction. The Company also organizes periodic knowledge-sharing and familiarization sessions for Non-Executive Directors on topics relevant to the Company's business, governance, regulatory environment, and emerging developments.

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.

(f) 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 health care businesses. It is ensured that the Board Members have backgrounds that when combined provide a portfolio of experience, expertise and knowledge that serve Company's purpose, at its best. The following skills, expertise and competencies have been identified for the effective functioning of the Company:

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)
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, technology driven businesses
FMCG Domain Expertise	Experience of FMCG industry
Regulatory / Policy Expertise	Experience of regulatory advisory, policy formulation & implementation, public administration

While all the Board members possess the skills identified, their core skills, expertise and 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*					
Mr. Chittranjan Dua	-	✓	✓	-	✓
Mr. Gurcharan Das	✓	-	✓	✓	✓
Mr. Krishnamurthy Iyer	✓	-	✓	-	✓
Dr. Ashima Goyal	-	-	✓	-	✓
Mr. Pramod Agarwal	✓	-	✓	✓	-
Mr. Kumar Venkatasubramanian	✓	-	✓	✓	-
Ms. Sonali Dhawan	✓	-	✓	✓	-
Mr. Ghanashyam Hegde	-	✓	-	✓	✓

**Directors on the Board of the Company as on closure of Financial Year i.e. March 31, 2026.*

(g) Annual Board evaluation and separate meeting of Independent Directors

In terms of the requirement of the Act 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.

The Company has an evaluation process in place where feedback is 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 No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017 like, independence, structure & composition, Board oversight and effectiveness, cohesion in meetings, meeting process, flow of information etc. Performance evaluation process is led by the Lead Independent Director based on the responses received from the Directors.

Mr. Krishnamurthy Iyer was appointed as Lead Independent Director for the performance evaluation process for the Financial Year 2025-26.

The Independent Directors of the Company met separately without the presence of other Directors or management representatives on March 24, 2026 to review the performance of Directors individually; the Chairperson of the Company; the Board and its Committees, 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.

All the independent directors of the Company attended the meeting. The overall performance evaluation exercise was completed to the satisfaction of the Directors. The key outcome of the evaluation and actionable areas were discussed at the meetings of the Nomination and Remuneration Committee and the Board and the same were noted to be acted upon.

(h) 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 with regards to the same are disclosed vide Note 31 forming part of the Financial Statements.

(i) Remuneration of Directors

The Independent Directors are paid sitting fees and commission to compensate for their valuable contribution to the Company owing to their wealth of experience and knowledge. Members of the Company, at their 59th Annual

General Meeting held on November 24, 2023 had accorded approval for payment of commission to the Non-Executive Directors of the Company upto 1% of the net profits of the Company per annum in the aggregate, for a period of five years effective July 1, 2023 and had also empowered the Board of Directors to fix the quantum of commission payable to the Non-Executive Directors and to determine the period for which said commission is payable. The Board of Directors at their meeting held on May 28, 2026, approved payment of commission for financial year April 1, 2025 to March 31, 2026 of ₹ 17 lakhs to Non-P&G (who are not in employment of any P&G group entity) Non-Executive Directors.

The Executive Directors are paid salary by the Company, in accordance with the limits prescribed under the Act and the Remuneration Policy of the Company. No fee or compensation is payable to the Directors on severance of Directorship of the Company.

Details of the remuneration paid to the Directors of the Company for the Financial Year ended March 31, 2026 are given below:

(in ₹ Lakhs)

Name of Director	Salary[!]	Commission	Sitting Fees	Shares held (Equity Shares of ₹ 10/- each)*
Mr. Chittranjan Dua	-	17.00	7.25	-
Mr. Kumar Venkatasubramanian[@]	127.41	-		-
Mr. Gurcharan Das	-	17.00	7.50	-
Mr. Krishnamurthy Iyer	-	17.00	8.75	-
Dr. Ashima Goyal	-	17.00	5.50	-
Mr. Pramod Agarwal	-	17.00	7.00	162
Ms. Sonali Dhawan	-	-	-	-
Mr. Ghanashyam Hegde[@]	78.94	-	-	-
Mr. Gagan Sawhney[*]	-	-	-	-
Ms. Mrinalini Srinivasan[&@]	16.68	-	-	-
Mr. Gaurav Bhartia[&@]	26.37	-		-

**Excludes shares held by relatives.*

!Salary includes bonus and Provident fund contribution. The above table reflects the amount of remuneration to Directors that is borne by the Company.

@ Includes amount of charge borne by the Company for the exercised Stock Options of the ultimate Holding Company under its Employee Stock Option Plan.

& Ms. Mrinalini Srinivasan ceased to be Chief Financial Officer of the Company with effect from June 30, 2025 and Mr. Gaurav Bhartia was appointed as Chief Financial Officer of the Company with effect from July 1, 2025.

**Mr. Gagan Sawhney ceased to be a Non-Executive Director of the Company with effect from October 5, 2025.*

(j) Related Party Transactions

The Company has adopted Related Party Transaction 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 Act and the SEBI (LODR) Regulations, 2015. The Related Party Transactions 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. 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 transactions policy of the Company. All related party transactions are placed before the Audit Committee for quarterly review.

There are no material pecuniary relationships or 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.

Details of material related party transaction entered into during the Financial Year 2025-26 are given below:

Name of Related Party	Procter & Gamble Home Products Private Limited
Nature of transaction	Purchase of goods (Contract Manufacturing)
Amount of transaction during the Financial Year 2025-26	₹ 661.26 Crores

The above transaction was approved by the Shareholders by passing an Ordinary Resolution at the Annual General Meeting held on November 24, 2023. Being related parties, the promoter shareholders had abstained from voting on the said resolution.

(k) Succession planning

The Company believes that by integrating workforce planning with strategic business planning, the Company can put necessary financial and human resources in place so that its objectives can be met.

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. Our Board members bring to the table their broad and diverse skills and views to aid the Company in advancing its strategy. To effect the same, the Nomination and Remuneration Committee works with the Board on the Board succession plan to ensure orderly succession in appointments to the Board.

(l) Committees of the Board

Audit Committee

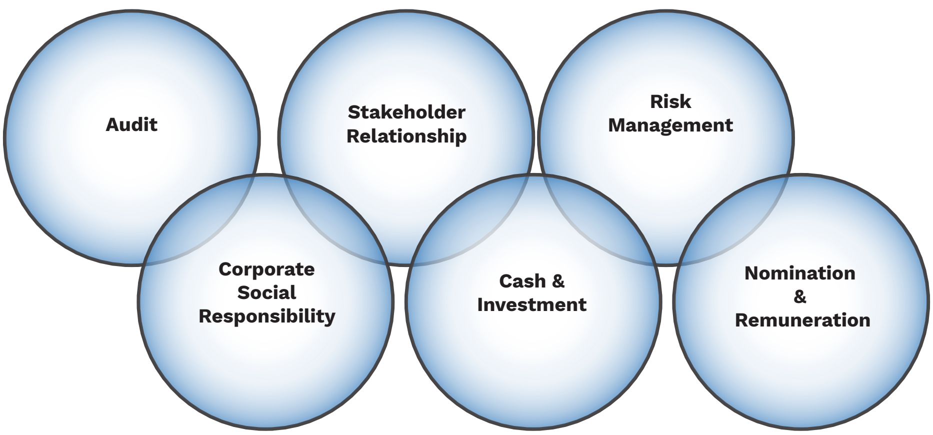
Presently, Mr. Gurcharan Das (Chairperson), Mr. Chittranjan Dua, Mr. Krishnamurthy Iyer and Mr. Kumar Venkatasubramanian are members of the Audit Committee of the Company. During the Financial Year, the Audit Committee met five times, on May 27, 2025, June 23, 2025, July 30, 2025, November 6, 2025, and January 30, 2026.

During the Financial Year, Mr. Ghanashyam Hegde was Company Secretary to the Committee.

Composition and attendance of the Members of the Audit Committee during the Financial Year are detailed in table below:

Members of the Committee	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Gurcharan Das^ (Chairperson)	ID	3	3
Mr. Krishnamurthy Iyer	ID	5	5
Mr. Chittranjan Dua	ID	5	4
Mr. Kumar Venkatasubramanian	ED	5	5

ID=Independent Director, ED=Executive Director



^Mr. Gurcharan Das was inducted as Member of the Committee on July 28, 2025, and elected as the Chairperson of the Committee with effect from January 30, 2026.

The Audit Committee is comprised of Directors, with appropriate financial skills to provide good oversight. The Company Secretary acts as the Secretary to the Audit Committee. 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:

a) to investigate any activity within its terms of reference;

b) to seek information from any employee;

c) to obtain outside legal or other professional advice; and

d) to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee role includes the following:

i. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

ii. 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 review 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 the internal control systems;

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

Presently, Mr. Gurcharan Das (Chairperson), Mr. Ghanashyam Hegde and Mr. Kumar Venkatasubramanian are members of the Stakeholder Relationship Committee of the Company. During the Financial Year, one meeting of the Committee was held on January 30, 2026.

Composition and attendance of the Members of the Stakeholder Relationship Committee during the Financial Year are detailed in table below:

Members of the Committee	Category	No. of Meetings held during the	No. of Meetings attended
Mr. Gurcharan Das (Chairperson)	ID	1	1
Mr. Ghanashyam Hegde	ED	1	1
Mr. Kumar Venkatasubramanian	ED	1	1

ID=Independent Director, ED=Executive Director

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 and statutory notices by the shareholders of the Company.

During the Financial Year, the Company received twelve complaints from Shareholders. These complaints had been resolved during the Financial Year and there were no complaints pending for resolution as on March 31, 2026.

During the Financial Year, Mr. Ghanashyam Hegde was the Compliance Officer of the Company, and was responsible for redressing investor grievances.

Nomination and Remuneration Committee

Presently, Mr. Gurcharan Das (Chairperson), Mr. Chittranjan Dua and Mr. Pramod Agarwal are members of the Nomination & Remuneration Committee of the Company. During the Financial Year, four meetings were held on May 27, 2025, June 23, 2025, July 30, 2025, and November 6, 2025.

Composition and attendance of the Members of the Nomination and Remuneration Committee during the Financial Year are detailed in table below:

Members of the Committee	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Gurcharan Das (Chairperson)	ID	4	3
Mr. Chittranjan Dua	ID	4	3
Mr. Gagan Sawhney^ (Erstwhile Member)	NED	2	2
Mr. Pramod Agarwal^	NED	2	2

ID=Independent Director, NED=Non-Executive Director.

^Mr. Gagan Sawhney ceased to be member of the Committee and Mr. Pramod Agarwal was inducted as member of the Committee with effect from July 29, 2025.

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 a 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.

Corporate Social Responsibility Committee

Presently, Mr. Gurcharan Das (Chairperson), Ms. Sonali Dhawan and Mr. Kumar Venkatasubramanian are members of the Corporate Social Responsibility Committee of the Company. During the Financial Year, three meetings of the Corporate Social Responsibility Committee were held on May 27, 2025, November 6, 2025 and January 30, 2026.

Composition and attendance of the Members during the Financial Year are detailed in table below:

Members of the Committee	Category	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Gurcharan Das (Chairperson)	ID	3	2
Ms. Sonali Dhawan	NED	3	3
Mr. Kumar Venkatasubramanian	ED	3	3

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director.

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 business responsibility, performance and reporting.

The Company has adopted a Corporate Social Responsibility Policy ('CSR Policy') in line with terms of the Companies Act, 2013. The details of CSR initiatives are provided in **Annexure II** to 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

Presently, Mr. Kumar Venkatasubramanian (Chairperson), Mr. Pramod Agarwal, Mr. Ghanashyam Hegde, Ms. Sonali Dhawan and Mr. Krishnamurthy Iyer are members of the Risk Management Committee of the Company. During the Financial Year, four meetings were held on May 27, 2025, July 30, 2025, November 6, 2025 and January 30, 2026.

Composition and attendance of the Members of the Risk Management Committee during the Financial Year are detailed in table below:

Members of the Committee	Category	No. of Meetings held during tenure	No. of Meetings attended
Mr. Kumar Venkatasubramanian (Chairperson)	ED	4	4
Ms. Sonali Dhawan^	NED	3	3
Mr. Pramod Agarwal	NED	4	4
Mr. Ghanashyam Hegde	ED	4	4
Mr. Gagan Sawhney^	NED	1	1
Mr. Krishnamurthy Iyer	ID	4	4

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director

^Mr. Gagan Sawhney ceased to be member of the Committee and Ms. Sonali Dhawan was inducted as the member of the Committee on July 28, 2025.

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 review appointment, removal and terms of remuneration of the Chief Risk Officer (if any).

The Company has adopted a Risk Management Policy, which aims to create a standard, structured and efficient approach to identify, assess and mitigate risks. The Governance Board is led by the Managing Director and comprises of Group Chief Financial Officer, Chief Human Resource Officer, Supply Chain Leader, Purchasing & Sustainability Leader and Legal Counsel. The Governance Board assesses, and reviews enterprise level risks and works with process owners and functional managers to ensure that corrective action is taken, and risk is mitigated as appropriate.

Cash & Investment Committee

Presently, Mr. Pramod Agarwal (Chairperson), Ms. Srividya Srinivasan and Mr. Ghanashyam Hegde are members of the Cash & Investment Committee of the Company. During the Financial Year, two meetings were held on May 27, 2025 and January 30, 2026. Composition and attendance of the Members of the Cash & Investment Committee during the Financial Year are detailed in table below:

Members of the Committee	Category / Designation	No. of Meetings held during the tenure	No. of Meetings attended
Mr. Pramod Agarwal (Chairperson)	NED	2	2
Mr. Gagan Sawhney^	NED	1	1
Mr. Ghanashyam Hegde	ED	2	2
Ms. Srividya Srinivasan*	Vice President – Finance	Nil	NA

ID=Independent Director, ED=Executive Director, NED=Non-Executive Director

^Mr. Gagan Sawhney ceased to be member of the Committee with effect from October 5, 2025.

**Ms. Srividya Srinivasan was inducted as the member of the Committee on January 30, 2026.*

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 the basis of following primary considerations–

i) protecting long term growth of the Company;

ii) maximizing return to the Shareholders; and

iii) ensuring risk free investment choices.

(m) Particulars of senior management personnel of the Company as on March 31, 2026

Name of senior management personnel	Designation
Ms. Srividya Srinivasan	Vice President – Finance
Mr. Srinivas Maruthi Patnam^	Human Resource Head
Ms. Rohini Venkateswaran	Sales Head
Mr. Ankur Bhagat	Supply Network Operations Head
Ms. Mukta Maheshwari	Chief Marketing Officer
Mr. Girish Kalyanaraman	Category Leader- Feminine Hygiene
Mr. Tushar Gupta#	Category Leader- Health Care
Mr. Sumeet Mittal	Analytics & Insights Leader
Mr. Jai Pankaj*	Information Technology Head
Mr. Kartik Harugoli!	Purchases Head
Mr. Ghanashyam Hegde	Legal Head and Company Secretary
Mr. Gaurav Bhartia$	Chief Financial Officer
Ms. Enakshee Deva	Communications & CSR Head

#Mr. Tushar Gupta was appointed as Category Leader- Health Care effective January 1, 2026 in place of Ms. Maithreyi Jagannathan who ceased to be Category Leader- Health Care, effective December 31, 2025

$Ms. Mrinalini Srinivasan ceased to be a Chief Financial Officer of the Company with effect from June 30, 2025 and Mr. Gaurav Bhartia was appointed as a Chief Financial Officer of the Company with effect from July 1, 2025

**Mr. Jai Pankaj was appointed as Company's Information Technology Head effective September 1, 2025; in place of Mr. Nikunj Jain, who ceased to be the Company's Information Technology Head effective June 30, 2025.*

!Mr. Kartik Harugoli was appointed as Purchases Technology Head effective January 1, 2026 in place of Mr. Pawan Verma who ceased to be Purchases Head effective December 31, 2025

^Mr. Robin Thadathil was appointed as Human Resource Head effective April 1, 2026 in place of Mr. Srinivas Maruthi Patnam who ceased to be Human Resource Head, effective March 31, 2026

(n) Disclosures regarding re-appointment of Directors

Mr. Pramod Agarwal

Mr. Pramod Agarwal is an MBA from the 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 62nd Annual General Meeting.

COMMUNICATION TO SHAREHOLDERS

(i) Annual Report and Notice calling the General Meeting

This Annual Report along with Notice calling the Annual General Meeting for the Financial Year 2025-26 is being sent to the Members at the email address updated by the Members with the Depository Participants or Registrar & Transfer Agent, as applicable.

Members who need hard copy of the report are requested to write to the Company Secretary at investorpghh.im@pg.com. A copy of the report will be delivered to your registered address.

(ii) Declaration of Financial Results

The quarterly results of the Company are announced within 45 days of completion of the quarter as prescribed by the Securities & Exchange Board of India. Audited Annual Results are announced within 60 days of the end of the Financial Year as prescribed by the Securities & Exchange Board of India. Financial Results and other newspaper advertisements were published in the Business Standard and Mumbai Lakshadeep. 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) Analyst Meet

One meeting with analysts and investors was held during the Financial Year. Details of the same are hosted on the website of the Company at https://in.pg.com/india-investors/pghh/ shareholder-information/info/

(iv) Communication with respect to deduction of tax on dividend income

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, 2026, 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/announcements/.

(v) Green Initiative

The Company requests its shareholders to join in its endeavor to conserve resources by updating relevant information for receiving online communication and electronic dividend payout.

Pursuant to SEBI Master Circular no. HO/38/13/(4)2026-MIRSD POD/I/4298/2026 dated February 6, 2026, dividend to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. Hence, the Shareholders are requested to update their bank details; In case of holdings in dematerialized form, by contacting their DP and giving suitable instructions to update the bank details in their demat account.

In case of holdings in physical form, by informing the Company's RTA i.e., MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), through a signed request letter with details such as their Folio No(s), Name and Branch of the Bank in which they wish to receive the dividend, the Bank Account type, Bank Account Number allotted by their banks after implementation of Core Banking Solutions the 9-digit MICR Code Number and the 11-digit IFSC Code. This letter should be supported by cancelled cheque bearing the name of the first shareholder. On and from April 01, 2024, if payment of dividend is due, the same shall be paid electronically upon furnishing PAN, choice of nomination, contact details including mobile number, Bank Account details and specimen signature. Meanwhile, such unpaid dividend shall be kept by the Company in the Unpaid Dividend Account in terms of the Companies Act, 2013. Further, the RTA shall, suo-moto, generate request to the Company's bankers to pay electronically, all the payments to the holder that were previously unclaimed/ unsuccessful once necessary KYC details are updated by the investor.

(vi) Updation of KYC

As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, all the listed companies are required to record the PAN, and other KYC details of all the shareholders holding shares in physical mode. Shareholders holding shares in physical form with the Company are requested to update above information with the Company, if pending. It is hereby informed that shareholder will be eligible to lodge any grievance or avail any service request with the Company/or its RTA only after furnishing PAN and other KYC details.

The Company, with the help of the RTA and the depositories has dispatched several reminders during the year to all shareholders who have not registered their KYC and other details, requesting them to update the same. For further details shareholders are requested to refer to the communication available on the website of the Company at https://in.pg.com/india-investors/pghh/guidance/#shareholderservices. Members are encouraged to provide 'choice of nomination' in their own interest for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

(vii) Share Transfer and Demat system

It is hereby informed that the securities of the listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD PoD/P/CIR/2025/97, dated July 2, 2025, had opened a special window only for re-lodgment of transfer deeds, which were lodged prior to the deadline of April 1, 2019 and rejected/returned/not attended to, due to deficiency in the documents/process/or otherwise, for a period of six months from July 7, 2025 till January 6, 2026. Further, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026, dated January 30, 2026, has prescribed to open another special window for transfer and dematerialization of physical securities which were sold/purchased prior to April 1, 2019. This special window shall be open for a period of one year from February 5, 2026 to February 4, 2027. In adherence to the above SEBI Circulars, the Company/RTA had made necessary newspaper and social media advertisements to publicize the opening of the special window(s). Shareholders who are eligible to resubmit their documents, are encouraged to use this opportunity.

Further, SEBI in continuation of its efforts to enhance ease of dealing in securities market by investors vide its circular dated January 25, 2023, has mandated the listed entities to issue securities for the following service requests only in dematerialized form viz, Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Transmission; Transposition, etc. For the purpose of the same, after due verification, registrar and transfer agent/issuer companies shall retain share certificates and process the service requests by issuing letter of confirmation, valid for a period of 120 days. As per the process, shareholders are required to submit their demat requests within this validity period, failing which the Company shall credit the securities to a suspense escrow demat account of the Company. The operational guidelines with respect to above service requests are available on the website of the Company at https://in.pg.com/india-investors/pghh/guidance/.

(viii) Alternate Dispute Redressal Mechanism

SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 has prescribed an SOP in accordance with Regulation 40 of the SEBI (LODR) Regulations, 2015, for dispute resolution under the Stock Exchange arbitration mechanism for disputes between a Listed Company and/or Registrars to an Issue and Share Transfer Agents and its Shareholder(s)/ Investor(s) emanating from investor services. The Company along with its RTA has made the investors aware on the availability of dispute resolution mechanism with Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited against the Company and/or its RTA. The said SEBI Circular is also made available on the Company's website at https://in.pg.com/india-investors/pghh/guidance/. Further, SEBI has streamlined the existing dispute resolution mechanism by establishing a common online dispute resolution (ODR) portal for resolution of disputes arising in the securities market. Shareholders are advised to first approach the Company or its RTA for resolution. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/ with Stock Exchanges, as detailed in the circular issued by SEBI on the ODR mechanism available on the website of the Company at https://in.pg.com/india-investors/pghh/guidance/. After exhausting all the above available options for resolution of the grievance, if the Shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

(ix) Company's website

All disclosures as required under the SEBI (LODR) Regulations, 2015 are made to respective Stock Exchanges where the securities of the Company are listed. The same are also available on the Company's website at https://in.pg.com/india-investors/pghh/compliance-reports-and-announcement/. The section on 'Investors' serves to inform the shareholders, by giving complete financial details, stock exchange announcements & compliances including shareholding pattern, details of unpaid dividend, contact details of Nodal Officer & Registrars & Transfer Agent ('RTA') and shareholder communication.

STATUTORY COMPLIANCE

The Company has complied with applicable requirements prescribed by the regulatory and statutory authorities during the preceding three Financial Years on all matters related to capital markets and no penalties or strictures in this respect have been imposed on the Company. 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 SEBI (LODR) Regulations, 2015.

GENERAL MEETINGS

Annual General Meeting held for Financial Year	Date	Time	Venue	No. of special resolutions passed
2024-25	September 4, 2025	11:00 a.m.	Meeting through video conference/ Other audio visual means. Deemed venue for the meeting was the Registered Office of the Company: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.	2
2023-24	November 26, 2024	11:00 a.m.		Nil
2022-23	November 24, 2023	11:00 a.m.		Nil

At the 61st Annual General Meeting held on September 4, 2025, the following Special Resolutions were passed:

1. Re-appointment of Mr. Chittranjan Dua (DIN 00036080) as Non-Executive Independent Director of the Company for a period of five years, effective August 25, 2025.

2. Re-appointment of Mr. Krishnamurthy Iyer (DIN 01726564) as Non-Executive Independent Director of the Company for a period of five years, effective December 1, 2025.

POSTAL BALLOT

During the Financial Year, no resolution was passed through postal ballot. Further, no special resolution is proposed to be conducted through Postal Ballot as on the date of this Report.

MD AND 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 2025-26, 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 2025-26, and the Company continues to adopt best practices to ensure regime of unmodified audit opinion.

b. The Internal Auditor of the Company reports to the Audit Committee.

c. Separation of role between Chairperson and Managing Director of the Company.

WHISTLE BLOWER POLICY

The Company is a subsidiary of The Procter & Gamble Company, USA, ("P&G US") and has adopted P&G's global standards and whistle blower mechanism set forth in P&G's Worldwide Business Conduct Manual (WBCM), as Company's Vigil Mechanism. The WBCM sets out several ways employees and others may report concerns, including via the Worldwide Business Conduct Helpline which is available via telephone, email, or web reporting around the world 24 hours a day, seven days a week. It is staffed by an independent company and can take calls in most languages. Reports of actual or suspected violations may also be made anonymously, where allowed by applicable law. The Worldwide Business Conduct Helpline is accessible to all employees. The Audit Committee oversees the vigil mechanism and cases reported along with status report and action taken (if any) are reported to the Committee. No personnel has been denied access to the 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 certificate from Managing Director to that effect is annexed to this Corporate Governance Report. The Code of Conduct for Directors and Senior Management has been hosted on the Company's website at https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code

(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 to regulate, monitor and report trading by the Designated Person(s) / and other connected person(s). The structured digital database of unpublished price sensitive information is maintained with adequate internal controls. The code has been hosted on the Company's website at https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/#code.

GENERAL INFORMATION

i. Annual General Meeting

Pursuant to the General Circular 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, the 62nd Annual General Meeting of the Company will be held on **Tuesday, September 8, 2026 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.

Instructions for joining and participating in the meeting through video conferencing is provided in the notice for convening the 62nd 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/india-investors/pghh/shareholder-info/info/.

ii. Financial Results

The Financial Year of the Company has been changed from "July 1st – June 30th" period to "April 1st – March 31st" period, effective Financial Year 2024-25. Accordingly, the Financial Year of the Company for purpose of this report viz., 2025-26 was April 1, 2025 to March 31, 2026.

The Financial Results are declared within timelines as prescribed by the Securities & Exchange Board of India.

iii. Record Date: Record date for payment of dividend, if declared at the ensuing Annual General Meeting, shall be Tuesday, September 1, 2026.

iv. Dividend Payment Date: On or before October 6, 2026.

v. Total fees paid to Statutory Auditors of the Company: Total fees of ₹ 170 lakhs for Financial Year 2025-26, was paid by the Company to M/s. Kalyaniwalla & Mistry LLP, Statutory Auditors of the Company.

vi. Disclosure relating complaints received under the 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 Company has not received any complaint under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the Financial Year.

vii. Recommendations of Committees of the Board

There were no instances during the Financial Year 2025-26, 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 below stock exchanges. The Company has been compliant and paid the requisite annual fee to the below stock exchanges.

Name of Stock Exchange	Company Scrip Code	Address of Stock Exchange
BSE Limited	500459	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
National Stock Exchange of India Limited	PGHH	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

ix. ISIN Code

Dematerialization ISIN Code : **INE179A01014**

x. Distribution of shareholding by ownership as on March 31, 2026

Category	Number of shares held	% of shares held
Foreign & Indian promoters	2,29,29,773	70.64
Resident Individuals and others	34,66,996	10.68
Mutual Funds	28,06,650	8.65

Category	Number of shares held	% of shares held
Banks	3,391	0.01
Insurance Companies	22,89,211	7.05
Foreign Portfolio Investors	3,13,587	0.96
Private Corporate Bodies	3,98,667	1.23
NRIs & Foreign Nationals	2,52,299	0.78
Directors and their relatives	162	0.00
TOTAL	**3,24,60,736**	**100.00**

xi. Distribution of shareholding by size class as on March 31, 2026

Shareholding (Nominal value in ₹)	Shareholders		Shares	
	Number	% to Total	Number	% to Total
Upto 5000	55,450	99.80	32,46,469	10.00
5001 – 10000	46	0.08	3,25,825	1.00
10001 – 20000	27	0.05	3,99,886	1.23
20001 – 30000	9	0.02	2,16,070	0.67
30001 – 40000	8	0.01	2,86,060	0.88
40001– 50000	0	0.00	0	0.00
50001 – 100000	4	0.01	3,10,937	0.96
100001 and above	15	0.03	2,76,75,489	85.26
TOTAL	**55,559**	**100.00**	**3,24,60,736**	**100.00**

xii. Dematerialization of shares and liquidity

The Company's shares are required to be compulsorily traded in the stock exchanges in dematerialized form. As on March 31, 2026, the number of shares in dematerialized and physical mode are as under:

Particulars	No. of shares	% to total capital issued
Held in dematerialized form in NSDL	3,12,91,861	96.40
Held in dematerialized form in CDSL	10,95,857	3.38
Held in Physical form	73,018	0.22
Total	**3,24,60,736**	**100.00**

xiii. Unclaimed Dividend

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 required to be transferred to the Investor and Protection Fund (IEPF) Authority. The IEPF Rules mandate companies to transfer shares of Members whose dividends remain 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, 2019 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 Registrar Transfer Agent M/s. MUFG Intime India Private Limited.

Date of Declaration of Dividend	Type of Dividend	For the Financial year ended	Due Date for transfer to IEPF
27.11.2019	Final	30.06.2019	02.01.2027
24.11.2020	Final	30.06.2020	30.12.2027
03.02.2021	Interim	30.06.2021	11.03.2028
04.05.2021	Special	30.06.2021	09.06.2028
17.11.2021	Final	30.06.2021	23.12.2028
01.02.2022	Interim	30.06.2022	09.03.2029
15.11.2022	Final	30.06.2022	22.12.2029
31.01.2023	Interim	30.06.2023	09.03.2030
24.11.2023	Final	30.06.2023	30.12.2030
31.01.2024	Interim	30.06.2024	08.02.2031
26.12.2024	Final	30.06.2024	01.02.2032
11.02.2025	Interim	30.06.2025	20.03.2032
28.08.2025	Final	31.03.2025	04.10.2032
30.01.2026	Interim	31.03.2026	08.03.2033

Members are requested to update their bank account, other relevant details to reduce the quantum of physical dividend warrants and other correspondence that is sent through physical mode in order to enable digitization of data.

The Company, inter alia, has been sending periodic reminders to the shareholders of the Company to claim their outstanding dividend(s) to reduce the quantum of unclaimed dividend(s) lying with the Company.

The members who have a claim on the dividends and shares transferred to the IEPF Authority may claim the same by submitting an online application in web Form No. IEPF-5 available on the website www.mca.gov.in and sending a physical copy of the same, duly signed to the Company, along with requisite documents listed in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares transferred.

During the Financial Year 2025-26, unclaimed final dividend for the Financial Year 2017-2018 amounting to ₹ 62,63,640 and 5,474 underlying shares with respect to such dividend were duly transferred to the IEPF authority on February 2, 2026 and February 27, 2026 respectively.

Further, post closure of the Financial Year, and as on the date of this report, unclaimed amount with respect to interim dividend for the Financial Year 2018-19 amounting to ₹ 54,89,880 was also transferred to the IEPF, on April 2, 2026. Further, 1028 underlying shares with respect to the above dividend were duly transferred to the IEPF Authority.

The details of unpaid / unclaimed dividend as on March 31, 2026, have been hosted on the website of the Company, viz., in.pg.com. Mr. Ghanashyam Hegde is the Nodal Officer of the Company under the IEPF Rules.

xiv. Disclosure in respect of equity shares transferred to the 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:

Transaction	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 April 1, 2025	51	7,380
Less	Number of shareholders who approached the Company for transfer of shares from suspense account during the year	5	348
Less	Number of shareholders whose shares were transferred to Investor Education and Protection Fund account	27	2,408
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense account as on March 31, 2026	19	4,624

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

xv. Disclosure in respect of equity shares transferred to the Suspense Escrow Demat Account

In accordance with the operating guidelines issued by SEBI, the Company transfers shares to 'Procter & Gamble Hygiene and Health Care India Limited – Suspense Escrow Demat Account' arising out of formalities pertaining to non-receipt of demat request within 120 days of issuance of letter of confirmation. Details of equity shares lying in Suspense escrow Account during the year, are as follows:

	Particulars	No. of shareholders	No. of Equity Shares
Opening Balance	Aggregate number of shareholders and the outstanding shares in the Suspense escrow account lying as on April 1, 2025	0	-
Add	Number of shareholders whose shares were transferred to suspense escrow account during the year	3	182
Less	Number of shareholders who approached the Company for transfer of shares from suspense escrow account during the year	1	109
Closing Balance	Aggregate number of shareholders and outstanding shares lying in the suspense escrow account as on March 31, 2026	2	73

xvi. Other Disclosures

a. 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.

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

c. The Company does not have any subsidiary companies.

d. The Company has not entered into any transaction related to Loans and advances in the nature of loans to firms/companies in which directors of the Company are interested.

e. No credit rating has been obtained by the Company with respect to its securities.

f. The Company has not entered into any Agreement specified under Clause 5A of Para A of Part A of Schedule III of the SEBI (LODR)Regulations, 2015.

g. The disclosure pertaining to details of utilisation of funds raised through preferential allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company.

h. The Company does not have any exposure hedged through commodity derivatives.

xvii. Plant location

The Company's plant is located at 173, 314, 315, Kundaim Industrial Estate, Kundaim, Goa – 403115

xviii. Registrar & Transfer Agents

MUFG Intime India Private Limited
(Formerly known as Link Intime India Pvt Ltd.)
C-101, 247 Park, LBS Marg, Vikhroli (West),
Mumbai - 400 083
Tel: (022) 4918 6279,
Fax: (022) 4918 6060
E-mail: investor.helpdesk@in.mpms.mufg.com

xix. Investor Queries and Grievances Redressal

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

Procter & Gamble Hygiene and Health Care Limited

P&G Plaza, Cardinal Gracias Road,

Chakala, Andheri (East), Mumbai – 400099

Investor helpline nos.: (91) 86575 00524
Email id: investorpghh.im@pg.com

Declaration

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members have confirmed compliance with the Directors' Code of Conduct for the financial year ended March 31, 2026 and the Senior Management has complied with the Worldwide Business Conduct Manual for the financial year ended March 31, 2026.

For **Procter & Gamble Hygiene and Health Care Limited**

Kumar Venkatasubramanian
Managing Director
DIN:08144200

Mumbai
May 28, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED
CIN: L24239MH1964PLC012971
P & G Plaza,
Cardinal Gracias Road,
Chakala, Andheri East,
Mumbai City 400099,
Maharashtra India.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED** having CIN: **L24239MH1964PLC012971** and having registered office at P & G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai MH 400099 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company*
1	Sonali Dhawan	06808527	07/05/2014
2	Pramod Agarwal	00066989	08/05/2015
3	Ghanashyam Hegde	08054712	09/05/2019
4	Chittranjan Dua	00036080	25/08/2020
5	Krishnamurthy Narayanan Iyer	01726564	01/12/2020
6	Gurcharan Das	00100011	23/08/2022
7	Ashima Goyal	00233635	19/03/2024
8	Kumar Venkatasubramanian	08144200	01/05/2024

**the date of appointment is as per the MCA Portal.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M K SARAF & ASSOCIATES LLP
Company Secretaries

K.G. SARAF
(Designated Partner)
FCS: 1596
CP: 642
PR. 6694/2025
ICSI UIN : L2025MH018600

Date : 28.05.2026
Place : Mumbai
UDIN : F001596H000521918

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with paragraph E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Procter & Gamble Hygiene and Health Care Limited
CIN: L24239MH1964PLC012971
P & G Plaza,
Cardinal Gracias Road,
Chakala, Andheri East,
Mumbai 400099 IN.

We have examined the compliance of the conditions of Corporate Governance by **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED** (CIN - L24239MH1964PLC012971) ('the Company') as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the year ended on March 31, 2026.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to me, and the representations made by the management; I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M K SARAF & ASSOCIATES LLP
Company Secretaries

K.G. SARAF (Designated Partner)
FCS: 1596
CP: 642
PR. 6694/2025
ICSI UIN : L2025MH018600

Date : 28.05.2026
Place : Mumbai
UDIN : F001596H000521775

FORM NO. MR.3
SECRETARIAL AUDIT REPORT
For the Financial Year Ended 31st March 2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

CIN: L24239MH1964PLC012971

P&G Plaza, Cardinal Gracias Rd,
Chakala, Andheri (E),
Mumbai MH 400099 IN.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED (L24239MH1964PLC012971)** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; the explanations and clarifications given to me and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment only as the Company has neither made any Overseas Direct Investment nor obtained External Commercial Borrowings during the audit period

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the period under review)**

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the period under review)**

e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible securities) Regulations, 2021; **(Not applicable during the period under review)**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the period under review)**

h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the period under review)**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;