

**Report on Corporate Governance for the Quarter ended September 30,2023**

**i. Composition of Board of Directors**

Tit le (Mr/ Ms)	Name of the Director	DIN	PAN	Categor y (Chairp erson /Executi ve/Non-Executi ve/ Indepe ndent/ Nomin ee)	Sub Cate gory	Initial Date of Appoi ntmen t	Date of Appoint ment	Date of cessa tion	Ten ure	Date of Birth	Whet her the direc tor is disq ualifi ed?	Curren t status	Wheth er special resolut ion passed ? [Refer Reg. 17 (1A) of Listing Regula tions]	Date of passing special resoluti on	No. of Director ship in listed entities includi ng this listed entity [in referenc e to Regulat ion 17A (1)]	No of Independ ent Directors hip in listed entities including this listed entity [in reference to provisio n 17A (1)]	No of members hips in Audit/ Stakehol der Committ ee(s) includi ng this listed entity	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity
Mr.	Chittranjan Dua	00036080	AACPD7256P	ID,C & NED		25-Aug-2020	25-Aug-2020		37	03-Nov-1951	No	Active	NA		5	5	5	2
Mr.	Gurcharan Das	00100011	ABRPD6894P	ID		01-Sep-2022	01-Sep-2022		13	03-Oct-1943	No	Active	Yes	15-Nov-2022	2	2	1	0
Mr.	Anil Kumar Gupta	02588131	AADPG4641C	ID		24-Sep-2014	24-Sep-2019		108	22-Jul-1946	No	Active	Yes	27-Nov-2019	2	2	4	2
Mr.	Krishnamurthy Iyer	01726564	AAHP10149R	ID		01-Dec-2020	01-Dec-2020		34	22-May-1957	No	Active	NA		1	1	0	0
Ms.	Meena Ganesh	00528252	ABPPG1456L	ID		19-Mar-2019	19-Mar-2019		55.5	31-Aug-1963	No	Active	NA		4	4	3	1
Mr.	L V Vaidyanathan	09632201	AAXPL0547L	ED	MD	01-Jul-2022				25-May-1972	No	Active	NA		2	0	4	0
Mr.	Ghanashyam Hegde	08054712	ABEPH1602E	ED		09-May-2019				18-Nov-1977	No	Active	NA		1	0	1	0

M	Pramod Agarwal	00066989	AABPA4929P	NED		08-May-2015			25-Apr-1962	No	Active	NA		2	0	1	0
M	Karthik Natarajan	06685891	AEFPN4031F	NED		01-Oct-2014			28-Jun-1977	No	Active	NA		2	0	0	0
M	Gagan Sawhney	08279568	AHDPS4134K	NED		24-Jan-2019			13-Nov-1975	No	Active	NA		2	0	0	0
M	Sonali Dhawan	06808527	AQFPD5541A	NED		07-May-2014			18-Oct-1975	No	Active	NA		2	0	1	0

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

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Chittranjan Dua	ID,C &NED	Chairperson	24-Sep-2020	
2	Anil Kumar Gupta	ID	Member	24-Sep-2014	
3	Meena Ganesh	ID	Member	28-Apr-2020	
4	L V Vaidyanathan	ED	Member	01-Jul-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Anil Kumar Gupta	ID	Chairperson	24-Sep-2014	
2	Ghanashyam Hegde	ED	Member	09-May-2019	
3	L V Vaidyanathan	ED	Member	01-Jul-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	L V Vaidyanathan	ED	Chairperson	01-Jul-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 Bhatnagar	Chief Financial Officer	Member	13-Nov-2017	
9	Krishnamurthy Iyer	ID	Member	10-May-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
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	
4	Gurcharan Das	ID	Member	10-May-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
10-May-2023	Yes	11	11	5
28-Aug-2023	Yes	11	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	109

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	10-May-2023	Yes	4	4	3	0
Audit Committee	28-Aug-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	28-Aug-2023	Yes	4	4	3	0
Stakeholders Relationship Committee	10-May-2023	Yes	3	2	1	0
Stakeholders Relationship Committee	28-Aug-2023	Yes	3	2	1	0

Risk Management Committee	10-May-2023	Yes	7	7	2	1
Risk Management Committee	28-Aug-2023	Yes	8	6	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	109

**v. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	<b>PROCTER &amp; GAMBLE HOME PRODUCTS PRIVATE LIMITED - INR 187,68,06,285</b>
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**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 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:

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