

Procter & Gamble Hygiene and Health Care Limited
Corporate Governance Report for the quarter ended June 30,2024

General information about company	
Scrip Code	500459
NSE Symbol	PGHH
MSEI Symbol	NOTLISTED
ISIN	INE179A01014
Name of the entity	Procter & Gamble Hygiene and Health Care Limited
Date of start of financial year	01-JUL-2023
Date of end of financial year	30-JUN-2024
Reporting Quarter	Yearly
Date of Report	30-Jun-2024
Risk management committee	Not Applicable

																					ng Reg ulati ons)	Regul ations)			
1	Mr.	Chittranjan Dua	00036080	Non-Executive - Independent Director	Chairperson		03-Nov-1951	No				Active	NA		25-Aug-2020	25-Aug-2020		46	5	5	5	2			
2	Mr.	Gurcharan Das	00100011	Non-Executive - Independent Director	Not Applicable		03-Oct-1943	No				Active	Yes	15-Nov-2022	01-Sep-2022	01-Sep-2022		22	2	2	1	0			
3	Mr.	Anil Kumar Gupta	02588131	Non-Executive - Independent Director	Not Applicable		22-Jul-1946	No				Active	Yes	27-Nov-2019	24-Sep-2014	24-Sep-2019		117	2	2	4	2			
4	Mr.	Krishnamurthy Iyer	01726564	Non-Executive - Independent Director	Not Applicable		22-May-1957	No				Active	NA		01-Dec-2020	01-Dec-2020		43	1	1	1	0			
5	Mr.	L V Vaidyanathan	09632201	Executive Director	Not Applicable	MD	25-May-1972	No				Active	NA		01-Jul-2022		30-Apr-2024		2	0	4	0		O th er s	
6	Mr.	Ghanashyam Hegde	08054712	Executive Director	Not Applicable		18-Nov-1977	No				Active	NA		09-May-2019				1	0	1	0			
7	Mr.	Pramod Agarwal	00066989	Non-Executive - Non Independent	Not Applicable		25-Apr-1962	No				Active	NA		08-May-2015				2	0	1	0			

				ent Director																						
8	Mr.	Gagan Sawhney	08279568	Non-Executive - Non Independent Director	Not Applicable		13-Nov-1975	No				Active	NA		24-Jan-2019				2	0	0	0				
9	Ms.	Sonali Dhawan	06808527	Non-Executive - Non Independent Director	Not Applicable		18-Oct-1975	No				Active	NA		07-May-2014				2	0	1	0				
10	Ms.	Ashima Goyal	00233635	Non-Executive - Independent Director	Not Applicable		13-Aug-1955	No				Active	NA		19-Mar-2024	19-Mar-2024		3.12	2	2	1	0				
11	Mr.	Kumar Venkatasubramanian	08144200	Executive Director	Not Applicable	MD	02-Feb-1976	No				Active	NA		01-May-2024				2	0	4	0				

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	.Mr. Prashant Bhatnagar ceased to be the CFO of the Company from close of business hours of June 28,2024 due to his resignation, consequently he ceased to be a member of the Risk Management Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00036080	Chittranjan Dua	Non-Executive - Independent Director	Chairperson	24-Sep-2020		
2	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Member	24-Sep-2014		

3	09632201	L V Vaidyanathan	Executive Director	Member	01-Jul-2022	30-Apr-2024	
4	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	01-May-2024		
5	08144200	Kumar Venkatasubramanian	Executive Director	Member	01-May-2024		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Chairperson	01-Oct-2014		
2	08279568	Gagan Sawhney	Non-Executive - Non Independent Director	Member	21-Aug-2019		
3	00036080	Chittranjan Dua	Non-Executive - Independent Director	Member	24-Sep-2020		
4	00100011	Gurcharan Das	Non-Executive - Independent Director	Member	10-May-2023		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Chairperson	24-Sep-2014		
2	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019		
3	09632201	L V Vaidyanathan	Executive Director	Member	01-Jul-2022	30-Apr-2024	
4	08144200	Kumar Venkatasubramanian	Executive Director	Member	01-May-2024		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09632201	L V Vaidyanathan	Executive Director	Chairperson	01-Jul-2022	30-Apr-2024	
2	00066989	Pramod Agarwal	Non-Executive - Non Independent Director	Member	13-Nov-2017		
3	08279568	Gagan Sawhney	Non-Executive - Non Independent Director	Member	13-Nov-2017		
4	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019		
5	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Member	13-Nov-2017		

6	99999999	Prashant Bhatnagar	Chief Financial Officer	Member	13-Nov-2017	28-Jun-2024	
7	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	10-May-2023		
8	08144200	Kumar Venkatasubramanian	Executive Director	Chairperson	01-May-2024		

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	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*
1	31-Jan-2024			true	11	9	5
2	08-Mar-2024			true	11	8	4
3	18-Mar-2024			true	11	9	4
4	30-Apr-2024	42		true	10	10	5
5	28-May-2024	27		true	10	9	4

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	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)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	31-Jan-2024				true	4	4	3	0
2	Audit Committee	08-Mar-2024	36			true	4	4	3	0

3	Audit Committee	30-Apr-2024	52			true	3	3	2	0
4	Audit Committee	28-May-2024	27			true	4	3	2	0
5	Nomination and remuneration committee	31-Jan-2024				true	4	4	3	0
6	Nomination and remuneration committee	18-Mar-2024	46			true	4	4	3	0
7	Nomination and remuneration committee	28-May-2024	70			true	4	3	2	0
8	Stakeholders Relationship Committee	30-Apr-2024				true	3	3	1	0
9	Risk Management Committee	31-Jan-2024				true	8	7	3	1
10	Risk Management Committee	30-Apr-2024	89			true	6	6	2	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions	Related Party Transactions for the period ended June 30,2024: Vendor Name Amount INR PROCTER & GAMBLE HOME PRODUCTS PRIVATE LIMITED 8,065,471,374 PROCTER & GAMBLE INTERNATIONAL OPERATIONS SA 281,141,407 Total 8,346,612,781
Disclosure of notes of material transaction with related party	

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr	Date of the event	Brief details of the event

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/ observations/ advice of Board of Directors may be mentioned here:	

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Ghanashyam Hegde
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II 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				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://in.pg.com/
2	Terms and conditions of appointment of independent directors	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
3	Composition of various committees of board of directors	Yes		https://in.pg.com/india-governance-and-policies/pghh/board-composition/
4	Code of conduct of board of directors and senior management personnel	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
6	Criteria of making payments to non-executive directors	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
7	Policy on dealing with related party transactions	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
10	Email address for grievance redressal and other relevant details	Yes		https://in.pg.com/india-investors/pghh/guidance/

11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://in.pg.com/india-investors/pghh/guidance/
12	Financial results	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/compliance-report/#financials
13	Shareholding pattern	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/compliance-report/#shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements/
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://in.pg.com/india-investors/pghh/shareholder-info/info/#meetings
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements/#newspaper-advertisements
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements
21	Materiality Policy as per Regulation 30(4)	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/
23	Disclosures under regulation 30(8)	Yes		https://in.pg.com/india-investors/pghh/compliance-reports-and-announcements/announcements
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend distribution policy as specified in regulation 43A(1)	Yes		https://in.pg.com/india-governance-and-policies/pghh/terms-and-policies/

26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://in.pg.com/india-investors/pghh/shareholder-info/info/#annual-report
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://in.pg.com/india-investors/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes		https://in.pg.com/india-investors/
Disclosure of notes on website in terms of Listing Regulations explanatory				

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of directorship	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	

18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of nomination & remuneration committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
23	Meeting of stakeholder relationship committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5) ,(6) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided - Add Notes				

Annexure II		
1	Name of signatory	Ghanashyam Hegde
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	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)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	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
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0

KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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.		Yes	
Name	Mrinalini Srinivasan		
Designation	CFO		
Place	Mumbai		
Date	20-Jul-2024		