

Procter & Gamble Hygiene and Health Care Limited
Terms and conditions of appointment of Independent Directors

1. Term of Appointment

Independent Director shall hold office for a term up to five consecutive years on the Board of the Company.

Appointment of independent director of the Company shall be approved at the meeting of the shareholders.

2. Re-Appointment

Independent Director shall be eligible for re-appointment for a second term of five years on passing of a Special resolution by the Company.

Re-appointment of independent director shall be on the basis of report of performance evaluation.

An independent director shall not hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director, provided independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly

3. Roles, Functions & Duties

Independent Directors shall abide by the roles, responsibilities and duties as prescribed under the Companies Act, 2013 and the Listing Agreement, as may be amended from time to time.

4. Code of Conduct

Independent Directors are required to abide by the Company's '*Code of Conduct for Directors*' and '*Code of Conduct under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*'.

5. Remuneration

Independent Directors may be paid such remuneration by way of commission as may be decided by the Board and approved by the Shareholders from time to time.

Independent Directors may also be paid remuneration by way of sitting fees for meetings of the Board and its Committees as may be approved by the Board from time to time.

The Company shall reimburse the expenses incurred by the Independent Director for participation in the Board and other meetings.

6. Performance evaluation

The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

7. General

The appointment of Independent Directors is governed by and will be interpreted in accordance with the Companies Act, 2013 and the Listing agreement, as may be amended from time to time and any other applicable law as may be in force from time to time.