

Stakeholder Relationship Policy & Framework

1. PREFACE

This Policy governs the formation and operation of the Stakeholder Relationship Committee (the "Committee") of Procter & Gamble Hygiene and Health Care Limited (the 'Company') to ensure timely resolution of share holder grievances and for overseeing share related requests.

2. INTRODUCTION

The Company believes in conducting its affairs in a non-discriminatory and transparent manner by adopting highest standards of professionalism and good corporate governance practices. The Company believes that a good corporate governance system is necessary to ensure its long term success. The Company ensures good governance through the implementation of effective policies and procedures, which is mandated and regularly reviewed by the Board and/or the committees of the members of the Board.

3. FUNCTION OF THE COMMITTEE

Reviewing the resolution of the grievances of the share holders of the Company and transfer & transmission of shares, issue of duplicate share certificates, and dematerialization / rematerialization of shares

4. MECHANISM FOR MONITORING OF RESOLUTION OF INVESTOR GRIEVANCE RESOLUTION & SHARE RELATED REQUESTS

4.1 Registrar & Transfer Agents ("RTA") of the Company shall be primarily responsible to resolve & respond to Shareholder requests & grievances. RTA shall respond to Shareholders promptly.

4.2 In case of any investor grievance remaining unresolved for more than two weeks, RTAs to inform the Company Secretary.

4.3 The Company Secretary shall oversee and monitor the investor grievance and share related requests of the share holders;

4.4 The Registrar & Transfer Agents of the Company shall provide quarterly reports with respect to transfer & transmission of shares, issue of duplicate share certificates, and dematerialization / rematerialization of shares and any other share related request;

4.5 The Registrar & Transfer Agents of the Company shall also provide quarterly reports with respect to the complaints received from the share holders;

4.6 The Committee shall review reports mentioned in Clause 4.4 and Clause 4.5 on quarterly basis.

5. LEGAL ACTION

5.1 In case RTA fails to respond to share holder queries promptly and delays resolution of share holder complaints without reasonable cause, the Company Secretary shall report the same to the Committee;

5.2 The committee, on receipt of such report from the Company Secretary, may take legal action against the RTA, as it may deem appropriate, which will, *inter alia*, include reporting to SEBI.

6. CONSTITUTION OF THE COMMITTEE

6.1 The Committee shall consist of a minimum 2 Directors;

6.2 Term of the Committee shall be continued unless terminated by the Board of Directors;

6.3 Chairman of the Committee shall be a Non-executive Director;

6.4 The Company Secretary of the Company shall act as Secretary and Compliance Officer to the Committee.

7. QUORUM & MEETINGS

Minimum two (2) members shall constitute a quorum for a Committee meeting. In the event only two (2) members are present or if the Committee constitutes of only two (2) members, the unanimous vote of the two (2) members shall constitute an act of the Committee. In case of an equality of votes, the Chairman shall have a second or casting vote. Where the Committee comprises of more than two (2) members, the act of a majority of the members present will constitute an act of the Committee. The Committee shall meet quarterly, with additional meetings when circumstances require, as determined by the Committee Chairman.

8. MINUTES

Minutes of each meeting will be prepared by or under the direction of the Company Secretary. The Company Secretary shall maintain a permanent record of the minutes of the meeting/s, and shall distribute minutes to members of the Committee as also directors who are not members of the Committee.

9. REPORTING AND DISCLOSURE

Constitution of the Committee, brief description of term of reference and attendance of the member of the Committee during the year shall be disclosed in the Annual Report.

Policy creation	February 12,2015
Revision	-----