

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Procter & Gamble Hygiene and Health Care Limited**  
 2. Quarter ending - **30-Jun-2023**

**i. Composition Of Board Of Director**

Tit le (Mr./Ms)	Name of the Director	DIN	PAN	Cat eg ory (Ch airp ers on /Exe cutiv e/No n-Exec utiv e / Inde pen dent/ Nom inee)	Su b Cat eg ory	Initia l Date of App oint ment	Date of App ointm ent	Date of cess ation	Ten ure	Date of Birth	Wheth er the direct or is disqua lified?	Detail s of disqua lificati on	Curr ent statu s	Whethe r special resoluti on passed ? [Refer Reg. 17 (1A) of Listing Regulati ons]	Date of passing special resoluti on	No. of Direct orship in listed entitie s includi ng this listed entity [in refere nce to Regul ation 17A (1)]	No of Independ ent Director ship in listed entitie s includi ng this listed entity [in refere nce to proviso to regulati on 17A (1)]	No of memb ership s in Audit/ Stake holder Comm ittee(s) includi ng this listed entity	No of post of Chairp erson in Audit/ Stake holder Comm ittee held in listed entitie s includi ng this listed entity	Mem bers hip in Com mitte es of the Com pany
Mr.	Krishna murthy Iyer	01726564	AAHPI0149R	ID		10-Nov-2020	26-Jun-2021		32	22-May-1957	No		Act ive	NA		1	1	0	0	
Mr.	L V Vaidyan athan	09632201	AAXPL0547L	ED	MD	01-Jul-2022				25-May-1972	No		Act ive	NA		2	0	4	0	AC,S C,RC
Mr.	Chittra njan Dua	00036080	AACP D7256P	ID, C & NE D		25-Aug-2020	24-Nov-2020		32	03-Nov-1951	No		Act ive	NA		5	5	4	2	AC,N RC
M	Gurchar	001000	ABRP	ID		01-	01-		9	03-Oct-	No		Act	Yes	15-	2	2	1	0	

r.	an Das	11	D6894 P			Sep- 2022	Sep- 2022			1943			ive		Nov- 2022					
M r.	Anil Kumar Gupta	025881 31	AADP G4641 C	ID		18- Jan- 2013	24- Sep- 2019		45	22-Jul- 1946	No		Act ive	Yes	27- Nov- 2019	2	2	4	2	AC,S C,RC, NRC
M r.	Pramod Agarwa l	000669 89	AABP A4929 P	NE D		08- May- 2015				25-Apr- 1962	No		Act ive	NA		2	0	1	0	RMC
M r.	Karthik Nataraj an	066858 91	AEFP N4031 F	NE D		01- Oct- 2014				28-Jun- 1977	No		Act ive	NA		2	0	0	0	RMC
M r.	Gagan Sawhne y	082795 68	AHDP S4134 K	NE D		24- Jan- 2019				13-Nov- 1975	No		Act ive	NA		2	0	0	0	RMC, NRC
M r.	Ghanas hyam Hegde	080547 12	ABEP H1602 E	ED		09- May- 2019	01- Sep- 2021		22	18-Nov- 1977	No		Act ive	NA		1	0	1	0	SC,R C
M s.	Sonali Dhawan	068085 27	AQFP D5541 A	NE D		07- May- 2014				18-Oct- 1975	No		Act ive	NA		2	0	1	0	
M s.	Meena Ganesh	005282 52	ABPP G1456 L	ID		19- Mar- 2019	19- Mar- 2019		48	31-Aug- 1963	No		Act ive	NA		4	4	3	1	AC,R C

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

**ii. Composition of Committees**

**a. Audit 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	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**

<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	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 Bhatagar	NED	Member	13-Nov-2017	

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	

Company Remarks	
Whether Regular chairperson appointed	Yes

**iii. Meeting of Board of Directors**

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

Company Remarks	
Maximum gap between any two consecutive (in number of days)	98

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	31-Jan-2023	Yes	4	4	3	0
Audit Committee	10-May-2023	Yes	4	4	3	0
Stakeholders Relationship Committee	31-Jan-2023	Yes	3	3	1	0
Stakeholders Relationship Committee	10-May-2023	Yes	3	2	1	0
Risk Management Committee	31-Jan-2023	Yes	7	6	2	1
Risk Management Committee	10-May-2023	Yes	7	7	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

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>Purchase of Goods (July22 to June23)</b> <b>PROCTER &amp; GAMBLE HOME PRODUCTS PRIVATE LIMITED</b> <b>7,349,864,757 INR</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:

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

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="http://in.pg.com/">http://in.pg.com/</a>
Terms and conditions of appointment of	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Composition of various committees of	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Code of conduct of board of directors and	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Criteria of making payments to non-	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Policy on dealing with related party	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Policy for determining 'material' subsidiaries	Not		
Details of familiarization programs imparted	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://in.pg.com/india-investors/pgbh/guidance">https://in.pg.com/india-investors/pgbh/guidance</a>
Contact information of the designated	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Financial results	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Shareholding pattern	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://in.pg.com/india-investors/pgbh/compliance">https://in.pg.com/india-investors/pgbh/compliance</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Credit rating or revision in credit rating	Not		
Separate audited financial statements of	Not		
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://in.pg.com/india-investors/pghh/compliance">https://in.pg.com/india-investors/pghh/compliance</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
Dividend Distribution policy as per	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
It is certified that these contents on the	Yes		<a href="https://in.pg.com/india-">https://in.pg.com/india-</a>
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	



<i>Policy for related party Transaction</i>	23(1), (1A), (5), (6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2), (3), (4), (5) & (6)	Not Applicable	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Not Applicable	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

<b>Other Information</b>	
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**Name** : **Ghanashyam Hegde**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	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:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	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:**

<b>Entity</b>	<b>Type of Security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

<b>Affirmations</b>	
<i>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</i>	
<b>Company Remarks in case of non-compliant status</b>	