

**Procter & Gamble Hygiene and Health Care Limited**  
**Report on corporate governance for the quarter ended December 31,2023**

**i. Composition of Board of Directors**

Titl e (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee )	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Current status	Whether special resolution passed ? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directors hip in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Director ship in listed entities including this listed entity [With reference to regulation 17A (1)& 17A(2)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairper son in Audit/ Stakeholder Committ ee held in listed entities including this listed entity	Membersh ip in Committees of the Company
Mr.	Chittranj an Dua	0003 6080	ID,C & NED		25-Aug-2020	25-Aug-2020		40	03-Nov-1951	No	Active	NA		5	5	5	2	AC, NRC
Mr.	Gurchar an Das	0010 0011	ID		01-Sep-2022	01-Sep-2022		16	03-Oct-1943	No	Active	Yes	15-Nov-2022	2	2	1	0	NRC
Mr.	Anil Kumar Gupta	0258 8131	ID		24-Sep-2014	24-Sep-2019		111	22-Jul-1946	No	Active	Yes	27-Nov-2019	2	2	4	2	AC,S C,RC ,NRC
Mr.	Krishna murthy Iyer	0172 6564	ID		01-Dec-2020	01-Dec-2020		37	22-May-1957	No	Active	NA		1	1	0	0	RMC

Ms.	Meena Ganesh	0052 8252	ID		19-Mar-2019	19-Mar-2019		58.5	31-Aug-1963	No	Active	NA		4	4	3	1	AC,RC
Mr.	L V Vaidyanathan	0963 2201	ED	MD	01-Jul-2022				25-May-1972	No	Active	NA		2	0	4	0	AC,SC,RC
Mr.	Ghanashyam Hegde	0805 4712	ED		09-May-2019				18-Nov-1977	No	Active	NA		1	0	1	0	SC,RC
Mr.	Pramod Agarwal	0006 6989	NED		08-May-2015				25-Apr-1962	No	Active	NA		2	0	1	0	RMC
Mr.	Karthik Natarajan	0668 5891	NED		01-Oct-2014				28-Jun-1977	No	Active	NA		2	0	0	0	RMC
Mr.	Gagan Sawhney	0827 9568	NED		24-Jan-2019				13-Nov-1975	No	Active	NA		2	0	0	0	RMC,NRC
Ms.	Sonali Dhawan	0680 8527	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**

<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 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
28-Aug-2023	Yes	11	9	5
30-Oct-2023	Yes	11	8	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	62

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	28-Aug-2023	Yes	4	4	3	0
Audit Committee	30-Oct-2023	Yes	4	4	3	0
Nomination & Remuneration Committee	28-Aug-2023	Yes	4	4	3	0
Stakeholders Relationship Committee	28-Aug-2023	Yes	3	2	1	0
Stakeholders Relationship Committee	30-Oct-2023	Yes	3	3	1	0

Risk Management Committee	28-Aug-2023	Yes	8	6	3	1
Risk Management Committee	30-Oct-2023	Yes	8	6	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	62

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 Rs. 3,809,579,462</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: NA

**Details of cyber security incidence**

1. 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	<b>No</b>
2. Date of the Event	
3. Brief details of the event	

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

**ANNEXURE III****Affirmations**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Company Remark</i>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

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

**ANNEXURE IV**

PGHH	Procter & Gamble Hygiene and Health Care Limited	31-Dec-2023
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<b>Applicability of disclosure</b>	Yes	<b>Reason for Non Applicability</b>	
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<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	3500000000	0	0	0	3500000000	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**

NA

<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>	NA

**Name:** Prashant Bhatnagar  
**Designation:** Chief Financial Officer  
**Place:** Udaipur  
**Date:** 19-Jan-2024