

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

<b>General information about company</b>	
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-2024
Date of end of financial year	30-JUN-2025
Reporting Quarter	Quarterly
Date of Report	30-Sep-2024
Risk management committee	Applicable

<b>Annexure I</b>
<b>Annexure I to be submitted by listed entity on quarterly basis</b>
<b>I. Composition of Board of Directors</b>

Disclosure of notes on composition of board of directors explanatory	Mr. Anil Kumar Gupta ceased to be an Independent Director effective September 23,2024 due to retirement from the Board on completion of his tenure as an Independent Director.
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Whether the listed entity has a Regular Chairperson		Yes																							
Whether Chairperson is related to MD or CEO		No																							
		Disqualification of Directors under section 164 of the Companies Act, 2013																							
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr.	Chittranjan Dua	00036080	Non-Executive - Independent Director	Chairperson		03-Nov-1951	No				Active	NA		25-Aug-2020	25-Aug-2020		49	3	3	2	1			
2	Mr.	Gurcharan Das	00100011	Non-Executive - Independent	Not Applicable		03-Oct-1943	No				Active	Yes	15-Nov-2022	01-Sep-2022	01-Sep-2022		25	1	1	1	1			

				ent Director																					
3	Mr.	Anil Kumar Gupta	02588131	Non- Executive - Independ ent Director	Not Applic able		22- Jul- 1946	No				Active	Yes	27- Nov- 2019	24-Sep- 2014	24- Sep- 2019	23- Sep- 2024	120	1	1	2	1			Ten ure Co mpl etio n
4	Mr.	Krishnamur thy Iyer	01726564	Non- Executive - Independ ent Director	Not Applic able		22- May - 1957	No				Active	NA		01-Dec- 2020	01- Dec- 2020		46	1	1	1	0			
5	Mr.	Ghanashya m Hegde	08054712	Executive Director	Not Applic able		18- Nov- 1977	No				Active	NA		09- May- 2019				1	0	1	0			
6	Mr.	Pramod Agarwal	00066989	Non- Executive - Non Independ ent Director	Not Applic able		25- Apr- 1962	No				Active	NA		08- May- 2015				2	0	1	0			
7	Mr.	Gagan Sawhney	08279568	Non- Executive - Non Independ ent Director	Not Applic able		13- Nov- 1975	No				Active	NA		24-Jan- 2019				1	0	0	0			

8	Ms.	Sonali Dhawan	06808527	Non-Executive - Non Independent Director	Not Applicable		18-Oct-1975	No				Active	NA		07-May-2014				1	0	1	0			
9	Ms.	Ashima Goyal	00233635	Non-Executive - Independent Director	Not Applicable		13-Aug-1955	No				Active	NA		19-Mar-2024	19-Mar-2024	6.12		2	2	1	0			
10	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. Anil Kumar Gupta ceased to be an Independent Director and member of the Committees of the Board effective September 23,2024 due to retirement from the Board on completion of his tenure. Mr. Gurcharan Das was appointed as chairperson of the Nomination and Remuneration Committee and Stakeholder Relationship Committee effective September 27,2024
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#### 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	23-Sep-2024	
3	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	01-May-2024		
4	08144200	Kumar Venkatasubramanian	Executive Director	Member	01-May-2024		

**Nomination and remuneration committee**

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	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Chairperson	01-Oct-2014	23-Sep-2024		
2	00100011	Gurcharan Das	Non-Executive - Independent Director	Chairperson	10-May-2023			
3	08279568	Gagan Sawhney	Non-Executive - Non Independent Director	Member	21-Aug-2019			
4	00036080	Chittranjan Dua	Non-Executive - Independent Director	Member	24-Sep-2020			

**Stakeholders Relationship Committee**

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	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Chairperson	24-Sep-2014	23-Sep-2024		
2	00100011	Gurcharan Das	Non-Executive - Independent Director	Chairperson	27-Sep-2024			
3	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019			
4	08144200	Kumar Venkatasubramanian	Executive Director	Member	01-May-2024			

Risk Management Committee							
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	08144200	Kumar Venkatasubramanian	Executive Director	Chairperson	01-May-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	23-Sep-2024	
6	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	10-May-2023		

#### Annexure 1

#### Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory						
Dates of meeting (Enter dates of Previous quarter 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*
Apr-2024			true	10	10	5
May-2024	27		true	10	9	4
Aug-2024	91		true	9	7	5

#### 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 meeting*
1	Audit Committee	30-Apr-2024				true	3	3	2
2	Audit Committee	28-May-2024	27			true	4	3	2
3	Audit Committee	28-Aug-2024	91			true	4	4	3
4	Nomination and remuneration committee	28-May-2024				true	4	3	2
5	Nomination and remuneration committee	28-Aug-2024	91			true	4	3	3
6	Stakeholders Relationship Committee	30-Apr-2024				true	3	3	1
7	Risk Management Committee	30-Apr-2024				true	6	6	2
8	Risk Management Committee	28-Aug-2024	119			true	6	5	2

### 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	Material Related Party Transactions for the period ended September 30,2024: Vendor Name Amount INR PROCTER & GAMBLE HOME PRODUCTS PRIVATE LIMITED 1,769,725,723 Total 1,769,725,723
Disclosure of notes of material transaction with related party	

<b>Details of Cyber security incidence</b>		
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 – Not applicable

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
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:	

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

Date: October 20,2024