

Procter & Gamble Hygiene and Health Care Limited
Corporate Governance for the quarter ended December 31,2024

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	Half Yearly
Date of Report	31-Dec-2024
Risk management committee	Applicable

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

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	Name of the	PAN	DIN	Category 1	Category 2	Category	Date of Birth	Whether	Start	End	Details	Current	Whether	Date of	Initial Date of	Date of Re-	Date of	Tenure	No of Direct	No of Indepen	Number of	No of post of	Reason for	Notes for	Notes

	/ (Ms)	Director			of directors	of directors	Category of directors		Is the director disqualified?	Date of disqualification	Reason of disqualification	Status	Special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Passing special resolution	Appointment	Appointment	Cessation	of director (in months)	Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Cessation	not providing PAN	for not providing DIN
1	Mr.	Chittranjan Dua	00036080	Non-Executive - Independent Director	Chair person		03-Nov-1951	No				Active	NA		25-Aug-2020	25-Aug-2020		52	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		28	1	1	1	1			

					Director																							
3	Mr.	Kumar Venkatasubramanian		08144200	Executive Director	Not Applicable	MD	02-Feb-1976	No				Active	NA		01-May-2024					2	0	4	0				
4	Mr.	Krishnamurthy Iyer		01726564	Non-Executive - Independent Director	Not Applicable		22-May-1957	No				Active	NA		01-Dec-2020	01-Dec-2020			49	1	1	1	0				
5	Mr.	Ghanashyam Hegde		08054712	Executive Director	Not Applicable		18-Nov-1977	No				Active	NA		09-May-2019					1	0	1	0				
6	Mr.	Pramod Agarwal		00066989	Non-Executive - Non Independent Director	Not Applicable		25-Apr-1962	No				Active	NA		08-May-2015					2	0	1	1				
7	Mr.	Gagan Sawhney		08279568	Non-Executive - Non Independent Director	Not Applicable		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	9.12	2	2	1	0			

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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	08144200	Kumar Venkatasubramanian	Executive Director	Member	01-May-2024		

3	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	01-May-2024		
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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	00100011	Gurcharan Das	Non-Executive - Independent Director	Chairperson	10-May-2023		
2	08279568	Gagan Sawhney	Non-Executive - Non Independent Director	Member	21-Aug-2019		
3	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	00100011	Gurcharan Das	Non-Executive - Independent Director	Chairperson	27-Sep-2024		
2	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019		
3	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	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	10-May-2023		

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	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)	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*
1	28-Aug-2024			true	9	7	5
2	30-Oct-2024	62		true	9	8	4

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 the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	28-Aug-2024				true	4	4	3	0
2	Audit Committee	30-Oct-2024	62			true	3	3	2	0

3	Nomination and remuneration committee	28-Aug-2024				true	4	3	3	0
4	Risk Management Committee	28-Aug-2024				true	6	5	2	0
5	Stakeholders Relationship Committee	30-Oct-2024				true	3	3	1	0

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		Vendor Name Amount INR PROCTER & GAMBLE HOME PRODUCTS PRIVATE LIMITED 3,816,298,973 Total 3,816,298,973	
Disclosure of notes of material transaction with related party			

Details of Cyber security incidence		
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

Annexure 1		
VI. Affirmations		
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:	

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ghanashyam Hegde
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	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)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	

5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	0	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	
Any other information to be provided				

Annexure III		
1	Name of signatory	Ghanashyam Hegde
2	Designation	CS

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	

KMPs or any other entity controlled by them	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			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	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			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
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		Yes	

relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name	Mrinalini Srinivasan		
Designation	CFO		
Place	Mumbai		
Date	21-Jan-2025		