## Procter & Gamble Hygiene and Health Care Limited

## Report on Corporate Governance for the quarter ended March 31,2024

											I. Co	mposition	of Board of D	irectors										
	Disc	closure of not	es on comp	position (	of board of directors ex	xplanatory	her t	tenure as	Indep	endent	Direct	tor. Dr. Asl	nima Goyal is	appointed	as Indepe	endent l	Direct	tor on the Boar	d of th	ne Comp	any for a pe	18,2024, pursu eriod of five ye from the Board	ars effective	
			Whether th	ne listed	entity has a Regular Cl	nairperson	Yes																	
			Whet	ther Chai	rperson is related to M	ID or CEO	No		unde	ualifica er sectic panies	n 164													
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Categor y 2 of directors	Cat ego ry 3 of dire ctor s	Date of Birth	W het her the dir ect or is dis qu alif ied ?	f Dat f e of d disc uali	De tail s of dis qu alif ica tio n	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resoluti on	Initial Date of appoint ment	Date of Re- appo intm ent	e of	entit ies incl udin Tenur g e of this direct liste or (in d	ect ors hip in list ed enti ties incl udi ng this list ed enti ty [wi th	Numbe r of membe rships in Audit/ Stakeh older Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairper son in Audit/ Stakehol der Committ ee held in listed entities including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns)	Reason for Cessation	Notes for not providing PAN	Notes for not providi ng DIN

																			reg ulat ion 17 A(1) & 17 A(2)]			
1	Mr.	Chittranjan Dua	AACPD7 256P	00036 080	Non-Executive - Independent Director	Chairpe rson		03- Nov- 1951	No		Active	NA		25-Aug- 2020	25- Aug- 2020		43	4	4	4	2	
2	Mr.	Gurcharan Das	ABRPD6 894P	00100 011	Non-Executive - Independent Director	Not Applica ble		03-Oct- 1943	No		Active	Yes	15-Nov- 2022	01-Sep- 2022	01- Sep- 2022		19	2	2	1	0	
3	Mr.	Anil Kumar Gupta	AADPG 4641C	02588 131	Non-Executive - Independent Director	Not Applica ble		22-Jul- 1946	No		Active	Yes	27-Nov- 2019	24-Sep- 2014	24- Sep- 2019		114	2	2	4	2	
4	Mr.	Krishnamu rthy Iyer	AAHPI0 149R	01726 564	Non-Executive - Independent Director	Not Applica ble		22- May- 1957	No		Active	NA		01-Dec- 2020	01- Dec- 2020		40	1	1	0	0	
5	Ms.	Meena Ganesh	ABPPG1 456L	00528 252	Non-Executive - Independent Director	Not Applica ble		31- Aug- 1963	No		Active	NA		19-Mar- 2019	19- Mar- 2019	18- Ma r- 202 4	61	4	4	3	1	Tenure Completion
6	Mr.	L V Vaidyanat han	AAXPL0 547L	09632 201	Executive Director	Not Applica ble	MD	25- May- 1972	No		Active	NA		01-Jul- 2022				2	0	4	0	
7	Mr.	Ghanashya m Hegde	ABEPH1 602E	08054 712	Executive Director	Not Applica ble		18- Nov- 1977	No		Active	NA		09-May- 2019				1	0	1	0	
8	Mr.	Pramod Agarwal	AABPA4 929P	000	Non-Executive - Non Independent Director	Not Applica ble		25- Apr- 1962	No		Active	NA		08-May- 2015				2	0	1	0	
9	Mr.	Karthik Natarajan	AEFPN4 031F	06685 891	Non-Executive - Non Independent Director	Not Applica ble		28-Jun- 1977	No		Active	NA		01-Oct- 2014	31- Mar- 2024			2	0	0	0	Others
10	Mr.	Gagan Sawhney	AHDPS4 134K	08279 568	Non-Executive - Non Independent Director	Not Applica ble		13- Nov- 1975	No		Active	NA		24-Jan- 2019				2	0	0	0	

11	Ms.	Sonali Dhawan	AQFPD5 541A	06808 527	Non-Executive - Non Independent Director	Not Applica ble	18-Oct- 1975	No	Active	NA	07-May- 2014		2	0	1	0		
12	Ms.	Ashima Goyal	AAMPG 2494A	635	Non-Executive - Independent Director	Not Applica ble	13- Aug- 1955	No	Active	NA	19-Mar-	19- Mar- 2024 0.12	2	2	1	0		

A	udit Committee De	etails					
		Whet	ther the Audit Committee has a Regular Chairperso	on		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		
3	00528252	Meena Ganesh	Non-Executive - Independent Director	Member	28-Apr-2020	18-Mar-2024	
4	09632201	L V Vaidyanathan	Executive Director	Member	01-Jul-2022		

N	lomination and ren	nuneration committee					
		Whether the N	Iomination and remuneration 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		
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		
4	00100011	Gurcharan Das	Non-Executive - Independent Director	Member	10-May-2023		

## Stakeholders Relationship Committee

		Whether the St	akeholders Relationship 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		
2	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019		
3	09632201	L V Vaidyanathan	Executive Director	Member	01-Jul-2022		

R	isk Management (	Committee					
		Whether	the Risk Management Committee has a Regular Chair	person		Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	09632201	L V Vaidyanathan	Executive Director	Chairperson	01-Jul-2022		
2	00528252	Meena Ganesh	Non-Executive - Independent Director	Member	21-Aug-2019	18-Mar-2024	
3	06685891	Karthik Natarajan	Non-Executive - Non Independent Director	Member	13-Nov-2017	31-Mar-2024	
4	00066989	Pramod Agarwal	Non-Executive - Non Independent Director	Member	13-Nov-2017		
5	08279568	Gagan Sawhney	Non-Executive - Non Independent Director	Member	13-Nov-2017		
6	08054712	Ghanashyam Hegde	Executive Director	Member	09-May-2019		
7	02588131	Anil Kumar Gupta	Non-Executive - Independent Director	Member	13-Nov-2017		
8	9999999	Prashant Bhatnagar	Chief Financial Officer	Member	13-Nov-2017		
9	01726564	Krishnamurthy Iyer	Non-Executive - Independent Director	Member	10-May-2023		

IJ	I. Meeting of Board of Directors						
D	isclosure of notes on meeting of board of dir	ectors explanatory					
S	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	30-Oct-2023			true	11	8	5
2	31-Jan-2024	92		true	11	9	5
3	08-Mar-2024	36		true	11	8	4
4	18-Mar-2024	9		true	11	9	4

IV.	Meeting of Com	mittees								
Dis	closure of notes o	n meeting of committees exp	olanatory							
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	Reson 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	30-Oct-2023				true	4	4	3	0
2	Audit Committee	31-Jan-2024	92			true	4	4	3	0
3	Audit Committee	08-Mar-2024	36			true	4	4	3	0
4	Nomination and remuneration committee	31-Jan-2024				true	4	4	3	0
5	Nomination and remuneration committee	18-Mar-2024	46			true	4	4	3	0
6	Stakeholders Relationship Committee	30-Oct-2023				true	3	3	1	0
7	Risk Management Committee	30-Oct-2023				true	8	6	3	1
8	Risk Management Committee	31-Jan-2024	92			true	8	7	3	1

$\mathbf{V}$	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	

Ī	2 Whether sha	areholder approval obtained for material RPT		Yes	
	3 Whether de	tails of RPT entered into pursuant to omnibus ap	proval have been reviewed by Audit Committee	Yes	
	Disclosure of no		Related Party Transactions for the period ended MITED 5,295,475,611 PROCTER & GAMBLE INT		INR PROCTER & GAMBLE HOME PRODUCTS PRIVATE LI 2,569,539 Total 5,488,045,151
Ī	Disclosure of no	tes of material transaction with related party			

Details of Cyber	security incidence	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulation of data or documents during the quarter	ns, 2015 there has been cyber security incidents or breaches or loss	No
Other details of cyber security incidence or breaches or loss of c	ata event	
Number of cyber security incidence or breaches or loss of data of	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			

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