Procter & Gamble Hygiene and Health Care Limited
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7303
www.pg.com/en_IN

May 15, 2015

To,
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Sub: Compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir / Madam,

We would like to inform you that the Company has adopted following codes in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015:-

- Code of practices and procedures for fair disclosure of unpublished price sensitive information
- Code of conduct to regulate, monitor and report trading by insiders

We have enclosed copies of the aforementioned codes. Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Procter & Gamble Hygiene and Health Care Limited**

Preeti Bishnoi
Company Secretary

Encl.: As above

PROCTER & GAMBLE HYGIENE & HEALTH CARE LTD. ★ MUMBAI

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Objective

In India, regulatory framework as laid down under the SEBI (Prohibition of Insider Trading) Regulations, 2015 requires the companies to put in place policy framework for ensuring fair disclosure of events and occurrence that could impact price of the company's shares in the market.

Accordingly, the Board of Directors of Procter & Gamble Hygiene and Health Care Limited ("Company") have adopted the following written policies and framework for ensuring compliance with the said provision.

Chief Investor Relations Officer ("CIRO")

Ms. Katie Kool shall act as the Chief Investor Relations Officer ("CIRO") of the Company to deal with dissemination of information and disclosure of UPSI and compliance with this code.

Code of Practice and Procedure

1. Prompt public disclosure of unpublished price sensitive information ("UPSI") shall be made, as soon as, credible and concrete information comes into being in order to make such information generally available.

   Explanation:
   UPSI shall mean as defined in clause ix of definitions of the Company's Code of Conduct under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

2. Disclosure of UPSI shall be in a uniform and universal manner and shall not be on selective basis.

3. UPSI that gets disclosed selectively, inadvertently or otherwise shall be promptly disseminated to make such information generally available.

4. Appropriate and fair response should be made to queries on news reports and requests for verification of market rumours by regulatory authorities.

5. Information shared with analysts and research personnel should not be UPSI;

6. Proceedings of meetings with analysts and other investor relations conferences shall be recorded in writing and shall be promptly disseminated on the official website of the Company.

7. UPSI shall be handled on a need-to-know basis in accordance with the Company's Code of Conduct under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Code of Conduct under Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015

PREAMBLE:

In India, regulatory framework as laid down under the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 prohibit insider trading and requires the companies to put in place policy framework for ensuring compliance with the said legal requirements.

Accordingly, the Board of Directors have formally adopted the following written policies and framework for ensuring compliance with the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and the said policy framework overrides the earlier Code of Conduct for Insider Trading "hereinafter referred to as "Code of Conduct", as adopted by the Company.

OBJECTIVE:

This Code of Conduct is adopted with an objective to regulate, monitor and report trading of Company securities by employees and connected persons, and to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013.

DEFINITIONS

For the purpose of this policy framework, the following terms shall mean:

i. **"Act"** means the Companies Act, 2013 and Rules made there under.
ii. **"Company"** means Procter & Gamble Hygiene and Health Care Limited
iii. **"Connected persons"** means:

a. Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

b. List of Connected Persons includes, but is not limited to:

- Board of Directors of the Company;
- Officers and employees of the Company;
- Any person including but not limited to individual, firm, trust, company having Contractual relationship with the Company, including a professional or business relationship, whether temporary or permanent;
- Immediate relatives of any connected person;
- Holding company or associate company or subsidiary company;
- An intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- Member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an

employee thereof; or

- Member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

iv. **"Immediate relative"** means a spouse of Designated Persons, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

v. **"Insider"** shall mean any person who is:

a.a connected person; or

b. in possession of or having access to unpublished price sensitive information;

(as may be amended by SEBI from time to time)

vi. **"Regulations"** means Listing Agreement with the Stock Exchange (s), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any other regulations, prescribed by the Securities and Exchange Board of India;

vii. **"SEBI"** means Securities and Exchange Board of India;

viii. **Trading**" means and includes subscribing, buying, selling pledging, dealing, or agreeing to subscribe, buy, sell, deal in any securities.

ix. **"Unpublished price sensitive information/ UPSI"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

a. Financial results and reasonably accurate profit/loss forecasts
b. Proposed dividends & bonus shares;
c. Proposed change in capital structure;
d. Proposed issue or buy-back or split of securities;
e. Transactions whether ongoing or pending or planned, including but not limited to mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and/ or undertaking;
f. Changes in key managerial personnel;
g. Any significant changes in policies, plans or operations of the company;
h. Significant product introductions
i. Any other information that has a potential to significantly impact the price of securities of the company listed on the stock exchanges
j. Material events in accordance with the listing agreement as attached in **Annexure I**.

WHO ARE COVERED:

For this purpose, persons who are covered by the Code **("Designated Persons")** shall include:

i. Connected Persons as defined under clause 3 of the Definitions;
ii. Senior managers of the Company designated as Band IV and above.
iii. All employees in the finance and legal department.

iv. Key contractors and/ or consultants of the finance and legal department and the Auditors and their employee staff. .

v. Any employee or third party (s) with access to unpublished price sensitive information about the Company as a result of their employment or engagement with the Company

WHAT IS COVERED:

This Code is applicable to Designated Persons and Immediate Relatives, who shall not either on their own and/ or on behalf or through any other person trade in securities of the Company on the basis of or when in possession of UPSI.

DUTY TO MAINTAIN CONFIDENTIALTY

In order to protect the confidentiality of the UPSI, Designated Persons shall handle UPSI with utmost care and shall comply with the following standards of care for information security:

1. Designated Persons shall communicate or counsel or procure or disclose any UPSI to any person (whether Designated Person or not) only for legitimate business purposes, performance of duties or discharge of legal obligations.

2. Some third parties may have access to UPSI as a result of their engagement with the Company who shall also be responsible maintain the Confidentiality of UPSI. Designated Persons dealing with the third parties are responsible for ensuring that a Confidential Disclosure Agreement ("CDA") is signed obligating such third parties to (1) keep the information confidential and not to solicit or disclose to any third party (2) not to trade in shares of the Company either themselves or through any other source, on the basis of such information.

REGULATED TRANSACTIONS AND RESTRICTIONS:

i) Transaction in Company Shares only through Trading Window:

The trading window shall be closed during the time the UPSI is unpublished. The trading window closure period shall be determined by the Compliance Officer on basis of UPSI being considered within the organization. The trading window shall be closed atleast 7 days prior to the event when the UPSI is being considered and shall open 48 hours after the information becomes generally available.

The trading window closure dates shall be advised by the Compliance Officer through the Company Intranet and/or by email communication. In addition, the Company may from time to time notify any other event and any other period for closing of trading window.

Designated Persons and their Immediate Relatives are prohibited from Trading in securities or soliciting the UPSI either on their own or through any other person during the trading window closure. For compliance with this Code, Designated Persons are advised to inform their share brokers/ dealers/ depository participants, in writing about the prohibition on Trading in the securities of the Company during trading window closure.

ii) Pre-clearance of trades, for transacting through trading window

Designated Persons may transact in the securities of the Company through trading window. A pre-clearance from the Compliance Officer is mandatory in the event, a Designated Person or his Immediate Relatives are trading in more than 100 shares of the Company/ shares having a value INR 500,000 (Rupees Five Lacs Only), whichever is lower.

When seeking approval for pre-clearance of trade, Designated Person shall provide the following:

a. Designated Person shall confirm that he/she is not in possession of UPSI during the period starting from application for pre-clearance upto the conclusion of execution of trade. To this effect, Designated Person shall provide a declaration confirming that he/she is not in possession of any UPSI.

b. If the Designated Person obtains any UPSI after making application for pre-clearance but prior to transacting in Shares of the Company, Designated Person shall inform the Compliance Officer promptly and refrain from Trading in Shares of the Company.

c. Designated Persons shall make an application for pre clearance in Form IT-1 to the Compliance Officer stating the number of Shares that he/she intends to Trade or transact in along with full details of Depository Participant and Client ID. In an event of trades being executed by Dependents or immediate relatives of a Designated Person, the Designated Person shall make the application on behalf of their Dependents.

d. The pre-clearance of trade is only valid for a period of seven days from the date of approval,

e. Designated Persons shall ensure compliance with disclosure requirements as per Annexure I of the Code

iii) Other restrictions:

A. <u>In addition to the above, Designated Persons shall comply with the following restrictions while Trading in the securities of the Company:</u>

1. All securities held by Designated Persons and immediate relatives shall be held for a minimum period of six months.

2. Designated Persons and immediate relatives shall not enter into a contra Trade or opposite transactions for any number of shares during the next six months following the prior transaction.

3. Designated Persons and immediate relatives shall also not take positions in derivative transactions in the shares of the company at any time.

4. Designated Persons may seek an exception to the above restrictions from the Compliance Officer on account of personal emergencies. Compliance officer may grant or reject such an exception within a period of seven (7) working days.

B. <u>Designated Persons shall comply with the following restrictions when Trading in securities of other companies:</u>

1. Designated Persons are prohibited from trading in the securities of any company based on UPSI received or procured by the said Designated Person as an effect of its employment/ engagement with the Company;

2. Pre-clearance of trade from the Compliance Officer shall be sought by the Designated Persons for trading in securities of any other companies, wherein the Designated Person possesses UPSI of the other company.

DISCLOSURES

Designated Persons shall follow the disclosure requirements as laid down under a Annexure II.

INQUIRY/ INVESTIGATION

In an event of discovery or reporting of non- compliance with the Code, the Compliance Officer shall conduct an inquiry and if satisfied that a possible violation of the Code has taken place, the Compliance Officer shall issue a show cause notice and conduct an investigation following the principles of natural justice.

In the event, the person is found guilty of contravention of the Code, the Compliance Officer shall take appropriate action and submit a report of the investigation alongwith the compliance order to the Chairman of the audit committee of the Board of Directors of the Company.

Board of Directors shall inform SEBI and any other applicable regulatory authority, promptly of any violations of the Code and/ or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and/ or Section 195 of the Companies Act, 2013.

PENALTIES

Whoever violates the Code of Conduct shall be penalized by a monetary fine, wage freeze, suspension or termination from employment or any other action as the Company may deem appropriate.

In an event of an inadvertent violation of the requirement to hold securities for a minimum period of six months, the profits received from such contra trade, if any shall be recovered from the employee and transferred to the Investor Education and Protection Fund of SEBI.

The aforesaid penalties shall not limit SEBI's ability to take action for violation of Insider Trading Regulations as provided in the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

COMPLIANCE OFFICER

Preeti Bishnoi is the Compliance Officer of the Company.

ANNEXURE I

a. Material events in accordance with the listing agreement are detailed hereinbelow:

i. Strikes, lock-outs, closure on account of power cuts, etc. both at the time of occurrence of the event and subsequently after the cessation of the event
ii. Change in the general character or nature of business
iii. Disruption of operations due to natural calamity
iv. Commencement of Commercial Production/Commercial Operations
v. Developments with respect to pricing/realisation arising out of change in the regulatory framework
vi. Litigation/dispute with a material impact
vii. Revision in Ratings
viii. Issue of any class of securities.
ix. Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the company, etc.
x. Change in market lot of the company's shares, sub-division of equity shares of company.
xi. Voluntary delisting by the company from the stock exchange(s).
xii. Forfeiture of shares.
xiii. Any action, which will result in alteration in, the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company.
xiv. Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad.
xv. Cancellation of dividend/rights/bonus, etc.

ANNEXURE II

OPERATIONAL GUIDELINES FOR DISCLOSURES/ TRADING IN SHARES OF THE COMPANY

4.1 Initial disclosures

1. Every person on appointment as a Director or key managerial personnel of the Company or upon becoming a Promoter shall disclose holding of Shares of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter.

4.2 Continual disclosures

1. Every Promoter and Designated Person of the Company shall disclose to the Company the number of such Shares acquired or disposed of within 2 trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be notified by the Securities & Exchange Board of India ("SEBI") from time to time;

4.3 Half yearly disclosures

1. Designated persons shall make disclosures of shareholdings of the Company as at 31st March and 30th June of each year in Form IT-1. This information is required to be furnished by 30th April and 31st July of each year, respectively.

FORM IT-1

To
The Compliance Officer
Procter & Gamble Hygiene and Health Care Limited
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai – 400 099

Details of person filing the form *(To be filled mandatorily)*	
Name:	
Address:	
Designation / Association with P&G: *(For employees/ contractors/ consultant- state department and current role). For third parties- state nature of work, department dealing with)*	
Whether employee or third party *(Tick the applicable box)*	Employee ☐ Contractor/ Consultant ☐ Director/Third Party ☐
In case of Contractor or Consultant or third party, Whether CDA has been signed *(Tick the applicable box)*	Yes ☐ No ☐
PAN: *(Mandatory whether shares held or not)*	
Folio No. or DP ID & Client ID: *(Mandatory whether shares held or not)*	
No. of Shares held in the Company, if any:	
Whether Form being filed for self or relative	Self ☐ Relative ☐
In case, Form is being filed for relative, name and relation of the relative	Name: _____ Relation: _____

Sr. no.	**Purpose of filing the Form**	**Tick against purpose for which Form is being filed**	
1	Disclosure of Shareholding		
2	Application for Pre-Clearance		

3	Reporting of trades executed as per pre-clearance or decisions not to trade after securing pre-clearance		
4	Application for waiver of holding Shares of the Company for period of six months		

1. Disclosure of Shareholding as on _____(dd) / ____ (mm) / _____ (yyyy):

	Name	**PAN**	**Address**	**Number of Shares of the Company held**	**Folio No or DP ID/Client ID**
Self					
Spouse					
Mother					
Father					
Daughter/Son					
Daughter/Son					
Daughter/Son					
Daughter/Son					
Any other Immediate relatives: *(Please refer Definition D.6)*					

Note:
Details of all immediate relatives to be provided (irrespective of whether they hold shares or not)

Signature:
Name:
Designation:
Department:

Place:
Date:

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2. Application for Pre-Clearance

Application to trade in the Shares of the Company as per details hereunder:

Number of Shares held in the Company (A)	
Number of Shares of the Company proposed to be Sold (B)	
Number of Shares of the Company proposed to be acquired (C)	
Balance holding (A) -(B) +(C)	
Name of Depository participant & DP ID No. through whom Shares are proposed to be Debited/Credited	
DP ID / Client ID No	

Declaration:

I confirm on my own behalf and on behalf of my relative that:

i. I do not have access to any unpublished price sensitive information and have complied with the Code of Conduct for Insider Trading as specified by the Company from time to time;

ii. I shall execute the trade of shares within 7 days of your approval failing which I shall apply again to you for your approval.

iii. I shall hold shares of the Company for a minimum period of six months from the date of acquisition. *(In case of application for purchase of shares)*

iv. I have not entered into any opposite transaction in the previous six months and I shall not execute a contra trade within six months from execution of the proposed transaction.

I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts of my Dependents including such penalties as may be imposed by the Company.

Signature:
Name:
Place: Designation:
Date: Department:

Approval / Rejection of Pre-Clearance

I, _____, Compliance officer of the Company hereby _____ (Approve / Reject) the above application.

Reasons for rejection, if any:

_____

Place: Signature:
Date: Compliance officer

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3. Reporting of trades executed as per pre-clearance or decisions not to trade after securing pre-clearance

Date of receipt of pre-clearance approval	
Whether trade executed	Yes ☐ No ☐
In case, 'Yes', please fill in details below	
Date of purchase / sale as per pre-clearance	
No. of shares purchased:	
No. of shares sold:	
Balance shares held:	
In case, 'Yes', please fill in details below	
Reasons for not trading as per pre-clearance:	

Signature:
Name:
Place: Designation:
Date: Department:

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4. Application for waiver of holding Shares of the Company for period of six months

Application for waiver of holding Shares of the Company for period of six months as per details hereunder:

Number of Shares held in the Company:	
Number of Shares of the Company proposed to be sold:	
Date of last purchase:	
Balance shareholding:	
Name of Depository participant & DP ID No. through whom Shares are proposed to be sold:	
DP ID / Client ID No:	
Reasons in details for waiver:	

Declaration:

I confirm on my own behalf and on behalf of my relative that I do not have access to any unpublished price sensitive information and have complied with the Code of Conduct for Insider Trading as specified by the Company from time to time;

I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts of my Dependents including such penalties as may be imposed by the Company.

Signature:
Name:
Place: Designation:
Date: Department:

Approval / Rejection of waiver application

I, _____, Compliance officer of the Company hereby _____ (Approve / Reject) the above application.

Reasons for approval / rejection:
_____

Place: Signature:
Date: Compliance officer