

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**PROCTER & GAMBLE HEALTH LIMITED**  
**(CIN: L99999MH1967PLC013726)**  
**FOR THE FINANCIAL YEAR ENDED 30<sup>TH</sup> JUNE, 2022**

[Issued in Pursuance to Para 3(b) of circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 issued by the Securities and Exchange Board of India]

We have examined:

- (a) all the documents and records made available to us via electronic platform due to the ongoing pandemic and partial lockdown and explanation provided by **Procter & Gamble Health Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 30<sup>th</sup> June, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **No Transactions during the Review Period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **No Transactions during the Review Period.**



- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12th August 2021) and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13th August 2021); **No Transactions during the Review Period.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16th August 2021) and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 17th August 2021); **No Transactions during the Review Period.**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (up to 16th August 2021); **No Transactions during the Review Period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018.

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period: -

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 39(3) of the SEBI LODR specifies that - <i>The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information.</i>	2 (two) instances of 1 (one) day delay of intimation to the Stock Exchanges; and  1 (one) instance of 2 (two) days delay in intimation to the Stock Exchanges.	The Company was informed about the receipt of request of Duplicate Shares from the RTA. In all the 3 instances the RTA has informed about the request on a Friday.  The Company has in two instances informed the Stock Exchange on a Monday and in one case a Tuesday.  The said intimation is procedural part and the Company has duly complied with the compliance except for the delays mentioned.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
-----NIL-----				





(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Delay of two days in issuing and filing the certificate under Regulation 7(3) of SEBI LODR for the half year ended 31 <sup>st</sup> December, 2020 with the Stock Exchanges	The certificate under Regulation 7(3) of SEBI LODR for the half year ended 31 <sup>st</sup> December, 2020 was required to be filed with the Stock Exchanges on or before 31 <sup>st</sup> January, 2021. The Certificate was issued and filed with the Stock Exchanges on 02 <sup>nd</sup> February, 2021.	The Certificate was issued and filed with the Stock Exchanges on 02 <sup>nd</sup> February, 2021.	The Company has filed the certificate with the stock exchanges.

For DHOLAKIA & ASSOCIATES LLP  
(Company Secretaries)



*Nrupang B. Dholakia*  
CS Nrupang B. Dholakia  
Designated Partner  
FCS – 10032 CP No. 12884

Place : Mumbai

Date : 26<sup>TH</sup> August, 2022

UDIN : F010032D000856372