



August 28, 2021

To,  
The Corporate Relations Department  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001.  
**Ref:- Scrip Code:- 500126**

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  
**Ref:- Symbol:- PGHL**

Dear Sir / Madam,

**Sub:- Annual Secretarial Compliance Report for the Year ended June 30, 2021**

Please find enclosed the annual secretarial compliance report for the year ended June 30, 2021, in line with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019.

Kindly take the same on record and oblige.

Thanking you,  
Yours faithfully,

***For Procter & Gamble Health Limited***

FLAVIA PETER MACHADO  
Digitally signed  
by FLAVIA PETER  
MACHADO  
Date: 2021.08.28  
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***Flavia Machado***  
***Authorized Signatory***

**Procter & Gamble Health Limited**

CIN: L99999MH1967PLC013726

Registered Office: Godrej One, 8<sup>th</sup> Floor,

Pirojshanagar, Eastern Express Highway, Vikhroli East,

Mumbai 400 079 | Tel: (91-22) 6866 9000

[www.pghealthindia.com](http://www.pghealthindia.com)

**SECRETARIAL COMPLIANCE REPORT  
OF  
PROCTER & GAMBLE HEALTH LIMITED  
(CIN: L99999MH1967PLC013726)  
FOR THE FINANCIAL YEAR ENDED 30<sup>TH</sup> JUNE, 2021**

[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, 2021 (“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;

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**Procter & Gamble Health Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30<sup>th</sup> June, 2021.**

Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Khernagar, Bandra (E), Mumbai – 400051.  
Tel No. +91 22 26580309, +91 22 26476280, +91 22 26471302. E-Mail: info@dholakia-associates.com LLPIN: AAC-9552

- (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) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **No Transactions during the Review Period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **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; **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: -

**Procter & Gamble Health Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30<sup>th</sup> June, 2021.**

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- (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:

<b>Sr. No.</b>	<b>Compliance requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
1.	Certificate under Regulation 7(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	Delay of two days in issuing and filing the certificate 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.

- (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:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations / remarks of the Practicing Company Secretary, if any.</b>
-----NOT APPLICABLE -----				

**Procter & Gamble Health Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30<sup>th</sup> June, 2021.**

- (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
-----NOT APPLICABLE -----				

Place: Mumbai  
Date: August 27, 2021

UDIN: F000977C000842466

For DHOLAKIA & ASSOCIATES LLP  
(Company Secretaries)

BHUMITRA  
VINODCHANDR  
A DHOLAKIA  
CS Bhumitra V. Dholakia  
Designated Partner  
FCS-977 CPNo.507

Digitally signed by  
BHUMITRA VINODCHANDRA  
DHOLAKIA  
Date: 2021.08.27 12:52:54  
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Procter & Gamble Health Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30<sup>th</sup> June, 2021.

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