



August 28, 2020

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, 2020**

Please find enclosed the annual secretarial compliance report for the year ended June 30, 2020, 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  
(Formerly known as Merck Limited)**

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**Flavia Machado  
Authorized Signatory**

# SARAF & ASSOCIATES

## COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 📠 +91 98203 20072 ✉ kamalax\_saraf@hotmail.com

### **Secretarial Compliance Report of Procter & Gamble Health Limited For the Financial Year Ended 30<sup>th</sup> June 2020 (Pursuant to SEBI- CIR/CFD/CMD/1/27/2019 Dated February 8, 2019)**

I Mr. **K.G. Saraf**, Practicing Company Secretary (FCS No. 1596, Certificate of Practice No. 642) have examined:

- (a) all the documents and records made available to us 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 2020 ("Review Period being 1<sup>st</sup> January 2019 to 30<sup>th</sup> June 2020") 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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable for the period under review)
- (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; (Not applicable for the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable for the period under review)

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable for the period under review)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable for the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and Circulars / Guidelines issued thereunder.
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, I 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
- (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 my/our examination of those records.
- (c) There were no actions taken against the listed entity/ its promoters/ directors 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 in so far as it appears from my examination of those records.
- (d) This being the first reporting since the notification of the requirements to submit the report, reporting on actions to comply with the observations made in the previous reports do not arise.

Further, in terms of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries, the listed entity has suitably modified the terms of appointment of the auditor to give effect to clause 6(A) and 6(B) of the circular.

Place : Mumbai  
Date : 28.08.2020  
FRN : S1988MH004801  
UDIN : F001596B000625505

Saraf and Associates  
(Practising Company Secretaries)  
KAMALAX  
GANAPAYYA  
SARAF  
K.G.Saraf  
Proprietor  
FCS 1596 : CP 642

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