



**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 7337
Website: in.pg.com

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:- 500459

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:- Scrip Code:- PGHH

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 Hygiene and Health Care Limited

Flavia Machado
Company Secretary

SECRETARIAL COMPLIANCE REPORT
OF
PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED
(CIN: L24239MH1964PLC012971)
FOR THE FINANCIAL YEAR ENDED 30TH JUNE, 2020

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

We have examined:

- (a) all the documents and records made available through periodical visits of our authorized person and electronic platform during the lock down period to us and explanation provided by **Procter & Gamble Hygiene and Health Care 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 30th June, 2020 (“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;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Procter & Gamble Hygiene and Health Care Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30th June, 2020.

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: -

- (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 (Regulations/ guidelines specific clause)	Requirement circulars / including	Deviations	Observations/ Remarks of the Practicing Company Secretary
-----NOT APPLICABLE-----				

Procter & Gamble Hygiene and Health Care Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30th June, 2020.

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.
 M/s. Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st November, 2014 LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

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

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(COMPANY SECRETARIES)

- (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: 27th August, 2020

UDIN: F000977B000624006

For DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)

BHUMITRA V
DHOLAKIA

Digitally signed by
BHUMITRA V DHOLAKIA
Date: 2020.08.27 19:03:25
+05'30'

CS Bhumitra V. Dholakia
Designated Partner
FCS-977 CPNo.507

Procter & Gamble Hygiene and Health Care Limited—Annual Secretarial Compliance Report for the Financial Year ended on 30th June, 2020.

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