

May 10, 2019

To,  
The Corporate Relations Department  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai -400001

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: Amended codes of conducts under SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir / Madam,

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

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- Code of practices and procedures for fair disclosure of unpublished price sensitive information

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 Health Limited  
(Formerly Merck Limited)

  
**Flavia Machado**  
Authorised Signatory

Encl.: As above

## **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 adopted this policy for ensuring compliance with the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 (including any amendments thereof) and the said policy framework overrides the earlier Code of Conduct for Prohibition of Insider Trading. This Company policy on prohibition of insider trading is referred to as "Code of Conduct".

#### **OBJECTIVE:**

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

#### **DEFINITIONS**

For the purpose of this Code of Conduct;

- i. **"Act"** means the Companies Act, 2013 and Rules made there under (as amended from time to time).
- ii. **"Company"** means Procter & Gamble Health Limited.
- iii. **"Connected person"** 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 a person, 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. **"Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(as amended from time to time);
- vi. **"SEBI"** means Securities and Exchange Board of India;
- vii. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities.
- viii. **"Unpublished price sensitive information" or "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

### **WHO ARE COVERED:**

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

- i. Directors & Promoters of the Company;
- ii. Employees 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 (ies) 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 CONFIDENTIALITY**

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.

The Compliance Officer shall give notice to Designated Person to make such person aware of the responsibility of dealing with the UPSI with utmost care, keeping the information confidential and to not trade in shares of the Company either themselves or through any other source, on the basis of such information.

The Compliance Officer shall maintain a database of persons with whom UPSI is shared with name, designation, PAN (or other identity number in case PAN is not applicable) and date of sharing UPSI, till the time the information is made public. Such database shall be electronically signed / digitally stored in order to ensure non-tampering.

### **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;

- In case of quarterly financial results: From the end of every Quarter and shall open 48 hours after the declaration of Financial Results for the quarter;
- In other cases: 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 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/portfolio managers, 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 10,00,000 (Rupees Ten 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 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. Pre-Clearance application form is enclosed as Annexure II to this Code.
- f. Trades executed as per pre-clearance sought or decisions not to trade after securing pre-clearance shall be reported to the Compliance Officer as per format enclosed as Annexure II to this Code.

## **iii) Other restrictions:**

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

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. Format of application is given in Annexure III.
- B. Designated Persons shall comply with the following restrictions when Trading in securities of other companies:
1. Designated Persons are prohibited from trading in the securities of any other company based on UPSI received or procured by the said Designated Person as an effect of her/his 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.

#### **PERSONS BROUGHT "INSIDE" ON SENSITIVE TRANSACTIONS:**

The Managing Director and Compliance Officer shall identify materially important transactions, which may have material impact on price of securities as "Sensitive Transactions".

Persons shall be brought inside on Sensitive Transactions only for legitimate purpose.

The Compliance Officer shall give notice to such person to make such person aware of the responsibility of dealing with the UPSI with utmost care, keeping the information confidential and to not trade in shares of the Company either themselves or through any other source, on the basis of such information.

The Compliance Officer must maintain a database of persons brought inside on "Sensitive Transactions" with name, designation and date of bringing such person inside on the "Sensitive Transaction" till the time the sensitive information is made public. Such database shall be electronically signed / digitally stored in order to ensure non-tampering.

#### **DISCLOSURES**

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

#### **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, in consultation with the Managing Director, shall take appropriate action and submit a report of the investigation alongwith the action taken to the Audit Committee of the Company.

The 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.

### **LEAKAGE OF UPSI**

In event of any leak of UPSI or suspected leak of UPSI, the Compliance Officer shall conduct an inquiry and if satisfied 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, in consultation with the Managing Director, shall determine appropriate action and submit a report of the investigation alongwith the compliance order to the Audit Committee and the Board of Directors of the Company.

The 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.

Any instance of leak of UPSI may be reported by an email or other written communication to the Compliance Officer or may be reported on the Company's Worldwide Business Conduct Helpline as illustrated in the Company's Vigil Mechanism policy which is available on the website of the Company at [https://www.pg.com/en\\_IN/invest/pghh/corporate\\_governance/policies.shtml](https://www.pg.com/en_IN/invest/pghh/corporate_governance/policies.shtml).

The gap between approval of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

### **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.

#### **REPORTING TO BOARD AND AUDIT COMMITTEE**

The Managing Director shall oversee and ensure compliance with the Regulations.

The Compliance Officer shall report to the Managing Director, Board of Directors of the Company for matters related to compliance of the Regulations and this Code of Conduct.

The Compliance Officer shall provide reports to the Chairman of the Audit Committee annually on compliance of the Regulations and this Code of Conduct.

The Audit Committee shall review compliance with the Regulations and this Code of Conduct at least annually and shall verify that internal control systems are adequate and operating effectively.

#### **COMPLIANCE OFFICER**

Ms. Flavia Machado is the Compliance Officer of the Company.



## **ANNEXURE I**

### **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 in Form B 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 in Form C 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 Annual disclosure**

Designated persons shall make disclosure of shareholdings of the Company as at 30th June of each year in Form A. This information is required to be furnished by 31<sup>st</sup> July of each year, respectively. In this disclosure, Designated person shall be required to disclose names and PAN, (any other identity number in absence of PAN) and phone & mobile number of the following persons, to the Company:

- a. Immediate Relatives;
- b. Person with whom such Designated Person(s) share a material financial relationship; &

Name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed.

*Explanation: The term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan/gift during immediate preceding 12 months, equivalent to atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.*

Formats of disclosures are enclosed.

**FORM A**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Annual Disclosure by Designated Persons]**

Name of the company: Procter & Gamble Health Limited  
 ISIN of the company: INE199A01012

**Details of securities held on June 30, \_\_\_\_\_**

| Sr. No. | Name | PAN | CIN / DIN (if any) | Address | Contact number | Designation & department of person / Relation of Dependent / immediate relatives with person | Securities held as on June 30, _____ |     | % of shareholding |
|---------|------|-----|--------------------|---------|----------------|----------------------------------------------------------------------------------------------|--------------------------------------|-----|-------------------|
|         |      |     |                    |         |                |                                                                                              | Type of security                     | No. |                   |
| 1       |      |     |                    |         |                |                                                                                              |                                      |     |                   |
| 2       |      |     |                    |         |                |                                                                                              |                                      |     |                   |
| 3       |      |     |                    |         |                |                                                                                              |                                      |     |                   |

**Details of Open Interest (OI) in derivatives of the company held on June 30, \_\_\_\_\_**

| Sr. No. | Open Interest of the Future contracts held as on June 30, _____ |                                         |                              | Open interest of the Option Contracts held as on June 30, _____ |                                         |                              |
|---------|-----------------------------------------------------------------|-----------------------------------------|------------------------------|-----------------------------------------------------------------|-----------------------------------------|------------------------------|
|         | Contract Specifications                                         | Number of units<br>(Contract *lot size) | Nominal value in Rupee terms | Contract Specifications                                         | Number of units<br>(Contract *lot size) | Nominal value in Rupee terms |
|         | 6                                                               | 7                                       | 8                            | 9                                                               | 10                                      | 11                           |
| 1       |                                                                 |                                         |                              |                                                                 |                                         |                              |
| 2       |                                                                 |                                         |                              |                                                                 |                                         |                              |
| 3       |                                                                 |                                         |                              |                                                                 |                                         |                              |

Names of educational institutes from which graduated: \_\_\_\_\_

Names of past employers: \_\_\_\_\_

Signature: \_\_\_\_\_

Date : \_\_\_\_\_

Name: \_\_\_\_\_

Place : \_\_\_\_\_

Designation: \_\_\_\_\_

**FORM B****SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director / KMP / Promoter]**

Name of the company: Procter &amp; Gamble Health Limited

ISIN of the company: INE199A01012

**Details of securities held on appointment of key managerial personnel (KMP) or Director or upon becoming a Promoter the Company**

| Sr. No. | Name | PAN | CIN / DIN (if any) | Address | Contact number | Category of person (Promoter / KMP / Director / Immediate relative) | Date of appointment of KMP / Director or Date of becoming Promoter | Securities held at the time of becoming promoter/appointment of Director/KMP |     | % of shareholding |
|---------|------|-----|--------------------|---------|----------------|---------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------|-----|-------------------|
|         |      |     |                    |         |                |                                                                     |                                                                    | Type of security                                                             | No. |                   |
| 1       |      |     |                    |         |                |                                                                     |                                                                    |                                                                              |     |                   |
| 2       |      |     |                    |         |                |                                                                     |                                                                    |                                                                              |     |                   |
| 3       |      |     |                    |         |                |                                                                     |                                                                    |                                                                              |     |                   |

**Details of Open Interest (OI) in derivatives of the company held on appointment of key managerial personnel (KMP) or Director or upon becoming a Promoter of the Company**

| Sr. No. | Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP |                                      |                              | Open interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP |                                      |                              |
|---------|-------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------|
|         | Contract Specifications                                                                                     | Number of units (Contract *lot size) | Nominal value in Rupee terms | Contract Specifications                                                                                     | Number of units (Contract *lot size) | Nominal value in Rupee terms |
|         | 6                                                                                                           | 7                                    | 8                            | 9                                                                                                           | 10                                   | 11                           |
| 1       |                                                                                                             |                                      |                              |                                                                                                             |                                      |                              |
| 2       |                                                                                                             |                                      |                              |                                                                                                             |                                      |                              |
| 3       |                                                                                                             |                                      |                              |                                                                                                             |                                      |                              |

Names of educational institutes from which graduated: \_\_\_\_\_

Names of past employers: \_\_\_\_\_

Signature: \_\_\_\_\_

Date : \_\_\_\_\_

Name: \_\_\_\_\_

Place : \_\_\_\_\_

Designation: \_\_\_\_\_

**FORM C**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: Procter & Gamble Health Limited  
ISIN of the company: INE199A01012

**Details of change in holding of securities of Promoter, Employee, or Director of the Company**

| Sr. No. | Name | PAN | CIN / DIN (if any) | Address | Contact number | Category of person (Promoter / KMP / Director / Immediate relative) | Securities held prior to acquisition / disposal |                          | Securities acquired / disposed |     |       |                                                          | Securities held post acquisition / disposal |                          | Date of allotment advice / acquisition of shares / sale of shares |    | Date of intimation to Company | Mode of acquisition / disposal (on market / public rights / preferential offer / off market / inter-se transfer / ESOPs) |
|---------|------|-----|--------------------|---------|----------------|---------------------------------------------------------------------|-------------------------------------------------|--------------------------|--------------------------------|-----|-------|----------------------------------------------------------|---------------------------------------------|--------------------------|-------------------------------------------------------------------|----|-------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|         |      |     |                    |         |                |                                                                     | Type of security                                | No. & % of share holding | Type of security               | No. | Value | Transaction type (Buy / Sale / pledge / Revoke / Invoke) | Type of security                            | No. & % of share holding | From                                                              | to |                               |                                                                                                                          |
| 1       |      |     |                    |         |                |                                                                     |                                                 |                          |                                |     |       |                                                          |                                             |                          |                                                                   |    |                               |                                                                                                                          |
| 2       |      |     |                    |         |                |                                                                     |                                                 |                          |                                |     |       |                                                          |                                             |                          |                                                                   |    |                               |                                                                                                                          |
| 3       |      |     |                    |         |                |                                                                     |                                                 |                          |                                |     |       |                                                          |                                             |                          |                                                                   |    |                               |                                                                                                                          |

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date : \_\_\_\_\_

Place : \_\_\_\_\_