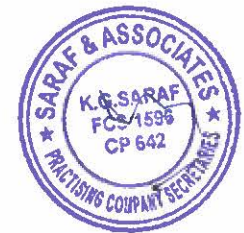


Resolution No.	1									
required:	Special - Re-appointment of Mr. Suresh Talwar as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution ?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstaine
Promoter and Promoter Group	E-Voting	8,601,071	8,601,071	100.0000	8,601,071	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		8,601,071	100.0000	8,601,071	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	2,424,976	966,373	39.8722	931,542	34,831	96.3976	3.6023	519	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		966,373	39.8722	931,542	34,831	96.3957	3.6043	519	
Public- Non Institutions	E-Voting	5,573,335	13,977	0.2508	13,510	467	96.6587	3.3412	0	
	Poll		3,743	0.0672	3,743	0	100.0000	0.0000	236	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		17,720	0.318	17,253	467	97.3646	2.6354	236	
	Total	16,599,382	9,585,164	57.7441	9,549,866	35,298	99.6317	0.3683	755	



Resolution No.	2									
required:	Special - Re-appointment of Ms. Rani Jadhav as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution ?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstaine
Promoter and Promoter Group	E-Voting	8,601,071	8,601,071	100.0000	8,601,071	0	100.0000	0.0000	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		8,601,071	100.0000	8,601,071	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	2,424,976	1,611,960	66.4946	1,579,885	32,075	98.0108	1.9891	519	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		1,611,960	66.4946	1,579,885	32,075	98.0102	1.9898	519	
Public- Non Institutions	E-Voting	5,573,335	14,087	0.2528	13,603	484	96.5642	3.4357	0	
	Poll		3,978	0.0714	3,978	0	100.0000	0.0000	1	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		18,065	0.3242	17,581	484	97.3208	2.6792	1	
	Total	16,599,382	10,231,096	61.6354	10,198,537	32,559	99.6818	0.3182	520	



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

Date 17/03/2020

To,
The Chairman
PROCTER & GAMBLE HEALTH LIMITED. (Formerly Merck Limited)
CIN: L99999MH1967PLC013726
Godrej One, 8th Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli – East,
Mumbai, Maharashtra
400079, India

Sub: Scrutinizers Report on E-Voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014

Dear Sir,

I, K.G.Saraf, Practising Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai, appointed as the Scrutinizer by the Board of Directors of PROCTER & GAMBLE HEALTH LIMITED vide resolution dated 07.02.2020 pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, for scrutinizing the process of E-voting and Postal Ballot process in a fair and transparent manner, hereby submit my report as under.

- The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to voting through electronic means and Postal Ballot process.
- The Notice dated 07th February, 2020 along with the Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched by 14th February, 2020 along with postage prepaid business reply envelope to the members whose name(s) appeared on the register of members of the Company / list of beneficiaries as on the cut-off date 07th February, 2020 who were entitled to vote on the proposed resolution number 1 & 2 as set out in the notice of the Postal Ballot.
- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the Shareholders of the Company.



- The voting commenced on Saturday, February 15, 2020 at 9:00 a.m. (IST) and ended on Sunday, March 15, 2020 at 5:00 p.m. (IST) for both Physical ballots as well as for E-voting platform.
- On March 15, 2020 at 5:01 p.m. (IST) the National Securities Depository Limited (NSDL) e-voting platform was blocked and the votes cast under e-voting facility were then unblocked forthwith in the presence of two witnesses not being in the employment of the Company. Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of B.R/Power of Attorney/Authority letter etc on email ID pghealthpb2020@sarafandassociates.com or evoting@nsdl.co.in or who have uploaded it on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered valid.
- The Postal Ballot Forms received were opened from time to time and the last lot received on Sunday, March 15, 2020 at 5:00 p.m.(IST) were duly scrutinized. The same were reconciled with the records maintained by the R&T Agent and the authorizations / power of attorney etc. lodged thereof. The Postal Ballots were also scrutinized for the purpose of eliminating duplicate voting's. Postal Ballot forms received after 5.00 P.M (IST) on March 15, 2020 were not taken into consideration for the purpose of my scrutiny.
- Based on Postal Ballot forms received and duly scrutinized and based on the data downloaded from the official website of National Securities Depository Limited (NSDL) for the E-Voting process, we now submit combined report on E-voting and Postal Ballot as under:



Item No 1. Re-appointment of Mr. Suresh Talwar as an Independent Director (Special Resolution)**E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	266	9,581,940
Less: Total Number of Invalid Votes	1	519
Total Number of Valid Votes (A)	265	9,581,421

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Postal Ballot Forms	10	3,979
Less: Total Number of Invalid Votes	3	236
Total Number of Valid Votes (B)	7	3,743

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Postal Ballot	276	9,585,919
Less: Total Number of Invalid Votes	4	755
Total Number of Valid Votes (A+B)	272	9,585,164

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	242	9,546,123	99.6316
Postal Ballot	7	3,743	100.0000
Combined	249	9,549,866	99.6317

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	23	35,298	0.3684
Postal Ballot	0	0	0.0000
Combined	23	35,298	0.3683

3. Invalid Votes**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	1	519
Total (I)	1	519

Postal Ballot.

No Votes Cast / Invalid Signature	3	236
B.R/Power of Attorney/Authority letter not Received	0	0
Total (II)	3	236
Total (Combined) (I+II)	4	755



Item No 2. Re-appointment of Ms. Rani Jadhav as an Independent Director (Special Resolution)			
E-Voting.			
Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)	
Total Votes received by Electronic means	269	10,227,637	
Less: Total Number of Invalid Votes	1	519	
Total Number of Valid Votes (A)	268	10,227,118	
Postal Ballot			
Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)	
Total Votes received by Postal Ballot Forms	10	3,979	
Less: Total Number of Invalid Votes	1	1	
Total Number of Valid Votes (B)	9	3,978	
Remote E-Voting and Postal Ballot (Combined)			
Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)	
Total Votes received by Electronic means and Postal Ballot	279	10,231,616	
Less: Total Number of Invalid Votes	2	520	
Total Number of Valid Votes (A+B)	277	10,231,096	
1. Voted in Favour of the resolution:			
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	245	10,194,559	99.6816
Postal Ballot	9	3,978	100.0000
Combined	254	10,198,537	99.6818
2. Voted in Against the resolution:			
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	23	32,559	0.3184
Postal Ballot	0	0	0.0000
Combined	23	32,559	0.3182
3. Invalid Votes			
Remote E-Voting.			
Reason for Invalidation	Number of Votes	Number of Shares	
B.R/Power of Attorney/Authority letter not Received	1	519	
Total (I)	1	519	
Postal Ballot.			
No Votes Cast / Invalid Signature	1	1	
B.R/Power of Attorney/Authority letter not Received	0	0	
Total (II)	1	1	
Total (Combined) (I+II)	2	520	



- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- Pursuant to Section 110 of the Companies Act, 2013 and rules framed thereunder, the electronic data along with the Postal Ballot forms and all other relevant records relating to the e-voting and the Postal Ballot received shall be under my safe custody and will be handed over to the Company for preserving the same safely, after the Chairman signs the Minutes.
- You may accordingly declare the result of voting.

Thanking you,

For Saraf and Associates
(Company Secretaries)


Kamalax G Saraf



Membership No : F1596
COP No : 642

Date : 17.03.2020
Place : Mumbai
UDIN : F001596A000612426



Annexure**A. Basis of Acceptance****I. Postal Ballot papers**

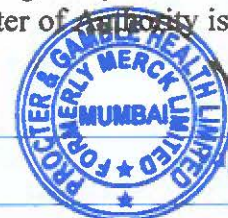
1. The assent or dissent has been given by any other mark, the Postal Ballot paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Postal Ballot paper instead of first named shareholder; the Vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. If the Shareholder has voted both in e-Voting and Postal Ballot, then Voting done through e-Voting has been considered and Voting done through Postal Ballot has been treated as Invalid.

II. Voting through Electronic Mode (Remote E-Voting).

1. Member has voted only through e-voting i.e. electronic mode.

B. Basis of Rejection**I. Postal Ballot papers.**

1. Envelopes containing Postal Ballot Forms received after 5.00 P.M (IST) on March 15, 2020 was not taken into consideration for the purpose of my scrutiny.
2. Shareholder has not put any mark on either assent or dissent.
3. Postal Ballot paper is not signed.
4. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot papers.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Postal Ballot paper has been signed by Authorised Signatory / Power of Attorney Holder but certified true copy of B.R / Power of Attorney / Letter of Authority is not provided to the Company/ Registrar and Share Transfer Agent.



7. The Postal Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
8. If the Shareholder has voted both in e-Voting and Postal Ballot, then Voting done through e-Voting has been considered and voting done through Postal Ballot has not been considered.

II. Voting through Electronic Mode (Remote E-Voting).

1. Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of B.R/Power of Attorney/Authority letter etc on email ID pghealthpb2020@sarafandassociates.com or evoting@nsdl.co.in or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered invalid.

