

**Partners**  
**CS Bhumitra V. Dholakia**  
B.A., LL.B., CALLIB, FCS.  
**CS Nrupang B Dholakia**  
B.Com., A.C.S., D.C.L., E.P.CORP

**DHOLAKIA**  
**& ASSOCIATES (REGD.)**  
**COMPANY SECRETARIES**

**Report of Scrutinizer**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014]*

To,

The Chairperson of 50<sup>th</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited to be held on Wednesday, the 24<sup>th</sup> September, 2014 at 10.30 a.m. at Y. B. Chavan Pratishthan, Gen. Jaganathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Partner of M/s. Dholakia & Associates, Company Secretaries** appointed as a Scrutinizer by the Board of Directors of Procter & Gamble Hygiene And Health Care Limited ("the Company") vide Letter dated 18<sup>th</sup> August, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions contained in the Notice of 50<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, the 24<sup>th</sup> September, 2014 at 10.30 a.m., submit my report as under:

1. The e-Voting commenced on September 16, 2014 (9:00 a.m.) and was closed on September 18, 2014 (5:00 p.m.).
2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution.
3. The e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the Excel File containing the Result was opened in the presence of Mr. Lalit Shah and Ms. Pooja Niphadkar who are not in the employment of the Company. (Declaration attached)
4. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID : [bvhdholakia@dholakia-associates.com](mailto:bvhdholakia@dholakia-associates.com) have been considered valid.



## 5. The result of the e – Voting is as under :

(a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2014, and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	74	26,09,653
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	12	1,37,836
<b>Total Number of Valid Votes</b>	<b>62</b>	<b>24,71,817</b>

## (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
62	24,71,817	100

## (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



**(b) Item No 2: To declare dividend for the Financial Year ended June 30, 2014.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	78	28,11,346
<u>Less: Total Number of Invalid Votes</u> (Refer Point No. 4)	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>65</b>	<b>26,73,509</b>

**(i) Voted In favour of the resolution:**

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
65	26,73,509	100

**(ii) Voted against the resolution:**

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(c) Item No 3: To appoint a Director in place of Mr. Pramod Agarwal (DIN 000669891), who retires by rotation and being eligible, offers himself for re-appointment.

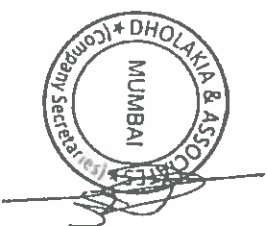
Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,316
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>63</b>	<b>26,73,479</b>

(i) Voted In favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
57	26,36,833	98.63

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	36,646	1.37



(d) Item No 4: To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Third (53rd) Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>64</b>	<b>26,73,489</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
61	24,67,364	92.29

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	2,06,125	7.71



(e) Item No 5: Appointment of Mr. R. A. Shah (DIN 00009851) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,201
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>63</b>	<b>26,73,364</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
58	24,70,207	92.40

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	2,03,157	7.60



(f) Item No 6: Appointment of Mr. B. S. Mehta (DIN 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,210
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>63</b>	<b>26,73,373</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
58	24,70,185	92.40

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	2,03,188	7.60



(g) Item No 7: Appointment of Mr. A. K. Gupta (DIN 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.

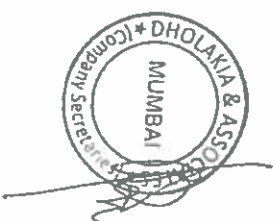
Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
<u>Less:</u> Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>64</b>	<b>26,73,489</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
59	26,71,796	99.94

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	1,693	0.06





(h) Item No 8: Appointment of Mr. Shailymanyu Singh (DIN 06832523) as a Non-Executive Director of the Company, liable to retire by rotation.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
<u>Less: Total Number of Invalid Votes (Refer Point No. 4)</u>	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>64</b>	<b>26,73,489</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
61	26,73,351	99.995

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	138	0.005



(i) Item No 9: Appointment of Ms. Sonali Dhawan (DIN 06808527) as Non-Executive Director of the Company, liable to retire by rotation.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,322
<u>Less: Total Number of Invalid Votes</u> (Refer Point No. 4)	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>63</b>	<b>26,73,485</b>

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
60	26,73,338	99.995

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	147	0.005



## (I) Item No 10: Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,320
<u>Less: Total Number of Invalid Votes</u> (Refer Point No. 4)	13	1,37,837
<b>Total Number of Valid Votes</b>	<b>63</b>	<b>26,73,483</b>

## (i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
63	26,73,483	100

## (ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



5. You may accordingly declare the result of the voting by e-Voting.
6. The Register of e-Voting and all other papers relating to e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the Minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



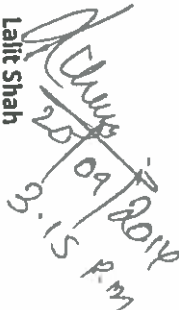
CS Bhumitra V. Dholakia  
Partner  
Dholakia & Associates  
(Company Secretaries)  
CP No: 507

Place : Mumbai  
Date : 22<sup>nd</sup> September, 2014

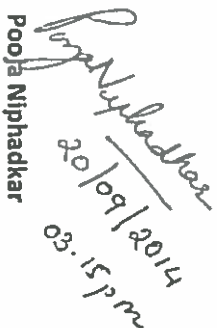
**TO WHOMSOEVER IT MAY CONCERN**

We, Lalit Shah and Pooja Niphadkar hereby state that the Excel Sheet containing the Results of e-Voting of PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED ("the Company") for the 50<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday, the 24<sup>th</sup> September, 2014 at 10.30 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of M/s. National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

Lalit Shah

  
20/09/2014  
03.15 P.M.

Pooja Niphadkar

  
20/09/2014  
03.15 P.M.

