Partners
CS Bhumitra V. Dholakia
B.A., LLB., C.A.I.I.B., F.C.S.
CS Nrupang B Dholakia
B.Com., A.C.S., D.C.L., E.P.CORP

& 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]

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

Dear Sir,

- contained in the Notice of 50th Annual General Meeting of the Company to be held on the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Wednesday, the 24th September, 2014 at 10.30 a.m., submit my report as under: Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions Care Limited ("the Company") vide Letter dated 18th August, 2014 pursuant to Section 108 of appointed as a Scrutinizer by the Board of Directors of Procter & Gamble Hygiene And Health CS Bhumitra V. Dholakia, Partner of M/s. Dholakia & Associates, Company Secretaries
- ۳ The e-Voting September 18, 2014 (5.00 p.m.). commenced on September 16, 2014 (9:00 a.m.) and was closed 9
- 'n The Management of the Company is responsible for the compliance of Section 108 of the Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Administration) Rules, Companies Act, 2013 read with Rule 20 2014 and my responsibility is only to the extent of making a of the Companies (Management and
- ယ The e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities employment of the Company. (Declaration attached) Depository Limited i.e. 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
- 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: bvdholakia@dholakiaassociates.com have been considered valid

Scrutinizer's Report - e-Voting - Procter and Gamble Hygiene and Health

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- 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.

24,71,817	62	91	Total Number of Valid Votes	Number	Total I
1,37,836	12	valid Votes	Total Number of Invalid Votes (Refer Point No. 4)	Total I (Refer	Less:
26,09,653	74	electronic	received by electronic	Total Votes mode	Total mode
Number of No of Equity Shares of Members who the Nominal Value of cast votes Rs. 10/- each (Votes Electronically cast)	Number of Members who cast votes Electronically		·	Jlars	Particulars

(i) Voted in favour of the resolution:

	voting	Number
62		of
.:		of Members Number of Votes cast % of total number
2,	by them	Number
1,71		뫄
24,71,817		Votes
		cast
	EA	%
	IE	윽
10	valid votes cast	total
100	cast	number
		9

NIL	voting	Number of Mer
_	Б	Members N
	by them	Number of Votes cast
NE.		of Vo
		ites
		cast
	valid	%
NI	valid votes cast	% of total
	ast	number
icas		<u>이</u>





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

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

(i) Voted in favour of the resolution:

	voting	Number
65		oţ.
		Members Number of Votes
26	by them	Number
3,73		9
26,73,509		Votes
		casi
	Va	%
	E I	앜
1(valid votes cast	total
100	cast	t % of total number
		약

(ii) Voted against the resolution:

umber of Members Number of Votes cast % of total number of oting by them valid votes cast		<	z
Members Number of Votes cast % of total number by them valid votes cast	:	voting	Number
Members Number of Votes cast % of total number by them valid votes cast	Ĭ E		유
Number of Votes cast % of total number by them valid votes cast NIL NIL			Members
		by them	Number
	Z		유
			Votes
			cast
		Va.	%
		IId 1	잋
	Z	otes c	total
<u> </u>	15	ast	
			유



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(c) Item No 3: To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.

Electronically cast) nic 76 28,11,316 tes 13 1,37,837	mode Less: Total Number of Invalid Votes (Refer Point No. 4)
Electronically cast) 76	mode
Electronically cast) 76	mode received by electronic
Electronically cast) 76	lotal votes received by electronic
	1
	Electronical
cast votes Rs. 10/- each (Votes	
Members who the Nominal Value of	Members w
Number of No of Equity Shares of	

(i) Voted in favour of the resolution:

_		
	voting	Number
57		앜
		Members Number of Votes cast % of total number
26	by them	Number
5,36		유
26,36,833		Votes
		cast
	va	%
	id v	유
98.63	valid votes cast	total
.63	ast	number
		약

	voting	Number
ത		<u></u>
		Members
	by them	Number of Votes
36,646		of.
46		Votes
		cast
	٧a	%
	id v	약
1	valid votes cast	total
1.37	cast	cast % of total number
	ì	악



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

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

(i) Voted in favour of the resolution:

61	voting	Number of I
		Members Number of Votes cast % of total number c
24,6	by them	Number of
24,67,364		Votes cast
	valid	% of
92.29	valid votes cast	total r
9	ıst	number
		윽

(ii) Voted against the resolution:

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



Scrutinizer's Report - e-Voting - Procter and Gamble Hygiene and Health Care Limited

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(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.

26,73,364	63		/otes	Total Number of Valid Votes	Number	Total I
1,37,837	13	Total Number of Invalid Votes (Refer Point No. 4)	4) of In	Total Number of (Refer Point No. 4)	Total (Refer	Fess:
28,11,201	76	mode	να	received	Votes	mode
cast)	Electronically			•		-
votes Rs. 10/- each (Votes	cast votes					
Members who the Nominal Value of	Members who					
Number of No of Equity Shares of	Number of		ĺ		lars	Particulars

(i) Voted in favour of the resolution:

58	voting	Number of Members N
2.	by them	ers Number
24,70,207		of Votes cas
92.40	valid votes cast	Number of Votes cast % of total number of
40	ast	number of

_		
	voting	Number
ر ح		of
		Members
2,	by them	Number of Votes cast % of total number
2,03,15		웃
157		Votes
		cast
İ	EA	%
	E	잌
7.60	valid votes cast	total
60	cast	number
		앜



(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.

26,73,373	63		Total Number of Valid Votes	ber of	Num	Total
1,37,837	13	/alid Votes	Less: Total Number of Invalid Votes (Refer Point No. 4)	al Nun fer Poi	Tot (Re	<u>Less:</u>
28,11,210	76	electronic	Total Votes received by electronic mode	es rec	Vot	Total mode
Number of No of Equity Shares of Members who the Nominal Value of cast votes Rs. 10/- each (Votes Electronically cast)	Number of Members who cast votes Electronically				ulars	Particulars

(i) Voted in favour of the resolution:

	voting	Number
58		of
		Members Number of Votes cast % of total number
24	by them	Number
,70		뭐
24,70,185	:	Votes
		cast
	val	%
	idγ	유
92.40	valid votes cast	total
40	ast	number of
- 1		

	voting	Number
U		of
		Members Number of Votes cast % of total number
2	by them	Number
.03		읔
2,03,188		Votes
		cast
	Va	%
	E	윽
7.60	valid votes cast	total
50	ast	number
		앜



(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.

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

(i) Voted in favour of the resolution:

	voting	Number
59	İ	약
		Members Number of Votes cast
26	by them	Number
5,71		유
26,71,796		Votes
		cast
_	Va	%
	핕	유
99.94	valid votes cast	total
94	cast	% of total number c
		유

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



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

26,73,489	64		Total Number of Valid Votes	r of Val	Numbe	Total
1,37,837	13	Total Number of Invalid Votes (Refer Point No. 4)	er of In No. 4)	Total Number of (Refer Point No. 4)	Total (Refe	Less:
28,11,326	77	Total Votes received by electronic mode	/ed by	receiv	Votes	Total mode
Number of No of Equity Shares of Members who the Nominal Value of cast votes Rs. 10/- each (Votes Electronically cast)	Number of Members who cast votes Electronically				ulars	Particulars

(i) Voted in favour of the resolution:

	_	
	voting	Number
61		of
		Members Number of Votes cast % of total number of
26	by them	Number
,73		약
26,73,351		Votes
		cast
	٧a	%
	N Pill	유
99.995	valid votes cast	total
995	cast	number
		읔

Number of Members Number of Votes cast % of total number of voting by them valid votes cast 0.005
Number of Votes cast % of total number of by them valid votes cast 0.005
of Votes cast % of total number of valid votes cast 0.005
Votes cast % of total number of valid votes cast 0.005
valid votes cast 0.005
% of total number of valid votes cast 0.005
of total number of id votes cast 0.005
total number of otes cast 0.005
number of
of.



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

26,73,485	63	V	Total Number of Valid Votes	r of Va	Numbe	Total
1,37,837	13	Total Number of Invalid Votes (Refer Point No. 4)	er of in No. 4)	Total Number of (Refer Point No. 4)	Total (Refe	Less:
28,11,322	76	Total Votes received by electronic mode	/ed by	receiv	Votes	Total mode
of No of Equity Shares of who the Nominal Value of otes Rs. 10/- each (Votes ally cast)	Number of Members who cast votes Electronically				ulars	Particulars

(i) Voted in favour of the resolution:

	voting	Number
60		유
		Members Number of Votes cast % of total number
26	by them	Number
5,73		유
26,73,338		Votes
		cast
	EA EA	%
	lid v	유
99.995	valid votes cast	total
995	cast	number
		유

	voting	Number
w		유
		Members Number of Votes cast
	by them	Number
147		유
7		Votes
		cast
	val	%
	A P.	읔
0.005	valid votes cast	total
05	ast	% of total number
	_	윽



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

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

(i) Voted in favour of the resolution:

	_	
	voting	Number
63		약
:		Members
26	by them	Number of Votes cast % of total number of
5,73		of
26,73,483		Votes
		cast
	٧a	%
	Pil I	약
1	valid votes cast	total
100	cast	number
		뫄

	voting	Number
NIL		of
		Members
	by them	Number of Votes cast
Z		유
_		Votes
		cast
Ì	٧a	%
	IId v	잌
Z	valid votes cast	% of total i
	ast	number (
		앜



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

Thanking you,

Yours faithfully,

MUMBAI IT TO LA LA LEN

CS Bhumitra V. Dholakia Partner

Company Secretaries

CP No: 507

Place: Mumbai Date: 22nd 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 50th Annual General Meeting of the Company to be held on Wednesday, the 24th September, 2014 at 10.30 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Securities Depository Limited i.e.<u>www.evoting.nsdl.com</u> and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014. Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of M/s. National

Lalit Shah

Pooja Niphadkar

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