



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 7303  
www.pg.com/en\_IN

December 3, 2016

To  
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:- Disclosure of Voting Results of the 52<sup>nd</sup> Annual General Meeting of Shareholders held on December 2, 2016**

We would like to inform you that the 52<sup>nd</sup> Annual General Meeting of the Company was held on December 2, 2016 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021.

In this respect, please find enclosed below:

1. Voting results in respect of the business conducted at the Annual General Meeting, as required under Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015;
2. Scrutinizers Report;
3. Summary of proceedings of the 52<sup>nd</sup> Annual General Meeting

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,  
For Procter & Gamble Hygiene and Health Care Limited

Shailyamanyu Singh Rathore  
Director



| Procter & Gamble Hygiene And Health Care Limited                              |       | 2-Dec-16 |
|---|-------|----------|
| Date of the AGM/EGM   |       |          |
| Total number of shareholders on record date                                   | 28357 |          |
| No. of shareholders present in the meeting either in person or through proxy: |       | 142      |
| Promoters and Promoter Group:   | 3     |          |
| Public:   | 139   |          |
| No. of Shareholders attended the meeting through Video Conferencing           | NIL   |          |
| Promoters and Promoter Group:   | NIL   |          |
| Public:   | NIL   |          |




## Procter & Gamble Hygiene And Health Care Limited

1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 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.

| Resolution Required : (Ordinary)  |                | No                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                     |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773               |                         | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Institutions   | E-Voting       |                        | 2758392                 | 64.9917   | 2758392                      | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224                |                         | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>2758392</b>          | <b>64.9917</b>  | <b>2758392</b>               | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 203969                  | 3.8581  | 203964                       | 5                         | 99.9975  | 0.0025   |  |  |  |
|   | Poll           |                        | 20500                   | 0.3878  | 20500                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739                |                         | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>224469</b>           | <b>4.2459</b>   | <b>224464</b>                | <b>5</b>                  | <b>99.9978</b>                                       | <b>0.0022</b>                                      |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>        | <b>25912634</b>         | <b>79.8276</b>  | <b>25912629</b>              | <b>5</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |



*(Handwritten Signature)*

## Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary)  |                | 2 - To declare dividend for the Financial Year ended June 30, 2016. |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|---|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No  |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |   | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Institutions   | E-Voting       |   | 2763463                 | 65.1111   | 2763463                      | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>2763463</b>          | <b>65.1111</b>  | <b>2763463</b>               | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Non Institutions   | E-Voting       |   | 203857                  | 3.8560  | 203857                       | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 20500                   | 0.3878  | 20500                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>224357</b>           | <b>4.2438</b>   | <b>224357</b>                | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>   | <b>25917593</b>         | <b>79.8429</b>  | <b>25917593</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |




## Procter & Gamble Hygiene And Health Care Limited

3 - To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

| Resolution Required : (Ordinary)  |                | No                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                     |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773               |                         |   |                              |                           |  |  |  |  |  |
|   | <b>Total</b>   |                        | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Institutions   | E-Voting       |                        | 2763463                 | 65.1111   | 2747111                      | 16352                     | 99.4083  | 0.5917   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224                |                         |   |                              |                           |  |  |  |  |  |
|   | <b>Total</b>   |                        | <b>2763463</b>          | <b>65.1111</b>  | <b>2747111</b>               | <b>16352</b>              | <b>99.4083</b>                                       | <b>0.5917</b>                                      |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 203912                  | 3.8570  | 203638                       | 274                       | 99.8656  | 0.1344   |  |  |  |
|   | Poll           |                        | 20499                   | 0.3877  | 20499                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739                |                         |   |                              |                           |  |  |  |  |  |
|   | <b>Total</b>   |                        | <b>224411</b>           | <b>4.2447</b>   | <b>224137</b>                | <b>274</b>                | <b>99.8779</b>                                       | <b>0.1221</b>                                      |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>        | <b>25917647</b>         | <b>79.8431</b>  | <b>25901021</b>              | <b>16626</b>              | <b>99.9359</b>                                       | <b>0.0641</b>                                      |  |  |  |




## Procter & Gamble Hygiene And Health Care Limited

4 - To appoint a Director in place of Mr. Shailymanyu Singh Rathore (DIN 06832523), who retires by rotation and being eligible, offers himself for re-appointment.

| Resolution Required : (Ordinary)  |                | No                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                     |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773               | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Institutions   | E-Voting       |                        | 2763463                 | 65.1111   | 2747111                      | 16352                     | 99.4083  | 0.5917   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224                | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>2763463</b>          | <b>65.1111</b>  | <b>2747111</b>               | <b>16352</b>              | <b>99.4083</b>   | <b>0.5917</b>  |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 203914                  | 3.8571  | 203640                       | 274                       | 99.8656  | 0.1344   |  |  |  |
|   | Poll           |                        | 20499                   | 0.3877  | 20499                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739                | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>224413</b>           | <b>4.2448</b>   | <b>224139</b>                | <b>274</b>                | <b>99.8779</b>   | <b>0.1221</b>  |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>        | <b>25917649</b>         | <b>79.8431</b>  | <b>25901023</b>              | <b>16626</b>              | <b>99.9359</b>   | <b>0.0641</b>  |  |  |  |



## Procter & Gamble Hygiene And Health Care Limited

5 - To ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No.117366W/W-100018), as approved by Members at the Fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

| Resolution Required : (Ordinary)  |                | No                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No                     |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773               | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Institutions   | E-Voting       |                        | 2286609                 | 53.8758   | 1334912                      | 951697                    | 58.3795  | 41.6205  |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224                | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>2286609</b>          | <b>53.8758</b>  | <b>1334912</b>               | <b>951697</b>             | <b>58.3795</b>                                       | <b>41.6205</b>                                     |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 203906                  | 3.8569  | 203901                       | 5                         | 99.9975  | 0.0025   |  |  |  |
|   | Poll           |                        | 20499                   | 0.3877  | 20499                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739                | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>224405</b>           | <b>4.2446</b>   | <b>224400</b>                | <b>5</b>                  | <b>99.9978</b>                                       | <b>0.0022</b>                                      |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>        | <b>25440787</b>         | <b>78.3740</b>  | <b>24489085</b>              | <b>951702</b>             | <b>96.2591</b>                                       | <b>3.7409</b>                                      |  |  |  |




## Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary)  |                | 6 - To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17. |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|---|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No  |                         |   |                              |                           |  |  |  |  |  |
| 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 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |   | 22929773                | 100.0000  | 22929773                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 22929773  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>22929773</b>         | <b>100.0000</b>   | <b>22929773</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Institutions   | E-Voting       |   | 2515908                 | 59.2784   | 2515908                      | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 4244224   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>2515908</b>          | <b>59.2784</b>  | <b>2515908</b>               | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Non Institutions   | E-Voting       |   | 203914                  | 3.8571  | 203869                       | 45                        | 99.9779  | 0.0221   |  |  |  |
|   | Poll           |   | 20499                   | 0.3877  | 20499                        | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 5286739   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>224413</b>           | <b>4.2448</b>   | <b>224368</b>                | <b>45</b>                 | <b>99.9799</b>   | <b>0.0201</b>  |  |  |  |
| <b>Total</b>  |                | <b>32460736</b>   | <b>25670094</b>         | <b>79.0804</b>  | <b>25670049</b>              | <b>45</b>                 | <b>99.9998</b>   | <b>0.0002</b>  |  |  |  |






**Combined Report of Scrutinizer for Remote e-Voting and Poll**

To,

**Mr. R. A. Shah**

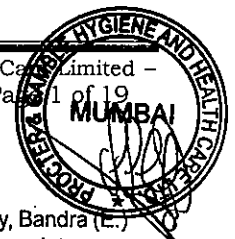
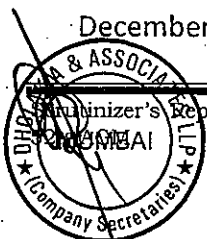
**The Chairperson of 52<sup>nd</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited**

Held on Friday, the 2<sup>nd</sup> December, 2016 at 11.00 a.m. at Y. B. Chavan Pratishtan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Procter & Gamble Hygiene and Health Care Limited ("the Company") pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 52<sup>nd</sup> Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

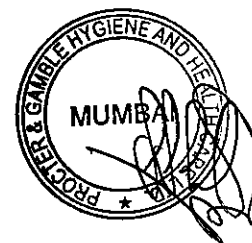
1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favor or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Prajwal Suvarna and Mr. Prashant Kirtikar (**Declaration attached**) who are not in the employment of the Company. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on November 28, 2016 (9:00 am IST) and was closed on December 1, 2016 (5.00 pm IST).



6. The Remote 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) after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Prajwal Suvarna and Mr. Prashant Kirtikar (**Declaration attached**) who are not in the employment of the Company.
7. The Combined Result (Remote e-Voting + Poll) is as under :

(a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 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 vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 172  | 2,58,92,134  |
| <b>Less:</b> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>172</b>   | <b>2,58,92,134</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <b>Less:</b> Total Number of Invalid Votes       | 9  | 9,255  |
| <b>Total Number of Valid Votes</b>               | <b>42</b>  | <b>20,500</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 223  | 2,59,21,889  |
| <b>Less:</b> Total Number of Invalid Votes       | 9  | 9,255  |
| <b>Total Number of Valid Votes</b>               | <b>214</b>   | <b>2,59,12,634</b>   |

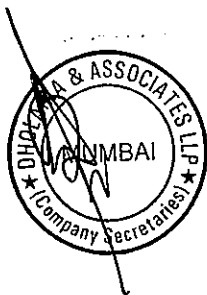


(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 171  | 2,58,92,129                  | 99.99998                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 42   | 20,500                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 213  | 2,59,12,629                  | 99.99998                              |

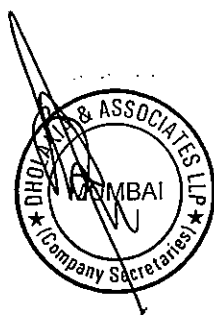
(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 1  | 5                            | 0.00002                               |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 1  | 5                            | 0.00002                               |



**(b) Item No 2: To declare dividend for the Financial Year ended June 30, 2016.**

| Particulars                                      | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 174  | 2,58,97,093  |
| <u>Less:</u> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>174</b>   | <b>2,58,97,093</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <u>Less:</u> Total Number of Invalid Votes       | 9  | 9,255  |
| <b>Total Number of Valid Votes</b>               | <b>42</b>  | <b>20,500</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 225  | 2,59,26,848  |
| <u>Less:</u> Total Number of Invalid Votes       | 9  | 9,255  |
| <b>Total Number of Valid Votes</b>               | <b>216</b>   | <b>2,59,17,593</b>   |

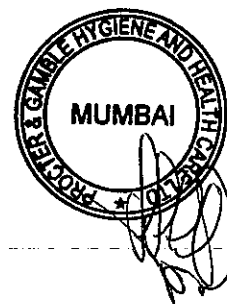
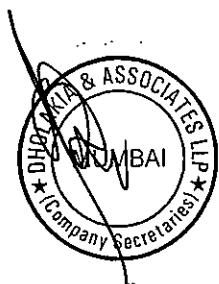


(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 174  | 2,58,97,093                  | 100.00                                |
| <b>B. Poll</b>                                       |                              |                                       |
| 42   | 20,500                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>216</b>   | <b>2,59,17,593</b>           | <b>100.00</b>                         |

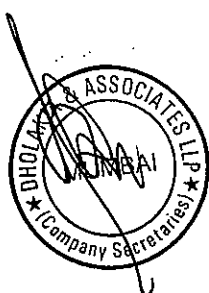
(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| NIL  | NIL                          | NIL                                   |



(c) Item No 3: To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

| Particulars                                      | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 173  | 2,58,97,148  |
| <b>Less:</b> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>173</b>   | <b>2,58,97,148</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>41</b>  | <b>20,499</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 224  | 2,59,26,903  |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>214</b>   | <b>2,59,17,647</b>   |

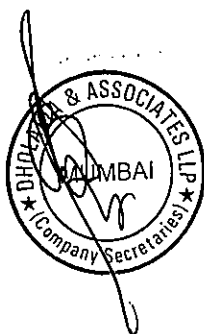


(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 164  | 2,58,80,522                  | 99.93580                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 41   | 20,499                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 205  | 2,59,01,021                  | 99.93585                              |

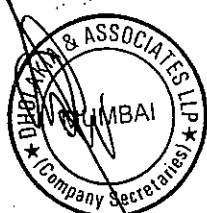
(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 9  | 16,626                       | 0.064200                              |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 9  | 16,626                       | 0.06415                               |



- (d) Item No 4: To appoint a Director in place of Mr. Shaillyamanyu Singh Rathore (DIN 06832523), who retires by rotation and being eligible, offers himself for re-appointment.

| Particulars                                      | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 174  | 2,58,97,150  |
| <b>Less:</b> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>174</b>   | <b>2,58,97,150</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>41</b>  | <b>20,499</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 225  | 2,59,26,905  |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>215</b>   | <b>2,59,17,649</b>   |



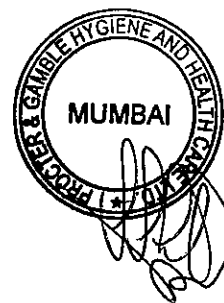
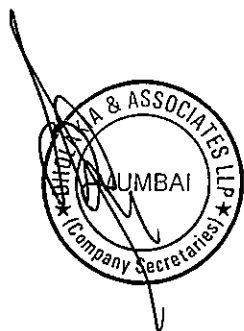


(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 165  | 2,58,80,524                  | 99.93580                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 41   | 20,499                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 206  | 2,59,01,023                  | 99.93585                              |

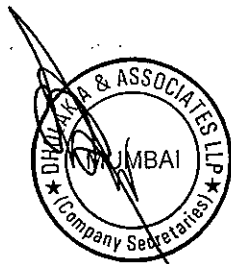
(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 9  | 16,626                       | 0.06420                               |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 9  | 16,626                       | 0.06415                               |



- (e) Item No 5: To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third 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 vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 159  | 2,54,20,288  |
| <b>Less:</b> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>159</b>   | <b>2,54,20,288</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>41</b>  | <b>20,499</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 210  | 2,54,50,043  |
| <b>Less:</b> Total Number of Invalid Votes       | 10   | 9,256  |
| <b>Total Number of Valid Votes</b>               | <b>200</b>   | <b>2,54,40,787</b>   |



(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 135  | 2,44,68,586                  | 96.25613                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 41   | 20,499                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>176</b>   | <b>2,44,89,085</b>           | <b>96.25915</b>                       |

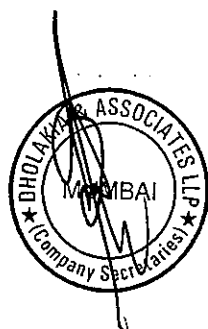
(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 24   | 9,51,702                     | 3.74387                               |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| <b>24</b>  | <b>9,51,702</b>              | <b>3.74085</b>                        |



(f) Item No 6: To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17.

| Particulars                                      | Number of Members who cast vote/Poll Papers received | No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast) |
|--|--|--|
| <b>A. Remote e-Voting</b>                        |  |  |
| Total Votes received by electronic mode          | 167  | 2,56,49,595  |
| <b>Less:</b> Total Number of Invalid Votes       | NIL  | NIL  |
| <b>Total Number of Valid Votes</b>               | <b>167</b>   | <b>2,56,49,595</b>   |
| <b>B. Poll</b>                                   |  |  |
| Total Votes received by Poll                     | 51   | 29,755   |
| <b>Less:</b> Total Number of Invalid Votes       | 11   | 9,259  |
| <b>Total Number of Valid Votes</b>               | <b>40</b>  | <b>20,496</b>  |
| <b>C. Combined (A+B)</b>                         |  |  |
| Total Votes received by electronic mode and Poll | 218  | 2,56,79,350  |
| <b>Less:</b> Total Number of Invalid Votes       | 11   | 9,259  |
| <b>Total Number of Valid Votes</b>               | <b>207</b>   | <b>2,56,70,091</b>   |



(i) Voted in favor of the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 164  | 2,56,49,550                  | 99.99982                              |
| <b>B. Poll</b>                                       |                              |                                       |
| 40   | 20,496                       | 100.00                                |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 204  | 2,56,70,046                  | 99.99982                              |

(ii) Voted against the resolution:

| Number of Members who cast vote/Poll Papers received | Number of Votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| <b>A. Remote e-Voting</b>                            |                              |                                       |
| 3  | 45                           | 0.00018                               |
| <b>B. Poll</b>                                       |                              |                                       |
| NIL  | NIL                          | NIL                                   |
| <b>C. Combined (A+B)</b>                             |                              |                                       |
| 3  | 45                           | 0.00018                               |

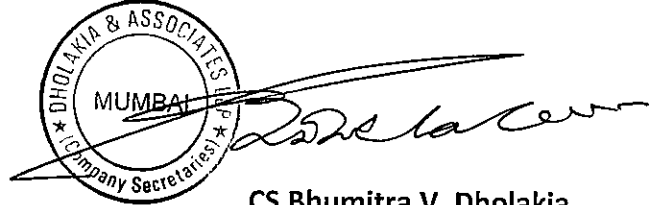
8. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
9. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
10. The poll papers and all other relevant records were sealed and handed over to Mr. Shailymanyu Singh Rathore, Director of the Company authorized by the Chairperson.
11. You may accordingly declare the result of the Remote e-Voting and Poll.



12. The Register of Remote 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(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



A handwritten signature in black ink, appearing to read 'Bhumitra V. Dholakia', is written over a circular stamp.

**CS Bhumitra V. Dholakia**  
**Designated Partner**  
**Dholakia & Associates LLP**  
**(Company Secretaries)**  
**FCS: 977 CP No: 507**

Place: Mumbai

Date: 3<sup>rd</sup> December, 2016



A circular stamp with the text 'PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED' around the perimeter and 'MUMBAI' in the center. A handwritten signature is written over the stamp.

**ANNEXURE****A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

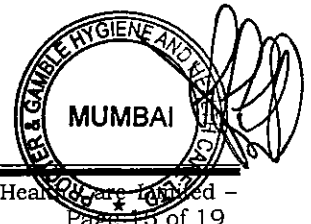
1. Member has voted only through Remote e-Voting i.e. electronic mode.

**II. PHYSICAL POLL FORM:**

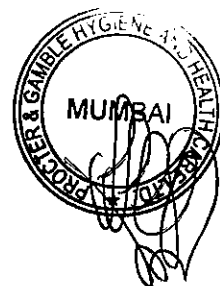
2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented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

**B. BASIS OF REJECTION****PHYSICAL POLL FORM:**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.



4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
7. The Poll 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 both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.





**C. REPORT FOR INVALID POLL PAPERS.****i. For Item No. 1:**

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | NIL                               | NIL   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>9</b>                          | <b>9,255</b>  |

**ii. For Item No. 2:**

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | NIL                               | NIL   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>9</b>                          | <b>9,255</b>  |

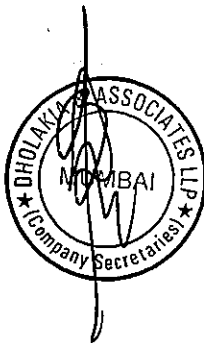


iii. For Item No. 3:

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | 1                                 | 1   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>10</b>                         | <b>9,256</b>  |

iv. For Item No. 4:

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | 1                                 | 1   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>10</b>                         | <b>9,256</b>  |



v. For Item No. 5:

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | 1                                 | 1   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>10</b>                         | <b>9,256</b>  |

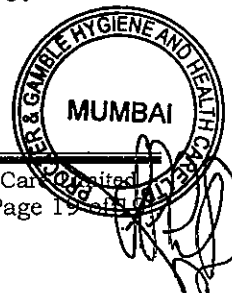
vi. For Item No. 6:

| Sr. No.                    | Category                | No. of forms/<br>electronic votes | Total number of<br>Invalid votes (Equity<br>share of Rs. 10/- each) |
|----------------------------|-------------------------|-----------------------------------|---|
| <b>PHYSICAL POLL FORM:</b> |                         |                                   |   |
| 1.                         | No votes polled.        | 2                                 | 4   |
| 2.                         | Signature mismatch.     | 3                                 | 8,506   |
| 3.                         | Signature not available | 6                                 | 749   |
| <b>TOTAL</b>               |                         | <b>11</b>                         | <b>9,259</b>  |



*[Signature]*  
 CS Bhumitra V. Dholakia  
 Designated Partner  
 Dholakia & Associates LLP  
 (Company Secretaries)  
 FCS: 977 CP No: 507

Place: Mumbai

Date: 3<sup>rd</sup> December, 2016

TO WHOMSOEVER IT MAY CONCERN

We, Prajwal Surana and Prashant Kirlikar hereby state that the Polling Box, in which Equity Shareholders of **Procter & Gamble Hygiene and Health Care Limited ("the Company")** cast their vote by way of Poll at the 52<sup>nd</sup> Annual General Meeting of the Company held on Friday, the 2<sup>nd</sup> December, 2016 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same were in sealed condition and without any tampering.

Witness 1

Name: Prajwal Surana

Address: D-102, Bhumiraj Meadows Sector-19  
Airli, Navi Mumbai

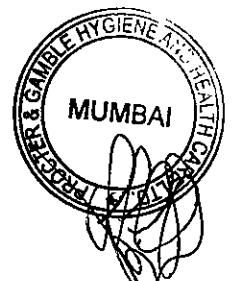
Signature: Prajwal

Witness 2

Name: Prashant Kirlikar

Address: 88/71, B. D. D colony, D. N. Wankar Marg,  
Worli, Mumbai-40018

Signature: Prashant



**TO WHOMSOEVER IT MAY CONCERN**

We, Prajwal Surana..... and Poashant Kishikar hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Procter & Gamble Hygiene and Health Care Limited ("the Company")** for the 52<sup>nd</sup> Annual General Meeting of the Company held on Friday, the 2<sup>nd</sup> December, 2016 at 11.00 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(4)(xii) of Companies (Management and Administration) Rules, 2014.

**Witness 1**

Name: Prajwal Surana  
Address: D-102 Bhumiraj Meadows Sector -19, Airoli  
Navi Mumbai  
Signature: Prajwal

**Witness 2**

Name: Poashant Kishikar  
Address: 88/A1, B.D.D Colony, D.N. Wankar  
Marg, Worli, Mumbai - 400018  
Signature: [Handwritten Signature]







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 7303  
www.pg.com/en\_IN

**Summary of the proceedings of the 52<sup>nd</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited on Friday, December 2, 2016 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021**

---

Mr. R. A. Shah chaired the meeting. The Chairman welcomed all the Members to the 52<sup>nd</sup> Annual General Meeting and after ascertaining that the quorum is present, called the meeting to order. The Chairman then introduced his colleagues present on the dais.

With the consent of the Members present, the Notice convening the Meeting and the Directors' Report having been circulated to the Members were taken as read. The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.

The Chairman then read his speech which had been circulated to the Members present.

Ms. Sonali Dhawan presented to the Members a brief review on Corporate Social Responsibility activities of the Company.

A brief video was presented to provide an overview of the Goa Plant of the Company.

The Chairman then informed the Members that Members, who had not exercised their voting rights through e-voting, may cast their votes through ballot papers.

The Chairman then informed the Members that the Company has appointed Mr. B. V. Dholakia as the Scrutinizer for e-voting and poll for the meeting. Mr. B. V. Dholakia, Scrutinizer opened the polling box in front of the Members present to ensure that it is empty and then locked the polling box before the Members put their votes in it.

The Chairman then ordered for a poll for all the 6 items, as detailed below, for the Members who have not or could not avail the facility of e-voting:-

| Sr. No. | Item   |
|---------|--|
| 1       | To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 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. ( <i>Ordinary Resolution</i> ) |
| 2       | To declare dividend for the Financial Year ended June 30, 2016. ( <i>Ordinary Resolution</i> )   |
| 3       | To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment ( <i>Ordinary Resolution</i> )   |



**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 7303  
www.pg.com/en\_IN

|   |   |
|---|---|
| 4 | To appoint a Director in place of Mr. Shailyamanyu Singh Rathore (DIN 06832523), who retires by rotation and being eligible, offers himself for re-appointment ( <i>Ordinary Resolution</i> )   |
| 5 | To ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No.117366W/W-100018), as approved by Members at the fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide. ( <i>Ordinary Resolution</i> ) |
| 6 | To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17 ( <i>Ordinary Resolution</i> )   |

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded suitably to the queries raised by the Members.

As the Members completed voting by poll, the Meeting concluded at 12.30 p.m. with a vote of thanks to the Chair.

The Scrutinizer's report was received by the Company on December 3, 2016. All the resolutions have been passed with requisite majority.

For Procter & Gamble Hygiene and Health Care Limited

**Shailyamanyu Singh Rathore**  
Director