



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 7337  
www.pg.com/en\_IN

November 28, 2019

To,  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001  
Ref:- Scrip Code:- 500459

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 55<sup>th</sup> Annual General Meeting of Shareholders held on November 27, 2019**

We would like to inform you that the 55<sup>th</sup> Annual General Meeting of the Company was held on November 27, 2019 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; and
2. Scrutinizers Report

Kindly take the above on record and oblige.

Thanking you,

**For Procter & Gamble Hygiene and Health Care Limited**

  
Flavia Machado  
Company Secretary



## Procter & Gamble Hygiene And Health Care Limited

1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2019 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)									
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	NO
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>	<b>0.0000</b>
Public Institutions	E-Voting		3505792	69.7343	3505792	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3505792</b>	<b>69.7343</b>	<b>3505792</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		15801	0.3509	15794	7	99.9557	0.0443	
	Poll		1906	0.0423	1844	62	96.7471	3.2529	
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>17707</b>	<b>0.3932</b>	<b>17638</b>	<b>69</b>	<b>99.6103</b>	<b>0.3897</b>	<b>0.0003</b>
<b>Total</b>		<b>32460736</b>	<b>26453272</b>	<b>81.4931</b>	<b>26453203</b>	<b>69</b>	<b>99.9997</b>	<b>0.0003</b>	



## Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)										
2 - To confirm payment of Interim Dividend and to declare Final Dividend for the Financial Year ended June 30, 2019										
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>	<b>0.0000</b>	
Public Institutions	E-Voting		3505792	69.7343	3505792	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>3505792</b>	<b>69.7343</b>	<b>3505792</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		15808	0.3510	15801	7	99.9557	0.0443		
	Poll		1906	0.0423	1844	62	96.7471	3.2529		
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>17714</b>	<b>0.3933</b>	<b>17645</b>	<b>69</b>	<b>99.6105</b>	<b>0.3895</b>	<b>0.3895</b>	
<b>Total</b>		<b>32460736</b>	<b>26453279</b>	<b>81.4932</b>	<b>26453210</b>	<b>69</b>	<b>99.9997</b>	<b>0.0003</b>		



## Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)									
3 - To appoint a Director in place of Mr. Karthik Natarajan (DIN 06685891), who retires by rotation and being eligible, offers himself for re-appointment.									
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		3503248	69.6837	2900394	602854	82.7916	17.2084	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>2900394</b>	<b>602854</b>	<b>82.7916</b>	<b>17.2084</b>	
Public Non Institutions	E-Voting		15776	0.3503	15304	472	97.0081	2.9919	
	Poll		1906	0.0423	1844	62	96.7471	3.2529	
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>17682</b>	<b>0.3926</b>	<b>17148</b>	<b>534</b>	<b>96.9800</b>	<b>3.0200</b>	
<b>Total</b>		<b>32460736</b>	<b>26450703</b>	<b>81.4852</b>	<b>25847315</b>	<b>603388</b>	<b>97.7188</b>	<b>2.2812</b>	



## Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)									
4 - To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.									
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	NO
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>	<b>0.0000</b>
Public Institutions	E-Voting		3503248	69.6837	3501503	1745	99.9502	0.0498	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>3501503</b>	<b>1745</b>	<b>99.9502</b>	<b>0.0498</b>	
Public Non Institutions	E-Voting		11156	0.2477	10660	496	95.5540	4.4460	
	Poll		1844	0.0409	1782	62	96.6377	3.3623	
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>13000</b>	<b>0.2886</b>	<b>12442</b>	<b>558</b>	<b>95.7077</b>	<b>4.2923</b>	
<b>Total</b>		<b>32460736</b>	<b>26446021</b>	<b>81.4708</b>	<b>26443718</b>	<b>2303</b>	<b>99.9913</b>	<b>0.0087</b>	



## Procter & Gamble Hygiene And Health Care Limited

5 - To appoint Mr. Ghanashyam Hegde (DIN 08054712) as a Non-Executive Director of the Company										
Whether promoter/ promoter group are interested in the agenda/resolution?										
NO										
Resolution Required : (Ordinary)										
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		3503248	69.6837	3409432	93816	97.3220	2.6780		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>			<b>3503248</b>	<b>69.6837</b>	<b>3409432</b>	<b>93816</b>	<b>97.3220</b>	<b>2.6780</b>	
Public Non Institutions	E-Voting		15776	0.3503	15668	108	99.3154	0.6846		
	Poll		1906	0.0423	1844	62	96.7471	3.2529		
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>			<b>17682</b>	<b>0.3926</b>	<b>17512</b>	<b>170</b>	<b>99.0386</b>	<b>0.9614</b>	
<b>Total</b>			<b>26450703</b>	<b>81.4852</b>	<b>26356717</b>	<b>93986</b>	<b>99.6447</b>	<b>0.3553</b>		



## Procter & Gamble Hygiene And Health Care Limited

6 - To appoint Ms. Meena Ganesh as an Independent Director of the Company										
Resolution Required : (Ordinary)										
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	NO	
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		3503248	69.6837	3503248	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>			<b>3503248</b>	<b>69.6837</b>	<b>3503248</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public Non Institutions	E-Voting		15756	0.3499	15284	472	97.0043	2.9957		
	Poll		1906	0.0423	1844	62	96.7471	3.2529		
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>			<b>17662</b>	<b>0.3922</b>	<b>17128</b>	<b>534</b>	<b>96.9766</b>	<b>3.0234</b>	
<b>Total</b>			<b>26450683</b>	<b>81.4852</b>	<b>26450149</b>	<b>534</b>	<b>99.9980</b>	<b>0.0020</b>		



## Procter & Gamble Hygiene And Health Care Limited

7 - To re-appoint Mr. Rajendra Ambalal Shah as an Independent Director of the Company									
NO									
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]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	
Promoter and Promoter Group	E-Voting	22929773	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>	<b>0.0000</b>
Public Institutions	E-Voting	3503248	3503248	69.6837	1906801	1596447	54.4295	45.5705	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>1906801</b>	<b>1596447</b>	<b>54.4295</b>	<b>45.5705</b>	
Public Non Institutions	E-Voting		15756	0.3499	5525	10231	35.0660	64.9340	
	Poll		1906	0.0423	1370	536	71.8783	28.1217	
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>17662</b>	<b>0.3922</b>	<b>6895</b>	<b>10767</b>	<b>39.0386</b>	<b>60.9614</b>	
<b>Total</b>		<b>32460736</b>	<b>26450683</b>	<b>81.4852</b>	<b>24843469</b>	<b>1607214</b>	<b>93.9237</b>	<b>6.0763</b>	



## Procter & Gamble Hygiene And Health Care Limited

8 - To re-appoint Mr. Bansidhar Sunderlal Mehta as an Independent Director of the Company										
Resolution Required : (Special)										
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>	<b>0.0000</b>	
Public Institutions	E-Voting		3503248	69.6837	2199037	1304211	62.7714	37.2286		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>2199037</b>	<b>1304211</b>	<b>62.7714</b>	<b>37.2286</b>		
Public Non Institutions	E-Voting		15756	0.3499	9553	6203	60.6309	39.3691		
	Poll		1906	0.0423	1261	645	66.1595	33.8405		
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000		
	<b>Total</b>		<b>17662</b>	<b>0.3922</b>	<b>10814</b>	<b>6848</b>	<b>61.2275</b>	<b>38.7725</b>		
<b>Total</b>		<b>32460736</b>	<b>26450683</b>	<b>81.4852</b>	<b>25139624</b>	<b>1311059</b>	<b>95.0434</b>	<b>4.9566</b>		



## Procter & Gamble Hygiene And Health Care Limited

9 - To re-appoint Mr. Anil Kumar Gupta as an Independent Director of the Company									
Resolution Required : (Special)									
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	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>	<b>0.0000</b>
Public Institutions	E-Voting	3503248	3503248	69.6837	2402136	1101112	68.5688	31.4312	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>2402136</b>	<b>1101112</b>	<b>68.5688</b>	<b>31.4312</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	4503607	15391	0.3417	15266	125	99.1878	0.8122	
	Poll		1906	0.0423	1735	171	91.0283	8.9717	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>17297</b>	<b>0.3840</b>	<b>17001</b>	<b>296</b>	<b>98.2887</b>	<b>1.7113</b>	<b>0.0000</b>
<b>Total</b>		<b>32460736</b>	<b>26450318</b>	<b>81.4840</b>	<b>25348910</b>	<b>1101408</b>	<b>95.8359</b>	<b>4.1641</b>	



## Procter & Gamble Hygiene And Health Care Limited

10 - To ratify payment of Remuneration to the Cost Auditor for the Financial Year 2019-20									
Resolution Required : (Special)									
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]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	
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>	<b>0.0000</b>
Public Institutions	E-Voting		3503248	69.6837	3503248	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5027356	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>3503248</b>	<b>69.6837</b>	<b>3503248</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		15776	0.3503	15769	7	99.9556	0.0444	
	Poll		1906	0.0423	1735	171	91.0283	8.9717	
	Postal Ballot	4503607	0	0.0000	0	0	0.0000	0.0000	
	<b>Total</b>		<b>17682</b>	<b>0.3926</b>	<b>17504</b>	<b>178</b>	<b>98.9933</b>	<b>1.0067</b>	<b>0.0007</b>
<b>Total</b>		<b>32460736</b>	<b>26450703</b>	<b>81.4852</b>	<b>26450525</b>	<b>178</b>	<b>99.9993</b>	<b>0.0007</b>	



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

To,

**Mr. R. A. Shah**  
**The Chairperson of 55<sup>th</sup> Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited**

Held on Wednesday, 27<sup>th</sup> November, 2019 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of 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 55<sup>th</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 Resolutions.
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. Vaibhav Sawant and Mr. Vinod Khokle (**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 Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The Remote e-Voting commenced on November 22, 2019 (9:00 am IST) and was closed on November 26, 2019 (5.00 pm IST).

Scrutinizer's Report - Combined (Remote e-Voting and Poll) -- Procter & Gamble Hygiene and Health Care Limited - 55<sup>th</sup> AGM  
Page 1 of 28

5. The Remote e-Voting Result was unblocked at Mumbai from the website of 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. Vaibhav Sawant and Mr. Vinod Khokle (**Declaration attached**) who are not in the employment of the Company.

5. **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, 2019 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	186	2,64,51,366
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>186</b>	<b>2,64,51,366</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,922
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	234	2,64,53,288
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>232</b>	<b>2,64,53,272</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>		
185	2,64,51,359	99.9999
<b>B. Poll</b>		
43	1,844	96.7471
<b>C. Combined (A+B)</b>		
<b>228</b>	<b>2,64,53,203</b>	<b>99.9997</b>

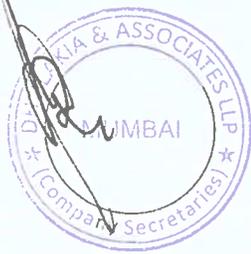
(ii) Voted against the resolution:

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>		
1	7	0.0001
<b>B. Poll</b>		
3	62	3.2529
<b>C. Combined (A+B)</b>		
<b>4</b>	<b>69</b>	<b>0.0003</b>



**(b) Item No 2: To confirm payment of Interim Dividend and to declare Final Dividend for the Financial Year ended June 30, 2019.**

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	188	2,64,51,373
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>188</b>	<b>2,64,51,373</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,922
<u>Less:</u> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	236	2,64,53,295
<u>Less:</u> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>234</b>	<b>2,64,53,279</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>		
187	2,64,51,366	99.9999
<b>B. Poll</b>		
43	1,844	96.7471
<b>C. Combined (A+B)</b>		
230	2,64,53,210	99.9997

(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	7	0.0001
<b>B. Poll</b>		
3	62	3.2529
<b>C. Combined (A+B)</b>		
4	69	0.0003



**(c) Item No 3: To appoint a Director in place of Mr. Karthik Natrajan (DIN 06685891), 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	181	2,64,48,797
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>181</b>	<b>2,64,48,797</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,922
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	229	2,64,50,719
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>227</b>	<b>2,64,50,703</b>

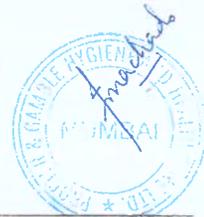


(i) Voted in favor of the resolution:

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>		
124	2,58,45,471	97.7188
<b>B. Poll</b>		
43	1,844	96.7471
<b>C. Combined (A+B)</b>		
<b>167</b>	<b>2,58,47,315</b>	<b>97.7188</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>		
57	6,03,326	2.2812
<b>B. Poll</b>		
3	62	3.2529
<b>C. Combined (A+B)</b>		
<b>60</b>	<b>6,03,388</b>	<b>2.2812</b>



**(d) Item No 4: To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), 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	180	2,64,44,177
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>180</b>	<b>2,64,44,177</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,922
<b>Less:</b> Total Number of Invalid Votes	3	78
<b>Total Number of Valid Votes</b>	<b>45</b>	<b>1,844</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	228	2,64,46,099
<b>Less:</b> Total Number of Invalid Votes	3	78
<b>Total Number of Valid Votes</b>	<b>225</b>	<b>2,64,46,021</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>		
173	2,64,41,936	99.9915
<b>B. Poll</b>		
42	1,782	96.6377
<b>C. Combined (A+B)</b>		
215	2,64,43,718	99.9913

(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>		
7	2,241	0.0085
<b>B. Poll</b>		
3	62	3.3623
<b>C. Combined (A+B)</b>		
10	2,303	0.0087



**(e) Item No 5: To appoint Mr. Ghanashyam Hedge (DIN: 08054712) as a Non-Executive Director of the Company.**

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	181	2,64,48,797
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>181</b>	<b>2,64,48,797</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,992
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	229	2,64,50,719
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>227</b>	<b>2,64,50,703</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>		
170	2,63,54,873	99.6449
<b>B. Poll</b>		
43	1,844	96.7471
<b>C. Combined (A+B)</b>		
<b>213</b>	<b>2,63,56,717</b>	<b>99.6447</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>		
11	93,924	0.3551
<b>B. Poll</b>		
3	62	3.2529
<b>C. Combined (A+B)</b>		
<b>14</b>	<b>93,986</b>	<b>0.3553</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>		
175	2,64,48,305	99.9982
<b>B. Poll</b>		
43	1,844	96.7471
<b>C. Combined (A+B)</b>		
<b>218</b>	<b>2,64,50,149</b>	<b>99.9980</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>		
5	472	0.0018
<b>B. Poll</b>		
3	62	3.2529
<b>C. Combined (A+B)</b>		
<b>8</b>	<b>534</b>	<b>0.0020</b>



**(g) Item No 7: To re-appoint Mr. Rajendra Ambalal Shah (DIN:00009851) as an Independent Director of the Company.**

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	180	2,64,48,777
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>180</b>	<b>2,64,48,777</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,992
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	228	2,64,50,699
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>226</b>	<b>2,64,50,683</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>		
92	2,48,42,099	93.9253
<b>B. Poll</b>		
39	1,370	71.8783
<b>C. Combined (A+B)</b>		
<b>131</b>	<b>2,48,43,469</b>	<b>93.9237</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>		
88	16,06,678	6.0747
<b>B. Poll</b>		
7	536	28.1217
<b>C. Combined (A+B)</b>		
<b>95</b>	<b>16,07,214</b>	<b>6.0763</b>



**(h) Item No 8: To re-appoint Mr. Bansidhar Sunderlal Mehta (DIN: 00035019) as an Independent Director of the Company.**

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	180	2,64,48,777
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>		
<b>B. Poll</b>		
Total Votes received by Poll	48	1,992
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	228	2,64,50,699
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>226</b>	<b>2,64,50,683</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>		
124	2,51,38,363	95.0455
<b>B. Poll</b>		
38	1,261	66.1595
<b>C. Combined (A+B)</b>		
<b>162</b>	<b>2,51,39,624</b>	<b>95.0434</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>		
56	13,10,414	4.9545
<b>B. Poll</b>		
8	645	33.8405
<b>C. Combined (A+B)</b>		
<b>64</b>	<b>13,11,059</b>	<b>4.9566</b>



(i) Item No 9: To re-appoint Mr. Anil Kumar Gupta as an Independent Director of the Company.

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	178	2,64,48,412
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>178</b>	<b>2,64,48,412</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,992
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	226	2,64,50,334
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>224</b>	<b>2,64,50,318</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>		
143	2,53,47,175	95.8363
<b>B. Poll</b>		
42	1,735	91.0283
<b>C. Combined (A+B)</b>		
<b>185</b>	<b>2,53,48,910</b>	<b>95.8359</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>		
35	11,01,237	4.1637
<b>B. Poll</b>		
4	171	8.9717
<b>C. Combined (A+B)</b>		
<b>39</b>	<b>11,01,408</b>	<b>4.1641</b>



(j) Item No 10: To Ratify Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20.

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	181	2,64,48,797
<b>Less:</b> Total Number of Invalid Votes	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>181</b>	<b>2,64,48,797</b>
<b>B. Poll</b>		
Total Votes received by Poll	48	1,992
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>46</b>	<b>1,906</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	229	2,64,50,719
<b>Less:</b> Total Number of Invalid Votes	2	16
<b>Total Number of Valid Votes</b>	<b>227</b>	<b>2,64,50,703</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>		
180	2,64,48,790	99.9999
<b>B. Poll</b>		
42	1,735	91.0283
<b>C. Combined (A+B)</b>		
<b>222</b>	<b>2,64,50,525</b>	<b>99.9993</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>		
1	7	0.0001
<b>B. Poll</b>		
4	171	8.9717
<b>C. Combined (A+B)</b>		
<b>5</b>	<b>178</b>	<b>0.0007</b>

7. 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.
8. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Poll Papers provided in the Annexure annexed herewith which forms an integral part of this Report.
9. The poll papers and all other relevant records were sealed and handed over to Ms. Flavia Machado, Company Secretary of the Company authorized by the Chairperson.
10. You may accordingly declare the result of the Remote e-Voting and Poll.



11. 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,



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

UDIN: F000977A000320835

Place: Mumbai

Date: 28<sup>th</sup> November, 2019



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

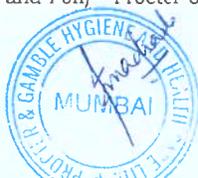
1. Member has voted only through Remote e-Voting i.e. electronic mode.

**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 Scrutinizer 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	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>

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

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>

**iii. For Item No. 3:**

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>



iv. For Item No. 4:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
3.	Not Voted	1	62
<b>TOTAL</b>		<b>3</b>	<b>78</b>

v. For Item No. 5:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>

vi. For Item No. 6:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>



vii. For Item No. 7:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>

viii. For Item No. 8:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
3.	Signature not tally	1	9
4.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>

ix. For Item No. 9:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>



x. For Item No. 10:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>PHYSICAL POLL FORM:</b>			
1.	Signature not tally	1	9
2.	Voted Twice	1	7
<b>TOTAL</b>		<b>2</b>	<b>16</b>



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

UDIN: F000977A000320835

Place: Mumbai

Date: 28<sup>th</sup> November, 2019



**TO WHOMSOEVER IT MAY CONCERN**

We, Vaibhav Sawant..... and Vinod Khokle..... 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 55<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> November, 2019 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: Vaibhav Sawant

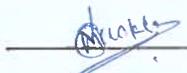
Address: 02, Sahakar chawl, Tanaji wadi,  
TP. Road Bhandup (W) 78

Signature: 

**Witness 2**

Name: Vinod Khokle

Address: 01, Khokle chawl, Ghatipada, B.R. Road  
Mulund (W) 40080

Signature: 

**TO WHOMSOEVER IT MAY CONCERN**

We, Vaibhav Sawant and Vinod Khakle 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 55<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 27<sup>th</sup> November, 2019 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of 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: Vaibhav Sawant  
Address: 02, Sabakar chawl, Tanaji wadi,  
T. P. Road, Bhandup (w) 78  
Signature: 

**Witness 2**

Name: Vinod Khakle  
Address: 01, Khakle Chawl, Ghatipada, B-R. Road,  
Mulund (w) 40080  
Signature: 