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

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

Ţo,

Shri R. A. Shah

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

Dear Sir,

I, CS Bhumitra V. Dholakia, appointed as Scrutinizer by you for the purpose of the Poll taken on Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021, submit my Report as under: Wednesday, the 24th Shareholders of Procter & Gamble Hygiene and Health Care Limited ("the Company") held on below mentioned Resolutions, at the 50th September, 2014 at 10.30 a. m at Y. B. Annual General Meeting of the Equity Chavan Pratishthan,

- After the time fixed for the Poll by the Chairperson, Two (2) empty Ballot Boxes kept for Polling was locked in my presence and Members who were present.
- 7 the authorizations and proxies lodged with the Company, M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and The poll papers were 2 (Two) Witnesses (Declaration attached). The Poll papers were diligently scrutinized The locked Ballot Boxes was subsequently opened in my presence and in the presence of reconciled with the records maintained by the Company and
- μ The Poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.



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The result of the Poll is as under:

Resolution:

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

(i) Voted in favour of the Resolution:

	pe	pr	Z
_	person or by proxy)	present and voting (In by them	ımber
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	roxy)	votin _i	Men
		e (In	bers
		by th	Num
2,3		nem	ıber
0,65			of.
2,30,65,219			Votes
			cast
		Va	%
		id v	of
99.		valid votes cast	total
99.998		cast	Number of Members Number of Votes cast % of total number of
			약

(ii) Voted against the Resolution:

0.002	473	3
		person or by proxy)
valid votes cast	by them	present and voting (In by them
% of total number of	Number of Votes cast	Number of Members Number of Votes cast % of total number of

10	person or by proxy	present and voting (In by them	Number of
	оху)	oting (In	Members
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975			of Members Number of Votes cast % of total number of
			ast
		valid votes cast	% of
0.004		otes c	total
04		ast	number
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(b) Item No 2: To declare dividend for the Financial Year ended June 30, 2014.

(i) Voted in favour of the Resolution:

	Number of Members Number present and voting (In by them person or by proxy)
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	Memb voting proxy)
	ers (In
2,:	of Members Number of Votes cast % of total number of and voting (In by them valid votes cast or by proxy)
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2,30,65,197	Votes
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99.998	% of total nur
998	number
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(ii) Voted against the Resolution:

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	roxy)	voting (Membe
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		by them	Number
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Un Un			Votes
			cast
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		d v	유
0.002		valid votes cast	total
02		:ast	of Members Number of Votes cast % of total number of
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	Number of Members Number of Votes cast % of total number of present and voting (In by them valid votes cast person or by proxy)
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	Membe voting (proxy)
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	Number by them
975	약
51	Votes
	cast
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0.004	% of total nur valid votes cast
104	number :ast
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- (c) Item No 3: To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.
- (i) Voted in favour of the Resolution:

50	Number of Members Number present and voting (In by them person or by proxy)
2,30,44,275	of Members Number of Votes cast % of total number of and voting (In by them valid votes cast valid votes cast
99.91	% of total number of valid votes cast

	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
11	Ьγр	and	of
	roxy)	voting	Memb
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		by them	Number
21,417			of 1
17			Votes
			cast
		vali	%
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0.09		valid votes cast	otal
09		cast	number
			으

0.004	975	10
	Name of the state	person or by proxy)
valid votes cast	by them	present and voting (In by them
% of total	Number of Votes cast	Number of Members Number of Votes cast % of total number of





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

(i) Voted in favour of the Resolution:

56	Number of Members Number present and voting (In by them person or by proxy)
2,30,64,747	Number of Members Number of Votes cast % of total number of present and voting (In by them valid votes cast person or by proxy)
99.996	% of total number of valid votes cast

(ii) Voted against the Resolution:

5	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
945		by them	Number of Votes cast
0.004		valid votes cast	% of total number of

(iii) Invalid votes:

10	person or by proxy	present and voting (In by them	Number of Members Number of Votes cast % of total number of
	roxy)	voting (li	Member
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975			약
15			Votes
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0.004		valid votes cast	total
104		ast	number
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rk Limited Page 5 of 19

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

55	Number of Members Number of Votes cast % of total number of present and voting (In by them valid votes cast person or by proxy)
2,30,64,332	Number of Votes cast by them
99.996	% of total number of valid votes cast

0.004	960		ß	
			у ргоху)	person or by proxy
valid votes cast	them	by t	present and voting (In by them	present a
% of total	Number of Members Number of Votes cast % of total number of	Nun	of Members	Number

(iii) Invalid votes:

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	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
		by them	Number
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vi.			Votes
)			cast
		vali	%
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0.006		valid votes cast	otal
106		cast	number
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- (f) Item No 6: Appointment of Mr. B. S. Mehta (DIN 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.
- (i) Voted in favour of the Resolution:

-	person or by proxy)	present	Number
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2,3		present and voting (In by them	Number of Members Number of Votes cast % of total number of
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2,30,64,754			Votes
			cast
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		lid 1	of
99.		valid votes cast	total
99.996		cast	number
			of.

4	person or by proxy)	present and voting (In by them	Number of Members
938		by them	of Members Number of Votes cast % of total number of
0.004		valid votes cast	% of total number of

(iii) Invalid votes:

Number of Members Number of Votes cast % of total number of present and voting (In by them person or by proxy) valid votes cast person or by proxy) 975 0.004				
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In by them valid votes cast valid votes cast valid votes cast 0.004		roxy)	voting	Memb
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cast % of total number of valid votes cast 0.004				Votes
% of total number of valid votes cast 0.004				cast
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number of cast	0.0		otes	total
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ealth Cafe Limited Page of 19

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

200	Number of Members Number of Votes cast % of total number of present and voting (In by them valid votes cast person or by proxy)
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99.998	% of total nur valid votes cast
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ω	person or by proxy)	present and voting (In by them	Number of Member
473		1 by them	of Members Number of Votes cast % of total number of
0.002		valid votes cast	% of total number of

111	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
1,375		by them	Number of Votes cast
0.006		valid votes cast	% of total number of





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

(i) Voted in favour of the Resolution:

	person or by proxy)	present	Number
56	гbу	and	약
	proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
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30,6			으
2,30,64,354			Votes
			cast
		va	%
		id v	약
99.		valid votes cast	total
99.996		cast	number
			약

(ii) Voted against the Resolution:

4	person or by proxy)	present and voting (In by them	Number of Members
938		by them	of Members Number of Votes cast % of total number of
0.004		valid votes cast	% of total number of

(iii) Invalid votes:

 -1	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
1,375		by them	Number of Votes cast
0.006		valid votes cast	% of total number of



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th Care Limited Pige 9 of 19

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

(i) Voted in favour of the Resolution:

57	person or by proxy)	present and voting (In by them	Number of Members
2,30,65,212		by them	Number of Votes cast
99.998		valid votes cast	Number of Members Number of Votes cast % of total number of

(ii) Voted against the Resolution:

Number of Members Number of Votes cast % of total number of present and voting (In by them valid votes cast person or by proxy) 4 480 0.002				
of Members Number of Votes cast % of total number of and voting (In by them valid votes cast rby proxy) 4 4 480 0.002		person o	present	Number
Members Number of Votes cast % of total number of voting (In by them valid votes cast valid votes cast sroxy) 480 0.002	4	r by r	and	약
(In by them valid votes cast valid votes cast valid votes cast 480 0.002		proxy)	voting	Memb
Number of Votes cast % of total number of by them valid votes cast valid votes cast 0.002			(F	ers
of Votes cast % of total number of valid votes cast valid votes cast 0.002			by them	Number
Votes cast % of total number of valid votes cast 0,002	480			of
valid votes cast 0.002	0			Votes
% of total number of valid votes cast 0,002				cast
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otal number of otes cast			d vo	of t
number of cast	0.0		otes (otal
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10	person or by proxy)	present and voting (In by them	Number of Members Number of Votes cast % of total number of
975		by them	Number of Votes cast
0.004		valid votes cast	% of total number of





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

57	person or by proxy)	present and voting (in by them	Number of Member
2,30,65,212		in by them	Number of Members Number of Votes cast % of total number of
99.998		valid votes cast	% of total number of

4	person or by proxy)	present and voting (In by them	Number of Members
480		by them	Number of Members Number of Votes cast % of total number of
0.002		valid votes cast	% of total number of

(iii) Invalid votes:

person o	present	Number
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proxy)	voting	Mem
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		ber
	person or by proxy)	person or by proxy) valid votes cast



Scrutinizer's Report-Poll- 50th AGM of Procter & Gamble Hygiene and Health Care Limit

- 5. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the Resolution is enclosed.
- The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report part of this Report. on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral
- Ms. Preeti Bishnoi, Company Secretary of the Company authorized by the Board for safe The Poll papers and all other relevant records were sealed and handed over to keeping.

Thanking you,

Yours faithfully,

Place: Mumbai Date: 24th September, 2014

> CS Bhumitra V. Dholakia Partner

Company Secretaries

C.P. No. 507

ANNEXURE

A. BASIS OF ACCEPTANCE

- \vdash The assent or dissent has been given considered by any other mark, the Poll Paper has been
- 2 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
- w Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered
- 4 of shares (votes) indicated/cast has been considered. Shareholder has voted for less number of shares than his actual Shareholding, the number
- ĊΠ Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- σ has been considered and voting done through Poll has been treated as Invalid If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting

B. BASIS OF REJECTION

- Shareholder has not put any mark on either assent or dissent
- Poll paper is not signed,
- w with that of the signature in the Poll Papers. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs
- 4 The specimen signature of the beneficial owner is not provided to the Registrar and Share with the specimen. Transfer Agent by the Depositories and consequently there is no way to verify the signature
- S Shareholder has put tick mark for both assent and dissent without indicating number of
- 6 Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney not provided to the Company / Registrar and Share Transfer Agent.

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MUMBAI

- 7. the Scrutinizers to identify either the Member or the number of votes. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for
- œ 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 a treated as invalid. Authorised Representative of the Body Corporate, the Poll Paper has been rejected and
- 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
- 11 If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.



C. REPORT FOR INVALID POLL PAPERS.

i. For Resolution No.1:

	'n	2.	Ļ	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	∞	Z	No. of Poll Papers
975	373	602	NIL	Total number of Invalid votes casted

ii. For Resolution No. 2:

	'n	2.	i-¬	No.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	œ	NIL	No. of Poll Papers
975	373	602	NiL	Total number of invalid votes casted



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iii. For Resolution No. 3:

	ψ	2.	P	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	œ	NIL	No. of Poll Papers
975	373	602	NIL	Total number of Invalid votes casted

iv. For Resolution No. 4:

	'n	2.	'n	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	00	N	No. of Poll Papers
975	373	602	NIL	Total number of Invalid votes casted





v. For Resolution No. 5:

Sr.	Category	No. of Poll Papers	Total number of Invalid votes casted
P	No votes polled	1	400
2.	Signature not tallied	00	602
ω	Signature not available	2	373
	TOTAL	11	1,375

vi. For Resolution No. 6:

	'n	2.	<u>;</u>	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	00	N.	No. of Poll Papers
975	373	602	N.	Total number of Invalid votes casted



vii. For Resolution No. 7:

viii. For Resolution No. 8:

	'n	2.	<u></u>	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
12	2	\omega	ь	No. of Poll Papers
1,375	373	602	400	Total number of Invalid votes casted



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× For Resolution No. 9:

	'n	2.	'n	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	Ø	N.I.C	No. of Poll Papers
975	373	602	NIL	Total number of Invalid votes casted

> For Resolution No. 10:

	'n	2.	÷	Sr.
TOTAL	Signature not available	Signature not tallied	No votes polled	Category
10	2	œ	NIL	No. of Poli Papers
975	373	602	NIL	Total number of Invalid votes casted

Thanking you,

Yours faithfully,

Place: Mumbai Date: 24th September, 2014

Partner CS Bhumitra V. Dholakia

Dholakia & Associates (Company Secretaries)

C.P. No. 507

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TO WOMSOEVER IT MAY CONCERN

Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021, was opened in our presence as ("the Company") casted their vote by way of Poll at the 50th Annual General Meeting of the Box, in which Equity Shareholders of Procter & Gamble Hygiene and Health Care Limited We, Prashant Kirtikarand ... เรื่องปกายเหล่า เกลย์สาโละeby state that the Polling the same was in sealed condition and without any tampering. required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and Company held on Wednesday, the 24th September, 2014 at 10.30 a.m. at Y. B.

Witness Z: Rikadam

24-09-14

10.000