

Partners
CS Bhumitra V. Dholakia
B.A., LL.B., CALL B, FCS
CS Nrupang B Dholakia
B.Com., A.C.S., D.C.L., E.PCORP

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

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]*

To,

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

Dear Sir,

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

1. 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.
2. The locked Ballot Boxes was subsequently opened in my presence and in the presence of
2 (Two) Witnesses (Declaration attached). 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 Transfer Agents of the Company and
the authorizations and proxies lodged with the Company.
3. The Poll papers, which were incomplete and / or which were otherwise found defective
have been treated as invalid and kept separately.





Scrutinizer's Report-Poll- 50th AGM of Procter & Gamble Hygiene and Health Care Limited Page 1 of 19

4. 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:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
58	2,30,65,219	99.998

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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



(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 present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,65,197	99.998

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	495	0.002

(iii) Invalid votes:

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



(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:

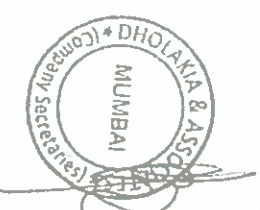
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
50	2,30,44,275	99.91

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	21,417	0.09

(iii) Invalid votes:

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



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

(i) Voted in favour of the Resolution:

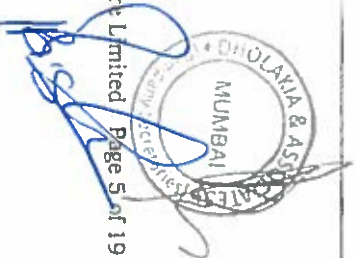
Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
56	2,30,64,747	99.996

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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



(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:

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

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
5	960	0.004

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006



(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:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,64,754	99.996

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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



(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:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,64,819	99.998

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006



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

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
56	2,30,64,354	99.996

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006



(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:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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



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

(i) Voted in favour of the Resolution:

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

(ii) Voted against the Resolution:

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

(iii) Invalid votes:

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



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.
6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
7. The Poll papers and all other relevant records were sealed and handed over to Ms. Preeti Bishnoi, Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Mumbai
Date: 24th September, 2014



CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
C.P. No. 507

A handwritten signature in blue ink, appearing to be "B.V. Dholakia".

ANNEXURE

A. BASIS OF ACCEPTANCE

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
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.
3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
6. 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.

B. BASIS OF REJECTION

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 a 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 e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.



A handwritten signature in blue ink, consisting of stylized cursive letters.

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

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

ii. For Resolution No. 2:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975



iii. For Resolution No. 3:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

iv. For Resolution No. 4:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975



v. For Resolution No. 5:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		11	1,375

vi. For Resolution No. 6:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975



vii. For Resolution No. 7:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		11	1,375

viii. For Resolution No. 8:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		11	1,375



ix. For Resolution No. 9:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

x. For Resolution No. 10:

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

Thanking you,

Yours faithfully,

Place: Mumbai

Date: 24th September, 2014



[Handwritten Signature]

CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
C.P. No. 507

[Handwritten Signature]

TO WOMSOEVER IT MAY CONCERN

We, Prashant Kivlikar and Ratna Kar hereby state that the Polling Box, in which Equity Shareholders of Procter & Gamble Hygiene and Health Care Limited ("the Company") casted their vote by way of Poll at the 50th Annual General Meeting of the Company held on Wednesday, the 24th September, 2014 at 10.30 a.m. at Y. B. Chavan Pratishthan, Gen. Jaganathrao 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 was in sealed condition and without any tampering.

Witness 1: 
24/09/14 12:15

Witness 2: R Kadam
24-09-14/12:15

