



**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
Website: in.pg.com

November 25, 2020

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 56th Annual General Meeting of Shareholders held on November 24, 2020

We would like to inform you that the 56th Annual General Meeting of the Company was held on November 24, 2020 at 11.00 a.m. through Video Conference / Other Audio Visual Means.

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

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2020 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					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	3629765	69.3411	3629765	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3629765	69.3411	3629765	0	100.0000	0.0000
Public Non Institutions	E-Voting	4296308	10516	0.2448	10505	11	99.8954	0.1046
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	10960	11	99.8997	0.1003
Total		32460736	26570509	81.8543	26570498	11	100.0000	0.0000



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			2 - To declare Final Dividend for the Financial Year ended June 30, 2020					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	3957388	75.5998	3839209	118179	97.0137	2.9863
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3957388	75.5998	3839209	118179	97.0137	2.9863
Public Non Institutions	E-Voting	4296308	10516	0.2448	10516	0	100.0000	0.0000
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	10971	0	100.0000	0.0000
Total		32460736	26898132	82.8636	26779953	118179	99.5606	0.4394



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Gagan Sawhney (DIN 08279568), 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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	3936330	75.1975	3923499	12831	99.6740	0.3260
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3936330	75.1975	3923499	12831	99.6740	0.3260
Public Non Institutions	E-Voting	4296308	10516	0.2448	10400	116	98.8969	1.1031
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	10855	116	98.9427	1.0573
Total		32460736	26877074	82.7987	26864127	12947	99.9518	0.0482



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			4 - To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	3951964	75.4962	3742622	209342	94.7028	5.2972
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3951964	75.4962	3742622	209342	94.7028	5.2972
Public Non Institutions	E-Voting	4296308	10516	0.2448	10281	235	97.7653	2.2347
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	10736	235	97.8580	2.1420
Total		32460736	26892708	82.8469	26683131	209577	99.2207	0.7793



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			5 - Appointment of Mr. Chitranjan Dua as Non-Executive Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	2449661	46.7970	1032520	1417141	42.1495	57.8505
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2449661	46.7970	1032520	1417141	42.1495	57.8505
Public Non Institutions	E-Voting	4296308	10516	0.2448	10406	110	98.9540	1.0460
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	10861	110	98.9974	1.0026
Total		32460736	25390405	78.2188	23973154	1417251	94.4182	5.5818




Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			6 - To ratify payment of Remuneration to the Cost Auditor for the Financial Year 2019-20					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[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		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5234655	3951964	75.4962	3951964	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3951964	75.4962	3951964	0	100.0000	0.0000
Public Non Institutions	E-Voting	4296308	10516	0.2448	9438	1078	89.7490	10.2510
	Poll		455	0.0106	455	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10971	0.2554	9893	1078	90.1741	9.8259
Total		32460736	26892708	82.8469	26891630	1078	99.9960	0.0040



Designated Partners
CS Bhumitra V. Dholakia
B.A., LL.B., C.A.I.I.B., FCS,
CS Nrupang B Dholakia
B.Com., FCS, LL.B., M.B.L., D.C.L., E.P.CORP

DHOLAKIA
& ASSOCIATES LLP
COMPANY SECRETARIES

Combined Report of Scrutinizer for Remote e-Voting and e-Voting during the AGM

To,

Mr. Chittranjan Dua

The Chairperson of 56th Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

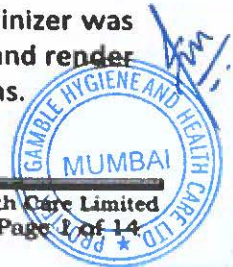
Held on Tuesday, 24th November, 2020 at 11.00 a.m. (IST) through video conferencing ("VC")/ other audio visual means (OVAM).

Dear Sir,

Combined Scrutinizer's Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 ("Company") pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 56th Annual General Meeting ("Meeting or AGM") of the Company, submit my combined report as under:

1. The AGM was held in pursuant to the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 regarding holding of the "AGM" through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue.
2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting during the AGM) to the Members on the resolutions proposed in the Notice calling the 56th AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions.



Scrutinizer's Report - Combined (Remote e-Voting and e-Voting at AGM) - Procter & Gamble Hygiene and Health Care Limited
- 56th AGM
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3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting during the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ('NSDL').
4. The Members of the Company as on the "cut-off" date i.e. Tuesday, November 17, 2020 were entitled to vote on the resolutions.
5. The remote e-voting period commenced on Thursday, November, 19 2020 9:00 a.m. (IST) and concluded on Monday, November 23, 2020 5:00 p.m. (IST).
6. The e-voting during the AGM was conducted online on the website of NSDL i.e. www.evoting.nsdl.com.
7. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and has not participated in the Remote e-Voting to record their votes on the resolutions to be passed.
8. After the closure of the e-voting after 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. www.evoting.nsdl.com on Tuesday, November 24, 2020 in the presence of two witnesses who are not in the employment of the Company.
9. I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 56th AGM based on the scrutiny of remote e-voting and the e-voting during the AGM and votes cast therein based on the basis of the data downloaded from the electronic voting system of NSDL.
10. Members who had exercised their vote through Remote e-Voting were not allowed to vote during the AGM in compliance with Rule 20 (4) (xi) of the Companies (Management and Administration) Rules, 2014.



11. The Combined Result (Remote e-Voting + e-voting during AGM) is as under:

- (a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2020 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	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	183	2,65,70,054
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	183	2,65,70,054
B. e-Voting during the AGM		
Total Votes received	3	455
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	186	2,65,70,509
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	186	2,65,70,509



(i) Voted in favor of the resolution:

Number of Members who cast vote received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
182	2,65,70,043	99.9999586
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
185	2,65,70,498	99.9999586

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	11	0.0000414
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
1	11	0.0000414



(b) Item No 2: To declare Final Dividend for the Financial Year ended June 30, 2020.

Particulars	Number of Members who cast	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	199	2,68,97,677
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	199	2,68,97,677
B. e-Voting during the AGM		
Total Votes received	3	455
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	202	2,68,98,132
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	202	2,68,98,132



(i) Voted in favor of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
198	2,67,79,498	99.5606349
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
201	2,67,79,953	99.5606424

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
1	1,18,179	0.4393651
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
1	1,18,179	0.4393576



(c) Item No 3: To appoint a Director in place of Mr. Gagan Sawhney (DIN 08279568), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	188	2,68,76,619
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	188	2,68,76,619
B. e-Voting during the AGM		
Total Votes received	3	455
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	191	2,68,77,074
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	191	2,68,77,074



(i) Voted In favor of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
175	2,68,63,672	99.951828
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
178	2,68,64,127	99.9518288

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
13	12,947	0.048172
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
13	12,947	0.0481712



(d) Item No 4: 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	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	190	2,68,92,253
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	190	2,68,92,253
B. e-Voting during the AGM		
Total Votes received	3	455
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	193	2,68,92,708
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	193	2,68,92,708



(i) Voted in favor of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
160	2,66,82,676	99.2206789
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
163	2,66,83,131	99.2206921

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
30	2,09,577	0.7793211
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
30	2,09,577	0.7793079



(e) Item No 5: To appoint Mr. Chittrajan Dua (DIN: 00036080) as Non- Executive Independent Director of the Company.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	185	2,53,89,950
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	185	2,53,89,950
B. e-Voting during the AGM		
Total Votes received	3	455
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	188	2,53,90,405
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	188	2,53,90,405



(i) Voted In favor of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
146	2,39,72,699	94.4180631
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
149	2,39,73,154	94.4181631

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
39	14,17,251	5.5819369
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
39	14,17,251	5.5818369



(f) Item No 6: Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2020-21.

Particulars	Number of Members who cast vote	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	190	2,68,92,253
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	190	2,68,92,253
B. e-Voting during the AGM		
Total Votes received	3	455
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	3	455
C. Combined (A+B)		
Total Votes received	193	2,68,92,708
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	193	2,68,92,708



(i) Voted In favor of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
187	2,68,91,175	99.9959914
B. e-Voting during the AGM		
3	455	100
C. Combined (A+B)		
190	2,68,91,630	99.9959915

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	1,078	0.0040086
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
3	1,078	0.0040085

12. You may accordingly declare the result of the Remote e-Voting and e-Voting during the AGM.

13. All the relevant records of Remote e-Voting and e-Voting during the AGM 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,



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

UDIN: F000977B001302607

Place: Mumbai

Date: 25th November, 2020

