



**Procter & Gamble Hygiene
and Health Care Limited**
CIN: L24239MH1964PLC012971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai - 400099
Tel: (91-22) 6958 6000
Fax: (91-22) 6958 7337
Website: in.pg.com

November 27,2024

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 60th Annual General Meeting of Shareholders held on November 26, 2024

We would like to inform you that the 60th Annual General Meeting of the Company was held on November 26, 2024 at 11.00 a.m. through Video Conferencing or Other Audio Visual Means in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

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,

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

Ghanashyam Hegde
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, 2024 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
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5435212	5262976	96.8311	5262976	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5262976	96.8311	5262976	0	100.0000	0.0000
Public Non Institutions	E-Voting	4095751	23499	0.5737	23465	34	99.8553	0.1447
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23499	0.5737	23465	34	99.8553	0.1447
Total		32460736	28216248	86.9242	28216214	34	99.9999	0.0001

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, 2024.					
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
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5435212	5263469	96.8402	5262919	550	99.9896	0.0104
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5263469	96.8402	5262919	550	99.9896	0.0104
Public Non Institutions	E-Voting	4095751	23366	0.5705	23327	39	99.8331	0.1669
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23366	0.5705	23327	39	99.8331	0.1669
Total		32460736	28216608	86.9253	28216019	589	99.9979	0.0021

Procter & Gamble Hygiene And Health Care Limited

Resolution Required :Ordinary		3 - To appoint a Director in place of Mr. Ghanashyam Hegde, Executive Director (DIN 08054712), 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
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5435212	5262976	96.8311	5251796	11180	99.7876	0.2124
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5262976	96.8311	5251796	11180	99.7876	0.2124
Public Non Institutions	E-Voting	4095751	23340	0.5699	23257	83	99.6444	0.3556
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23340	0.5699	23257	83	99.6444	0.3556
Total		32460736	28216089	86.9237	28204826	11263	99.9601	0.0399

Procter & Gamble Hygiene And Health Care Limited

Resolution Required :Ordinary			4 - To appoint a Director in place of Mr. Gagan Sawhney, Non-Executive Director (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
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5435212	5262976	96.8311	5226019	36957	99.2978	0.7022
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5262976	96.8311	5226019	36957	99.2978	0.7022
Public Non Institutions	E-Voting	4095751	23340	0.5699	23256	84	99.6401	0.3599
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23340	0.5699	23256	84	99.6401	0.3599
Total		32460736	28216089	86.9237	28179048	37041	99.8687	0.1313

Procter & Gamble Hygiene And Health Care Limited

Resolution Required :Ordinary		5 - Ratification of remuneration payable to the Cost Auditor for the Financial Year 2024-25						
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
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5435212	5262976	96.8311	5262976	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5262976	96.8311	5262976	0	100.0000	0.0000
Public Non Institutions	E-Voting	4095751	23340	0.5699	23293	47	99.7986	0.2014
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23340	0.5699	23293	47	99.7986	0.2014
Total		32460736	28216089	86.9237	28216042	47	99.9998	0.0002

**Consolidated Report of Scrutinizer on
Remote e-voting and electronic voting at the Annual General Meeting (AGM)**

To,
Ghanashyam Hegde
Director & Compliance Officer
Procter & Gamble Hygiene and Health Care Limited
P & G Plaza, Cardinal Gracias Road,
Chakala, Andheri East, Mumbai - 400099, Maharashtra, India

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 60th AGM of the shareholders of the Company, held on Tuesday, November 26, 2024 at 11:00 A.M. IST through video conferencing ("VC")/other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter the "SEBI Listing Regulations")

- A. I, Makarand Joshi, Partner of M/s. Makarand M Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of the Board of Directors of the Company held on August 28, 2024, to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic voting at the AGM** under the provisions of Section 109 of the Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 60th AGM held on Tuesday, November 26, 2024, at 11:00 A.M.
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice convening the 60th AGM of the Company along with the process of remote e-voting and electronic voting at the AGM were sent to the shareholders whose e-mail addresses were registered with the Company's Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes in compliance with the General Circular No. 09/2023 dated September 25, 2023, other circulars issued by the Ministry of Corporate Affairs from time to time and Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by Securities and Exchange Board of India ("SEBI")("the Circulars") and applicable

Head Office

Ecstasy, 802-805, 8th Floor, Citi Of Joy, JSD, Mulund West, Mumbai - 400080, Maharashtra
Board Number: +91 22 3100 8600 **Nasik Branch:** 0253- 2316533, 2516455 www.mmjc.in

provisions of the SEBI Listing Regulations, the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

The Company completed dispatch of Notice along with an explanatory statement on November 04, 2024, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on November 19,2024.

- C. The Company had availed the remote e-voting facility provided by the National Securities Depository Limited (“NSDL”) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, November 21, 2024 at 9:00 A.M. and ends on Monday, November 25, 2024 at 5:00 P.M. (IST) and the NSDL remote e-voting portal was blocked for voting thereafter.
- D. The Company had appointed NSDL for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for the closing of electronic voting at the AGM by the Chairman, voting was closed and votes cast were unblocked.
- E. On the basis of the votes exercised by the shareholders of the Company through remote e-voting and by way of electronic voting at the AGM I have issued this Scrutinizer’s Report dated November 27, 2024.

Date of AGM	November 26, 2024
Total number of shareholders on record date (i.e., as on Tuesday, November 19, 2024)	44,452
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	2
Public	41

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2024 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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1.	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	54,35,212	52,62,976	96.8311	52,62,976	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		52,62,976	96.8311	52,62,976	0	100.0000	0.0000
3.	Public-Non- Institutional	Remote E-Voting	40,95,751	23,499	0.5737	23,465	34	99.8553	0.1447
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		23,499	0.5737	23,465	34	99.8553	0.1447
Total			3,24,60,736	2,82,16,248	86.9242	2,82,16,214	34	99.9999	0.0001

Resolution Item No. 2 - Ordinary Resolution:

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2024.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1.	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	54,35,212	52,63,469	96.8402	52,62,919	550	99.9896	0.0104
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		52,63,469	96.8402	52,62,919	550	99.9896	0.0104
3.	Public-Non- Institutional	Remote E-Voting	40,95,751	23,366	0.5705	23,327	39	99.8331	0.1669
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		23,366	0.5705	23,327	39	99.8331	0.1669
Total			3,24,60,736	2,82,16,608	86.9253	2,82,16,019	589	99.9979	0.0021

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Ghanashyam Hegde, Executive Director (DIN 08054712), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1.	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	54,35,212	52,62,976	96.8311	52,51,796	11,180	99.7876	0.2124
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		52,62,976	96.8311	52,51,796	11,180	99.7876	0.2124
3.	Public-Non- Institutional	Remote E-Voting	40,95,751	23,340	0.5699	23,257	83	99.6444	0.3556
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		23,340	0.5699	23,257	83	99.6444	0.3556
Total			3,24,60,736	2,82,16,089	86.9237	2,82,04,826	11,263	99.9601	0.0399

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Mr. Gagan Sawhney, Non-Executive Director (DIN 08279568), who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1.	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
2.	Public - Institutional holders	Remote E-Voting	54,35,212	52,62,976	96.8311	52,26,019	36,957	99.2978	0.7022
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		52,62,976	96.8311	52,26,019	36,957	99.2978	0.7022
3.	Public-Non- Institutional	Remote E-Voting	40,95,751	23,340	0.5699	23,256	84	99.6401	0.3599
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		23,340	0.5699	23,256	84	99.6401	0.3599
Total			3,24,60,736	2,82,16,089	86.9237	28179048	37041	99.8687	0.1313

Resolution Item No. 5 - Ordinary Resolution:

Ratification of remuneration payable to the Cost Auditor for the Financial Year 2024-25.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
4.	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		2,29,29,773	100.0000	2,29,29,773	0	100.0000	0.0000
5.	Public - Institutional holders	Remote E-Voting	54,35,212	52,62,976	96.8311	52,62,976	0	100.0000	0.0000
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		52,62,976	96.8311	52,62,976	0	100.0000	0.0000
6.	Public-Non- Institutional	Remote E-Voting	40,95,751	23,340	0.5699	23,293	47	99.7986	0.2014
		E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
		Total		23,340	0.5699	23,293	47	99.7986	0.2014
Total			3,24,60,736	2,82,16,089	86.9237	2,82,16,042	47	99.9998	0.0002

F. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting facilitated at the AGM.

It is to be noted that:

1. Shares transferred to the 'Investor Education and Protection Fund', 'Unclaimed Suspense Account' and 'Suspense Escrow Demat Account' are frozen.
2. The votes cast does not include abstained and invalid votes on all the resolutions.
3. All the aforesaid resolutions were passed with requisite majority.
4. Voting rights of Foreign Portfolio Investors, if any, who have not submitted additional disclosures by the end of the prescribed period as notified by SEBI Circular No. SEBI/HO/AFD/AFD-PoD-2/CIR/P/2023/148 dated August 24, 2023 (subsumed as a part of the SEBI Master Circular No. SEBI/HO/AFD/AFD-PoD-2/P/CIR/2024/70 dated May 30, 2024) have been restricted as provided in the said Circular.

Thanking you,
Yours faithfully,

**For Makarand M Joshi & Co.,
Practicing Company Secretaries**

Makarand
Madhusudan
Joshi

Digitally signed by
Makarand Madhusudan
Joshi
Date: 2024.11.27
16:24:41 +05'30'

Makarand M Joshi
Partner
FCS: 5533
CP: 3662
PR: 640/2019
UDIN: F005533F002873552
Date: November 27, 2024
Place: Mumbai

For Procter & Gamble Hygiene and Health Care Ltd.

GHANASH
YAM
HEGDE

Digitally signed
by GHANASHYAM
HEGDE
Date: 2024.11.27
18:14:33 +05'30'

Ghanashyam Hegde
Director & Compliance Officer
DIN: 08054712
Date:
Place: Mumbai