



March 24,2023

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001
Ref:- Scrip Code:- 500126

To,
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400051
Ref:- Scrip Code:- PGHL

Dear Sir / Madam,

Subject: Disclosure of Voting Results of the Postal Ballot process

We are enclosing herewith following documents:

1. Proceedings of the Postal Ballot
2. Voting results in respect of the Postal Ballot process, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
3. Scrutinizers Report

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Procter & Gamble Health Limited

Zeal Shah
Company Secretary



Summary of the proceedings of the resolution passed by way of Postal Ballot by the Shareholders of Procter & Gamble Health Limited, on March 22,2023

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated February 20,2023 to obtain approval of shareholders through Postal Ballot / e-voting for the Re-appointment of Mr. Milind Thatte (DIN 08092990) as the Managing Director of the Company for a period of five years effective April 1, 2023.

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e. February 10, 2023.

The e-voting period commenced on Tuesday, February 21, 2023 at 9:00 A.M. and ended on Wednesday, March 22,2023 at 5:00 P.M.

The Board of Directors had appointed Mr. Nrupang Bhumitra Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Vishvesh G Bhagat, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

Shareholders who had registered their e-mail ids with depositories or with the Company were sent Notice of Postal Ballot by e-mail and shareholders who had not registered their e-mail ids received Notice of Postal Ballot along with Postal Ballot Form through courier. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Postal Ballot Form/e-Voting and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Mumbai Lakshadeep (Marathi Language) and Business Standard (English Language).

Members were advised to carefully read the instructions before casting their votes.

The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on March 24,2023.

The results of the Postal Ballot as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith.

Procter & Gamble Health Limited

CIN: L99999MH1967PLC013726

Registered Office: Ground Floor and First Floor,

P&G Plaza, Cardinal Gracias Road, Chakala,

Andheri-E, Mumbai-400 099 | Tel: (91-22) 6866 9000

www.pghealthindia.com



On the basis of Scrutinizer's report, we hereby declare the result of Postal ballot / e-voting on March 24,2023. The resolutions as mentioned in the Postal Ballot Notice are duly passed with requisite majority on March 22,2023.

For Procter & Gamble Health Limited

Zeal Shah
Company Secretary

	PROCTER & GAMBLE HEALTH LIMITED
Date of the record date	10-02-2023
Total number of shareholders on record date	64216
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution Details(1)								
Resolution Required					Re-appointment of Mr. Milind Thatte (DIN 08092990) as the Managing Director of the Company for a period of five years effective April 1,2023.			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares (3)= [(2)/(1)]*100	No. of votes - in favour	No. of votes - in Against	% of votes - in favour (6)=[(4)/(2)]*100	% of votes - in Against (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-voting	8601071	8601071	100	8601071	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		8601071	8601071	100	8601071	0	100
Public Institutions	E-voting	2568985	1874467	72.96527617	1671291	203176	89.16086546	10.83913454
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		2568985	1874467	72.96527617	1671291	203176	89.16086546
Public Non-Institutions	E-voting	5429326	106804	1.967168669	106600	204	99.80899592	0.191004082
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		5429326	106804	1.967168669	106600	204	99.80899592
Total		16599382	10582342	63.75142159	10378962	203380	98.07811919	1.921880809

SCRUTINIZER'S REPORT

To,
The Chairman,
Procter & Gamble Health Limited
P & G Plaza,
Cardinal Gracias Road,
Chakala, Andheri East
Mumbai – 400099

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR THE RESOLUTION AS SET OUT IN THE
NOTICE OF POSTAL BALLOT DATED FEBRUARY 20, 2023.**

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries (“firm”) were appointed as the Scrutinizer by the Board of Directors of Procter & Gamble Health Limited (“the Company”), to scrutinize the Postal Ballot voting process (voting by e-voting/physical postal ballot) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Designated Partner of the firm, submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed business reply envelopes through Post (members whose e-mail id is not registered) & e-mails (members whose e-mail id is registered with depositories or with the Company) to the Members whose names appeared in the Register of Members/List of Beneficial owners as on February 10, 2023.
 - 2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent (“RTA”) i.e. KFin Technologies Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana.
 - 2.3 All Postal Ballot Forms, received up to the close of working hours (17:00 hours) on March 22, 2023 the last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting were considered for my scrutiny.

Scrutinizer's Report – Procter & Gamble Health Limited- Postal Ballot – March, 2023

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- 2.4 Envelopes containing Postal Ballot Forms received after 17:00 hours on March 22, 2023 were not considered for my scrutiny.
- 2.5 The Postal Ballot envelopes were opened on March 6, 2023 and March 20, 2023 by KFin Technologies Limited at Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana and a scan of the forms was sent for my scrutiny thereafter.
- 2.6 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 I have not found any defaced/mutilated Postal Ballot Form.
- 2.9 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL) (Agency) for supervising electronic platform which was closed by NSDL on March 22, 2023 at 17:00 hours.
- 2.10 I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot Forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per **Annexure - I**) and Basis of Rejection (as per **Annexure - II**), and on proper scrutiny of all the Postal Ballot forms and votes cast by way of e-voting, I report the result of the Postal Ballot as under:



RESOLUTION NO. 1 – RE-APPOINTMENT OF MR. MILIND THATTE (DIN 08092990) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS EFFECTIVE APRIL 1, 2023 (ORDINARY RESOLUTION).

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	2	125
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	2	125
Total Number of Valid Postal Ballot Forms for this Resolution	NIL	NIL

(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	496	1,05,82,342
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
Total Number of Valid Votes	496	1,05,82,342



(c) Details of Voting:

Particulars	Aggregate of Physical Forms and Electronic Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	496	1,05,82,342	100
Assented to Resolution	460	1,03,78,962	98.08
Dissented to Resolution	36	2,03,380	1.92

4. You may accordingly declare the result of the voting by Postal Ballot.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 12884
Membership No.: FCS 10032

ICSI UDIN: F010032D003313530

Place: Mumbai

Date: March 24, 2023

"ANNEXURE-I"**BASIS OF ACCEPTANCE****A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form sought from Company's Registrar and Share Transfer Agent (RTA), KFin Technologies Limited.
2. Assent or dissent has been given by any other mark for resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

1. Member has voted only through e-voting i.e. electronic mode.
2. Members has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.



Nrup B
CS Nrupang B. Dholakia

Designated Partner
Dholakia & Associates LLP
(Company Secretaries)

C. P. No. 12884

Membership No.: FCS 10032

ICSI UDIN: F010032D003313530

Place: Mumbai

Date: March 24, 2023

"ANNEXURE-II"**BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

1. Member has not put any tick mark on either assent or dissent.
 2. Ballot paper is not signed.
 3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
 4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
 5. Member has put tick mark in more than one column out of assent and dissent without indicating number of shares.
 6. Member has sent a photocopy of the Postal Ballot Form.
 7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder, the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorised signatory is not attached with the Postal Ballot Form.
 8. Member has signed the Postal Ballot Form in pencil.
 9. Signature not visible.
 10. Member has signed in the Column for the purpose of Assent / Dissent.
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11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
 12. Postal Ballot Form 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.



13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.
14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid electronic mode has been considered and Postal Ballot Form has been treated as 'Invalid'.

B. VOTING THROUGH ELECTRONIC MODE:

1. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at scrutinizer@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 12884
Membership No.: FCS 10032

ICSI UDIN: F010032D003313530

Place: Mumbai

Date: March 24, 2023

"ANNEXURE-III"**REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.**

RESOLUTION NO. 1 – RE-APPOINTMENT OF MR. MILIND THATTE (DIN 08092990) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS EFFECTIVE APRIL 1, 2023 (ORDINARY RESOLUTION).

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL BALLOT FORM:			
1.	Signature not available	1	25
2.	Signature mismatch	1	100
<u>SUB-TOTAL – I</u>		2	125
II. VOTING THROUGH ELECTRONIC MODE:			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
<u>SUB-TOTAL - II</u>		NIL	NIL
<u>TOTAL (I + II)</u>		2	125



 CS Nrupang B. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 C. P. No. 12884
 Membership No.: FCS 10032

ICSI UDIN: F010032D003313530

Place: Mumbai

Date : March 24, 2023