



**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 16, 2022

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 58th Annual General Meeting of Shareholders held on November 15, 2022

We would like to inform you that the 58th Annual General Meeting of the Company was held on November 15, 2022 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

Ghanashyam Hegde

ED and 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, 2022 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?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4824273	91.41	4824273	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4824273	91.41	4824273	0	100.00	0.00
Public Non Institutions	E-Voting	4253388	19182	0.45	19178	4	99.98	0.02
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22118	0.52	22114	4	99.98	0.02
Total		32460736	27776164	85.57	27776160	4	100.00	0.00

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, 2022						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4825251	91.43	4825251	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4825251	91.43	4825251	0	100.00	0.00
Public Non Institutions	E-Voting	4253388	19182	0.45	19182	0	100.00	0.00
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22118	0.52	22118	0	100.00	0.00
Total		32460736	27777142	85.57	27777142	0	100.00	0.00

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?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4817814	91.29	2974394	1843420	61.74	38.26
	Poll		0	0.00	0	0	0.00	0.00
	Total		4817814	91.29	2974394	1843420	61.74	38.26
Public Non Institutions	E-Voting	4253388	19159	0.45	18811	348	98.18	1.82
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22095	0.52	21747	348	98.42	1.58
Total		32460736	27769682	85.55	25925914	1843768	93.36	6.64

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?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4825251	91.43	2998614	1826637	62.14	37.86
	Poll		0	0.00	0	0	0.00	0.00
	Total		4825251	91.43	2998614	1826637	62.14	37.86
Public Non Institutions	E-Voting	4253388	19179	0.45	18841	338	98.24	1.76
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22115	0.52	21777	338	98.47	1.53
Total		32460736	27777139	85.57	25950164	1826975	93.42	6.58

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		5 - To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4825251	91.43	4825251	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4825251	91.43	4825251	0	100.00	0.00
Public Non Institutions	E-Voting	4253388	19179	0.45	18157	1022	94.67	5.33
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22115	0.52	21093	1022	95.38	4.62
Total		32460736	27777139	85.57	27776117	1022	100.00	0.00

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Special)		6 - To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4825251	91.43	1294703	3530548	26.83	73.17
	Poll		0	0.00	0	0	0.00	0.00
	Total		4825251	91.43	1294703	3530548	26.83	73.17
Public Non Institutions	E-Voting	4253388	19159	0.45	18825	334	98.26	1.74
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22095	0.52	21761	334	98.49	1.51
Total		32460736	27777119	85.57	24246237	3530882	87.29	12.71

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		7 - To ratify payment of remuneration to the Cost Auditor for the Financial Year 2022-23						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4813547	91.21	4802471	11076	99.77	0.23
	Poll		0	0.00	0	0	0.00	0.00
	Total		4813547	91.21	4802471	11076	99.77	0.23
Public Non Institutions	E-Voting	4253388	19179	0.45	19173	6	99.97	0.03
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22115	0.52	22109	6	99.97	0.03
Total		32460736	27765435	85.54	27754353	11082	99.96	0.04

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2022 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?								
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	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	5277575	4824273	91.41	4824273	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4824273	91.41	4824273	0	100.00	0.00
Public Non Institutions	E-Voting	4253388	19182	0.45	19178	4	99.98	0.02
	Poll		2936	0.07	2936	0	100.00	0.00
	Total		22118	0.52	22114	4	99.98	0.02
Total		32460736	27776164	85.57	27776160	4	100.00	0.00

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080 (Ph) 022-21 678136

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

To,
Mr. Ghanshyam Hedge
Company Secretary
Procter & Gamble Hygiene & Health Care Ltd
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East), Mumbai-400099

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 58th AGM of the shareholders of the Company, held on Tuesday, November 15, 2022 at 11.00 A.M. through video conferencing ("VC")/other audio-visual means ("OAVM") in terms of provisions of the Companies Act, 2013 (herein after 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 M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on August 23, 2022 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 58th AGM held on Tuesday, November 15, 2022 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 58th 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 MCA Circulars dated April 8, 2020, April 13, 2020 and December 8, 2021 and May 5, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020 and January 15, 2021 and May 13, 2022 and applicable 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 explanatory statement on October 21, 2022 through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on October 14, 2022 ("cut-off-date").

- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, November 10, 2022 at 09:00 AM (IST) and ended on Monday, November 14, 2022 at 5:00 P.M. (IST) and the NSDL remote e-voting portal was blocked for voting thereafter.
- 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 16, 2022.

Date of AGM	November 15, 2022
Total number of shareholders on record date (i.e., as on November 08, 2022),	45,210
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	49

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2022 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 outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[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	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,24,273	91.41	48,24,273	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,24,273	91.41	48,24,273	0	100.00	0.00
3	Public-Non-Institutional	Remote E-Voting	42,53,388	19,182	0.45	19,178	4	99.98	0.02
		Poll		2,936	0.07	2,936	0	100.00	0.00
		Total		22,118	0.52	22,114	4	99.98	0.02
Total			3,24,60,736	2,77,76,164	85.57	2,77,76,160	4	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2022.

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
				[2]	[3]=[2]/(1)] *100	[4]	[5]	[6]=[4]/(2)]*1 00	[7]=[5]/(2)] *100
1	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,25,251	91.43	48,25,251	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,25,251	91.43	48,25,251	0	100.00	0.00
3	Public-Non- Institutional	Remote E-Voting	42,53,388	19,182	0.45	19,182	0	100.00	0.00
		Poll		2,936	0.07	2,936	0	0.00	0.00
		Total		22,118	0.52	22,118	0	100.00	0.00
Total			3,24,60,736	2,77,77,142	85.57	2,77,77,142	0	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Gagan Sawhney (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
				[2]	[3]=[2]/(1) *100	[4]	[5]	[6]=[4]/(2)*1 00	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,17,814	91.29	29,74,394	18,43,420	61.74	38.26
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,17,814	91.29	29,74,394	18,43,420	61.74	38.26
3	Public-Non- Institutional	Remote E-Voting	42,53,388	19,159	0.45	18,811	348	98.18	1.82
		Poll		2,936	0.07	2,936	0	100.00	0.00
		Total		22,095	0.52	21,747	348	98.42	1.58
Total			3,24,60,736	2,77,69,682	85.55	2,59,25,914	18,43,768	93.36	6.64

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
				[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	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,25,251	91.43	29,98,614	18,26,637	62.14	37.86
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,25,251	91.43	29,98,614	18,26,637	62.14	37.86
3	Public-Non-Institutional	Remote E-Voting	42,53,388	19,179	0.45	18,841	338	98.24	1.76
		Poll		2,936	0.07	2,936	0	100.00	0
		Total		22,115	0.52	21,777	338	98.47	1.53
Total			3,24,60,736	2,77,77,139	85.57	2,59,50,164	18,26,975	93.42	6.58

Resolution Item No. 5 – Ordinary Resolution:

To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
				[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
1	Promoter and Promoter Group	Remote E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,25,251	91.43	48,25,251	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,25,251	91.43	48,25,251	0	100.00	0.00
3	Public-Non-Institutional	Remote E-Voting	42,53,388	19,179	0.45	18,157	1022	94.67	5.33
		Poll		2,936	0.07	2,936	0	100.00	0.00
		Total		22,115	0.52	21,093	1022	95.38	4.62
Total			3,24,60,736	2,77,77,139	85.57	2,77,76,117	1022	100.00	0.00

Resolution Item No. 6 – Special Resolution:

To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
				[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	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,25,251	91.43	12,94,703	35,30,548	26.83	73.17
		Poll		0	0.00	0	0	0.00	0.00
		Total		48,25,251	91.43	12,94,703	35,30,548	26.83	73.17
3	Public-Non-Institutional	Remote E-Voting	42,53,388	19,159	0.45	18,825	334	98.26	1.74
		Poll		2,936	0.07	2,936	0	100.00	0.00
		Total		22,095	0.52	21,761	334	98.49	1.51
Total			3,24,60,736	2,77,77,119	85.57	2,42,46,237	35,30,882	87.29	12.71

Resolution Item No. 7- Ordinary Resolution:

Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2022-23.

Sr. No	Promoter/ Public	Mode of Voting	Total 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
				[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	100.00	2,29,29,773	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Total		2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	52,77,575	48,13,547	91.21	48,02,471	11,076	99.77	0.23
		Poll		0	0	0	0	0.00	0.00
		Total		48,13,547	91.21	48,02,471	11,076	99.77	0.23
3	Public-Non-Institutional	Remote E-Voting	42,53,388	19,179	0.45	19,173	6	99.97	0.03
		Poll		2,936	0.07	2,936	0	100.00	0.00
		Total		22,115	0.52	22,109	6	99.97	0.03
Total			3,24,60,736	2,77,65,435	85.54	2,77,54,353	11,082	99.96	0.04

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. Voting rights on the shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

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

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MAKARAND
MADHUSU MADHUSUDAN
DAN JOSHI JOSHI
Date: 2022.11.16
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Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
PR No. 640/2019
UDIN: F005533D001778194
Place: Mumbai
Date: 16-11-2022

For Procter & Gamble Hygiene and Health Care Limited

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GHANASHYAM HEGDE
HYAM Date: 2022.11.16
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Mr. Ghanshyam Hedge
Company Secretary
Place: Mumbai

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080

FORM No. MGT-13

Report of Scrutinizer

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

To

Mr. Ghanshyam Hedge

Company Secretary

Procter & Gamble Hygiene & Health Care Ltd

P&G Plaza, Cardinal Gracias Road,

Chakala, Andheri (East), Mumbai-400099

Scrutinizer's Report for electronic voting at the 58th Annual General Meeting (AGM) of the shareholders of Company, held on Tuesday, November 15, 2022 at 11.00 A.M. through video conferencing ("VC")/other audio-visual means (OVAM)

I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretary, appointed as Scrutinizer for the purpose of the vote taken on the below mentioned resolutions, at the AGM of the shareholders of the Company, held on November 15, 2022 at 11.00 A.M. submit our report as under:

- A. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the AGM.
- B. After the time fixed for closing of the electronic voting at AGM by the Chairman, NSDL electronic portal was blocked for voting thereafter.
- C. After the time fixed for closing of the electronic voting at AGM by the Chairman, NSDL portal was blocked for voting thereafter.
- D. The votes cast were unblocked and were reconciled with the records maintained by the Company and Link Intime India Pvt. Ltd the Registrar and Transfer Agent of the Company.
- E. The result of the e-voting at AGM is as under:

Resolution Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2022 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.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 2 - Ordinary Resolution

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2022.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 3 - Ordinary Resolution

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

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 4 - Ordinary Resolution

To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 5 – Ordinary Resolution

To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 6 – Special Resolution

To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution Item No. 7 – Ordinary Resolution

Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2022-23.

(a) Voted **in favour** of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
2	2,936	100.00

(b) Voted **against** the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(c) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Thanking you,
Yours faithfully,

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

MAKARAND Digitally signed by
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MADHUSU MADHUSUDAN JOSHI
DAN JOSHI Date: 2022.11.16
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Makarand Joshi
Partner
FCS No. 5533
CP No. 3662
PR No. 640/2019
UDIN: F005533D001778744
Place: Mumbai
Date: 16-11-2022

**For Procter & Gamble Hygiene and
Health Care Limited**

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Date: 2022.11.16
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Mr. Ghanshyam Hedge
Company Secretary
Place: Mumbai

MAKARAND M. JOSHI & CO.

Company Secretaries

Ecstasy, 803/804, 8th Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai- 400080

Report of Scrutinizer for Remote E-voting

To,
Mr. Ghanshyam Hedge
Company Secretary
Procter & Gamble Hygiene & Health Care Ltd
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East), Mumbai-400099

Scrutinizer's Report on voting through Remote E-voting at 58th Annual General Meeting (AGM) of the shareholders of Company, held on Tuesday, November 15, 2022 at 11.00 P.M. through video conferencing ("VC") /other audio-visual means (OAVM), in terms of Section 108 of the Companies Act, 2013 (herein after the "Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014

- A. I, Makarand Joshi, Partner of Makarand M. Joshi & Co., Practising Company Secretary appointed as Scrutinizer to conduct the Remote E-voting in accordance with Section 108 of Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:
- 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 58th AGM of the Company along with the process of remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes in compliance with MCA Circulars dated April 8, 2020, April 13, 2020 and December 8, 2021 and May 5, 2022 and SEBI Circular dated May 12, 2020, September 28, 2020 and January 15, 2021 and May 13, 2022 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.
- C. The remote e-voting period commenced on Thursday, November 10, 2022 at 09:00 AM (IST) and ended on Monday, November 14, 2022 at 5:00 (IST).
- D. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on November 14, 2022, the National Securities Depository Limited (NSDL) portal was blocked for voting.
- E. The register, in accordance with Rule 20 (4) (xiv) of the Companies (Management & Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2022 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 outstandi ng 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders		52,77,575	48,24,273	91.41	48,24,273	0	100.00	0.00
3	Public-Non- Institutional		42,53,388	19,182	0.45	19,178	4	99.98	0.02
Total			3,24,60,736	2,77,73,228	85.56	2,77,73,224	4	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0
2	Public - Institutional holders		52,77,575	48,25,251	91.43	48,25,251	0	100.00	0
3	Public-Non- Institutional		42,53,388	19,182	0.45	19,182	0	100.00	0
Total			3,24,60,736	2,77,74,206	85.56	2,77,74,206	0	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Gagan Sawhney (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 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100	0.00
2	Public - Institutional holders		52,77,575	48,17,814	91.29	29,74,394	18,43,420	61.74	38.26
3	Public-Non- Institutional		42,53,388	19,159	0.45	18,811	348	98.18	1.82
Total			3,24,60,736	2,77,66,746	85.54	2,59,22,978	18,43,768	93.36	6.64

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders		52,77,575	48,25,251	91.43	29,98,614	18,26,637	62.14	37.86
3	Public-Non- Institutional		42,53,388	19,179	0.45	18,841	338	98.24	1.76
Total			3,24,60,736	2,77,74,203	85.56	2,59,47,228	18,26,975	93.42	6.58

Resolution Item No. 5 - Ordinary Resolution:

To re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Sixty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders		52,77,575	48,25,251	91.43	48,25,251	0	100.00	0.00
3	Public-Non- Institutional		42,53,388	19,179	0.45	18,157	1022	94.67	5.33
Total			3,24,60,736	2,77,74,203	85.56	2,77,73,181	1022	100.00	0.00

Resolution Item No. 6- Special Resolution:

To appoint Mr. Gurcharan Das as an Independent Director of the Company effective September 1, 2022.

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	100.00	0.00
2	Public - Institutional holders		52,77,575	48,25,251	91.43	12,94,703	35,30,548	26.83	73.17
3	Public-Non- Institutional		42,53,388	19,159	0.45	18,825	334	98.26	1.74
Total			3,24,60,736	2,77,74,183	85.56	2,42,43,301	35,30,882	87.29	12.71

Resolution Item No. 7 - Ordinary Resolution:

Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2022-23.

Sr. No	Promoter/ Public	Mode of Voting	Total 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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	2,29,29,773	2,29,29,773	100.00	2,29,29,773	0	0.00	100
2	Public - Institutional holders		52,77,575	48,13,547	91.21	48,02,471	11,076	99.77	0.23
3	Public-Non- Institutional		42,53,388	19,179	0.45	19,173	6	99.97	0.03
Total			3,24,60,736	2,77,62,499	85.53	2,77,51,417	11,082	99.96	0.04

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,

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

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MAKARAND
MADHUSU MADHUSUDAN
JOSHI
DAN JOSHI Date: 2022.11.16
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Makarand Joshi

Partner

FCS No. 5533

CP No. 3662

PR No. 640/2019

UDIN: F005533D001778194

Place: Mumbai

Date: 16-11-2022

**For Procter & Gamble Hygiene and Health Care
Limited**

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HEGDE Date: 2022.11.16
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Mr. Ghanshyam Hedge

Company Secretary

Place: Mumbai