



**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, 2023

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 59th Annual General Meeting of Shareholders held on November 24, 2023

We would like to inform you that the 59th Annual General Meeting of the Company was held on November 24, 2023 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
Executive Director 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, 2023 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 54,45,245 | 51,30,647 | 94.2225 | 51,30,647 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,30,647 | 94.2225 | 51,30,647 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 40,85,718 | 43,328 | 1.0605 | 43,327 | 1 | 99.9977 | 0.0023 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 44,389 | 1.0864 | 44,388 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,04,809 | 86.5809 | 2,81,04,808 | 1 | 100.0000 | 0.0000 |

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, 2023. | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4085718 | 43,320 | 1.0603 | 43,319 | 1 | 99.9977 | 0.0023 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 44,381 | 1.0862 | 44,380 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,06,992 | 86.5877 | 2,81,06,991 | 1 | 100.0000 | 0.0000 |

Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary) | | 3 - To appoint a Director in place of Mr. Karthik Natarajan, Non-Executive Director (DIN 06685891), 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 [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={(2)/[1]}*100 | No. of Votes – in favour [4] | No. of Votes –Against [5] | % of Votes in favour on votes polled [6]={(4)/[2]}*100 | % of Votes against on votes polled [7]={(5)/[2]}*100 |
| Promoter and Promoter Group | E-Voting | 22929773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 38,40,670 | 70.5325 | 12,26,033 | 2614637 | 31.9224 | 68.0776 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 38,40,670 | 70.5325 | 12,26,033 | 2614637 | 31.9224 | 68.0776 |
| Public Non Institutions | E-Voting | 4085718 | 43,320 | 1.0603 | 43,083 | 237 | 99.4529 | 0.5471 |
| | Poll | | 1,061 | 0.0260 | 611 | 450 | 57.5872 | 42.4128 |
| | Total | | 44,381 | 1.0862 | 43,694 | 687 | 98.4520 | 1.5480 |
| Total | | 3,24,60,736 | 2,68,14,824 | 82.6070 | 2,41,99,500 | 26,15,324 | 90.2467 | 9.7533 |

Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary) | | 4 - To appoint a Director in place of Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), 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 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 51,15,894 | 93.9516 | 51,09,565 | 6329 | 99.8763 | 0.1237 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,15,894 | 93.9516 | 51,09,565 | 6329 | 99.8763 | 0.1237 |
| Public Non Institutions | E-Voting | 4085718 | 43,320 | 1.0603 | 43,082 | 238 | 99.4506 | 0.5494 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 44,381 | 1.0862 | 44,143 | 238 | 99.4637 | 0.5363 |
| Total | | 3,24,60,736 | 2,80,90,048 | 86.5355 | 2,80,83,481 | 6,567 | 99.9766 | 0.0234 |

Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary) | | 5 - Ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-24 | | | | | | |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| 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 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4085718 | 43,300 | 1.0598 | 43,299 | 1 | 99.9977 | 0.0023 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 44,361 | 1.0858 | 44,360 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,06,972 | 86.5876 | 2,81,06,971 | 1 | 100.0000 | 0.0000 |

Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary) | | 6 - Payment of Commission to the Non-Executive Directors 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 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 51,32,838 | 94.2628 | 51,32,616 | 222 | 99.9957 | 0.0043 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,32,838 | 94.2628 | 51,32,616 | 222 | 99.9957 | 0.0043 |
| Public Non Institutions | E-Voting | 4085718 | 31,320 | 0.7666 | 31,035 | 285 | 99.0900 | 0.9100 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 32,381 | 0.7925 | 32,096 | 285 | 99.1199 | 0.8801 |
| Total | | 3,24,60,736 | 2,80,94,992 | 86.5507 | 2,80,94,485 | 507 | 99.9982 | 0.0018 |

Procter & Gamble Hygiene And Health Care Limited

| Resolution Required : (Ordinary) | | 7 - Approval of material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 | | | | | | |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| 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 | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| Public Institutions | E-Voting | 5445245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | Poll | | - | 0.0000 | - | 0 | 0.0000 | 0.0000 |
| | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 4085718 | 43,320 | 1.0603 | 41,336 | 1984 | 95.4201 | 4.5799 |
| | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | Total | | 44,381 | 1.0862 | 42,397 | 1984 | 95.5296 | 4.4704 |
| Total | | 3,24,60,736 | 51,77,219 | 15.9492 | 51,75,235 | 1,984 | 99.9617 | 0.0383 |

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

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

To,
Mr. Ghanashyam Hegde
Director & Company Secretary
Procter & Gamble Hygiene and Health Care Ltd.
P & G Plaza, Cardinal Gracias Road, Chakala,
Andheri East, Mumbai- 400099, Maharashtra.

Consolidated Scrutinizer's Report on voting through remote e-voting and electronic voting at the 59th AGM of the shareholders of the Company, held on Friday, November 24, 2023 at 11:00 A.M. (IST) 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, Deepti Kulkarni, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on Monday, August 28 2023, 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 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the AGM held on Friday, November 24, 2023 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 59th AGM of the Company along with the process of remote e-voting was 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2020, January 13, 2021, December 08,

2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 and by SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 06, 2023 and other 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 Wednesday, November 08, 2023, only through electronic mode, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on October 27, 2023.

- 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 Sunday, November 19, 2023 at 9:00 a.m. (IST) and ends on Thursday, November 23, 2023 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 24, 2023.
- F. Resolution No. 7 of this report is a material related party transaction as per Regulation 23 of SEBI Listing Regulations. Further, Regulation 23 (4) of SEBI Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and none of them has voted for aforesaid resolutions.

| | |
|--|-------------------|
| Date of AGM | November 24, 2023 |
| Total number of shareholders on record date (i.e., as on Friday, November 17, 2023) | 38,854 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoter and Promoter group | - |
| Public | - |
| No. of shareholders attended the meeting through Video Conferencing: | |
| Promoter and Promoter group | 2 |
| Public | 50 |

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2023 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 |
|--------------|--------------------------------|-----------------|--------------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | | | [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 |
| | | Poll | | 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 | 54,45,245 | 51,30,647 | 94.2225 | 51,30,647 | 0 | 100.0000 | 0.0000 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,30,647 | 94.2225 | 51,30,647 | 0 | 100.0000 | 0.0000 |
| 3 | Public-Non-Institutional | Remote E-Voting | 40,85,718 | 43,328 | 1.0605 | 43,327 | 1 | 99.9977 | 0.0023 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 44,389 | 1.0864 | 44,388 | 1 | 99.9977 | 0.0023 |
| Total | | | 3,24,60,736 | 2,81,04,809 | 86.5809 | 2,81,04,808 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 2 - Ordinary Resolution:

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2023.

| 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]=[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 |
| | | Poll | | 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 | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| 3 | Public-Non- Institutional | Remote E-Voting | 40,85,718 | 43,320 | 1.0603 | 43,319 | 1 | 99.9977 | 0.0023 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 44,381 | 1.0862 | 44,380 | 1 | 99.9977 | 0.0023 |
| Total | | | 3,24,60,736 | 2,81,06,992 | 86.5877 | 2,81,06,991 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Karthik Natarajan, Non-Executive Director (DIN 06685891), who retires by rotation and being eligible, offers himself for reappointment.

| 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]=[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 |
| | | Poll | | 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 | 54,45,245 | 38,40,670 | 70.5325 | 12,26,033 | 26,14,637 | 31.9224 | 68.0776 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 38,40,670 | 70.5325 | 12,26,033 | 26,14,637 | 31.9224 | 68.0776 |
| 3 | Public-Non-Institutional | Remote E-Voting | 40,85,718 | 43,320 | 1.0603 | 43,083 | 237 | 99.4529 | 0.5471 |
| | | Poll | | 1,061 | 0.0260 | 611 | 450 | 57.5872 | 42.4128 |
| | | Total | | 44,381 | 1.0862 | 43,694 | 687 | 98.4520 | 1.5480 |
| Total | | | 3,24,60,736 | 2,68,14,824 | 82.6070 | 2,41,99,500 | 26,15,324 | 90.2467 | 9.7533 |

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), who retires by rotation and being eligible, offers himself for reappointment.

| 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]=[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 |
| | | Poll | | 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 | 54,45,245 | 51,15,894 | 93.9516 | 51,09,565 | 6,329 | 99.8763 | 0.1237 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,15,894 | 93.9516 | 51,09,565 | 6,329 | 99.8763 | 0.1237 |
| 3 | Public-Non- Institutional | Remote E-Voting | 40,85,718 | 43,320 | 1.0603 | 43,082 | 238 | 99.4506 | 0.5494 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 44,381 | 1.0862 | 44,143 | 238 | 99.4637 | 0.5363 |
| Total | | | 3,24,60,736 | 2,80,90,048 | 86.5355 | 2,80,83,481 | 6,567 | 99.9766 | 0.0234 |

Resolution Item No. 5 - Ordinary Resolution:

To ratify remuneration payable to the Cost Auditor for the Financial Year 2023-24.

| 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]=[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 |
| | | Poll | | 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 | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| 3 | Public-Non- Institutional | Remote E-Voting | 40,85,718 | 43,300 | 1.0598 | 43,299 | 1 | 99.9977 | 0.0023 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 44,361 | 1.0858 | 44,360 | 1 | 99.9977 | 0.0023 |
| Total | | | 3,24,60,736 | 2,81,06,972 | 86.5876 | 2,81,06,971 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 6 - Ordinary Resolution:

To pay Commission to the Non-Executive Directors of the Company.

| 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]=[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 |
| | | Poll | | 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 | 54,45,245 | 51,32,838 | 94.2628 | 51,32,616 | 222 | 99.9957 | 0.0043 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,32,838 | 94.2628 | 51,32,616 | 222 | 99.9957 | 0.0043 |
| 3 | Public-Non-Institutional | Remote E-Voting | 40,85,718 | 31,320 | 0.7666 | 31,035 | 285 | 99.0900 | 0.9100 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 32,381 | 0.7925 | 32,096 | 285 | 99.1199 | 0.8801 |
| Total | | | 3,24,60,736 | 2,80,94,992 | 86.5507 | 2,80,94,485 | 507 | 99.9982 | 0.0018 |

Resolution Item No. 7 - Ordinary Resolution

To approve material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| 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]=[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 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| 2 | Public - Institutional holders | Remote E-Voting | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| | | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | | Total | | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| 3 | Public-Non- Institutional | Remote E-Voting | 40,85,718 | 43,320 | 1.0603 | 41,336 | 1,984 | 95.4201 | 4.5799 |
| | | Poll | | 1,061 | 0.0260 | 1,061 | 0 | 100.0000 | 0.0000 |
| | | Total | | 44,381 | 1.0862 | 42,397 | 1,984 | 95.5296 | 4.4704 |
| Total | | | 3,24,60,736 | 51,77,219 | 15.9492 | 51,75,235 | 1,984 | 99.9617 | 0.0383 |

G. 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 'Unclaimed Suspense Account' Suspense Escrow Demat Account', and 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. There were no invalid votes in the total votes cast on all the resolutions.
4. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

For MMJB & Associates LLP
Company Secretaries

For Procter & Gamble Hygiene and Health Care Ltd.

DEEPTI AMEY
KULKARNI

Digitally signed by
DEEPTI AMEY
KULKARNI
Date: 2023.11.24
22:09:08 +05'30'

Deepti Kulkarni
Designated Partner
ACS No. 34733
CP No. 22502
UDIN: A034733E002323998
Place: Mumbai
Date: 24/11/2023

Ghanashyam Hegde
Director & Company Secretary
DIN: 08054712
Place: Mumbai

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

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. Ghanashyam Hegde

Director & Company Secretary

Procter & Gamble Hygiene and Health Care Ltd.

P & G Plaza, Cardinal Gracias Road, Chakala,

Andheri East, Mumbai- 400099, Maharashtra.

Scrutinizer's Report for electronic voting at the 59th Annual General Meeting (AGM) of the shareholders of Company, held on Friday, November 24, 2023 at 11:00 A.M. through video conferencing ("VC")/other audio-visual means (OVAM)

- A. I, Deepti Kulkarni, Designated Partner of M/s. MMJB & Associates LLP, 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 Friday, November 24, 2023 at 11:00 A.M., submit our report as under:
- B. The Company had appointed National Securities Depository Limited ("NSDL") for conducting the electronic voting by the shareholders of the Company at the AGM.
- C. After the time fixed for closing of the electronic voting at AGM by the Chairperson, NSDL electronic 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 Private Limited, the Registrar and Transfer Agent of the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on remote e-voting as well as e-voting provided at the AGM.
- E. Resolution No. 7 of this report is a material related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("Listing Regulations"). Further, Regulation 23 (4) of Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results for aforesaid resolutions.
- F. 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, 2023 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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(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, 2023.

(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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(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. Karthik Natarajan, Non-Executive Director (DIN 06685891), who retires by rotation and being eligible, offers himself for reappointment.

(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 |
|---|-------------------------------------|--|
| 8 | 611 | 57.5872 |

(b) Voted against the resolution:

| Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|---|-------------------------------------|--|
| 1 | 450 | 42.4128 |

(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 Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), who retires by rotation and being eligible, offers himself for reappointment.

(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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(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 ratify remuneration payable to the Cost Auditor for the Financial Year 2023-24.

(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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(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 - Ordinary Resolution:

To pay Commission to the Non-Executive Directors of the Company.

(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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(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

To approve material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(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 |
|---|-------------------------------------|--|
| 9 | 1,061 | 100.0000 |

(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 | 0.0000 |

(c) Invalid votes:

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

G. List of equity shareholders who voted "FOR" and "AGAINST" each resolution is enclosed.

H. It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' are frozen.
2. The votes cast does not include abstained votes.
3. There were no invalid votes in the total votes cast on all the resolutions.
4. All the aforesaid resolutions were passed with requisite majority.

I. All relevant records are given to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For MMJB & Associates LLP
Company Secretaries

DEEPTI AMEY Digitally signed by
DEEPTI AMEY KULKARNI
KULKARNI Date: 2023.11.24
22:12:42 +05'30'

Deepti Kulkarni
Designated Partner
ACS No. 34733
CP No. 22502
UDIN: A034733E002324119
Place: Mumbai
Date: 24/11/2023

For Procter & Gamble Hygiene and Health Care Ltd.

Ghanashyam Hegde
Director & Company Secretary
DIN: 08054712
Place: Mumbai

MMJB & Associates LLP

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (West), Mumbai- 400080, (T) 022-21678100

Report of Scrutinizer for Remote E-voting

To,
Mr. Ghanashyam Hegde
Director & Company Secretary
Procter & Gamble Hygiene and Health Care Ltd.
P & G Plaza, Cardinal Gracias Road, Chakala,
Andheri East, Mumbai- 400099, Maharashtra.

Scrutinizer's Report on voting through Remote E-voting at 59th Annual General Meeting (AGM) of the shareholders of the Company, held on Friday, November 24, 2023, at 11:00 A.M. through video conferencing ("VC") /other audio-visual means (OAVM) in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- A. I, Deepti Kulkarni, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretary appointed as Scrutinizer to conduct the Remote E-voting in accordance with Section 108 of Companies Act, 2013 ('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), the Company has confirmed that the Electronic copy of the Notice convening the Annual General Meeting (AGM) of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 and by SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 06, 2023.
- C. The remote e-voting period commenced on Sunday, November 19, 2023 at 9:00 a.m. (IST) and ends on Thursday, November 23, 2023 at 5:00 p.m. (IST).
- D. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on Thursday, November 23, 2023, the National Securities Depository Limited's ("NSDL") e-Voting 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 and number of shares held by them. 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.

- F. Resolution No. 7 of this report is a material related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“Listing Regulations”). Further, Regulation 23 (4) of Listing Regulations states that no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not. Accordingly, we have reconciled from the list of related parties given to us by the Company and excluded their voting while finalizing the voting results for aforesaid resolutions.

G. Resolution Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2023 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.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,30,647 | 94.2225 | 51,30,647 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | | 40,85,718 | 43,328 | 1.0605 | 43,327 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,03,748 | 86.5777 | 2,81,03,747 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 2 - Ordinary Resolution

To confirm payment of interim dividend and to declare final dividend for the Financial Year ended June 30, 2023.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | | 40,85,718 | 43,320 | 1.0603 | 43,319 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,05,931 | 86.5877 | 2,81,05,930 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 3 - Ordinary Resolution:

To appoint a Director in place of Mr. Karthik Natarajan, Non-Executive Director (DIN 06685891), who retires by rotation and being eligible, offers himself for reappointment.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 38,40,670 | 70.5325 | 12,26,033 | 2614637 | 31.9224 | 68.0776 |
| Public Non-Institutions | | 40,85,718 | 43,320 | 1.0603 | 43,083 | 237 | 99.4529 | 0.5471 |
| Total | | 3,24,60,736 | 2,68,13,763 | 82.6037 | 2,41,98,889 | 26,14,874 | 90.2480 | 9.7520 |

Resolution Item No. 4 - Ordinary Resolution:

To appoint a Director in place of Mr. Pramod Agarwal, Non-Executive Director (DIN 00066989), who retires by rotation and being eligible, offers himself for reappointment.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,15,894 | 93.9516 | 51,09,565 | 6,329 | 99.8763 | 0.1237 |
| Public Non-Institutions | | 40,85,718 | 43,320 | 1.0603 | 43,082 | 238 | 99.4506 | 0.5494 |
| Total | | 3,24,60,736 | 2,80,88,987 | 86.5322 | 2,80,82,420 | 6,567 | 99.9766 | 0.0234 |

Resolution Item No. 5 - Ordinary Resolution:

To ratify remuneration payable to the Cost Auditor for the Financial Year 2023-24.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | | 40,85,718 | 43,300 | 1.0598 | 43,299 | 1 | 99.9977 | 0.0023 |
| Total | | 3,24,60,736 | 2,81,05,911 | 86.5843 | 2,81,05,910 | 1 | 100.0000 | 0.0000 |

Resolution Item No. 6 - Ordinary Resolution:

To pay Commission to the Non-Executive Directors of the Company.

| 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 | 2,29,29,773 | 2,29,29,773 | 100.0000 | 2,29,29,773 | 0 | 100.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,32,838 | 94.2628 | 51,32,616 | 222 | 99.9957 | 0.0043 |
| Public Non-Institutions | | 40,85,718 | 31,320 | 0.7666 | 31,035 | 285 | 99.0900 | 0.9100 |
| Total | | 3,24,60,736 | 2,80,93,931 | 86.5474 | 2,80,93,424 | 507 | 99.9982 | 0.0018 |

Resolution Item No. 7 - Ordinary Resolution

To approve material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| 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 | 2,29,29,773 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Institutions | | 54,45,245 | 51,32,838 | 94.2628 | 51,32,838 | 0 | 100.0000 | 0.0000 |
| Public Non-Institutions | | 40,85,718 | 43,320 | 1.0603 | 41,336 | 1984 | 95.4201 | 4.5799 |
| Total | | 3,24,60,736 | 51,76,158 | 15.9459 | 51,74,174 | 1,984 | 99.9617 | 0.0383 |

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account', Suspense Escrow Demat Account', and 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include abstained votes.
3. There were no invalid votes in the total votes cast on all the resolutions.
4. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

For MMJB & Associates LLP
Company Secretaries

DEEPTI
AMEY
KULKARNI

Digitally signed by
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KULKARNI
Date: 2023.11.24
22:10:13 +05'30'

Deepti Kulkarni
Designated Partner
ACS No. 34733
CP No. 22502
UDIN: A034733E002323998
Place: Mumbai
Date: 24/11/2023

For Procter & Gamble Hygiene and Health Care Ltd.

Ghanashyam Hegde
Director & Company Secretary
DIN: 08054712
Place: Mumbai