



June 1, 2019

To
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

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: 500126

Dear Sir / Madam,

Sub:- Proceedings of the 52nd Annual General Meeting of Shareholders held on May 31, 2019

We would like to inform you that the 52nd Annual General Meeting of the Company was held on May 31, 2019 at 3.00 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018. In this respect, please find enclosed a summary of proceedings of the 52nd Annual General Meeting.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Procter & Gamble Health Limited
(Formerly Merck Limited)

Flavia Machado
Flavia Machado
Authorized Signatory





SUMMARY OF THE PROCEEDINGS OF THE 52ND ANNUAL GENERAL MEETING OF PROCTER & GAMBLE HEALTH LIMITED (FORMERLY MERCK LIMITED) HELD ON FRIDAY, MAY 31, 2019 AT 3:00 P.M. AT SUNVILLE BANQUETS, 3RD FLOOR, ROYAL ROOM, DR. ANNIE BESANT ROAD, WORLI, MUMBAI 400 018

Mr. S. N. Talwar chaired the meeting.

After ascertaining that the quorum is present, chairman called the meeting to order at 3.00 p.m. and welcomed all the Members to the 52nd Annual General Meeting. The Chairman then introduced his colleagues present on the dais.

With the consent of the Members present, the Notice convening the Meeting and the Directors' Report having been circulated to the Members were taken as read. The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.

The Chairman then read his speech which had been circulated to the Members present.

Videos were played on brief history of P&G group, CSR initiatives carried out during the year 2018, Company's "Su-Swaasthya" initiative and true hero story on building of toilets in rural area.

The Chairman then informed the Members that Members, who had not exercised their voting rights through e-voting, may cast their votes through ballot papers.

The Chairman then informed the Members that the Company has appointed Saraf & Associates, Company Secretaries as the Scrutinizer for e-voting and poll for the meeting and requested Mr. Jeevan Mondkar, Company Secretary to conduct further procedure for poll. The Scrutinizers opened the polling box in front of the Members present to ensure that it is empty and then locked the polling box before the Members put their votes in it.

The Chairman then ordered for a poll for all the 6 items for the Members who have not or could not avail the facility of e-voting.

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded suitably to the queries raised by the Members.

As the Members completed voting by poll, the Meeting concluded at 6.00 p.m. with a vote of thanks to the Chair.

The Scrutinizer's report was received by the Company on June 1, 2019 and the consolidated poll results of the e-voting and poll at the Annual General meeting are as hereunder:



Sr. no.	Item	Combined result of voting (Percentage of total voting)	
		For	Against
	ORDINARY BUSINESS		
1	Adoption of the Audited Financial Statements along with the Board's Report and Auditors Report thereon for the year ended December 31, 2018 (<i>Ordinary Resolution</i>)	99.9974	0.0026
2	Declaration of Dividend for Financial Year 2018 (<i>Ordinary Resolution</i>)	99.9998	0.0002
3	Appointment of Director in place of Mr. Milind Thatte (DIN: 08092990), who retires by rotation and being eligible, offers himself for re-appointment (<i>Ordinary Resolution</i>)	99.6117	0.3883
	SPECIAL BUSINESS		
4	Approval of the remuneration of Cost Auditor of the Company for the Financial Year 2019 (<i>Ordinary Resolution</i>)	99.9962	0.0038
5	Declassification of Merck Internationale Beteiligungen GmbH, Chemitra GmbH, Emedia Export Company mbH as the 'promoters' of the Company (<i>Ordinary Resolution</i>)	99.9958	0.0042
6	Alteration of Articles of Association of the Company (<i>Special Resolution</i>)	99.9958	0.0042

All the resolutions have been passed with requisite majority.

**For Procter & Gamble Health Limited
(Formerly Merck Limited)**


Flavia Machado
Authorized Signatory



Procter & Gamble Health Limited
(Formerly known as Merck Limited)
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