



December 30, 2021

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

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

Dear Sir / Madam,

Subject: Disclosure of Voting Results of the Postal Ballot process

We are enclosing herewith following documents:

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

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Procter & Gamble Health Limited

Zeal Shah
Company Secretary

Procter & Gamble Health Limited

CIN: L99999MH1967PLC013726

Registered Office: Godrej One, 8th Floor,
Pirojshanagar, Eastern Express Highway, Vikhroli East,
Mumbai 400 079 | Tel: (91-22) 6866 9000
www.pghealthindia.com



Summary of the proceedings of the resolution passed by way of Postal Ballot by the Shareholders of Procter & Gamble Health Limited, on December 29, 2021

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated November 29, 2021 to obtain approval of shareholders through Postal Ballot / e-voting for the Appointment of Mr. S. Madhavan (DIN 06451889) as a Non-Executive Independent Director of the Company for a period of five years.

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e. November 19, 2021

The e-voting period commenced on Tuesday, November 30, 2021 at 9:00 A.M. and ends on Wednesday, December 29, 2021 at 5:00 P.M.

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

Shareholders who had registered their e-mail ids with depositories or with the Company were sent Notice of Postal Ballot by e-mail and shareholders who had not registered their e-mail ids received Notice of Postal Ballot along with Postal Ballot Form through post. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Postal Ballot Form/e-Voting and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers namely, Mumbai Lakshadeep (Marathi Language) and Business Standard (English Language) on December 01, 2021.

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

The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on December 30, 2021.

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

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On the basis of Scrutinizer's report, we hereby declare the result of Postal ballot / e-voting on December 30,2021. The resolutions as mentioned in the Postal Ballot Notice are duly passed with requisite majority on December 29,2021.

For **Procter & Gamble Health Limited**

Zeal Shah
Company Secretary

Procter & Gamble Health Limited

CIN: L99999MH1967PLC013726

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SCRUTINIZER'S REPORT

To,
The Chairman,
Procter & Gamble Health Limited
Godrej One, 8th Floor, Eastern Express Highway,
Pirojshanagar, Vikhroli East Mumbai – 400079

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTION AS SET OUT IN
THE NOTICE OF POSTAL BALLOT DATED NOVEMBER 29, 2021.**

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries (“firm”) were appointed as the Scrutinizer by the Board of Directors of Procter & Gamble Health Limited (“the Company”), to scrutinize the Postal Ballot voting process (voting by e-voting/physical postal ballot) in connection with the subject matter.
2. I submit my report as under:
 - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Post & e-mails (members whose e-mail id is registered) to the Members whose names appeared on the Register of Members/List of Beneficiaries as on November 19, 2021.
 - 2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent i.e. KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana.
 - 2.3 All Postal Ballot Forms, received up to the close of working hours (17:00 hours) on December 29, 2021 the last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting were considered for my scrutiny.
 - 2.4 Envelopes containing Postal Ballot Forms received after 17:00 hours on December 29, 2021 were not considered for my scrutiny. These envelopes were not opened.
 - 2.5 The Postal Ballot envelopes were opened on December 28, 2021 and December 29, 2021 by authorised representative of KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad- 500 032, Telangana and hard copy of few forms and scan of few forms was sent for my scrutiny due to ongoing Covid-19 pandemic.

- 2.6 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 I have not found any defaced Postal Ballot Form.
- 2.9 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL) (Agency) for providing and supervising electronic platform on December 29, 2021 which was closed by NSDL on December 29, 2021 at 17:00 hours.
- 2.10 I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot Forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per **Annexure - I**) and Basis of Rejection (as per **Annexure - II**), and on proper scrutiny of all the Postal Ballot forms and votes cast by way of e-voting, I report the result of the Postal Ballot as under:

RESOLUTION NO. 1 – APPOINTMENT OF MR. SUBRAMANIAN MADHAVAN (DIN 06451889) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS (ORDINARY RESOLUTION).

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	72	7,666
Less: Total Number of Invalid Postal Ballot Forms for this Resolution (Annexure - III)	15	1,990
Total Number of Valid Postal Ballot Forms for this Resolution	57	5,676

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

Particulars	Number of Members who cast Electronically	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	600	1,05,74,484
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	600	1,05,74,484

(c) Details of Voting:

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	657	1,05,80,160	100
Assented to Resolution	613	1,05,31,590	99.54
Dissented to Resolution	44	48,570	0.46

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

Place: Mumbai
Date: 30th December, 2021
UDIN: F000977C002001404



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS 977 C. P. No. 507

"ANNEXURE-I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. Postal Ballot Form is complete in all respects.
2. Assent or dissent has been given by any other mark for resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.
7. The voting has been considered on the basis of the Power of Attorney/Board Resolution already registered by the Member.

B. VOTING THROUGH ELECTRONIC MODE:

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

Place: Mumbai

Date: 30th December, 2021

UDIN: F000977C002001404



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS 977 C. P. No. 507

“ANNEXURE-II”

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. Member has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority is not attached with the Postal Ballot Form.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent.
11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
12. Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., M.B.L., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

B. VOTING THROUGH ELECTRONIC MODE:

14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.
15. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at scrutinizer@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc or the same is not available with me.

Place: Mumbai
Date: 30th December, 2021
UDIN: F000977C002001404



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS 977 C. P. No. 507

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.
CS Nrupang B. Dholakia
B.Com., F.C.S., L.L.B., M.B.L., D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

"ANNEXURE-III"

REPORT FOR INVALID POSTAL BALLOT FORMS.

**RESOLUTION NO. 1 – APPOINTMENT OF MR. SUBRAMANIAN MADHAVAN (DIN 06451889)
AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE
YEARS (ORDINARY RESOLUTION).**

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL BALLOT FORM:			
1.	No votes cast	1	1
2.	Signature mismatch	12	1,980
3.	Vote cast by e-voting also	1	4
4.	No Board Resolution/POA attached	1	5
TOTAL		15	1,990

Place: Mumbai
Date: 30th December, 2021
UDIN: F000977C002001404



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS 977 C. P. No. 507

	PROCTER & GAMBLE HEALTH LIMITED
Date of the record date	19-11-2021
Total number of shareholders on record date	68203
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. Subramanian Madhavan (DIN 06451889) as a Non - Executive Independent Director of the Company for a period of five years.							
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	86,01,071	86,01,071	0.0000	86,01,071	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		86,01,071	0.0000	86,01,071	0	100.0000	0.0000
Public- Institutions	E-Voting	23,71,358	17,76,047	94.5745	17,29,208	46,839	97.3627	2.6373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		17,76,047	94.5745	17,29,208	46,839	97.3627	2.6373
Public- Non Institutions	E-Voting	56,26,953	1,97,366	3.5075	1,95,795	1,571	99.2040	0.7959
	Poll		5,676	0.1188	5,516	160	97.6065	2.3934
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,03,042	3.6263	2,01,311	1,731	99.1475	0.8525
Total		1,65,99,382	1,05,80,160	63.7383	1,05,31,590	48,570	99.5409	0.4591