



**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

June 29, 2021

To,
The Corporate Relations Department
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001.
Ref:- Scrip Code:- 500459

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

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 Hygiene and Health Care Limited

Flavia Machado
Flavia Machado
Company Secretary





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Summary of the proceedings of the Postal Ballot of Procter & Gamble Hygiene and Health Care Limited, passed by the Shareholders on June 26, 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 May 27, 2021 to obtain approval of shareholders through Postal Ballot / e-voting for:

- 1) Appointment of Mr. Krishnamurthy Iyer as an Independent Director of the Company
- 2) Approval of material related party transaction under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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. May 21, 2021.

The e-voting period commenced on Friday, May 28, 2021 at 9:00 A.M. and ended on Saturday, June 26, 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 will receive 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 28th May, 2021.

Members were advised to carefully read the instructions before casting their votes. Resolution 2 being a related party transaction, promoters of the Company have abstained from voting for that resolution.

The Scrutinizer after scrutiny of all Postal Ballot Forms / e-voting received within the scheduled time has submitted his report on June 28, 2021.



Amachad



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The results of the Postal Ballot as required under Regulation 44 of The SEBI (LODR) Regulations, 2015 are enclosed herewith.

On the basis of Scrutinizer's report, we hereby declare the result of Postal ballot / e-voting on June 29, 2021. The resolutions as mentioned in the Postal Ballot Notice are duly passed with requisite majority on June 26, 2021.

For Procter & Gamble Hygiene and Health Care Limited


Flavia Machado
Company Secretary



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		1 - To appoint Mr. Krishnamurthy Iyer as an Independent Director 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	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	5219162	4567354	87.5113	4567354	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4567354	87.5113	4567354	0	100.0000	0.0000
Public Non Institutions	E-Voting	4311801	40213	0.9326	39265	948	97.6426	2.3574
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		6638	0.1539	6627	11	99.8343	0.1657
	Total		46851	1.0865	45892	959	97.9531	2.0469
Total		32460736	27543978	84.8532	27543019	959	99.9965	0.0035

Anachad



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		2 - To approve 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
Promoter and Promoter Group	E-Voting	22929773	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	5219162	4549914	87.1771	4549914	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4549914	87.1771	4549914	0	100.0000	0.0000
Public Non Institutions	E-Voting	4311801	40048	0.9288	38297	1751	95.6277	4.3723
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		6638	0.1539	6633	5	99.9247	0.0753
	Total		46686	1.0827	44930	1756	96.2387	3.7613
Total		32460736	4596600	14.1605	4594844	1756	99.9618	0.0382

A. Anand



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., MBL, D.C.L., EP.CORP

DHOLAKIA & ASSOCIATES LLP
(COMPANY SECRETARIES)

SCRUTINIZER'S REPORT

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

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTIONS AS SET OUT IN THE
NOTICE OF POSTAL BALLOT DATED MAY 27, 2021.**

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the Scrutinizer by the Board of Directors of Procter & Gamble Hygiene and Health Care Limited ("the Company") at its Meeting held on May 27, 2021, 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 May 21, 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. Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.
 - 2.3 All Postal Ballot Forms, received up to the close of working hours (17:00 hours) on June 26, 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 June 26, 2021 were not considered for my scrutiny. These envelopes were not opened.
 - 2.5 The Postal Ballot envelopes were opened on June 28, 2021 by Link Intime India Private Limited at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 and a scan of the 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.

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Tel No. +91 22 26580309, +91 22 26476280, +91 22 26471302. E-Mail: info@dholakia-associates.com.
LLPIN AAC 9552 GSTIN: 27AAKFD4117D1ZR



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 (COMPANY SECRETARIES)

- 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 June 26, 2021 which was closed by NSDL on June 26, 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. KRISHNAMURTHY IYER (DIN: 01726564) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

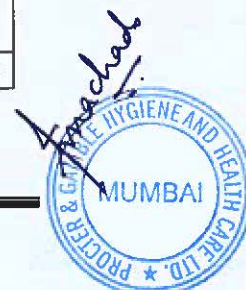
(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	52	8,119
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	6	1,481
Total Number of Valid Postal Ballot Forms for this Resolution	46	6,638

(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	709	2,75,37,340
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
Total Number of Valid Votes	709	2,75,37,340

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(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	755	2,75,43,978	100
Assented to Resolution	715	2,75,43,019	99.99
Dissented to Resolution	40	959	0.01

RESOLUTION NO. 2 – APPROVAL OF MATERIAL RELATED PARTY TRANSACTION UNDER REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

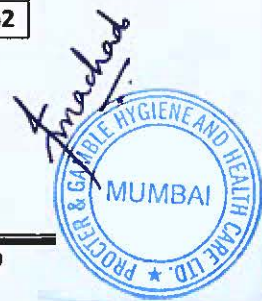
(d) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	52	8,119
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	6	1,481
Total Number of Valid Postal Ballot Forms for this Resolution	46	6,638

(e) 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	698	45,89,962
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
Total Number of Valid Votes	698	45,89,962

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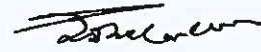
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(f) Details of Voting:

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	744	45,96,600	100
Assented to Resolution	698	45,94,844	99.96
Dissented to Resolution	46	1,756	0.04

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

Place: Mumbai
Date: 28th June, 2021
UDIN: F000977C000532871



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

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"ANNEXURE-1"

BASIS OF ACCEPTANCE

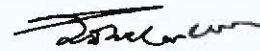
A. PHYSICAL BALLOT FORM:

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.

B. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through e-voting i.e. electronic mode.
8. 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: 28th June, 2021
UDIN: F000977C000532871



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"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 together with attested specimen signatures of the duly authorised signatory is not attached with the Postal Ballot Form.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent.
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.



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B. VOTING THROUGH ELECTRONIC MODE:

13. 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'.
14. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at info@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc..

Place: Mumbai
Date: 28th June, 2021
UDIN: F000977C000532871



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"ANNEXURE-III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

RESOLUTION NO. 1 – APPOINTMENT OF MR. KRISHNAMURTHY IYER (DIN: 01726564) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL BALLOT FORM:			
1.	No votes cast	NIL	NIL
2.	Signature mismatch	1	42
3.	Signature not available	NIL	NIL
4.	Not signed	NIL	NIL
5.	Voted 'For' and 'Against'	2	224
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
7.	Voted through e-voting also	3	1,215
SUB-TOTAL - I		6	1481
II. VOTING THROUGH ELECTRONIC MODE:			
8.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
SUB-TOTAL - II		NIL	NIL
TOTAL (I + II)		6	1,481



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Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL BALLOT FORM:			
1.	No votes cast	NIL	NIL
2.	Signature mismatch	1	42
3.	Signature not available	NIL	NIL
4.	Not signed	NIL	NIL
5.	Voted 'For' and 'Against'	2	224
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
7.	Voted through e-voting also	3	1,215
SUB-TOTAL - I		6	1,481
II. VOTING THROUGH ELECTRONIC MODE:			
8.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
SUB-TOTAL - II		NIL	NIL
TOTAL (I + II)		6	1,481

Place: Mumbai
Date: 28th June, 2021
UDIN: F000977C000532871


CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
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