



**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

March 15,2024

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
Authorized Signatory



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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 March 13,2024

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 February 12,2024 to obtain approval of shareholders through Postal Ballot / e-voting for appointment of Dr. Ashima Goyal (DIN 00233635) as Non- Executive Independent Director of the Company effective March 19, 2024, 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. February 02, 2024. The e-voting period commenced on Tuesday, February 13,2024, at 9:00 A.M. (IST) and ended on Wednesday, March 13, 2024 at 5:00 P.M.

The Board of Directors had appointed Mr. Nrupang Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, and in his absence Mr. Vishesh Bhagat 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 February 13,2024.

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 March 14,2024. 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 March 15,2024. The resolutions as mentioned in the Postal Ballot Notice are duly passed with requisite majority.

For Procter & Gamble Hygiene and Health Care Limited

Flavia Machado
Authorized Signatory

Procter & Gamble Hygiene And Health Care Limited

Resolution Required :Special			1 - Appointment of Dr. Ashima Goyal (DIN 233635) as Non- Executive Independent Director of the Company effective March 19,2024, 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	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	5450068	5219575	95.7708	5219575	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		5219575	95.7708	5219575	0	100.0000	0.0000
Public Non Institutions	E-Voting	4080895	44037	1.0791	42534	1503	96.5870	3.4130
	Poll		2224	0.0545	2224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46261	1.1336	44758	1503	96.7510	3.2490
Total		32460736	28195609	86.8607	28194106	1503	99.9947	0.0053

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 THE RESOLUTION AS SET OUT IN THE
NOTICE OF POSTAL BALLOT DATED FEBRUARY 12, 2024**

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”), to scrutinize the Postal Ballot voting process (voting by e-voting/physical postal ballot) in connection with the subject matter.
2. I, CS Nrupang B. Dholakia, Designated Partner of the firm, 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 business reply envelopes through Post (members whose e-mail id is not registered) & e-mails (members whose e-mail id is registered with depositories or with the Company) to the Members whose names appeared in the Register of Members/List of Beneficial owners as on February 2, 2024.
 - 2.2 The sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent (“RTA”) 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 March 13, 2024 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 March 13, 2024 were not considered for my scrutiny. These envelopes were not opened.

Scrutinizer's Report – Procter & Gamble Hygiene and Health Care Limited – Postal Ballot – March 2024

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- 2.5 The Postal Ballot envelopes were opened on March 14, 2024 by me for my scrutiny.
- 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/mutilated 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 supervising electronic platform on March 13, 2024 which was closed by NSDL on March 13, 2024 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:

SPECIAL RESOLUTION – APPOINTMENT OF DR. ASHIMA GOYAL (DIN 00233635) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS, EFFECTIVE MARCH 19, 2024

(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	26	2,432
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	3	208
Total Number of Valid Postal Ballot Forms for this Resolution	23	2,224



(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	532	2,81,93,385
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
Total Number of Valid Votes	532	2,81,93,385

(c) Details of Combined 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	555	2,81,95,609	100
Assented to Resolution	531	2,81,94,106	99.99
Dissented to Resolution	24	1,503	0.01

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



(Handwritten Signature)

CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

ICSI UDIN: F010032E003584119

Place: Mumbai

Date: March 14, 2024

Scrutinizer's Report – Procter & Gamble Hygiene and Health Care Limited – Postal Ballot – March 2024

"ANNEXURE-I"**BASIS OF ACCEPTANCE****A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form sought from Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited.
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:

1. Member has voted only through e-voting i.e. electronic mode.
2. 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'.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

ICSI UDIN: F010032E003584119

Place: Mumbai

Date: March 14, 2024

"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 more than one column out of assent or 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, 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.
13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through valid electronic mode has been considered and Postal Ballot Form has been treated as 'Invalid'.

B. VOTING THROUGH ELECTRONIC MODE:

1. 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.
2. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

ICSI UDIN: F010032E003584119

Place: Mumbai

Date: March 14, 2024

"ANNEXURE-III"REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.SPECIAL RESOLUTION – APPOINTMENT OF DR. ASHIMA GOYAL (DIN 00233635) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS, EFFECTIVE MARCH 19, 2024

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. <u>PHYSICAL BALLOT FORM:</u>			
1.	No votes cast	2	162
2.	Signature mismatch	1	46
3.	Voted through e-voting also	NIL	NIL
<u>SUB-TOTAL – I</u>		3	208

II. <u>VOTING THROUGH ELECTRONIC MODE:</u>			
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
<u>SUB-TOTAL - II</u>		NIL	NIL
<u>TOTAL (I + II)</u>		3	208



(Signature)
CS Nrupang B. Dholakia
 Designated Partner
 Dholakia & Associates LLP
 (Company Secretaries)
 FCS: 10032 C. P. No. 12884

ICSI UDIN: F010032E003584119

Place: Mumbai

Date: March 14, 2024