



December 01,2023

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

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:- PGHL

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 56th Annual General Meeting of Shareholders held on November 30, 2023

We would like to inform you that the 56th Annual General Meeting of the Company was held on November 30, 2023 at 3.33 p.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. Scrutinizer's Report

Kindly take the above on record and oblige.

Thanking you,

For Procter & Gamble Health Limited

*Zeal Rupani
Company Secretary*

Procter & Gamble Health Limited

CIN: L99999MH1967PLC013726

Registered Office: Ground Floor and First Floor,
P&G Plaza, Cardinal Gracias Road, Chakala,
Andheri-E, Mumbai-400 099 | Tel: (91-22) 6866 9000
www.pghealthindia.com

	PROCTER & GAMBLE HEALTH LIMITED
Date of the AGM/EGM	30-11-2023
Total number of shareholders on record date	58677
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	50

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	16,18,137	14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	63,80,174	11,96,418	18.7521	11,96,415	3	99.9997	0.0002	0	0
	Poll		57	0.0009	57	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,96,418	18.753	11,96,472	3	99.9997	0.0003	0.0000	0
Total		1,65,99,382	1,12,03,024	67.4906	1,12,03,021	3	100.0000	0.0000	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	16,18,137	14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	63,80,174	11,96,184	18.7485	11,96,176	8	99.9993	0.0006	0	0
	Poll		57	0.0009	57	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,96,241	18.7494	11,96,233	8	99.9993	0.0007	0.0001	0
Total		1,65,99,382	1,12,02,790	67.4892	1,12,02,782	8	99.9999	0.0001	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Aalok Agrawal, Non-Executive Director (DIN 08468145), 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	16,18,137	14,05,478	86.8578	14,03,112	2,366	99.8316	0.1683	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,05,478	86.8578	14,03,112	2,366	99.8317	0.1683	0	0
Public- Non Institutions	E-Voting	63,80,174	11,96,184	18.7485	8,46,724	3,49,460	70.7854	29.2145	0	0
	Poll		57	0.0009	57	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,96,241	18.7494	8,46,781	3,49,460	70.7868	29.2132	0	0
Total		1,65,99,382	1,12,02,790	67.4892	1,08,50,964	3,51,826	96.8595	3.1405	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	16,18,137	14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,05,478	86.8578	14,05,478	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	63,80,174	11,96,184	18.7485	11,96,135	49	99.9959	0.0040	0	0
	Poll		57	0.0009	57	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,96,241	18.7494	11,96,192	49	99.9959	0.0041	0.0004	0
Total		1,65,99,382	1,12,02,790	67.4892	1,12,02,741	49	99.9996	0.0004	0	0

Combined Report of Scrutinizer for Remote e-Voting and e-Voting during AGM

To,

Mr. Suresh Talwar

The Chairperson of 56th Annual General Meeting of Procter & Gamble Health Limited

Held on Thursday, November 30, 2023 at 3.33 p.m. (IST) through video conferencing ("VC")/ other audio-visual means (OVAM).

Dear Sir,

Combined Scrutinizer's Report on voting through Remote e-voting and electronic voting during the AGM in terms of provisions of the Companies Act, 2013 (herein after referred to as "Act") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, **CS Nrupang B. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries** was appointed as the Scrutinizer by the Board of Directors of **Procter & Gamble Health Limited ("the Company")** pursuant to Section 108 of the Companies Act, 2013 read with Rules made there under to scrutinize the electronic voting (Remote e-Voting) and the electronic voting during the Annual General Meeting (e-Voting) for the resolutions contained in the Notice of 56th Annual General Meeting ("Meeting or AGM") of the Company ("Meeting" /"AGM"), submit my combined report as under:

1. The AGM was held in compliance with the various MCA Circulars and SEBI Circulars regarding holding of the "AGM" through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) without the physical presence of the Members at a common venue.
2. Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting (which includes remote e-Voting and the electronic voting during the AGM) by the Members on the resolutions proposed in the Notice convening the 56th AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a combined scrutinizer's report on the voting to the Chairman on the resolutions.

Scrutinizer's Report – Combined (Remote e-Voting and e-Voting at AGM) – Procter & Gamble Health Limited – 56th AGM

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3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting during the AGM by electronics means (e-voting) was provided by National Securities Depository Limited ('NSDL').
4. The Members of the Company as on the "cut-off" date i.e., Thursday, November 23, 2023 were entitled to vote on the resolutions.
5. The remote e-voting period commenced on Saturday, November 25, 2023 at 9:00 a.m. (IST) and concluded on Wednesday, November 29, 2023 at 5:00 p.m. (IST).
6. The e-voting during the AGM was conducted online on the website of NSDL i.e., www.evoting.nsdl.com.
7. The facility to vote through electronic voting system as stated in point 6 above had also been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and has not participated in the Remote e-Voting to record their votes on the resolutions to be passed.
8. After the closure of the e-voting after 15 minutes of conclusion of AGM, the votes cast through e-voting during the AGM and through remote e-voting prior to the date of AGM were unblocked from the website of NSDL i.e. www.evoting.nsdl.com on Thursday, November 30, 2023 in the presence of two witnesses who are not in the employment of the Company.
9. I hereby submit a combined scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 56th AGM based on the scrutiny of remote e-voting and the e-voting during the AGM and votes cast therein relying on the data downloaded from the electronic voting system of NSDL.
10. Members who had exercised their vote through Remote e-Voting were not allowed to vote during the AGM in compliance with Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014.



11. The Combined Result (Remote e-Voting + e-Voting during the AGM) is as under:

1. **Item No 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 (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	285	1,12,02,967
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	285	1,12,02,967
B. e-Voting during the AGM		
Total Votes received	4	57
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	4	57
C. Combined (A+B)		
Total Votes received	289	1,12,03,024
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	289	1,12,03,024



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
282	1,12,02,964	99.99
B. e-Voting during the AGM		
4	57	100
C. Combined (A+B)		
286	1,12,03,021	99.99

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
3	3	0.01
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
3	3	0.01



2. Item No 2: To confirm payment of interim dividend and to declare Final Dividend for the Financial Year ended June 30, 2023 (Ordinary Resolution).

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	284	1,12,02,733
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	284	1,12,02,733
B. e-Voting during the AGM		
Total Votes received	4	57
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	4	57
C. Combined (A+B)		
Total Votes received	288	1,12,02,790
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	288	1,12,02,790



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
280	1,12,02,725	99.99
B. e-Voting during the AGM		
4	57	100
C. Combined (A+B)		
284	1,12,02,782	99.99

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
4	8	0.01
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
4	8	0.01



3. **Item No 3: To appoint a Director in place of Mr. Aalok Agrawal, Non-Executive Director (DIN 08468145), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution).**

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	284	1,12,02,733
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	284	1,12,02,733
B. e-Voting during the AGM		
Total Votes received	4	57
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	4	57
C. Combined (A+B)		
Total Votes received	288	1,12,02,790
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	288	1,12,02,790



(i) Voted in favour of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
227	1,08,50,907	96.86
B. e-Voting during the AGM		
4	57	100
C. Combined (A+B)		
231	1,08,50,964	96.86

(ii) Voted against the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
57	3,51,826	3.14
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
57	3,51,826	3.14



4. Item No 4: Ratification of remuneration payable to the Cost Auditor for the Financial Year 2023-24 (Ordinary Resolution).

Particulars	Number of Members who cast vote	No. of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received	284	1,12,02,733
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	284	1,12,02,733
B. e-Voting during the AGM		
Total Votes received	4	57
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	4	57
C. Combined (A+B)		
Total Votes received	288	1,12,02,790
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	288	1,12,02,790



(i) Voted **in favour** of the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
277	1,12,02,684	99.99
B. e-Voting during the AGM		
4	57	100
C. Combined (A+B)		
281	1,12,02,741	99.99

(ii) Voted **against** the resolution:

Number of Members who cast vote	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	49	0.01
B. e-Voting during the AGM		
NIL	NIL	NIL
C. Combined (A+B)		
7	49	0.01



12. You may, accordingly, declare the results of the Remote e-Voting and e-Voting during AGM.
13. All the relevant records of Remote e-Voting and e-voting during AGM will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves, and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



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

UDIN: F010032E002780162

Place: Mumbai

Date: December 1, 2023