



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: Disclosure of Voting Results 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 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. Scrutinizers Report

Kindly take the above on record and oblige.

Thanking you,

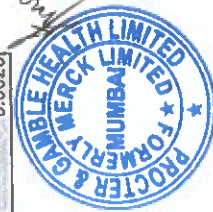
Yours faithfully,
**For Procter & Gamble Health Limited
(Formerly Merck Limited)**


Flavia Machado
Authorized Signatory



PROCTER & GAMBLE HEALTH LIMITED	
Date of the AGM/EGM	31-05-2019
Total number of shareholders on record date	36949
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	162
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - Adoption of the Audited Financial Statements along with the Board's Report and Auditors Report thereon for the year ended December 31, 2018										
Resolution required: (Ordinary/ Special)	31, 2018										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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	Mode of Voting	8,601,071	100.0000	8,601,071	0	100.0000	0.0000				0.0000
	E-Voting	0	0.0000	0	0	0.0000	0.0000				0.0000
	Poll	8,601,071	0	0	0	0.0000	0.0000				0.0000
Public- Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				0.0000
	Total	8,601,071	100.0000	8,601,071	0	100.0000	0.0000				0.0000
	E-Voting	1,436,087	68.0380	1,436,087	0	100.0000	0.0000				0.0000
Public- Non Institutions	Poll	2,110,714	0.0000	0	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				0.0000
	Total	1,436,087	68.038	1,436,087	0	100.0000	0.0000				0.0000
Public- Non Institutions	E-Voting	4,135	0.0702	4,130	5	99.8790	0.1209				0.1209
	Poll	26,014	0.4418	25,757	257	99.0120	0.9879				0.9879
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				0.0000
Total	30,149	0.512	29,887	262	99.1310	0.8690				0.8690	
Total	16,599,382	10,067,307	60.6487	10,067,045	262	99.9374	0.0026				0.0026





Resolution No.	ORDINARY - Declaration of Dividend for Financial Year 2018.										
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend for Financial Year 2018.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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	8,601,071	100.0000	8,601,071	0	100.0000	0.0000				
	Poll	0	0.0000	0	0	0.0000	0.0000				
	Postal Ballot (if applicable)	8,601,071	0	0.0000	0	0	0.0000	0.0000			
Total		8,601,071	100.0000	8,601,071	0	100.0000	0.0000				
Public- Institutions	E-Voting	1,459,096	69.1281	1,459,096	0	100.0000	0.0000				
	Poll	0	0.0000	0	0	0.0000	0.0000				
	Postal Ballot (if applicable)	2,110,714	0	0.0000	0	0	0.0000	0.0000			
Total		1,459,096	69.1281	1,459,096	0	100.0000	0.0000				
Public- Non Institutions	E-Voting	4,135	0.0702	4,120	15	99.6372	0.3627				
	Poll	26,014	0.4418	26,012	2	99.9923	0.0076				
	Postal Ballot (if applicable)	5,887,597	0	0.0000	0	0	0.0000	0.0000			
Total		30,149	0.512	30,132	17	99.9436	0.0564				
Total	16,599,382	10,090,316	60.7873	10,090,299	17	99.9998	0.0002				



Resolution No.	ORDINARY - Appointment of Director in place of Mr. Milind Thatte DIN 08092990, who retires by rotation and being eligible, offers himself for re-appointment									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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	Mode of Voting	8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
	E-Voting	0	0.0000	0	0	0.0000	0.0000			
	Poll	8,601,071	0	0	0	0.0000	0.0000			
Public- Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
	Total	8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
	E-Voting	1,459,096	69.1281	1,420,205	38,891	97.3345	2.6654			
Public- Non Institutions	Postal Ballot (if applicable)	2,110,714	0.0000	0	0	0.0000	0.0000			
	Total	0	0.0000	0	0	0.0000	0.0000			
	E-Voting	1,459,096	69.1281	1,420,205	38,891	97.3346	2.6654			
Public- Non Institutions	Postal Ballot (if applicable)	5,887,597	0.4416	25,742	257	99.0115	0.9884			
	Total	0	0.0000	0	0	0.0000	0.0000			
	E-Voting	30,114	0.5115	29,827	287	99.0470	0.9530			
Total	16,599,382	10,090,281	60.7871	10,051,103	39,178	99.6117	0.3883			

Resolution No.	ORDINARY - Ratification of the remuneration of Cos: Auditor of the Company for the Financial Year 2019.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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			
Mode of Voting	8,601,071	8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
E-Voting										
Poll	8,601,071	0	0.0000	0	0	0.0000	0.0000			
Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000			
Total	8,601,071	8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
Promoter and Promoter Group										
E-Voting	1,459,096	1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
Poll	0	0	0.0000	0	0	0.0000	0.0000			
Postal Ballot (if applicable)	2,110,714	0	0.0000	0	0	0.0000	0.0000			
Total	1,459,096	1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
Public- Institutions										
E-Voting	4,135	4,135	0.0702	4,005	130	96.8561	3.1438			
Poll	5,887,597	25,999	0.4416	25,742	257	99.0115	0.9884			
Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000			
Total	30,134	30,134	0.5118	29,747	387	98.7157	1.2843			
Public- Non Institutions										
Total	16,599,382	10,090,301	60.7872	10,089,914	387	99.9962	0.0038			



Resolution No.	ORDINARY - Declassification of Merck Internationale Beteiligungen GmbH, Chemitira GmbH, Emedia Export Company mbH as the 'promoters' of the Company.									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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	8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	8,601,071	0	0	0	0.0000	0.0000			
Total		8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
Public- Institutions	E-Voting	1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
	Poll	0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	2,110,714	0	0	0	0.0000	0.0000			
Total		1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
Public- Non Institutions	E-Voting	4,135	0.0702	3,970	165	96.0096	3.9903			
	Poll	26,014	0.4418	25,757	257	99.0120	0.9879			
	Postal Ballot (if applicable)	5,887,597	0	0	0	0.0000	0.0000			
Total		30,149	0.512	29,727	422	98.6003	1.3997			
Total		10,090,316	60.7873	10,089,894	422	99.9958	0.0042			



Resolution No.	6	SPECIAL - Alteration of Articles of Association of the Company.									
Resolution required: (Ordinary/ Special)	No	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	Mode of Voting		8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
	E-Voting			0.0000	0	0	0.0000	0.0000			
	Poll	8,601,071									
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	E-Voting		8,601,071	100.0000	8,601,071	0	100.0000	0.0000			
	Poll	2,110,714	1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000			
	E-Voting		1,459,096	69.1281	1,459,096	0	100.0000	0.0000			
	Poll	5,887,597	4,105	0.0697	3,940	165	95.9805	4.0194			
			26,014	0.4418	25,757	257	99.0120	0.9879			
			30,119	0.5115	29,697	422	98.5989	1.4011			
			10,090,286	60.7871	10,089,864	422	99.9958	0.0042			
			16,599,382								



Combined Report of Scrutinizer on
Remote E-Voting and Poll

**PROCTER & GAMBLE
HEALTH LIMITED**

(Formerly known as Merck Limited)

(L99999MH1967PLC013726)

Scrutinizer:

K.G.Saraf

Saraf and Associates
(Company Secretaries)

423 Hind Rajasthan Building,
95 Dadasaheb Phalke Road,
Dadar East, Mumbai 400022

Ph – 022-24130371/24153887

Mob – 9820320072/ 9773393877

E-mail – kamalax_saraf@hotmail.com

kgsaraf@sarafandassociates.com

Website – www.sarafandassociates.com

Remote E-voting

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cutoff" date **Friday, May 24, 2019**, were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 6 in the Notice of the Annual General Meeting.
- The voting period for remote E-voting remained open from **9.00 a.m. on Monday, May 27, 2019 to 5:00 pm. on Thursday, May 30, 2019** and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the Annual General Meeting in the presence of Mr. Mandar Saraf and Mr. Gunaji Desai who are not in the employment of the Company. **(Declaration I Attached)**
- Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID merkagm2019@sarafandassociates.com , evoting@nsdl.co.in or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered valid.

Poll

- The Company has availed Poll facility from KARVY FINTECH PRIVATE LIMITED, their Register and Share Transfer Agents for enabling the shareholders to vote at the AGM Venue.
- After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence.
- The locked ballot box were subsequently opened in my presence and under the witness of Mr. Mandar Saraf and Mr. Gunaji Desai who are not in the employment of the Company and poll papers were diligently scrutinized. **(Declaration II Attached)**
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

As a scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in 'Favour' and 'Against' the resolutions.

Based on the information furnished by M/s. KARVY FINTECH PRIVATE LIMITED, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited (NSDL) for the Remote E-voting process, we now submit a combined report on **Remote E-voting and Poll as under:**



Item No 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended December 31, 2018, together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	125	10,041,293
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (A)	125	10,041,293

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	53	26,097
Less: Total Number of Invalid Votes	1	83
Total Number of Valid Votes (B)	52	26,014

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	178	10,067,390
Less: Total Number of Invalid Votes	1	83
Total Number of Valid Votes (A+B)	177	10,067,307

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	122	10,041,288	100.0000
Poll	46	25,757	99.0121
Combined (E-Voting & Poll)	168	10,067,045	99.9974

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	5	0.0000
Poll	6	257	0.9879
Combined (E-Voting & Poll)	9	262	0.0026

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (I)	-	-

Poll.

Already Exercised Remote E-Voting	-	-
Invalid Signature / Abstained	1	83
Total (II)	1	83
Total (Combined) (I+II)	1	83

Scrutinizer's Combined Report on Remote E-Voting and Poll of PROCTER & GAMBLE HEALTH LIMITED.



Item No 2. To declare Final Dividend for the Financial Year ended December 31, 2018 (Ordinary Resolution)**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	127	10,064,302
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (A)	127	10,064,302

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	53	26,097
Less: Total Number of Invalid Votes	1	83
Total Number of Valid Votes (B)	52	26,014

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	180	10,090,399
Less: Total Number of Invalid Votes	1	83
Total Number of Valid Votes (A+B)	179	10,090,316

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	123	10,064,287	99.9999
Poll	51	26,012	99.9923
Combined (E-Voting & Poll)	174	10,090,299	99.9998

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	15	0.0001
Poll	1	2	0.0077
Combined (E-Voting & Poll)	5	17	0.0002

3. Invalid Votes**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
Total (I)	-	-

Poll.

Already Exercised Remote E-Voting	-	-
Invalid Signature / Abstained	1	83
Total (II)	1	83
Total (Combined) (I+II)	1	83

