



November 27, 2020

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:- Proceedings of the 53rd Annual General Meeting of Shareholders held on November 26, 2020

We would like to inform you that the 53rd Annual General Meeting of the Company was held on November 26, 2020 at 3.30 p.m. through Video Conference / Other Audio Visual Means. In this respect, please find enclosed a summary of proceedings of the 53rd Annual General Meeting.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

***For Procter & Gamble Health Limited
(Formerly Merck Limited)***

***Flavia Machado
Authorized Signatory***

Summary of the proceedings of the 53rd Annual General Meeting of Procter & Gamble Health Limited (Formerly Merck Limited) held on Thursday, November 26, 2020 at 3.30 p.m. through Video Conference / Other Audio Visual Means

Mr. Suresh Talwar chaired the meeting. The Chairman welcomed all the Members to the 53rd Annual General Meeting (AGM) and after ascertaining that the quorum is present, called the meeting to order.

The Chairman informed the members that in view of the Covid-19 pandemic and social distancing norms, the Company has arranged for the shareholders to join through video conference and other audio visual means in compliance with the directions of the Ministry of Corporate Affairs.

He then introduced his colleagues present in the meeting.

The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.

Ms. Preeti Bishnoi, Company Secretary, briefed the shareholders through general instructions regarding virtual participation in this AGM.

The Chairman then read his speech which had been circulated to the Members alongwith the Annual Report.

Mr. Milind Thatte, Managing Director provided an overview to the Members on Company's business performance.

The resolutions proposed to be passed at the Annual General Meeting contained in the Notice convening the Meeting, which was circulated to the Members, was read by Ms. Preeti Bishnoi:

Sr. No.	Item
1	To receive, consider and adopt the Audited Balance Sheet as at June 30, 2020 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)
2	To declare Final Dividend for the Financial Year ended June 30, 2020. (Ordinary Resolution)
3	To appoint a Director in place of Mr. Amit Gupta (DIN 008295179), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)
4	Appointment of Mr. Aalok Agrawal as a Non- Executive Director of the Company, liable to retire by rotation. (Ordinary Resolution)

5	Appointment of Mr. Sujay Wasan as a Non- Executive Director of the Company, liable to retire by rotation. (Ordinary Resolution)
6	Revision of terms of remuneration of Mr. Milind Thatte, Managing Director. (Ordinary Resolution)
7	Revision of terms of remuneration of Mr. Amit Gupta, Executive Director. (Ordinary Resolution)
8	Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2019-20. (Ordinary Resolution)

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded to the queries raised by the Members.

The Chairman informed the Members that the results of the voting will be announced on receipt of the Scrutinizer's Report, within 48 hours of conclusion of the meeting to the Stock Exchanges and will also be available on the website of the Company.

The Meeting concluded at 5.46 p.m. The Members who had not completed their voting, were given 15 minutes to complete the e-voting on NSDL portal. The e-voting portal was closed at 6.02 p.m.

***For Procter & Gamble Health Limited
(Formerly Merck Limited)***

***Flavia Machado
Authorized Signatory***