



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 19, 2022

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  
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 July 17, 2022**

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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 June 17, 2022 to obtain approval of shareholders through Postal Ballot / e-voting for:

*Approval for appointment of Mr. L. V. Vaidyanathan as Director and Managing Director of the Company for a period of five years effective July 1, 2022.*

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. June 10, 2022. The e-voting period commenced on Saturday, June 18, 2022 at 9:00 A.M. and ended on Sunday, July 17, 2022 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 June 18, 2022.

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 July 18, 2022. 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 July 19, 2022. 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



**Designated Partners**  
**CS Vishvesh Girishchandra Bhagat**  
B.Com; LL.B(Gen); ACS; FIII  
**CS Nrupang B Dholakia**  
B.Com.,FCS., M.B.L., LL.B., 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 THE RESOLUTION AS SET OUT IN THE  
NOTICE OF POSTAL BALLOT DATED JUNE 17, 2022.**

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 June 10, 2022.
  - 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 July 17, 2022 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 July 17, 2022 were not considered for my scrutiny. These envelopes were not opened.

Scrutinizer's Report – Procter & Gamble Hygiene and Health Care Limited – July, 2022



Procter & Gamble Hygiene And Health Care Limited  
*Ghanorshankar*  
Company Secretary



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- 2.5 The Postal Ballot envelopes were opened on July 13, 2022 and July 14, 2022 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 thereafter.
- 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 which was closed by NSDL on July 17, 2022 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 – APPROVAL FOR APPOINTMENT OF MR. L. V. VAIDYANATHAN (DIN: 0009632201) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS EFFECTIVE JULY 1, 2022.**

**(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	49	5,154
<b>Less:</b> Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	2	142
<b>Total Number of Valid Postal Ballot Forms for this Resolution</b>	<b>47</b>	<b>5,012</b>

**(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	634	2,75,60,897
<b>Less:</b> Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
<b>Total Number of Valid Votes</b>	<b>634</b>	<b>2,75,60,897</b>



## (c) Details of Voting:

Particulars	Aggregate of Physical Forms and Electronic Voting	No of Ballot Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	681	2,75,65,909	100
Assented to Resolution	624	2,73,06,291	99.06
Dissented to Resolution	57	2,59,618	0.94

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



*[Signature]*  
**CS Nrupang B. Dholakia**  
 Designated Partner  
 Dholakia & Associates LLP  
 (Company Secretaries)  
 C. P. No. 12884

ICSI UDIN: F010032D000643346

Place: Mumbai

Date: July 18, 2022

**"ANNEXURE-1"****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 or abstain 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 or abstained 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)  
C. P. No. 12884

ICSI UDIN: F010032D000643346

Place: Mumbai

Date: July 18, 2022

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Scrutinizer's Report – Procter & Gamble Hygiene and Health Care Limited- Postal Ballot – July, 2022

**"ANNEXURE-II"****BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

1. Member has not put any tick mark on either assent or dissent or abstain.
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, dissent and abstain 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/Abstain.
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](mailto: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)**  
**C. P. No. 12884**

**ICSI UDIN: F010032D000643346**

**Place: Mumbai**

**Date: July 18, 2022**

**"ANNEXURE-III"****REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.**

**RESOLUTION NO. 1 – APPROVAL FOR APPOINTMENT OF MR. L. V. VAIDYANATHAN (DIN: 0009632201) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS EFFECTIVE JULY 1, 2022.**

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. PHYSICAL BALLOT FORM:</b>			
1.	No votes cast	1	42
2.	Signature mismatch	1	100
<b><u>SUB-TOTAL – I</u></b>		<b>2</b>	<b>142</b>
<b>II. VOTING THROUGH ELECTRONIC MODE:</b>			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
<b><u>SUB-TOTAL - II</u></b>		<b>NIL</b>	<b>NIL</b>
<b><u>TOTAL (I + II)</u></b>		<b>2</b>	<b>142</b>



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

**ICSI UDIN: F010032D000643346**

**Place: Mumbai**

**Date: July 18, 2022**

Procter & Gamble Hygiene And Health Care Limited								
Resolution Required : (Ordinary)			1 - To appoint Mr. L. V. Vaidyanathan (DIN 0009632201) as a Director and Managing Director of the Company for a period of five years effective July 1, 2022.					
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	5258795	4592800	87.3356	4335111	257689	94.3893	5.6107
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4592800	87.3356	4335111	257689	94.3893	5.6107
Public Non Institutions	E-Voting	4272168	38324	0.8971	36395	1929	94.9666	5.0334
	Poll		0	0.1173	0	0	100.0000	0.0000
	Postal Ballot		5072	0.0000	5072	0	0.0000	0.0000
	Total		43336	1.0144	41407	1929	95.5487	4.4513
<b>Total</b>		<b>32460736</b>	<b>27565909</b>	<b>84.9208</b>	<b>27306291</b>	<b>259618</b>	<b>99.0582</b>	<b>0.9418</b>

Procter & Gamble Hygiene And Health Care Ltd

Ghanapathi

Company Secretary

