



**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) 6958 6000
Fax: (91-22) 6958 7337
Website: in.pg.com

July 04,2024

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 July 03,2024

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 June 3,2024 to obtain approval of shareholders through Postal Ballot / e-voting for appointment of Kumar Venkatasubramanian (DIN 08144200) as a Director and Managing Director of the Company for a period of five years (Ordinary resolution).

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. May 24, 2024. The e-voting period commenced on Tuesday, June 4,2024, at 9:00 A.M. (IST) and ended on Wednesday, July 3, 2024 at 5:00 P.M.

The Board of Directors had appointed Mr. Nrupang Dholakia, Practicing Company Secretary, Managing Partner of Dholakia & Associates LLP, 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 had received 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 advertisements in the newspapers namely, Business Standard (English Language) and Mumbai Lakshadeep (Marathi Language) on June 4,2024 and June 5,2024.

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 timeline has submitted his report on July 4, 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 July 4, 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

Voting result pursuant to regulation 44 of The SEBI (LODR) Regulations, 2015

Procter & Gamble Hygiene And Health Care Limited								
Resolution Required :Ordinary			1 - Appointment of Kumar Venkatasubramanian (DIN 08144200) as a Director and Managing Director of the Company for a period of five years, effective May 1, 2024					
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	5417732	5232637	96.5835	4768912	463725	91.1378	8.8622
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		5232637	96.5835	4768912	463725	91.1378	8.8622
Public Non Institutions	E-Voting	4113231	64017	1.5564	62289	1728	97.3007	2.6993
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3947	0.0960	3947	0	100.0000	0.0000
	Total		67964	1.6524	66236	1728	97.4575	2.5425
Total		32460736	28230374	86.9678	27764921	465453	98.3512	1.6488

DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B.

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 3, 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 May 24, 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.

**Regd Office: A/302, Sarvodaya CHSL, Bldg No. 11, Nr. P.F. Office, Service Road, Khernagar, Bandra (E),
Mumbai – 400051.**

**Tel No. +91 22 35501554. E-Mail: info@dholakia-associates.com LLPIN AAC 9552 GSTIN:
27AAKFD4117D1ZR**

DHOLAKIA & ASSOCIATES LLP
(Company Secretaries)

Managing Partner
CS Nrupang B. Dholakia
B.Com., F.C.S., M.B.L., L.L.B., D.C.L., EP.CORP

Designated Partner
CS Michelle Martin
B. Com, A.C.S, L.L.B.

- 2.3 All Postal Ballot Forms, received up to the close of working hours (17:00 hours) on July 3, 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 July 3, 2024 were not considered for my scrutiny. These envelopes were not opened.
- 2.5 The Postal Ballot envelopes were opened on July 3, 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 July 3, 2024 which was closed by NSDL on July 3, 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.

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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:

ORDINARY RESOLUTION – APPOINTMENT OF MR. KUMAR VENKATASUBRAMANIAN (DIN 08144200) AS A DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS, EFFECTIVE, MAY 1, 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	39	4,040
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (as per details attached in Annexure - III)	3	93
Total Number of Valid Postal Ballot Forms for this Resolution	36	3,947

(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	550	2,82,26,427
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	NIL	NIL
Total Number of Valid Votes	550	2,82,26,427

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(c) Details of Combined Voting:

Particulars	Aggregate of Physical 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	586	2,82,30,374	100
Assented to Resolution	487	2,77,64,921	98.35
Dissented to Resolution	99	4,65,453	1.65

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

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

Digitally signed by NRUPANG BHUMITRA
DHOLAKIA
DN: cn=IN, o=Personal, postalCode=400051,
st=Maharashtra,
serialNumber=F00AA7593E084570D44E09694
1E41EA908D75D67D25D19543E85536991E
0399E, cn=NRUPANG BHUMITRA DHOLAKIA
Date: 2024.07.04 16:41:13 +05'30'

ICSI Unique Code: P2014MH034700
Peer Review Certificate No: 2404/2022
ICSI UDIN:
Place: Mumbai
Date: 4th July, 2024

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"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.

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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.'

**NRUPANG
BHUMITRA
DHOLAKIA**
CS Nrupang B. Dholakia
Managing Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 10032 C. P. No. 12884

Digitally signed by NRUPANG BHUMITRA
DHOLAKIA
DN: cn=IN, o=Personal, postalCode=400051,
st=Maharashtra,
serialNumber=F00A7593E88457DD4E8969
41E41EA908D75D67D23D19543E8553699
1E03998, cn=NRUPANG BHUMITRA
DHOLAKIA
Date: 2024.07.04 16:41:37 +05'30'

ICSI Unique Code: P2014MH034700
Peer Review Certificate No: 2404/2022
ICSI UDIN: F010032F000666149
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Date: 4th July, 2024

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“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 authorized 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.

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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.

**NRUPANG
BHUMITRA
DHOLAKIA**

Digitally signed by NRUPANG BHUMITRA
DHOLAKIA
DN: c=IN, o=Personal,
postalCode=400051, st=Maharashtra,
serialNumber=F0AA47593E8B457DD4E89
6941E41EA908D75D67D25D19543EB5553
6991E03998, cn=NRUPANG BHUMITRA
DHOLAKIA
Date: 2024.07.04 16:42:15 +05'30'

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“ANNEXURE-III”

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

ORDINARY RESOLUTION – APPOINTMENT OF MR. KUMAR VENKATASUBRAMANIAN (DIN 08144200)
AS A DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS,
EFFECTIVE, MAY 1, 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	47
2.	Signature mismatch	1	46
3.	Signature not available	NIL	NIL
4.	Not signed	NIL	NIL
5.	Voted 'For' and 'Against'	NIL	NIL
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
7.	Voted through e-voting also	NIL	NIL
<u>SUB-TOTAL – I</u>		2	47

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II. <u>VOTING THROUGH ELECTRONIC MODE:</u>			
8.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
<u>SUB-TOTAL - II</u>		NIL	NIL
TOTAL (I + II)		3	93

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

Digitally signed by NRUPANG
BHUMITRA DHOLAKIA
DN: cn=IN, o=Personal,
postalCode=400051, st=Maharashtra,
serialNumber=F00A47593E88457DD
4E896941E41EA908D75D67D25D195
43E85536991E03998, cn=NRUPANG
BHUMITRA DHOLAKIA
Date: 2024.07.04 16:42:30 +05'30'

ICSI Unique Code: P2014MH034700
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