

Fax Nos:- 22723121/2037/2041/2061

October 30, 2015

To
The Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Ref:- Scrip Code:- 500459

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 51st Annual General Meeting of Shareholders held on October 30, 2015 pursuant to Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we are submitting hereunder details regarding the voting results of the 51st Annual General Meeting of the Shareholders of our Company held on Wednesday, October 28, 2015 at 3.30 p.m. at Y.B. Chavan Pratishthan, Gen. Jagannathrao Marg, Mumbai – 400021:

Date of Annual General Meeting	October 28, 2015
Total Number of Shareholders as on book closure	28289 Shareholders
No. of Shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group: Public:	3 138
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group: Public:	Nil Nil

### Mode of voting for all the Resolutions was:

- E-voting conducted between 23<sup>rd</sup> October, 2015 to 27<sup>th</sup> October, 2015; and
- Physical Poll conducted at the Annual General Meeting held on October 28, 2015



### Below is the resolution wise combined result of e-voting and poll:-

### **Resolution No 1:**

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015, 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

Promoter/Public	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: (E-voting)										
Promoter and										
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00			
Public										
Institutional										
Holders	4390109	1943994	44.28	1943994	0	100.00	0.00			
Public-Others	5140854	229870	4.47	229585	285	99.88	0.12			
Total (A)	32460736	25103637	77.34	25103352	285	99.99	0.01			
						NOTIFIC TO DESCRIPTION OF COMMENCE AND CONTRACT OF COMMENCE AND CONTRACT OF COMMENCE AND CONTRACT OF COMMENCE				
	A CARROLL SALLANDER SALLAN		Mode of Voting:	(Poll)	httinininininininininininininininininini		NOTA distributiva di prilimini di silimini di distributiva di distributiva di distributiva di distributiva di d			
Promoter and		***************************************	and the second s				***************************************			
Promoter Group	22929773	0	0.00	0	0	0.00	0.00			
Public			**************************************		malaumierraemananamanana.	***************************************	***************************************			
Institutional										
Holders	4390109	0	0.00	0	0	0.00	0.00			
Public-Others	5140854	2595	0.05	2119	476	81.66	18.34			
Total (B)	32460736	2595	0.01	2119	476	81.66	18.34			
	+000cm000000cccommon en common			***************************************	+4770TERATHEN HATTERATE AND A COMMING A CONTINUE	**************************************				
Result (A+B)	32460736	25106232	77.34	25105471	761	99.99	0.01			

### Resolution No 2:

To declare dividend for the Financial Year ended June 30, 2015

Promoter/Public	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)]*
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Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100,00	0.00
Public Institutional	4000400			THE RESERVE OF THE PROPERTY OF		mettetti kilokulokulokulokulokulokulokulokulokuloku	MMPDSKRöbnebillöbbestänstämionitanhvinnertaninormuraaluunnera
Holders	4390109	2105816	47.97	2105816	0	100.00	0.00
Public-Others	5140854	229318	4.46	229318	0	100.00	0.00
Total (A)	32460736	25264907	77.83	25264907	0	100.00	0.00
						The second secon	
			Mode of Voting:	(Poll)	anno como de constitue de constitue de la cons		
Promoter and				***************************************			
Promoter Group	22929773	0	0.00	0	0	0.00	0.00
Public		***************************************		***************************************		Metholistical Commission and income a property of the commission o	***************************************
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2129	473	81.82	18.18
Total (B)	32460736	2602	0.01	2129	473	81.82	18.18
			**************************************				
Result (A+B)	32460736	25267509	77.84	25267036	473	99.99	0.01

## Resolution No 3:

To appoint Mr. Shailyamanyu Singh (DIN 06832523) as a Director, who retires by rotation and being eligible, offers himself for re-appointment

Promoter/Public	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
	***************************************	N	lode of Voting: (E	-voting)			
Promoter and				**************************************			**************************************
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public						**************************************	
Institutional							
Holders	4390109	2105816	47.97	2086516	19300	99.08	0.92
Public-Others	5140854	229293	4.46	229187	106	99.95	0.05
Total (A)	32460736	25264882	77.83	25245476	19406	99.92	0.08
			Mode of Voting:	(Poll)			AND PRODUCE OF THE PR



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Promoter and			**************************************	***************************************	**************************************	**************************************	
Promoter Group	22929773	0	0.00	0	0	0.00	0.00
Public				***************************************			
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2129	473	81.82	18.18
Total (B)	32460736	2602	0.01	2129	473	81.82	18.18
Result (A+B)	32460736	25267484	77.84	25247605	19879	99.92	0.08

### Resolution No 4:

To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Membersat the Fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide

Promoter/Public	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)]*
	**************************************	N	lode of Voting: (E	-voting)	-		
Promoter and		¥					
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public							
Institutional		-					
Holders	4390109	2105816	47.97	1943994	161822	92.32	7.68
Public-Others	5140854	229293	4.46	229268	25	99.99	0.01
Total (A)	32460736	25264882	77.83	25103035	161847	99.36	0.64
						7-74 (Million MCC) (Million MCC)	
			Mode of Voting:	(Poll)			- A - The state of
Promoter and					Militarian conservation and page 1	***************************************	
Promoter Group	22929773	0	0.00	0	0	0.00	0.00
Public							
Institutional							a de la companya de
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2119	483	81.44	18.56
Total (B)	32460736	2602	0.01	2119	483	81.44	18.56
3000					***************************************		
Result (A+B)	32460736	25267484	77.84	25105154	162330	99.36	0.64



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### Resolution No 5:

To appoint Mr. Karthik Natarajan (DIN 06685891) as Non-Executive Director of the Company, liable to retire by rotation

Promoter/Public	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
December		IN IN	1ode of Voting: (E	-voting)	T	W. 2000000000000000000000000000000000000	
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100,00	0.00
Public			***************************************				
Institutional							
Holders	4390109	2105816	47.97	2086516	19300	99.08	0.92
Public-Others	5140854	229293	4.46	229189	104	99.95	0.05
Total (A)	32460736	25264882	77.83	25245478	19404	99.92	0.08
		***************************************	Mode of Voting:	(Poll)			A CONTRACTOR OF THE PROPERTY O
Promoter and Promoter Group (*)	22929773	0	0.00	0	0	0.00	0.00
Public	<u> </u>	<u> </u>	<b>U.U</b> U	0	0	0.00	0.00
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2595	0.05	2122	473	81.77	18.23
Total (B)	32460736	2595	0.01	2122	473	81.77	18.23
			######################################	nar ar ar managama papagagagaya (difinininin diriki diriki diriki dirakan karansa			**************************************
Result (A+B)	32460736	25267477	77.84	25247600	19877	99.92	0.08

### Resolution No 6:

To appoint Mr. Pramod Agarwal (DIN 00066989) as Non-Executive Director of the Company, liable to retire by rotation

Promoter/Public	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
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Promoter and		***************************************		T			***************************************
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public		1	**************************************		wilder the second secon		
Institutional				THE STATE OF THE S			
Holders	4390109	2105816	47.97	1487485	618331	70.64	29.36
Public-Others	5140854	229293	4.46	229189	104	99.95	0.05
Total (A)	32460736	25264882	77.83	24646447	618435	97.55	2.45
				-		- Complete California de California de America de La calenda de La calenda de California de Californ	
			Mode of Voting:	(Poll)	American Commission in Consultantes e e e e e e e e e e e e e e e e e e	90000 ( PRINCE ) ( PRI	A
Promoter and							
Promoter Group							
(*)	22929773	0	0.00	0	0	0.00	0.00
Public							Hille Claritation (Claritania) and the commence of the commenc
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2129	473	81.82	18.18
Total (B)	32460736	2602	0.01	2129	473	81.82	18.18
				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		***************************************	
Result (A+B)	32460736	25267484	77.84	24648576	618908	97.55	2.45

## Resolution No 7:

To appoint Mr. Al Rajwani as Managing Director of the Company for a period of five years effective August 28, 2015

Promoter/Public	No of Shares heId (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)]*
		N	Iode of Voting: (E	-voting)			***************************************
Promoter and		WP-40584070444564634644636666666666666666666666666			**************************************		
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public		ario de la companya del companya de la companya de la companya del companya de la	**************************************	POST ACTUAL CONTRACTOR	nd freithfreit meit deilinen, mein ner der ferendenen in ernem er en		
Institutional							
Holders	4390109	2105816	47.97	1998942	106874	94.92	5.08
Public-Others	5140854	229293	4.46	228929	364	99.84	0.16
Total (A)	32460736	25264882	77.83	25157644	107238	99.58	0.42
			Mode of Voting:	(Poll)		**************************************	
Promoter and			-		######################################		
Promoter Group	22929773	0	0.00	0	0	0.00	0.00



Public					***************************************	ann ann an Aireann ann an Aireann an Aireann ann an Aireann ann an Aireann an Aireann an Aireann an Aireann an	
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2129	473	81.82	18.18
Total (B)	32460736	2602	0.01	2129	473	81.82	18.18
Result (A+B)	32460736	25267484	77.84	25159773	107711	99.57	0.43

### Resolution No 8:

To ratify payment of remuneration to the Cost Auditor for the Financial Year 2015-16

Promoter/Public	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
**************************************		N	Iode of Voting: (E	-voting)			
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional		militarii kilik kirminin kirinin kirin	- COMMITTED BY COMITTED BY COMMITTED BY COMMITTED BY COMMITTED BY COMMITTED BY COMM				
Holders	4390109	2105816	47.97	2105816	0	100.00	0.00
Public-Others	5140854	229293	4.46	229293	0	100.00	0.00
Total (A)	32460736	25264882	77.83	25264882	0	100.00	0.00
	**************************************	0,10,10,000	***************************************				
		till til til til til til til til til til	Mode of Voting:	(Poll)			Civiliniam amusius (Arienseus et es
Promoter and							***************************************
Promoter Group	22929773	0	0.00	0	0	0.00	0.00
Public			A A A A A A A A A A A A A A A A A A A	WOOD CLASS	HTM15THM COMPLETE OF PERSONS ASSESSMENT	and the state of t	
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	25 <del>9</del> 5	0.05	2122	473	81.77	18.23
Total (B)	32460736	2595	0.01	2122	473	81.77	18.23
	referèncement aranno con a con a casa a c	NOTESTA NOTESTA ANNOTES L'ANDIGNOS DE L'ANDIGNOS DE L'ANDIGNOS DE L'ANDIGNOS DE L'ANDIGNOS DE L'ANDIGNOS DE L					
Result (A+B)	32460736	25267477	77.84	25267004	473	99.99	0.01



### Resolution No 9:

To approve payment of commission to the Non-Executive Independent Directors of the Company

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	"/o of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	"/o of Votes in favour on Votes polled (6)=[(4)/(2)] *100	% of Votes Against on Votes polled (7)=[(5)/(2)]*
		N	lode of Voting: (E	-voting)	±	Acres (Marie Company)	
Promoter and							
Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public							, , , , , , , , , , , , , , , , , , ,
Institutional				***************************************			
Holders	4390109	2105816	47.97	2105816	0	100.00	0.00
Public-Others	5140854	229293	4.46	229254	39	99.98	0.02
Total (A)	32460736	25264882	77.83	25264843	39	99.99	0.01
						William 2011	
			Mode of Voting:	(Poll)	Andrew Commission of the Commi		
Promoter and Promoter Group (*)	22929773	0	0.00	0	0	0.00	0.00
Public				<u> </u>		0.00	U.UV
Institutional							
Holders	4390109	0	0.00	0	0	0.00	0.00
Public-Others	5140854	2602	0.05	2129	473	81.82	18.18
Total (B)	32460736	2602	0.01	2129	473	81.82	18.18
					***************************************		ritteritrische erne erne absennen er
Result (A+B)	32460736	25267484	77.84	25266972	512	99.99	0.01

All the resolutions are passed with requisite majority. The Report of the Scrutinizer in respect of the evoting and poll undertaken at the Annual General Meeting held on October 28, 2015 is enclosed herewith.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited

Shailyamanyu Singh

Director

**Designated Partners** CS Bhumitra V. Dholakia B.A., L.L.B., C.A.I.I.B, F.C.S. CS Nrupang B Dholakia B.Com., A.C.S., L.L.B.(Gen.) D.C.L., E.P.CORP

# DHOLAKIA & ASSOCIATES LLD COMPANY SECRETARIES

### Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. R. A. Shah

The Chairperson of 51st Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

Held on Wednesday, the 28<sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021.

Dear Sir,

- I, CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Procter & Gamble Hygiene and Health Care Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 51st Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:
- 1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
- 2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.
- 3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Prashant B. Kirtikar and Mr. Rohan Dudhagaonkar who are not in the employment of the Company (Declaration attached). The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
- 4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
- 5. The Remote e-Voting commenced on October 23, 2015 (9:00 am IST) and was closed on October 27, 2015 (5.00 pm IST).

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Scrifthizer Report - Combined (Remote e-Voting and Poll) - Procter & Gamble Hygiene and Health Care Limited

- 6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vishvesh Bhagat and Mr. Vidyut Vasavada who are not in the employment of the Company. (Declaration attached)
- 7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> have been considered valid or who have emailed the same on <a href="mailto:pghhagm2015@dholakia-associates.com">pghhagm2015@dholakia-associates.com</a> have been considered valid.
- 8. The Combined Result (Remote e-Voting + Poll) is as under:
  - (a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30,2015 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.

Particulars	Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remot	e e-Voting	<b>**</b> **********************************
Total Votes received by electronic mode	140	2,52,40,334
<u>Less</u> : Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	135	2,51,03,637
В. І	Poll	
Total Votes received by Poll	89	8,19,091
Less: Total Number of Invalid Votes	27	8,16,496
Total Number of Valid Votes	62	2,595
C. Combi	ned (A+B)	
Total Votes received by electronic mode and Poll	229	2,60,59,425
<u>Less</u> : Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	197	2,51,06,232



Scritting r's Report - Combined (Remote e-Voting and Poll) - Procter & Gamble Hygiene and Health Care Limited
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Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
	A. Remote e-Voting	
132	2,51,03,352	99.999
	B. Poll	
58	2,119	81.657
	C. Combined (A+B)	
190	2,51,05,471	99.997

# (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received		% of total number of valid votes cast
	A. Remote e-Voting	
3	285	0.001
	B. Poll	
4	476	18.343
	C. Combined (A+B)	
7	761	0.003





# (b) Item No 2: To declare dividend for the Financial Year ended June 30, 2015.

Particulars	Number of	No of Equity Shares
	Members who	of the Nominal
	cast vote/Poll	Value of Rs. 10/-
	Papers received	each (Votes cast)
A. Remote	e e-Voting	
Total Votes received by electronic mode	125	2,54,01,604
Less: Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	120	2,52,64,907
B. I	Poll	
Total Votes received by Poll	89	8,19,091
Less: Total Number of Invalid Votes	26	8,16,489
Total Number of Valid Votes	63	2,602
C. Combi	ned (A+B)	
Total Votes received by electronic mode and Poll	214	2,62,20,695
<u>Less</u> : Total Number of Invalid Votes	31	9,53,186
Total Number of Valid Votes	183	2,52,67,509





Number of who cast Papers receive	vote/Poll	Number of Votes cast by them	% of total number of valid votes cast
		A. Remote e-Voting	
	120	2,52,64,907	100.00
		B. Poll	
	60	2,129	81.822
	arannonanananananananananananananananana	C. Combined (A+B)	
	180	2,52,67,036	99.998

### (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received		% of total number of valid votes cast
	A. Remote e-Voting	Protect of the Control of the Contro
NIL	NIL	NIL
	B. Poll	
3	473	18.178
	C. Combined (A+B)	
/ 3	473	0.002



# (c) <u>Item No 3: To appoint Mr. Shailyamanyu Singh (DIN 06832523) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.</u>

Particulars	Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
	e e-Voting	
Total Votes received by electronic mode	124	2,54,01,579
<u>Less</u> : Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	119	2,52,64,882
B. I	Poll	
Total Votes received by Poll	89	8,19,091
<u>Less</u> : Total Number of Invalid Votes	26	8,16,489
Total Number of Valid Votes	63	2,602
C. Combir	ned (A+B)	
Total Votes received by electronic mode and Poll	213	2,62,20,670
<u>Less</u> : Total Number of Invalid Votes	31	9,53,186
Total Number of Valid Votes	182	2,52,67,484





Number of Me who cast vo Papers received			Votes cast	% of total number of valid votes cast	
		A. Remote	e-Voting		
	112		2,52,45,476	99.923	
		B. P	oll		
	60		2,129	81.823	
C. Combined (A+B)					
	172		2,52,47,605	99.921	

# (ii) Voted against the resolution:

Number of Members who cast vote/Poll		% of total number of valid votes cast
Papers received		
	A. Remote e-Voting	
7	19,406	0.077
	B. Poll	
3	473	18.178
	C. Combined (A+B)	
10	19,879	0.079





(d) Item No 4: To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Fiftieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Fifty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Particulars	Number of	No of Equity Shares
	Members who	of the Nominal
	cast vote/Poll	
	Papers received	each (Votes cast)
A Domot		eacii (votes cast)
	e e-Voting	
Total Votes received by electronic	120	2,53,01,679
mode		
		and the second s
<u>Less</u> : Total Number of Invalid Votes	1	36,797
Total Number of Valid Votes	119	2,52,64,882
B. F	Poll	
Total Votes received by Poll	89	8,19,091
		• •
Less: Total Number of Invalid Votes	26	8,16,489
	<del></del>	3,23,103
Total Number of Valid Votes	63	2,602
C. Combir		
Total Votes received by electronic	209	2 61 20 770
mode and Poll	209	2,61,20,770
mode and Foll	THE PARTY AND ADDRESS OF THE PARTY AND ADDRESS	
<u>Less</u> : Total Number of Invalid Votes	27	8,53,286
		0000000ikikinandareeeen oo in aanta een maarammayn yksi 100,00410ikin kilokii ilinkii Suulmaa kilomaa ira
Total Number of Valid Votes	182	2,52,67,484



Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
	A. Remote e-Voting	
117	2,51,03,035	99.359
	B. Poll	
58	2,119	81.437
	C. Combined (A+B)	
175	2,51,05,154	99.358

# (ii) Voted against the resolution:

1	vote/Poll		% of total number of valid votes cast
		A. Remote e-Voting	
	2	1,61,847	0.641
		B. Poll	
	5	483	18.563
	00000000000000000000000000000000000000	C. Combined (A+B)	
	7	1,62,330	0.642





Scrutinizer's Report - Combined (Remote e-Voting and Poll) - Procter & Gamble Hygiene and Health Care Limited 51st AGM Page 9 of 31

# (e) <u>Item No 5: To appoint Mr. Karthik Natarajan (DIN 06685891) as Non-Executive Director of the Company, liable to retire by rotation.</u>

Particulars		No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote	e e-Voting	
Total Votes received by electronic mode	124	2,54,01,579
<u>Less</u> : Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	119	2,52,64,882
B. I	Poll	
Total Votes received by Poll	89	8,19,091
Less: Total Number of Invalid Votes	27	8,16,496
Total Number of Valid Votes	62	2,595
C. Combi	ned (A+B)	
Total Votes received by electronic mode and Poll	213	2,62,20,670
<u>Less</u> : Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	181	2,52,67,477





Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
ACCONDICIONAL DE LA CONTRACTICA DEL CONTRACTICA DE LA CONTRACTICA DE LA CONTRACTICA DEL CONTRACTICA DEL CONTRACTICA DEL CONTRACTICA DE LA CONTRACTICA DEL CONTRACTICA DE LA CONTRACTION DE LA CONTRACTICA DE LA CONTRACTICA DE LA CONTRACTICA DE LA CO	A. Remote e-Voting	
112	2,52,45,478	99.923
	B. Poll	
59	2,122	81.773
	C. Combined (A+B)	
171	2,52,47,600	99.921

# (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
2000 CONTROL OF THE PROPERTY O	A. Remote e-Voting	
7	19,404	0.077
	B. Poll	
3	473	18.227
	C. Combined (A+B)	
<i>p</i> 10	19,877	0.079





# (f) Item No 6: To appoint Mr. Pramod Agarwal (DIN 00066989) as Non-Executive Director of the Company, liable to retire by rotation.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remot	e e-Voting	
Total Votes received by electronic mode	120	2,53,01,679
Less: Total Number of Invalid Votes	1	36,797
Total Number of Valid Votes	119	2,52,64,882
В.	Poll	
Total Votes received by Poll	89	8,19,091
<u>Less</u> : Total Number of Invalid Votes	26	8,16,489
Total Number of Valid Votes	63	2,602
C. Combi	ned (A+B)	
Total Votes received by electronic mode and Poll	209	2,61,20,770
<u>Less</u> : Total Number of Invalid Votes	27	8,53,286
Total Number of Valid Votes	182	2,52,67,484





Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
	A. Remote e-Voting	
82	2,46,46,447	97.552
2 (2 (c)	B. Poll	
60	2,129	81.822
	C. Combined (A+B)	
142	2,46,48,576	97.551

# (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
330000000000000000000000000000000000000	A. Remote e-Voting	330000
37	6,18,435	2.448
	B. Poll	
3	473	18.178
	C. Combined (A+B)	
40	6,18,908	2.449





# (g) Item No 7: To appoint Mr. Al Rajwani as Managing Director of the Company for a period of five years effective August 28, 2015.

Particulars	Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remot	e-Voting	
Total Votes received by electronic mode	124	2,54,01,579
Less: Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	119	2,52,64,882
В.	Poll	
Total Votes received by Poll	89	8,19,091
Less: Total Number of Invalid Votes	26	8,16,489
Total Number of Valid Votes	63	2,602
	ned (A+B)	
Total Votes received by electronic mode and Poll	213	2,62,20,670
Less: Total Number of Invalid Votes	31	9,53,186
Total Number of Valid Votes	182	2,52,67,484



Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
	A. Remote e-Voting	
111	2,51,57,644	99.576
na na industrial de la company de la comp	B. Poll	
60	2,129	81.822
	C. Combined (A+B)	
171	2,51,59,773	99.574

# (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
	A. Remote e-Voting	
8	1,07,238	0.424
	B. Poll	
3	473	18.178
	C. Combined (A+B)	
11	1,07,711	0.426





# (h) <u>Item No 8: To ratify payment of remuneration to the Cost Auditor for the Financial Year 2015-16.</u>

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remot	e e-Voting	ggr
Total Votes received by electronic mode	124	2,54,01,579
Less: Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	119	2,52,64,882
B. I	Poll	
Total Votes received by Poll	89	8,19,091
Less: Total Number of Invalid Votes	27	8,16,496
Total Number of Valid Votes	62	2,595
C. Combi	ned (A+B)	\$\tau_{\text{c}}\text{c}
Total Votes received by electronic mode and Poll	213	2,62,20,670
<u>Less</u> : Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	181	2,52,67,477





Number of Members who cast vote/Poll Papers received		% of total number of valid votes cast
	A. Remote e-Voting	
119	2,52,64,882	100.00
300 000 000 000 000 000 000 000 000 000	B. Poll	
59	2,122	81.773
	C. Combined (A+B)	
178	2,52,67,004	99.998

## (ii) Voted against the resolution:

1	vote/Poll	Number of Votes cast by them	% of total number of valid votes cast
		A. Remote e-Voting	
	NIL	NIL	NIL
		B. Poll	
	3	473	18.227
	<u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>	C. Combined (A+B)	
	3	473	0.002



# (i) <u>Item No 9: To approve payment of commission to the Non-Executive Independent Directors of the Company.</u>

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote	e e-Voting	
Total Votes received by electronic mode	124	2,54,01,579
Less: Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	119	2,52,64,882
B. I	Poll	
Total Votes received by Poll	89	8,19,091
<u>Less</u> : Total Number of Invalid Votes	26	8,16,489
Total Number of Valid Votes	63	2,602
C. Combi	ned (A+B)	
Total Votes received by electronic mode and Poll	213	2,62,20,670
Less: Total Number of Invalid Votes	31	9,53,186
Total Number of Valid Votes	182	2,52,67,484





Number of Members who cast vote/Poll Papers received		% of total number of valid votes cast
000 (000 (000 (000 (000 (000 (000 (000	A. Remote e-Voting	
113	2,52,64,843	99.9998
	B. Poll	
60	2,129	81.822
reas in the first of the first section of the secti	C. Combined (A+B)	
173	2,52,66,972	99.998

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast	
	A. Remote e-Voting		
6	39	0.0001	
B. Poll			
3	473	18.178	
C. Combined (A+B)			
9	512	0.002	

- 9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
- 10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
- 11. The poll papers and all other relevant records were sealed and handed over to Mr. Shailyamanyu Singh, Director of the Company authorized by the Board for safe keeping.
- 12. You may accordingly declare the result of the Remote e-Voting and Poll.





13. The Register of Remote e-Voting 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 Bhumitra V. Dholakia Designated Partner Dholakia & Associates LLP (Company Secretaries)

FCS: 977 CP No: 507

Place : Mumbai

Date: 30<sup>th</sup> October, 2015



#### **ANNEXURE**

### A. BASIS OF ACCEPTANCE

#### I. VOTING THROUGH ELECTRONIC MODE:

1. Member has voted only through Remote e-Voting i.e. electronic mode.

#### II. PHYSICAL POLL FORM:

- 2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
- 3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
- 4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- 5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
- 6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- 7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid or who have emailed the same on <a href="mailto:pghhagm2015@dholakia-associates.com">pghhagm2015@dholakia-associates.com</a> have been considered valid.

### B. BASIS OF REJECTION

#### I. VOTING THROUGH ELECTRONIC MODE:

- 1. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> have been considered valid.
- 2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.

critiquizer's Report - Combined (Remote e-Voting and Poll) – Procter & Gamble Hygiene and Health Care Limited
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### II. PHYSICAL POLL FORM:

- 3. Shareholder has not put any mark on either assent or dissent.
- 4. Poll paper is not signed.
- 5. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
- The specimen signature of the beneficial owner is not provided to the Registrar and Share
   Transfer Agent by the Depositories and consequently there is no way to verify the signature
   with the specimen.
- 7. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
- 8. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
- 9. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
- 10. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
- 11. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
- 12. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
- 13. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.



# C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.

## i. For Item No. 1:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. <u>ELECTRO</u>	NIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	OTAL - I	5	1,36,697
	II. PHYSICAL I	POLL FORM:	
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-T	OTAL - II	27	8,16,496
	L (I + II)//	32	9,53,193



## ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	
	I. <u>ELECTRO</u>	NIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-1	TOTAL - I	5	1,36,697
	II. <u>PHYSICAL</u>	POLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-1	TOTAL - II	26	8,16,489
TOTAL (I + II)		31	9,53,186





## iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
Carications	I. <u>ELECTRO</u>	NIC VOTES	# 100 C 000 L 100 M 100 C 100 M 100
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	TOTAL - I	5	1,36,697
	II. PHYSICAL	POLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-T	OTAL - II	26	8,16,489
TOTAL (I + II)		31	9,53,186





### iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	
mangagan a an	I. ELECTROI	VIC VOTES	
1.	POA/BR not uploaded or emailed.	1	36,797
SUB-T	TOTAL - I	1	36,797
	II. PHYSICAL I	OLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-T	TOTAL - 11	26	8,16,489
TOTAL (I + II)		27	8,53,286





### v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRO	NIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	OTAL - I	5	1,36,697
	II. <u>PHYSICAL</u>	POLL FORM:	
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-T	OTAL - II	27	8,16,496
TOTAI	L (I + II) ,	32	9,53,193



## vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. <u>ELECTR</u> C	NIC VOTES	
1.	POA/BR not uploaded or emailed.	1	36,797
SUB-1	TOTAL - I	1	36,797
	II. PHYSICAL	POLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-TOTAL - II 26		8,16,489	
TOTAL (I + II)		27	8,53,286



# vii. For Item No. 7:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. <u>ELECTRO</u>	NIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	OTAL - I	5	1,36,697
	II. PHYSICAL I	POLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-TOTAL - II		26	8,16,489
TOTAI	<u> </u>	31	9,53,186





# viii. For Item No. 8:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
-2-2-3332-25333-25333333	I. <u>ELECTRO</u>	VIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	OTAL - I	5	1,36,697
	II. <u>PHYSICAL</u> I	POLL FORM:	
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-T	OTAL - II	27	8,16,496
TOTA	L (I + II)	32	9,53,193





### ix. For Item No. 9:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRO	NIC VOTES	
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-T	TOTAL - I	5	1,36,697
	II. PHYSICAL	POLL FORM:	
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-7	TOTAL - II	26	8,16,489
	L (I + II)	31	9,53,186

CS Bhumitra V. Dholakia Designated Partner Dholakia & Associates LLP

(Company Secretaries) FCS: 977 CP No: 507

Place : Mumbai

Date: 30<sup>th</sup> October, 2015



### TO WHOMSOEVER IT MAY CONCERN

We, Proshant B: Kirl Kax and Rohan S: Diologounkus. hereby state that the Polling Box, in which Equity Shareholders of Procter & Gamble Hygiene and Health Care Limited ("the Company") for the 51<sup>st</sup> Annual General Meeting of the Company held on Monday, the 28<sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

Witness 1
Name: Prowhant B Kirtikar
Morry, Worli, Mumber-40018
Morry, Wooli, mumber-400018
Signature: You man ?
Witness 2
Name: Robern S. Didhogaonkas.
Address: 102 araica Rocek. Near St. Xavies
Church Relind Saxwali night swoot mage
Signature:

## TO WHOMSOEVER IT MAY CONCERN

We, Vishvesh G. Bhagar and Vidyut R Vasavasa hereby state
that the Excel Sheet containing the Results of e-Voting of Procter & Gamble Hygiene and
Health Care Limited ("the Company") for the 51st Annual General Meeting of the Company
held on Monday, the 28 <sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen.
Jagannathrao Bhonsle Marg, Mumbai 400 021, was unblocked from the website of
M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our
presence as required under Rule 20(3)(xi) of Companies (Management and Administration)
Rules, 2014.

	VISHVESH G. BHAGAT
Address:	c/12, Parvari Mansion, 214. Dr. DB. Marg
	Grant Read, Mumbu - 400 cct
Witness 2	
Name: \( \square \)	DYUT. R. VASAVADA
Address: _	I- WOL, KRISHNA RESIDENCY,
B	IH SUNDERNAGAR, MALAD (WEST), ONUMBAILL
	V.R. Ncesavafa