



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 7303
www.pg.com/en_IN

August 9, 2018

To
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the Postal Ballot process

We are enclosing herewith following documents:

1. Voting results in respect of the Postal Ballot process, as required under Regulation 44 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 Hygiene and Health Care Limited

Amachado
Flavia Machado
Authorized Signatory

Encl.: As above



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)

1 - APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JULY, 2018.

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
Promoter and Promoter Group	E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		22929773	100.00	22929773	0	100.00	0.00
Public Institutions	E-Voting	4457623	2888321	64.80	2866530	21791	99.25	0.75
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2888321	64.80	2866530	21791	99.25	0.75
Public Non Institutions	E-Voting	5073340	393428	7.75	393030	398	99.90	0.10
	Poll		46465	0.92	45347	1118	97.59	2.41
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		439893	8.67	438377	1516	99.66	0.34
Total		32460736	26257987	80.89	26234680	23307	99.91	0.09



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 RESOLUTION FOR APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JULY, 2018.

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of Procter & Gamble Hygiene and Health Care Limited ("the Company") for conducting the Postal Ballot process in connection with the above referred matter.
2. I 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 stamped envelopes through Courier on 9th July, 2018 through Registrar and Share Transfer Agent i.e. Link Intime India Private Limited to the Members and the same were also sent by Email to the members by National Securities Depository Limited on 9th July, 2018, whose names appeared on the Register of Members/List of Beneficiaries as on 30th June, 2018.
 - 2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent 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 8th August, 2018 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 8th August, 2018 were not considered for my scrutiny. These envelopes were not opened.
 - 2.5 The Postal Ballot envelopes were opened on 8th August, 2018 in the presence of my authorized representative.

Scrutinizer's Report – Procter & Gamble Hygiene and Health Care Limited - 2018

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- 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 found one defaced 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 providing and supervising electronic platform on 8th August, 2018 which was closed by NSDL on 8th August, 2018 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 – APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JULY, 2018.

(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	208	55,321
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	47	8,856
Total Number of Valid Postal Ballot Forms for this Resolution	161	46,465



(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	405	2,65,86,910
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	16	3,75,388
Total Number of Valid Votes	389	2,62,11,522

(c) Details of 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	550	2,62,57,987	100.00
Assented to Resolution	527	2,62,34,680	99.91
Dissented to Resolution	23	23,307	0.09

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

Place: Mumbai
Date: 9th August, 2018



[Signature]
CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507



"ANNEXURE-I"**BASIS OF ACCEPTANCE****A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form is complete in all respects.
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.

B. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through e-voting i.e. electronic mode.
8. 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'.

"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 both the column of assent and 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 and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority 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.
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.

B. VOTING THROUGH ELECTRONIC MODE:

14. Member 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'.
15. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at pghhpb2018@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc..
16. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

Place: Mumbai
Date: 9th August, 2018



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507



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

RESOLUTION: APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JULY, 2018.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
I. PHYSICAL BALLOT FORM:			
1.	No votes cast	6	1,074
2.	Signature mismatch	8	428
3.	Signature not available	27	4,193
4.	Not signed	2	694
5.	Defaced Postal Ballot Form	1	217
6.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	2,250
7.	Not a member as on 30.06.2018	2	NIL
SUB-TOTAL - I		47	8,856
II. VOTING THROUGH ELECTRONIC MODE:			
8.	Authority Letter / Board Resolution / Power of Attorney not sent.	16	3,75,388
SUB-TOTAL - II		16	3,75,388
TOTAL (I + II)		63	3,84,244

Place: Mumbai
Date: 9th August, 2018



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

