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

January 25, 2019

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

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

Flavia Machado
Company Secretary

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

Encl.: As above

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Special)	**1 - Continuation of present tenure of directorship of Mr.Rajendra Ambalal Shah, who is above 75 years of age, as a Non-Executive Independent Director**
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**	**No. of votes Invalid**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**22929773**	**100.0000**	**22929773**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	4552344	2325588	51.0855	884183	1441405	38.0198	61.9802	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**2325588**	**51.0855**	**884183**	**1441405**	**38.0198**	**61.9802**	**0**
Public Non Institutions	E-Voting	4978619	263903	5.3007	261851	2052	99.2224	0.7776	0
	Poll		4443	0.0892	2191	2252	49.3135	50.6865	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**268346**	**5.3900**	**264042**	**4304**	**98.3961**	**1.6039**	**0**
Total		**32460736**	**25523707**	**78.6295**	**24077998**	**1445709**	**94.3358**	**5.6642**	**0**

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Special)	**2 - Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director**
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**	**No. of votes Invalid**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**	**[8]**
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**22929773**	**100.0000**	**22929773**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	4552344	3330086	73.1510	2222852	1107234	66.7506	33.2494	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**3330086**	**73.1510**	**2222852**	**1107234**	**66.7506**	**33.2494**	**0**
Public Non Institutions	E-Voting	4978619	263978	5.3023	261785	2193	99.1692	0.8308	0
	Poll		4443	0.0892	2190	2253	49.2910	50.7090	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**268421**	**5.3915**	**263975**	**4446**	**98.3436**	**1.6564**	**0**
Total		**32460736**	**26528280**	**81.7242**	**25416600**	**1111680**	**95.8095**	**4.1905**	**0**

Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)	3 - To appoint Mr. Gagan Sawhney (DIN 08279568) as Non-Executive Director of the Company
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**22929773**	**100.0000**	**22929773**	**0**	**100.0000**	**0.0000**	**0**
Public Institutions	E-Voting	4552344	3330086	73.1510	3231866	98220	97.0505	2.9495	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**3330086**	**73.1510**	**3231866**	**98220**	**97.0505**	**2.9495**	**0**
Public Non Institutions	E-Voting	4978619	263901	5.3007	263655	246	99.9068	0.0932	0
	Poll		4443	0.0892	4067	376	91.5372	8.4628	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		**268344**	**5.3899**	**267722**	**622**	**99.7682**	**0.2318**	**0**
Total		**32460736**	**26528203**	**81.7240**	**26429361**	**98842**	**99.6274**	**0.3726**	**0**

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. D.C.L., E.P.CORP

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 RESOLUTIONS AS SET OUT IN THE NOTICE DATED DECEMBER 18,2018 FOR POSTAL BALLOT.

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the Scrutinizer by Procter & Gamble Hygiene and Health Care Limited ("the Company") to scrutinize the Postal Ballot voting process (voting by Postal Ballot Form and e-voting) in connection with the subject matter.

2. I, CS Bhumitra V. 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 stamped envelopes through Courier to the Members on December 25, 2018 and the same were also sent by Email to the members by National Securities Depository Limited on December 24, 2018, whose names appeared on the Register of Members/List of Beneficiaries as on December 14, 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 5.00 p.m on January 24, 2019, 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 5.00 p.m on January 24, 2019 were not considered for my scrutiny. These envelopes were not opened.

   2.5 The Postal Ballot envelopes were opened on January 24, 2019 in the presence of my authorized representative.

   2.6 I have not found any mutilated Postal Ballot Forms.

Regd Office : A/302, Khernagar Sarvoday CHS LTD., Bldg No. 11, Nr. P.F. Office, Khernagar, M.H.B. Colony, Bandra (E), Mumbai - 400 051. Tel.: + 91 22 26580309 / + 91 22 26471302 +91 22 26476280 Email : info@dholkia-associates.com
Ms/ Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st November, 2014 LLPIN AAC 9552 GSTIN : 27AAKFD4117D1ZR

2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

2.8 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.

2.9 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 January 24, 2019 which was closed by NSDL on January 24, 2019 at 5.00 p.m.

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:

A. RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. RAJENDRA AMBALAL SHAH, WHO IS ABOVE 75 YEARS OF AGE, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR- SPECIAL RESOLUTION

(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	48	5,272
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III**)	5	829
Total Number of Valid Postal Ballot Forms for this Resolution	**43**	**4,443**

(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	281	2,55,24,523
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III**)	2	5,259
Total Number of Valid Votes	**279**	**2,55,19,264**

(c) Details of Voting through Postal Ballot forms and by Electronic Mode:

Particulars	Aggregate of Physical Ballot 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	322	2,55,23,707	100
Assented to Resolution	**197**	**2,40,77,998**	**94.34**
Dissented to Resolution	**125**	**14,45,709**	**5.66**

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

B. RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. BANSIDHAR SUNDERLAL MEHTA, WHO IS ABOVE 75 YEARS OF AGE, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

(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	48	5,272
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III**)	5	829
Total Number of Valid Postal Ballot Forms for this Resolution	**43**	**4,443**

(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	284	2,65,29,096
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III**)	2	5,259
Total Number of Valid Votes	**282**	**2,65,23,837**

(c) Details of Voting through Postal Ballot forms and by Electronic Mode:

Particulars	Aggregate of Physical Ballot 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	325	2,65,28,280	100
Assented to Resolution	**228**	**2,54,16,600**	**95.81**
Dissented to Resolution	**97**	**11,11,680**	**4.19**

C. RESOLUTION – TO APPOINT MR. GAGAN SAWHNEY (DIN 08279568) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION

(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	48	5272
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III**)	5	829
Total Number of Valid Postal Ballot Forms for this Resolution	**43**	**4,443**

(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	282	2,65,29,019
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III**)	2	5,259
Total Number of Valid Votes	**280**	**2,65,23,760**

(c) Details of Voting through Postal Ballot forms and by Electronic Mode:

Particulars	Aggregate of Physical Ballot 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	323	2,65,28,203	100
Assented to Resolution	**301**	**2,64,29,361**	**99.63**
Dissented to Resolution	**22**	**98,842**	**0.37**

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

Place: Mumbai
Date: 25th January, 2019

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.

7. The voting has been considered on the basis of the Power of Attorney/Board Resolution already registered by the Member.

B. VOTING THROUGH ELECTRONIC MODE:

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

9. 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'.

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

"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 pghhpb2019@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc..

Place: Mumbai
Date: 25th January, 2019

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.

A. RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. RAJENDRA AMBALAL SHAH, WHO IS ABOVE 75 YEARS OF AGE, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	I. PHYSICAL BALLOT FORM:		
1.	Signature mismatch	3	506
2.	Signature not available	1	316
3.	Vote cast in Physical and Electronic	1	7
	SUB-TOTAL - I	**5**	**829**
	II. VOTING THROUGH ELECTRONIC MODE:		
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	5,259
	SUB-TOTAL - II	**2**	**5,259**
	TOTAL (I + II)	**7**	**6,088**

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

B. RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. BANSIDHAR SUNDERLAL MEHTA, WHO IS ABOVE 75 YEARS OF AGE, AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	I. PHYSICAL BALLOT FORM:		
1.	Signature mismatch	3	506
2.	Signature not available	1	316
3.	Vote cast in Physical and Electronic	1	7
	SUB-TOTAL - I	**5**	**829**
	II. VOTING THROUGH ELECTRONIC MODE:		
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	5,259
	SUB-TOTAL - II	**2**	**5,259**
	TOTAL (I + II)	**7**	**6,088**

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LTD. MUMBAI

C. RESOLUTION – TO APPOINT MR. GAGAN SAWHNEY (DIN 08279568) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	I. PHYSICAL BALLOT FORM:		
1.	Signature mismatch	3	506
2.	Signature not available	1	316
3.	Vote cast in Physical and Electronic	1	7
	SUB-TOTAL - I	**5**	**829**
	II. VOTING THROUGH ELECTRONIC MODE:		
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	5,259
	SUB-TOTAL - II	**2**	**5,259**
	TOTAL (I + II)	**7**	**6,088**

Place: Mumbai
Date: 25th January, 2019

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