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

Fax Nos:- 26598237/38/8120

September 25, 2014

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

Ref:- Scrip Code:- 500459

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 50th Annual General Meeting of Shareholders held on September 24, 2014 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 50th Annual General Meeting of the Shareholders of our Company held on Wednesday, September 24, 2014 at 10.30 a.m. at Y.B. Chavan Pratishthan, Gen. Jagannathrao Marg, Mumbai – 400021:

Date of Annual General Meeting	September 24, 2014
Total Number of Shareholders as on book closure	23142 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 Promoters and Promoter Group: Public:	Not Arranged Nil Nil

Mode of voting for all the Resolutions was:

- E-voting conducted between 16th September, 2014 to 18th September, 2014; and
- Physical Poll conducted at the Annual General Meeting held on September 24, 2014

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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, 2014, 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2593793	54.37	2593793	0	100.00	0.00
Public-Others	4759926	13943	0.29	13470	473	96.61	3.39
Total (A)	**32460736**	**25537509**	**78.67**	**25537036**	**473**	**100.00**	**0.00**

Resolution No 2:
To declare dividend for the Financial Year ended June 30, 2014

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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795485	0	100.00	0.00
Public-Others	4759926	13943	0.29	13448	495	96.45	3.55
Total (A)	**32460736**	**25739201**	**79.29**	**25738706**	**495**	**100.00**	**0.00**



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Resolution No 3:
To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2774541	20944	99.25	0.75
Public-Others	4759926	13913	0.29	13440	473	96.60	3.40
Total (A)	**32460736**	**25739171**	**79.29**	**25717754**	**21417**	**99.92**	**0.08**

Resolution No 4:
To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Third (53rd) Annual General Meeting, subject to ratification of their appointment at every 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)] *100
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795020	465	99.98	0.02
Public-Others	4759926	13923	0.29	13443	480	96.55	3.45
Total (A)	**32460736**	**25739181**	**79.29**	**25738236**	**945**	**100.00**	**0.00**

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Resolution No 5:
Appointment of Mr. R. A. Shah (DIN 00009851) as the Non- Executive Independent Director of the Company, not 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795020	465	99.98	0.02
Public-Others	4759926	13398	0.28	12903	495	96.31	3.69
Total (A)	**32460736**	**25738656**	**79.29**	**25737696**	**960**	**100.00**	**0.00**

Resolution No 6:
Appointment of Mr. B. S. Mehta (DIN 00035019) as the Non- Executive Independent Director of the Company, not 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795020	465	99.98	0.02
Public-Others	4759926	13807	0.29	13334	473	96.57	3.43
Total (A)	**32460736**	**25739065**	**79.29**	**25738127**	**938**	**100.00**	**0.00**



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Resolution No 7:
Appointment of Mr. A. K. Gupta (DIN 02588131) as the Non- Executive Independent Director of the Company, not 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795485	0	100.00	0.00
Public-Others	4759926	13523	0.28	13050	473	96.50	3.50
Total (A)	**32460736**	**25738781**	**79.29**	**25738308**	**473**	**100.00**	**0.00**

Resolution No 8:
Appointment of Mr. Shailyamanyu Singh (DIN 06832523) as a 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795020	465	99.98	0.02
Public-Others	4759926	13523	0.28	13050	473	96.50	3.50
Total (A)	**32460736**	**25738781**	**79.29**	**25737843**	**938**	**100.00**	**0.00**



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Resolution No 9:
Appointment of Ms. Sonali Dhawan (DIN 06808527) 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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795485	0	100.00	0.00
Public-Others	4759926	13919	0.29	13439	480	96.55	3.45
Total (A)	**32460736**	**25739177**	**79.29**	**25738697**	**480**	**100.00**	**0.00**

Resolution No 10:
Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15

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
Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional Holders	4771037	2795485	58.59	2795485	0	100.00	0.00
Public-Others	4759926	13917	0.29	13437	480	96.55	3.45
Total (A)	**32460736**	**25739175**	**79.29**	**25738695**	**480**	**100.00**	**0.00**



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All the resolutions are passed with requisite majority.

The Reports of the Scrutinizer in respect of the e-voting and poll undertaken at the Annual General Meeting held on September 24, 2014 is enclosed herewith.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Procter & Gamble Hygiene and Health Care Limited

Preeti Bishnoi
Company Secretary

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

DHOLAKIA & ASSOCIATES (REGD.)
COMPANY SECRETARIES

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of 50th Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited to be held on Wednesday, the 24th September, 2014 at 10.30 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Partner of M/s. Dholakia & Associates, Company Secretaries** appointed as a Scrutinizer by the Board of Directors of **Procter & Gamble Hygiene And Health Care Limited ("the Company")** vide Letter dated 18th August, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the resolutions contained in the Notice of 50th Annual General Meeting of the Company to be held on Wednesday, the 24th September, 2014 at 10.30 a.m., submit my report as under:

1. The e-Voting commenced on September 16, 2014 (9:00 a.m.) and was closed on September 18, 2014 (5.00 p.m.).

2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 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 casted in favour or against for respective Resolution.

3. The e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and the Excel File containing the Result was opened in the presence of Mr. Lalit Shah and Ms. Pooja Niphadkar who are not in the employment of the Company. **(Declaration attached)**

4. The Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of the Board Resolution/Authority Letter, etc. at email ID : bvdholakia@dholakia-associates.com have been considered valid.

DHOLAKIA & ASSOCIATES (Company Secretaries) MUMBAI

Add: MHB 11, A/302, Sarvodaya CHSL, Near Bhavishya Nidhi Bhavan, Service Road, Khernagar, Bandra (East), Mumbai - 400 051.
TEL. + 91 2226580309 / + 91 2226471302 Fax : + 91 2226476280 E-mail : info@dholakia-associates.com

5. **The result of the e – Voting is as under :**

(a) **Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2014, 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	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	74	26,09,653
Less: Total Number of Invalid Votes (Refer Point No. 4)	12	1,37,836
Total Number of Valid Votes	**62**	**24,71,817**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
62	24,71,817	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES * (Company Secretaries) MUMBAI

(b) **Item No 2: To declare dividend for the Financial Year ended June 30, 2014.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	78	28,11,346
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**65**	**26,73,509**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
65	26,73,509	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(c) **Item No 3: To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,316
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**63**	**26,73,479**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
57	26,36,833	98.63

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
6	36,646	1.37

DHOLAKIA & ASSOCIATES * MUMBAI * (Company Secretaries)

***(d)* Item No 4: To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Third (53rd) Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**64**	**26,73,489**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
61	24,67,364	92.29

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	2,06,125	7.71



(e) **Item No 5: Appointment of Mr. R. A. Shah (DIN 00009851) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,201
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**63**	**26,73,364**

(i) Voted **in favour** of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
58	24,70,207	92.40

(ii) Voted **against the resolution:**

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	2,03,157	7.60



(f) Item No 6: Appointment of Mr. B. S. Mehta (DIN 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,210
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**63**	**26,73,373**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
58	24,70,185	92.40

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	2,03,188	7.60

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(g) **Item No 7: Appointment of Mr. A. K. Gupta (DIN 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**64**	**26,73,489**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
59	26,71,796	99.94

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	1,693	0.06

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(h) **Item No 8: Appointment of Mr. Shailyamanyu Singh (DIN 06832523) as a Non-Executive Director of the Company, liable to retire by rotation.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	77	28,11,326
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**64**	**26,73,489**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
61	26,73,351	99.995

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	138	0.005

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(i) **Item No 9: Appointment of Ms. Sonali Dhawan (DIN 06808527) as Non-Executive Director of the Company, liable to retire by rotation.**

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,322
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**63**	**26,73,485**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
60	26,73,338	99.995

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
3	147	0.005

DHOLAKIA & ASSOCIATES MUMBAI Company Secretaries

(j) Item No 10: Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15.

Particulars	Number of Members who cast votes Electronically	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	76	28,11,320
Less: Total Number of Invalid Votes (Refer Point No. 4)	13	1,37,837
Total Number of Valid Votes	**63**	**26,73,483**

(i) Voted in favour of the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
63	26,73,483	100

(ii) Voted against the resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

5. You may accordingly declare the result of the voting by e-Voting.

6. The Register of e-Voting and all other papers relating to 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(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES * MUMBAI * Company Secretaries

CS Bhumitra V. Dholakia
Partner
Dholakia & Associates
(Company Secretaries)
CP No: 507

Place : Mumbai
Date : 22nd September, 2014

TO WHOMSOEVER IT MAY CONCERN

We, Lalit Shah and Pooja Niphadkar hereby state that the Excel Sheet containing the Results of e-Voting of **PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED ("the Company")** for the 50th Annual General Meeting of the Company to be held on Wednesday, the 24th September, 2014 at 10.30 a.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.

20/09/2014 3.15 p.m.

Lalit Shah

20/09/2014 03.15 pm

Pooja Niphadkar

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

DHOLAKIA
& ASSOCIATES (REGD.)
COMPANY SECRETARIES

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Shri R. A. Shah
Chairperson for the 50th Annual General Meeting of the Equity Shareholders of **Procter & Gamble Hygiene and Health Care Limited** held on Wednesday, the 24th September, 2014 at 10.30 a.m. **at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.**

Dear Sir,

I, **CS Bhumitra V. Dholakia**, appointed as Scrutinizer by you for the purpose of the Poll taken on the below mentioned Resolutions, at the 50th Annual General Meeting of the Equity Shareholders of **Procter & Gamble Hygiene and Health Care Limited ("the Company")** held on Wednesday, the 24th September, 2014 at 10.30 a. m **at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021**, submit my Report as under:

1. After the time fixed for the Poll by the Chairperson, Two (2) empty Ballot Boxes kept for Polling was locked in my presence and Members who were present.

2. The locked Ballot Boxes was subsequently opened in my presence and in the presence of 2 (Two) Witnesses **(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.

3. The Poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

DHOLAKIA & ASSOCIATES MUMBAI Company Secretaries

Add. MHB 11, A/302, Sarvodaya CHSL, Near Bhavishya Nidhi Bhavan, Service Road, Khernagar, Bandra (East), Mumbai - 400 051.
TEL. + 91 2226580309 / + 91 2226471302 Fax : + 91 2226476280 E-mail : info@dholakia-associates.com

4. The result of the Poll is as under :

Resolution:

(a) Item No 1: **To receive, consider and adopt the Audited Balance Sheet as at June 30, 2014, 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.**

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
58	2,30,65,219	99.998

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
3	473	0.002

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004

(b) Item No 2: **To declare dividend for the Financial Year ended June 30, 2014.**

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,65,197	99.998

(ii) Voted **against the Resolution**:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	495	0.002

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004



(c) Item No 3: **To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
50	2,30,44,275	99.91

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	21,417	0.09

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004

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(d) Item No 4: **To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty Third (53rd) Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.**

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
56	2,30,64,747	99.996

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
5	945	0.004

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004



(e) Item No 5: **Appointment of Mr. R. A. Shah (DIN 00009851) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
55	2,30,64,332	99.996

(ii) Voted **against the Resolution**:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
5	960	0.004

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(f) Item No 6: Appointment of Mr. B. S. Mehta (DIN 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.

(i) Voted in favour of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,64,754	99.996

(ii) Voted against the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	938	0.004

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004

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(g) Item No 7: **Appointment of Mr. A. K. Gupta (DIN 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,64,819	99.998

(ii) Voted **against the Resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
3	473	0.002

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

(h) Item No 8: **Appointment of Mr. Shailyamanyu Singh (DIN 06832523) as a Non-Executive Director of the Company, liable to retire by rotation.**

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
56	2,30,64,354	99.996

(ii) Voted **against the Resolution**:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	938	0.004

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
11	1,375	0.006

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(i) Item No 9: **Appointment of Ms. Sonali Dhawan (DIN 06808527) as Non-Executive Director of the Company, liable to retire by rotation.**

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,65,212	99.998

(ii) Voted **against the Resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	480	0.002

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004

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(j) Item No 10: Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15.

(i) Voted **in favour** of the Resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
57	2,30,65,212	99.998

(ii) Voted **against the Resolution:**

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
4	480	0.002

(iii) **Invalid** votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
10	975	0.004

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5. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the Resolution is enclosed.

6. The aforesaid Poll Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.

7. The Poll papers and all other relevant records were sealed and handed over to Ms. Preeti Bishnoi, Company Secretary of the Company authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES * (Company Secretaries) MUMBAI

Place: Mumbai
Date: 24th September, 2014

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

ANNEXURE

A. BASIS OF ACCEPTANCE

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.

2. 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.

3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.

4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.

5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

B. BASIS OF REJECTION

1. Shareholder has not put any mark on either assent or dissent.

2. Poll paper is not signed.

3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.

4. 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.

5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

6. 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.

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7. 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.

8. 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.

9. If the Name of the Person is not found in the Register of Members or Proxy Register or as a Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.

10. 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.

11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.





C. REPORT FOR INVALID POLL PAPERS.

i. **For Resolution No.1:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

ii. **For Resolution No. 2:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

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iii. **For Resolution No. 3:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

iv. **For Resolution No. 4:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		10	975

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v. **For Resolution No. 5:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		**11**	**1,375**

vi. **For Resolution No. 6:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		**10**	**975**

vii. **For Resolution No. 7:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		11	1,375

viii. **For Resolution No. 8:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	1	400
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		11	1,375

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ix. **For Resolution No. 9:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		**10**	**975**

x. **For Resolution No. 10:**

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	NIL	NIL
2.	Signature not tallied	8	602
3.	Signature not available	2	373
TOTAL		**10**	**975**

Thanking you,

Yours faithfully,

DHOLAKIA & ASSOCIATES * (Company Secretaries) MUMBAI

Place: Mumbai
Date: 24th September, 2014

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

TO WOMSOEVER IT MAY CONCERN

We, Prashant Kirtikar and Ratnakar Kadam hereby state that the Polling Box, in which Equity Shareholders of Procter & Gamble Hygiene and Health Care Limited ("the Company") casted their vote by way of Poll at the 50th Annual General Meeting of the Company held on Wednesday, the 24th September, 2014 at 10.30 a.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: 24/09/14 12:15

Witness 2: RKadam
24-09-14/12:15