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

October 30, 2015

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 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 Promoters and Promoter Group: Public:	Not Arranged Nil Nil

Mode of voting for all the Resolutions was:

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

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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, 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
Mode of Voting: (Poll)							
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	2595	0.05	2119	476	81.66	18.34
Total (B)	32460736	2595	0.01	2119	476	81.66	18.34
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)]* 100
Mode of Voting: (E-voting)							

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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	229318	4.46	229318	0	100.00	0.00
Total (A)	32460736	25264907	77.83	25264907	0	100.00	0.00
Mode of Voting: (Poll)							
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	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
Mode 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)							
Promoter and Promoter Group	22929773	0	0.00	0	0	0.00	0.00

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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 theBoard 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
Mode 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
Mode of Voting: (Poll)							
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	2119	483	81.44	18.56
Total (B)	32460736	2602	0.01	2119	483	81.44	18.56
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
Mode 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	229189	104	99.95	0.05
Total (A)	32460736	25264882	77.83	25245478	19404	99.92	0.08
Mode of Voting: (Poll)							
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	2595	0.05	2122	473	81.77	18.23
Total (B)	32460736	2595	0.01	2122	473	81.77	18.23
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
Mode of Voting: (E-voting)							

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Promoter and Promoter Group	22929773	22929773	100.00	22929773	0	100.00	0.00
Public Institutional 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
Mode of Voting: (Poll)							
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	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 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	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	4390109	0	0.00	0	0	0.00	0.00

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Institutional Holders							
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
Mode 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	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
Mode of Voting: (Poll)							
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	2595	0.05	2122	473	81.77	18.23
Total (B)	32460736	2595	0.01	2122	473	81.77	18.23
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)	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against (5)	% of Votes in favour on Votes polled	% of Votes Against on Votes polled

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			(3)=[(2)/(1)]*100	(4)		(6)=[(4)/(2)] *100	(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	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
Mode of Voting: (Poll)							
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	25266972	512	99.99	0.01

All the resolutions are passed with requisite majority. The Report of the Scrutinizer in respect of the e-voting 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 LLP
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 28th 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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Mumbai - 400 051. Tel. : + 91 22 26580309 / +91 22 26471302 Fax : + 91 22 26476280 E-mail : info@dholakia-associates.com
M/s. Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership)

6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com 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 www.evoting.nsdl.com have been considered valid or who have emailed the same on pghhagm2015@dholakia-associates.com 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	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-Voting		
Total Votes received by electronic mode	140	2,52,40,334
Less: Total Number of Invalid Votes	5	1,36,697
Total Number of Valid Votes	**135**	**2,51,03,637**
B. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	229	2,60,59,425
Less: Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	**197**	**2,51,06,232**

(i) Voted **in favour** of 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		
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	Number of Votes cast by them	% 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 Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote 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. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	214	2,62,20,695
Less: Total Number of Invalid Votes	31	9,53,186
Total Number of Valid Votes	**183**	**2,52,67,509**

(i) Voted **in favour** of 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		
120	2,52,64,907	100.00
B. Poll		
60	2,129	81.822
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	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
NIL	NIL	NIL
B. Poll		
3	473	18.178
C. Combined (A+B)		
3	**473**	**0.002**

(c) **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.**

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-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. 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. Combined (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**

(i) Voted **in favour** of 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		
112	2,52,45,476	99.923
B. Poll		
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 Papers received	Number of Votes cast by them	% of total number of valid votes cast
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 Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote 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**
B. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	209	2,61,20,770
Less: Total Number of Invalid Votes	27	8,53,286
Total Number of Valid Votes	**182**	**2,52,67,484**

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

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		
2	1,61,847	0.641
B. Poll		
5	483	18.563
C. Combined (A+B)		
7	**1,62,330**	**0.642**

(e) **Item No 5: To appoint Mr. Karthik Natarajan (DIN 06685891) 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. Remote 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. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	213	2,62,20,670
Less: Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	**181**	**2,52,67,477**

(i) Voted **in favour** of 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		
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
A. Remote e-Voting		
7	19,404	0.077
B. Poll		
3	473	18.227
C. Combined (A+B)		
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. Remote 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**
B. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	209	2,61,20,770
Less: Total Number of Invalid Votes	27	8,53,286
Total Number of Valid Votes	**182**	**2,52,67,484**

(i) Voted **in favour** of 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		
82	2,46,46,447	97.552
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
A. Remote e-Voting		
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	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-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. 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. Combined (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**

(i) Voted **in favour** of 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		
111	2,51,57,644	99.576
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) **Item No 8: To ratify payment of remuneration to the Cost Auditor for the Financial Year 2015-16.**

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-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. 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. Combined (A+B)		
Total Votes received by electronic mode and Poll	213	2,62,20,670
Less: Total Number of Invalid Votes	32	9,53,193
Total Number of Valid Votes	**181**	**2,52,67,477**

(i) Voted **in favour** of 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		
119	2,52,64,882	100.00
B. Poll		
59	2,122	81.773
C. Combined (A+B)		
178	**2,52,67,004**	**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		
NIL	NIL	NIL
B. Poll		
3	473	18.227
C. Combined (A+B)		
3	**473**	**0.002**

(i) **Item No 9: To approve payment of commission to the Non-Executive Independent Directors of the Company.**

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-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. 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. Combined (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**

(i) Voted **in favour** of 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		
113	2,52,64,843	99.9998
B. Poll		
60	2,129	81.822
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.

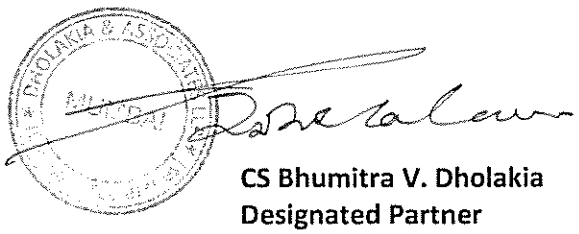
11. The poll papers and all other relevant records were sealed and handed over to Mr. Shailyamanyu Singh, Director of the Company authorized by the Board for safe keeping.

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 : 30th 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 pghhagm2015@dholakia-associates.com 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 www.evoting.nsdl.com have been considered ~~valid~~ invalid.

2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.

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.

6. 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.

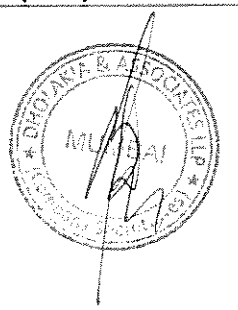
C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.

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. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-TOTAL - I		**5**	**1,36,697**
	II. PHYSICAL POLL FORM:		
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-TOTAL - II		**27**	**8,16,496**
TOTAL (I + II)		**32**	**9,53,193**

ii. **For Item No. 2:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-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-TOTAL - II		**26**	**8,16,489**
TOTAL (I + II)		**31**	**9,53,186**

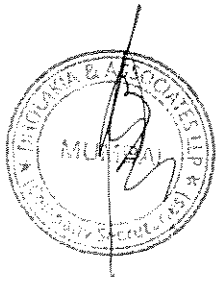


iii. **For Item No. 3:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-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-TOTAL - II		**26**	**8,16,489**
TOTAL (I + II)		**31**	**9,53,186**

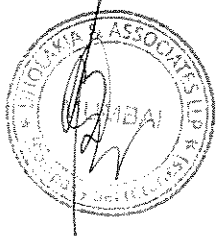
iv. **For Item No. 4:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	1	36,797
SUB-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**



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. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-TOTAL - I		5	1,36,697
	II. PHYSICAL POLL FORM:		
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-TOTAL - II		27	8,16,496
TOTAL (I + II)		32	9,53,193



vi. **For Item No. 6:**

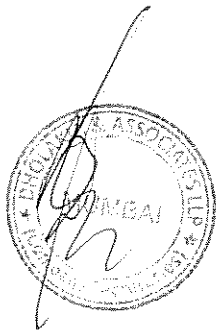
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	1	36,797
SUB-TOTAL - I		**1**	**36,797**
	II. PHYSICAL POLL FORM:		
2.	No votes polled.	3	3,462
3.	Signature mismatch.	21	8,13,025
4.	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. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-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-TOTAL - II		**26**	**8,16,489**
TOTAL (I + II)		**31**	**9,53,186**

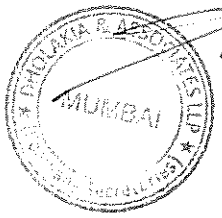
viii. **For Item No. 8:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each
	I. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-TOTAL - I		**5**	**1,36,697**
	II. PHYSICAL POLL FORM:		
2.	No votes polled.	4	3,469
3.	Signature mismatch.	21	8,13,025
4.	Signature not available	2	2
SUB-TOTAL - II		**27**	**8,16,496**
TOTAL (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. ELECTRONIC VOTES		
1.	POA/BR not uploaded or emailed.	5	1,36,697
SUB-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-TOTAL - II		**26**	**8,16,489**
TOTAL (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 : 30th October, 2015

TO WHOMSOEVER IT MAY CONCERN

We, Prashant B. Kirtikar and Rohan S. Dudhgaonkas. hereby state that the Polling Box, in which Equity Shareholders of **Procter & Gamble Hygiene and Health Care Limited ("the Company")** for the 51st Annual General Meeting of the Company held on Monday, the 28th 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: Prashant B Kirtikar

Address: 88/71, B.D.D Colony, D.N. Nakashkar Marg, Nhavi, Mumbai-400018

Signature:

Witness 2

Name: Rohan S. Dudhgaonkas.

Address: 102 Arunica Rock. Near St. Xaviers Church Behind Saraswati High School Marg

Signature:

TO WHOMSOEVER IT MAY CONCERN

We, Vishvesh G. Bhagat and Vidyut R Vasavada 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 28th 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.

Witness 1

Name: VISHVESH G. BHAGAT

Address: C/12, Parvati Mansion, 214, Dr. D B. Marg Grant Road, Mumbai - 400 007

Signature:

Witness 2

Name: VIDYUT . R. VASAVADA

Address: C-401, KRISHNA RESIDENCY, B/H SUNDERNAGAR, MALAD (WEST), MUMBAI-400064.

Signature: V. R. Vasavada