



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 7337
www.pg.com/en_IN

November 30, 2018

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

Ref:- Scrip Code:- 500459

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 54th Annual General Meeting of Shareholders held on November 29, 2018

We would like to inform you that the 54th Annual General Meeting of the Company was held on November 29, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021.

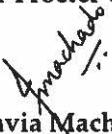
In this respect, please find enclosed below:

1. Voting results in respect of the business conducted at the Annual General Meeting, as required under Regulation 44 (3) 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 Limited

4 - To appoint a Director in place of Mr. Shailymanyu Singh Rathore (DIN 06832523), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	4533122	3319089	73.2186	3220869	98220	97.0408	2.9592
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3319089	73.2186	3220869	98220	97.0408	2.9592
Public Non Institutions	E-Voting	4997841	344037	6.8837	343877	160	99.9535	0.0465
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		345198	6.9069	345038	160	99.9536	0.0464
Total		32460736	26594060	81.9269	26495680	98380	99.6301	0.3699



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)

5 - To ratify payment of Remuneration to the Cost Auditor for the Financial Year 2018-19.

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	4533122	3319089	73.2186	3319089	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3319089	73.2186	3319089	0	100.0000	0.0000
Public Non Institutions	E-Voting	4997841	344038	6.8837	343999	39	99.9887	0.0113
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		345199	6.9069	345160	39	99.9887	0.0113
Total		32460736	26594061	81.9269	26594022	39	99.9999	0.0001



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		2 - To declare Final Dividend for the Financial Year ended June 30, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	4533122	3319089	73.2186	3319089	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3319089	73.2186	3319089	0	100.0000	0.0000
Public Non Institutions	E-Voting	4997841	346017	6.9233	346010	7	99.9980	0.0020
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		347178	6.9465	347171	7	99.9980	0.0020
Total		32460736	26596040	81.9330	26596033	7	100.0000	0.0000



Procter & Gamble Hygiene And Health Care Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2018 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.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	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
	Poll	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	0	0.0000	0	0	0.0000	0.0000	
	Total	22929773	100.0000	22929773	0	100.0000	0.0000	
Public Institutions	E-Voting	4533122	3081605	67.9797	3081605	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3081605	67.9797	3081605	0	100.0000	0.0000
Public Non Institutions	E-Voting	4997841	344040	6.8838	344033	7	99.9980	0.0020
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		345201	6.9070	345194	7	99.9980	0.0020
Total		32460736	26356579	81.1953	26356572	7	100.0000	0.0000



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	4533122	3319089	73.2186	3220869	98220	97.0408	2.9592
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3319089	73.2186	3220869	98220	97.0408	2.9592
Public Non Institutions	E-Voting	4997841	343983	6.8826	343688	295	99.9142	0.0858
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		345144	6.9058	344849	295	99.9145	0.0855
Total		32460736	26594006	81.9267	26495491	98515	99.6296	0.3704



Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		6 - To Pay Commission to the Non-Executive Directors of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	22929773	22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting	4533122	3319089	73.2186	3319089	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3319089	73.2186	3319089	0	100.0000	0.0000
Public Non Institutions	E-Voting	4997841	344038	6.8837	343104	934	99.7285	0.2715
	Poll		1161	0.0232	1161	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		345199	6.9069	344265	934	99.7294	0.2706
Total		32460736	26594061	81.9269	26593127	934	99.9965	0.0035



Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. R. A. Shah

The Chairperson of 54th Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

Held on Thursday, 29th November, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of 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 Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 54th 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 favor or against for respective Resolutions.
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. Omkar Sawant and Mr. Sahil Sathe (**Declaration attached**) who are not in the employment of the Company. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and Link Intime India Private Limited, Registrar and Share 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. Two Proxy Forms were found in the ballot box which has not been considered for scrutiny.



Scrutinizer's Report - Combined (Remote e-Voting and Poll) - Procter & Gamble Hygiene and Health Care Limited - 54th AGM

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MUMBAI

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@dholakia-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

6. The Remote e-Voting commenced on November 24, 2018 (9:00 am IST) and was closed on November 28, 2018 (5.00 pm IST).
7. The Remote e-Voting Result was unblocked at Mumbai from the website of 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. Omkar Sawant and Mr. Sahil Sathe (Declaration attached) who are not in the employment of the Company.
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, 2018 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	185	2,63,55,418
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	185	2,63,55,418
B. Poll		
Total Votes received by Poll	32	1,168
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	217	2,63,56,586
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	216	2,63,56,579



(i) Voted in favor 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		
184	2,63,55,411	99.99997
B. Poll		
31	1,161	100
C. Combined (A+B)		
215	2,63,56,572	99.99997

(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		
1	7	0.00003
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
1	7	0.00003



(b) Item No 2: To declare Final Dividend for the Financial Year ended June 30, 2018.

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	203	2,65,94,879
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	203	2,65,94,879
B. Poll		
Total Votes received by Poll	32	1,168
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	235	2,65,96,047
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	234	2,65,96,040



(i) Voted in favor 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		
202	2,65,94,872	99.99997
B. Poll		
31	1161	100
C. Combined (A+B)		
233	2,65,96,033	99.99997

(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		
1	7	0.00003
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
1	7	0.00003



(c) Item No 3: To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself 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	190	2,65,92,845
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	190	2,65,92,845
B. Poll		
Total Votes received by Poll	32	1,168
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	222	2,65,94,013
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	221	2,65,94,006



(i) Voted in favor 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		
177	2,64,94,330	99.6295
B. Poll		
31	1,161	100
C. Combined (A+B)		
208	2,64,95,491	99.6296

(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		
13	98,515	0.3705
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
13	98,515	0.3704



(d) Item No 4: To appoint a Director in place of Mr. Shailymanyu Singh Rathore (DIN 06832523), 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	189	2,65,92,899
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	189	2,65,92,899
B. Poll		
Total Votes received by Poll	32	1,168
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	221	2,65,94,067
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	220	2,65,94,060



(i) Voted in favor 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		
178	2,64,94,519	99.6301
B. Poll		
31	1,161	100
C. Combined (A+B)		
209	2,64,95,680	99.6301

(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		
11	98,380	0.3699
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
11	98,380	0.3699



(e) Item No 5: Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2018-19.

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	190	2,65,92,900
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	190	2,65,92,900
B. Poll		
Total Votes received by Poll	32	1,168
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	222	2,65,94,068
Less: Total Number of Invalid Votes	1	7
Total Number of Valid Votes	221	2,65,94,061



(i) Voted in favor 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		
187	2,65,92,861	99.9999
B. Poll		
31	1,161	100
C. Combined (A+B)		
218	2,65,94,022	99.9999

(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	39	0.0001
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
3	39	0.0001



(f) Item No 6: Payment of Commission to the Non-Executive 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	190	2,65,92,900
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	190	2,65,92,900
B. Poll		
Total Votes received by Poll	32	1,168
<u>Less:</u> Total Number of Invalid Votes	1	7
Total Number of Valid Votes	31	1,161
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	222	2,65,94,068
<u>Less:</u> Total Number of Invalid Votes	1	7
Total Number of Valid Votes	221	2,65,94,061



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 November, 2018

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.
7. The Poll Paper 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.
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 an 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 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.



iv. For Item No. 4:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Voted Twice	1	7
TOTAL		1	7

v. For Item No. 5:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Voted Twice	1	7
TOTAL		1	7

vi. For Item No. 6:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	Voted Twice	1	7
TOTAL		1	7



CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai

Date: 30th November, 2018

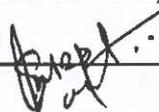
TO WHOMSOEVER IT MAY CONCERN

We, OMKAR. SAWANT. and SATHE. SATHE. hereby state that the Polling Box, in which Equity Shareholders of Procter & Gamble Hygiene and Health Care Limited ("the Company") cast their vote by way of Poll at the 54th Annual General Meeting of the Company held on Thursday, 29th November, 2018 at 11.00 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 were in sealed condition and without any tampering.

Witness 1

Name: OMKAR. SAWANT.

Address: ROOM No. 1 KISAN PAWAR CHAWI ST. ANTHONY RD
NR MILITARY CAMP KALINA SANTACRUZ (E) MUMBAI

Signature: 

Witness 2

Name: SANIL SATHE

Address: GOKUL PURA AGRA ROAD ROOM NO. 15. NEAR.
NAMSKAR. MANDAL KALYAN WEST 421301

Signature: 

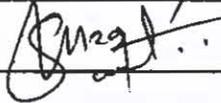
TO WHOMSOEVER IT MAY CONCERN

We, OMKAR. SAWANT. and SAHIL. SATHE hereby state that the Excel Sheet containing the Results of Remote e-Voting of Procter & Gamble Hygiene and Health Care Limited ("the Company") for the 54th Annual General Meeting of the Company held on Thursday, 29th November, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: OMKAR. SAWANT.

Address: Room No. 1 KISAN PAWAR CHAWL ST. ANTHONY RD.
NR MILITARY CAMP KALINA SANTACRUZ (E) MUMBAI.

Signature: 

Witness 2

Name: SAHIL SATHE

Address: GOKUL PURA ABRA ROAD ROOM NO 15. NEAR. NAMSKAR.
MANDAL KALYAN WEST. 421301.

Signature: 