



**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

November 17, 2017

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 53rd Annual General Meeting of Shareholders held on November 16, 2017

We would like to inform you that the 53rd Annual General Meeting of the Company was held on November 16, 2017 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021.

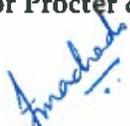
In this respect, please find enclosed below:

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
Authorized Signatory



Procter & Gamble Hygiene And Health Care Limited

1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2017 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

Resolution Required : (Ordinary)		NO									
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			
Promoter and Promoter Group	E-Voting		22929773	100.0000	22929773	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000			
	Total			100.0000	22929773	0	100.0000	0.0000			
Public Institutions	E-Voting		2497103	56.6426	2497103	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000			
	Total			56.6426	2497103	0	100.0000	0.0000			
Public Non Institutions	E-Voting		2497103	56.6426	2497103	0	100.0000	0.0000			
	Poll		268625	5.2441	268620	5	99.9981	0.0019			
	Postal Ballot	5122440	2108	0.0412	2100	8	99.6205	0.3795			
	Total			0.0000	0	0	0.0000	0.0000			
Total		32460736	25697609	79.1652	25697596	13	99.9999	0.0001			



Procter & Gamble Hygiene And Health Care Limited

2 - To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2017									
Resolution Required : (Ordinary)									
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]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$	NO
									Promoter and Promoter Group
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000	
	Total		22929773	100.0000	22929773	0	100.0000	0.0000	
Public Institutions	E-Voting		2741806	62.1933	2741806	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000	
	Total		2741806	62.1933	2741806	0	100.0000	0.0000	
Public Non Institutions	E-Voting		268626	5.2441	268626	0	100.0000	0.0000	
	Poll		2108	0.0412	2100	8	99.6205	0.3795	
	Postal Ballot	5122440	0	0.0000	0	0	0.0000	0.0000	
	Total		270734	5.2853	270726	8	99.9970	0.0030	
Total			25942313	79.9191	25942305	8	100.0000	0.0000	



Procter & Gamble Hygiene And Health Care Limited

3 - To appoint a Director in place of Mr. Karthik Natarajan (DIN 06685891), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes --Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		22929773	100.0000	22929773	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000			
	Total		22929773	100.0000	22929773	0	100.0000	0.0000			
Public Institutions	E-Voting		2741806	62.1933	2607389	134417	95.0975	4.9025			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000			
	Total		2741806	62.2455	2607389	134417	95.0975	4.9025			
Public Non Institutions	E-Voting		268378	5.2393	268351	27	99.9899	0.0101			
	Poll		2108	0.0412	2100	8	99.6205	0.3795			
	Postal Ballot	5122440	0	0.0000	0	0	0.0000	0.0000			
	Total		270486	5.2804	270451	35	99.9871	0.0129			
Total		32460736	25942065	79.9183	25807613	134452	99.4817	0.5183			



Procter & Gamble Hygiene And Health Care Limited

4 - To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-Voting		22929773	100.0000	22929773	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000			
	Total		22929773	100.0000	22929773	0	100.0000	0.0000			
Public Institutions	E-Voting		2741806	62.1933	2722893	18913	99.3102	0.6898			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000			
	Total		2741806	62.2455	2722893	18913	99.2817	0.7183			
Public Non Institutions	E-Voting		268600	5.2436	268583	17	99.9937	0.0063			
	Poll		2108	0.0412	2100	8	99.6205	0.3795			
	Postal Ballot	5122440	0	0.0000	0	0	0.0000	0.0000			
	Total		270708	5.2847	270683	25	99.9908	0.0092			
Total		32460736	25942287	79.9190	25923349	18938	99.9270	0.0730			



Procter & Gamble Hygiene And Health Care Limited

5 - To appoint M/s. Kalyaniwala & Mistry LLP, Chartered Accountants (Firm Reg.No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty-Eighth 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

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
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			
Promoter and Promoter Group	E-Voting		22929773	100.0000	22929773	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000			
	Total		22929773	100.0000	22929773	0	100.0000	0.0000			
Public Institutions	E-Voting		2741806	62.1933	2741806	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000			
	Total		2741806	62.1933	2741806	0	100.0000	0.0000			
Public Non Institutions	E-Voting		268624	5.2441	268588	36	99.9866	0.0134			
	Poll		2108	0.0412	2100	8	99.6205	0.3795			
	Postal Ballot	5122440	0	0.0000	0	0	0.0000	0.0000			
	Total		270732	5.2852	270688	44	99.9837	0.0163			
Total		32460736	25942311	79.9190	25942267	44	99.9998	0.0002			



Procter & Gamble Hygiene And Health Care Limited

6 - To ratify payment of remuneration to the Cost Auditor for the Financial Year 2017-18

Resolution Required : (Ordinary)		NO						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
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
Promoter and Promoter Group	E-Voting		22929773	100.0000	22929773	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	22929773	0	0.0000	0	0	0.0000	0.0000
	Total		22929773	100.0000	22929773	0	100.0000	0.0000
Public Institutions	E-Voting		2741806	62.1933	2741806	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	4408523	0	0.0000	0	0	0.0000	0.0000
	Total		2741806	62.1933	2741806	0	100.0000	0.0000
Public Non Institutions	E-Voting		268625	5.2441	268607	18	99.9933	0.0067
	Poll		1491	0.0291	1483	8	99.4634	0.5366
	Postal Ballot	5122440	0	0.0000	0	0	0.0000	0.0000
	Total		270116	5.2732	270090	26	99.9904	0.0096
Total		32460736	25941695	79.9171	25941669	26	99.9999	0.0001



Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. R. A. Shah

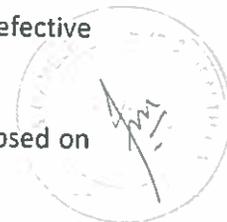
The Chairperson of 53rd Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

Held on Thursday, 16th November, 2017 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 53rd 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 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 Baburao Kirtikar and Mr. Khodidas Jayendra Nile (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. The Remote e-Voting commenced on November 11, 2017 (9:00 am IST) and was closed on November 15, 2017 (5.00 pm IST).



Scrutinizer's Report - Combined (Remote e-Voting and Poll) - Procter & Gamble Hygiene and Health Care Limited - 53rd AGM
Page 1 of 22

6. 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. Prashant Baburao Kirtikar and Mr. Khodidas Jayendra Nile (Declaration attached) who are not in the employment of the Company.
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 or who have emailed the same on pghhagm2017@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, 2017 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	162	2,57,12,328
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	158	2,56,95,501
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	9	947
Total Number of Valid Votes	54	2,108
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	225	2,57,15,383
<u>Less:</u> Total Number of Invalid Votes	13	17,774
Total Number of Valid Votes	212	2,56,97,609

(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		
157	2,56,95,496	99.99998
B. Poll		
52	2,100	99.62049
C. Combined (A+B)		
209	2,56,97,596	99.99995

(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	5	0.00002
B. Poll		
2	8	0.37951
C. Combined (A+B)		
3	13	0.00005



(b) Item No 2: To confirm the payment of Interim Dividend and declare Final dividend for the Financial Year ended June 30, 2017.

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	170	2,59,57,032
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	166	2,59,40,205
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	9	947
Total Number of Valid Votes	54	2,108
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	233	2,59,60,087
<u>Less:</u> Total Number of Invalid Votes	13	17,774
Total Number of Valid Votes	220	2,59,42,313

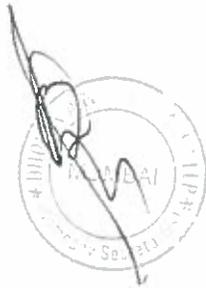


(i) Voted in favor of the resolution:

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		
166	2,59,40,205	100.00
B. Poll		
52	2,100	99.62049
C. Combined (A+B)		
218	2,59,42,305	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		
NIL	NIL	NIL
B. Poll		
2	8	0.37951
C. Combined (A+B)		
2	8	0.00003



(c) Item No 3: To appoint a Director in place of Mr. Karthik Natarajan (DIN 06685891), 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	166	2,59,56,784
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	162	2,59,39,957
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	9	947
Total Number of Valid Votes	54	2,108
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	229	2,59,59,839
<u>Less:</u> Total Number of Invalid Votes	13	17,774
Total Number of Valid Votes	216	2,59,42,065



(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		
138	2,58,05,513	99.48171
B. Poll		
52	2,100	99.62049
C. Combined (A+B)		
190	2,58,07,613	99.48172

(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		
24	1,34,444	0.51829
B. Poll		
2	8	0.37951
C. Combined (A+B)		
26	1,34,452	0.51828



(d) Item No 4: 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 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	168	2,59,57,006
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	164	2,59,40,179
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	9	947
Total Number of Valid Votes	54	2,108
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	231	2,59,60,061
<u>Less:</u> Total Number of Invalid Votes	13	17,774
Total Number of Valid Votes	218	2,59,42,287



(i) Voted in favor of the resolution:

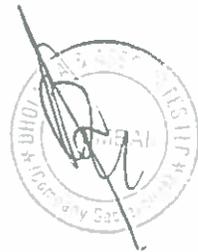
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
158	2,59,21,249	99.92702
B. Poll		
52	2,100	99.62049
C. Combined (A+B)		
210	2,59,23,349	99.92700

(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	18,930	0.07298
B. Poll		
2	8	0.37951
C. Combined (A+B)		
8	18,938	0.07300

- (e) Item No 5: To appoint Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Fifty-Eighth 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 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	168	2,59,57,030
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	164	2,59,40,203
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	9	947
Total Number of Valid Votes	54	2,108
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	231	2,59,60,085
<u>Less:</u> Total Number of Invalid Votes	13	17,774
Total Number of Valid Votes	218	2,59,42,311



[Handwritten mark]

(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		
159	2,59,40,167	99.99986
B. Poll		
52	2,100	99.62049
C. Combined (A+B)		
211	2,59,42,267	99.99983

(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		
5	36	0.00014
B. Poll		
2	8	0.37951
C. Combined (A+B)		
7	44	0.00017

(a) Item No 6: To ratify payment of remuneration to the Cost Auditor for the Financial Year 2017-18.

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	169	2,59,57,031
<u>Less:</u> Total Number of Invalid Votes	4	16,827
Total Number of Valid Votes	165	2,59,40,204
B. Poll		
Total Votes received by Poll	63	3,055
<u>Less:</u> Total Number of Invalid Votes	13	1,564
Total Number of Valid Votes	50	1,491
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	232	2,59,60,086
<u>Less:</u> Total Number of Invalid Votes	17	18,391
Total Number of Valid Votes	215	2,59,41,695

(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		
160	2,59,40,186	99.99993
B. Poll		
49	1,483	99.46345
C. Combined (A+B)		
209	2,59,41,669	99.99990

(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		
5	18	0.00007
B. Poll		
2	8	0.53655
C. Combined (A+B)		
7	26	0.00010

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 Poll Papers provided in the Annexure annexed 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. Shailymanyu Singh Rathore, Director of the Company authorized by the Chairperson.
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,



A handwritten signature in black ink, appearing to read 'Bhumitra V. Dholakia'.

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

Place: Mumbai
Date: 17th November, 2017



ANNEXURE**A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

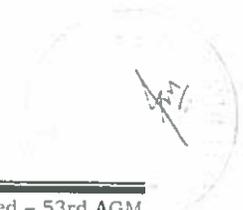
1. Member has voted only through Remote e-Voting i.e. electronic mode.

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.

B. BASIS OF REJECTION**I. VOTING THROUGH ELECTRONIC MODE:**

1. Institutional Members (other than Individuals, HUF, NRI etc.) who has not uploaded scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website of National Securities Depository Limited i.e on the website www.evoting.nsdl.com or who have emailed the same on pghhagm2017@dholakia-associates.com have been considered invalid.



II. PHYSICAL POLL FORM:

2. Shareholder has not put any mark on either assent or dissent.
3. Poll paper is not signed.
4. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
5. 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.
6. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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 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. <u>ELECTRONIC VOTES</u>			
1.	Authority Letter / Board Resolution / Power of Attorney not sent	4	16,827
<u>SUB-TOTAL - I</u>		4	16,827
II. <u>PHYSICAL POLL FORM:</u>			
2.	Signature not available	3	787
3.	Signature mismatch.	3	60
4.	No votes polled.	1	100
5.	Duplicate	1	NIL
6.	Not a Member	1	NIL
<u>SUB-TOTAL - II</u>		9	947
<u>TOTAL (I + II)</u>		13	17,774

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.	Authority Letter / Board Resolution / Power of Attorney not sent	4	16,827
SUB-TOTAL - I		4	16,827
II. PHYSICAL POLL FORM:			
2.	Signature not available	3	787
3.	Signature mismatch.	3	60
4.	No votes polled.	1	100
5.	Duplicate	1	NIL
6.	Not a Member	1	NIL
SUB-TOTAL - II		9	947
TOTAL (I + II)		13	17,774

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.	Authority Letter / Board Resolution / Power of Attorney not sent	4	16,827
SUB-TOTAL - I		4	16,827
II. PHYSICAL POLL FORM:			
2.	Signature not available	3	787
3.	Signature mismatch.	3	60
4.	No votes polled.	1	100
5.	Duplicate	1	NIL
6.	Not a Member	1	NIL
SUB-TOTAL - II		9	947
TOTAL (I + II)		13	17,774



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.	Authority Letter / Board Resolution / Power of Attorney not sent	4	16,827
<u>SUB-TOTAL - I</u>		4	16,827
II. PHYSICAL POLL FORM:			
2.	Signature not available	3	787
3.	Signature mismatch.	3	60
4.	No votes polled.	1	100
5.	Duplicate	1	NIL
6.	Not a Member	1	NIL
<u>SUB-TOTAL - II</u>		9	947
<u>TOTAL (I + II)</u>		13	17,774



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.	Authority Letter / Board Resolution / Power of Attorney not sent	4	16,827
SUB-TOTAL - I		4	16,827
II. PHYSICAL POLL FORM:			
2.	Signature not available	3	787
3.	Signature mismatch.	3	60
4.	No votes polled.	1	100
5.	Duplicate	1	NIL
6.	Not a Member	1	NIL
SUB-TOTAL - II		9	947
TOTAL (I + II)		13	17,774

A handwritten signature is written over a circular stamp. The stamp contains the text "Dholakia & Associates LLP." around the perimeter.

A handwritten signature is located in the bottom right corner of the page.

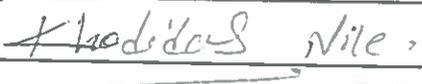
TO WHOMSOEVER IT MAY CONCERN

We, Poashant Baburao Kirtikar and Khodidas Jayendra Nile 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 53rd Annual General Meeting of the Company held on Thursday, 16th November, 2017 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: Poashant Baburao Kirtikar
Address: 88/71, B.D.D colony, D.N. Waksikar
Marg, Worli, Mumbai - 40018
Signature: 

Witness 2 Khodidas Nile

Name: Santosh Kirve Chawl Room no. 3 floor
Address: Shivshankar gym Maratha Kolswad,
Kalyan (E)
Signature: 

TO WHOMSOEVER IT MAY CONCERN

We, Prashant Baburao Kirtikar and Khodidas Jayendra Nile 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 53rd Annual General Meeting of the Company held on Thursday, 16th November, 2017 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: Prashant Baburao Kirtikar

Address: 88/71, B. D. D Colony, D. N. Wadgaonkar
Marg, Wazli, Mumbai - 400018

Signature: 

Witness 2

Name: Khodidas Jayendra Nile

Address: Santosh kiree chawl Room. No. 03, Near
Shivshankar Gym Maratha Koisewadi Kalyan (E)

Signature: 