



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

December 3, 2016

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 52nd Annual General Meeting of Shareholders held on December 2, 2016

We would like to inform you that the 52nd Annual General Meeting of the Company was held on December 2, 2016 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;
2. Scrutinizers Report;
3. Summary of proceedings of the 52nd Annual General Meeting

Kindly take the above on record and oblige.

Thanking you,

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

Shailyamanyu Singh Rathore
Director



Procter & Gamble Hygiene And Health Care Limited		2-Dec-16
Date of the AGM/EGM		
Total number of shareholders on record date	28357	
No. of shareholders present in the meeting either in person or through proxy:		142
Promoters and Promoter Group:	3	
Public:	139	
No. of Shareholders attended the meeting through Video Conferencing	NIL	
Promoters and Promoter Group:	NIL	
Public:	NIL	




Procter & Gamble Hygiene And Health Care Limited

1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 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?		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		2758392	64.9917	2758392	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4244224	0	0.0000	0	0	0.0000	0.0000			
	Total		2758392	64.9917	2758392	0	100.0000	0.0000			
Public Non Institutions	E-Voting		203969	3.8581	203964	5	99.9975	0.0025			
	Poll		20500	0.3878	20500	0	100.0000	0.0000			
	Postal Ballot	5286739	0	0.0000	0	0	0.0000	0.0000			
	Total		224469	4.2459	224464	5	99.9978	0.0022			
Total		32460736	25912634	79.8276	25912629	5	100.0000	0.0000			



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Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)		2 - To declare dividend for the Financial Year ended June 30, 2016.						
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		2763463	65.1111	2763463	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	4244224	0	0.0000	0	0	0.0000	0.0000
	Total		2763463	65.1111	2763463	0	100.0000	0.0000
Public Non Institutions	E-Voting		203857	3.8560	203857	0	100.0000	0.0000
	Poll		20500	0.3878	20500	0	100.0000	0.0000
	Postal Ballot	5286739	0	0.0000	0	0	0.0000	0.0000
	Total		224357	4.2438	224357	0	100.0000	0.0000
Total		32460736	25917593	79.8429	25917593	0	100.0000	0.0000




Procter & Gamble Hygiene And Health Care Limited

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.

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		0.0000	0	0	0.0000	0.0000			
	Total		22929773	100.0000	22929773	0	100.0000	0.0000			
Public Institutions	E-Voting		2763463	65.1111	2747111	16352	99.4083	0.5917			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4244224		0.0000	0	0	0.0000	0.0000			
	Total		2763463	65.1111	2747111	16352	99.4083	0.5917			
Public Non Institutions	E-Voting		203912	3.8570	203638	274	99.8656	0.1344			
	Poll		20499	0.3877	20499	0	100.0000	0.0000			
	Postal Ballot	5286739		0.0000	0	0	0.0000	0.0000			
	Total		224411	4.2447	224137	274	99.8779	0.1221			
Total		32460736	25917647	79.8431	25901021	16626	99.9359	0.0641			




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)		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		2763463	65.1111	2747111	16352	99.4083	0.5917
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	4244224	0	0.0000	0	0	0.0000	0.0000
	Total		2763463	65.1111	2747111	16352	99.4083	0.5917
Public Non Institutions	E-Voting		203914	3.8571	203640	274	99.8656	0.1344
	Poll		20499	0.3877	20499	0	100.0000	0.0000
	Postal Ballot	5286739	0	0.0000	0	0	0.0000	0.0000
	Total		224413	4.2448	224139	274	99.8779	0.1221
Total		32460736	25917649	79.8431	25901023	16626	99.9359	0.0641



Procter & Gamble Hygiene And Health Care Limited

5 - To ratify the appointment of 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.

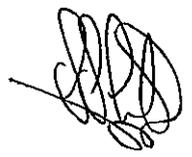
Resolution Required : (Ordinary)		No									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –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		2286609	53.8758	1334912	951697	58.3795	41.6205			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	4244224	0	0.0000	0	0	0.0000	0.0000			
	Total		2286609	53.8758	1334912	951697	58.3795	41.6205			
Public Non Institutions	E-Voting		203906	3.8569	203901	5	99.9975	0.0025			
	Poll		20499	0.3877	20499	0	100.0000	0.0000			
	Postal Ballot	5286739	0	0.0000	0	0	0.0000	0.0000			
	Total		224405	4.2446	224400	5	99.9978	0.0022			
Total		32460736	25440787	78.3740	24489085	951702	96.2591	3.7409			



Procter & Gamble Hygiene And Health Care Limited

6 - To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17.

Resolution Required : (Ordinary)		6 - To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17.						
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		2515908	59.2784	2515908	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	4244224	0	0.0000	0	0	0.0000	0.0000
	Total		2515908	59.2784	2515908	0	100.0000	0.0000
Public Non Institutions	E-Voting		203914	3.8571	203869	45	99.9779	0.0221
	Poll		20499	0.3877	20499	0	100.0000	0.0000
	Postal Ballot	5286739	0	0.0000	0	0	0.0000	0.0000
	Total		224413	4.2448	224368	45	99.9799	0.0201
Total		32460736	25670094	79.0804	25670049	45	99.9998	0.0002




Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. R. A. Shah

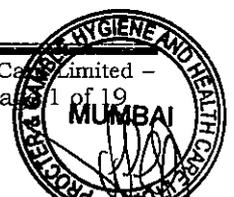
The Chairperson of 52nd Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited

Held on Friday, the 2nd December, 2016 at 11.00 a.m. at Y. B. Chavan Pratishtan, 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 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 52nd 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. Prajwal Suvarna and Mr. Prashant Kirtikar (**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 M/s. 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 28, 2016 (9:00 am IST) and was closed on December 1, 2016 (5.00 pm IST).



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. Prajwal Suvarna and Mr. Prashant Kirtikar (**Declaration attached**) who are not in the employment of the Company.
7. 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, 2016 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	172	2,58,92,134
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	172	2,58,92,134
B. Poll		
Total Votes received by Poll	51	29,755
Less: Total Number of Invalid Votes	9	9,255
Total Number of Valid Votes	42	20,500
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	223	2,59,21,889
Less: Total Number of Invalid Votes	9	9,255
Total Number of Valid Votes	214	2,59,12,634

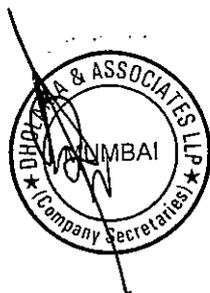


(i) Voted in favor of the resolution:

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		
171	2,58,92,129	99.99998
B. Poll		
42	20,500	100.00
C. Combined (A+B)		
213	2,59,12,629	99.99998

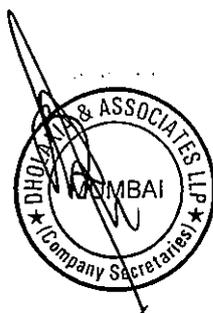
(ii) Voted against the resolution:

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		
NIL	NIL	NIL
C. Combined (A+B)		
1	5	0.00002



(b) Item No 2: To declare dividend for the Financial Year ended June 30, 2016.

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	174	2,58,97,093
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	174	2,58,97,093
B. Poll		
Total Votes received by Poll	51	29,755
Less: Total Number of Invalid Votes	9	9,255
Total Number of Valid Votes	42	20,500
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	225	2,59,26,848
Less: Total Number of Invalid Votes	9	9,255
Total Number of Valid Votes	216	2,59,17,593

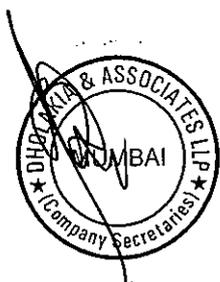


(i) Voted in favor of the resolution:

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		
174	2,58,97,093	100.00
B. Poll		
42	20,500	100.00
C. Combined (A+B)		
216	2,59,17,593	100.00

(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		
NIL	NIL	NIL
C. Combined (A+B)		
NIL	NIL	NIL



(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	173	2,58,97,148
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	173	2,58,97,148
B. Poll		
Total Votes received by Poll	51	29,755
Less: Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	41	20,499
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	224	2,59,26,903
Less: Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	214	2,59,17,647



(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		
164	2,58,80,522	99.93580
B. Poll		
41	20,499	100.00
C. Combined (A+B)		
205	2,59,01,021	99.93585

(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		
9	16,626	0.064200
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
9	16,626	0.06415



- (d) Item No 4: To appoint a Director in place of Mr. Shaillyamnyu 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	174	2,58,97,150
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	174	2,58,97,150
B. Poll		
Total Votes received by Poll	51	29,755
<u>Less:</u> Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	41	20,499
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	225	2,59,26,905
<u>Less:</u> Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	215	2,59,17,649

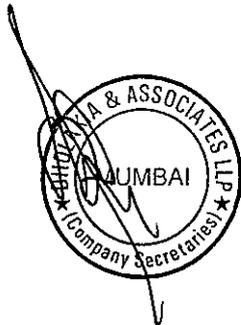


(i) Voted in favor of the resolution:

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		
165	2,58,80,524	99.93580
B. Poll		
41	20,499	100.00
C. Combined (A+B)		
206	2,59,01,023	99.93585

(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		
9	16,626	0.06420
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
9	16,626	0.06415



- (e) Item No 5: 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	159	2,54,20,288
<u>Less:</u> Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	159	2,54,20,288
B. Poll		
Total Votes received by Poll	51	29,755
<u>Less:</u> Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	41	20,499
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	210	2,54,50,043
<u>Less:</u> Total Number of Invalid Votes	10	9,256
Total Number of Valid Votes	200	2,54,40,787



(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		
135	2,44,68,586	96.25613
B. Poll		
41	20,499	100.00
C. Combined (A+B)		
176	2,44,89,085	96.25915

(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	9,51,702	3.74387
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
24	9,51,702	3.74085



(f) Item No 6: To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17.

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	167	2,56,49,595
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	167	2,56,49,595
B. Poll		
Total Votes received by Poll	51	29,755
Less: Total Number of Invalid Votes	11	9,259
Total Number of Valid Votes	40	20,496
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	218	2,56,79,350
Less: Total Number of Invalid Votes	11	9,259
Total Number of Valid Votes	207	2,56,70,091



(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		
164	2,56,49,550	99.99982
B. Poll		
40	20,496	100.00
C. Combined (A+B)		
204	2,56,70,046	99.99982

(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	45	0.00018
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
3	45	0.00018

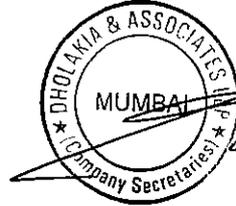
8. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
9. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
10. 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.
11. You may accordingly declare the result of the Remote e-Voting and Poll.



12. 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: 3rd December, 2016




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

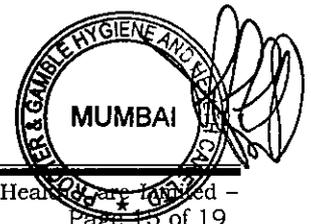
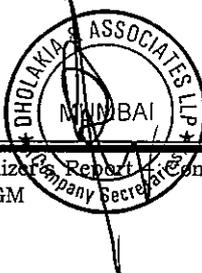
1. Member has voted only through Remote e-Voting i.e. electronic mode.

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**PHYSICAL POLL FORM:**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.



4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as 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.



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)
PHYSICAL POLL FORM:			
1.	No votes polled.	NIL	NIL
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		9	9,255

ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	No votes polled.	NIL	NIL
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		9	9,255



iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	No votes polled.	1	1
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		10	9,256

iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	No votes polled.	1	1
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		10	9,256



v. For Item No. 5:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	No votes polled.	1	1
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		10	9,256

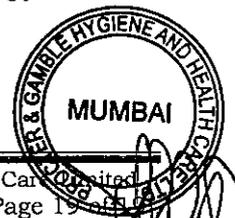
vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
PHYSICAL POLL FORM:			
1.	No votes polled.	2	4
2.	Signature mismatch.	3	8,506
3.	Signature not available	6	749
TOTAL		11	9,259



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

Place: Mumbai

Date: 3rd December, 2016

TO WHOMSOEVER IT MAY CONCERN

We, Prajwal Surana and Prashant Kishkar 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 52nd Annual General Meeting of the Company held on Friday, the 2nd December, 2016 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: Prajwal Surana
Address: D-102, Bhumiraj Meadows Sector-19
Airoli, Navi Mumbai
Signature: Prajwal

Witness 2

Name: Prashant Kishkar
Address: 88/71, B. D. D colony, D. N. Wankar Marg,
Worli, Mumbai-40018
Signature: Prashant



TO WHOMSOEVER IT MAY CONCERN

We, Prajwal Surana..... and Prashant Kishikar 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 52nd Annual General Meeting of the Company held on Friday, the 2nd December, 2016 at 11.00 a.m. at Y. B. Chavan Pratishtan, 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(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Prajwal Surana
Address: D-102 Bhumiraj Meadows Sector -19, Aizoli
Navi Mumbai
Signature: Prajwal

Witness 2

Name: Prashant Kishikar
Address: 88/A1, B.D.D Colony, D.N. Wankar
Mang, Wazli, Mumbai - 400018
Signature: [Handwritten Signature]







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

Summary of the proceedings of the 52nd Annual General Meeting of Procter & Gamble Hygiene and Health Care Limited on Friday, December 2, 2016 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021

Mr. R. A. Shah chaired the meeting. The Chairman welcomed all the Members to the 52nd Annual General Meeting and after ascertaining that the quorum is present, called the meeting to order. The Chairman then introduced his colleagues present on the dais.

With the consent of the Members present, the Notice convening the Meeting and the Directors' Report having been circulated to the Members were taken as read. The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.

The Chairman then read his speech which had been circulated to the Members present.

Ms. Sonali Dhawan presented to the Members a brief review on Corporate Social Responsibility activities of the Company.

A brief video was presented to provide an overview of the Goa Plant of the Company.

The Chairman then informed the Members that Members, who had not exercised their voting rights through e-voting, may cast their votes through ballot papers.

The Chairman then informed the Members that the Company has appointed Mr. B. V. Dholakia as the Scrutinizer for e-voting and poll for the meeting. Mr. B. V. Dholakia, Scrutinizer opened the polling box in front of the Members present to ensure that it is empty and then locked the polling box before the Members put their votes in it.

The Chairman then ordered for a poll for all the 6 items, as detailed below, for the Members who have not or could not avail the facility of e-voting:-

Sr. No.	Item
1	To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon. (<i>Ordinary Resolution</i>)
2	To declare dividend for the Financial Year ended June 30, 2016. (<i>Ordinary Resolution</i>)
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 (<i>Ordinary Resolution</i>)



Procter & Gamble Hygiene
and Health Care Limited
CIN: L24239MH1964PLC012971
Registered Office:
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Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7303
www.pg.com/en_IN

4	To appoint a Director in place of Mr. Shaillyamanyu Singh Rathore (DIN 06832523), who retires by rotation and being eligible, offers himself for re-appointment (<i>Ordinary Resolution</i>)
5	To ratify the appointment of 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. (<i>Ordinary Resolution</i>)
6	To ratify payment of remuneration to the Cost Auditor for the Financial Year 2016-17 (<i>Ordinary Resolution</i>)

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded suitably to the queries raised by the Members.

As the Members completed voting by poll, the Meeting concluded at 12.30 p.m. with a vote of thanks to the Chair.

The Scrutinizer's report was received by the Company on December 3, 2016. All the resolutions have been passed with requisite majority.

For Procter & Gamble Hygiene and Health Care Limited

Shaillyamanyu Singh Rathore
Director