



**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
Website: in.pg.com

November 18, 2021

To,
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001
Ref:- Scrip Code:- 500459

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:- PGHH

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 57th Annual General Meeting of Shareholders held on November 17, 2021

We would like to inform you that the 57th Annual General Meeting of the Company was held on November 17, 2021 at 11.00 a.m. through Video Conference / Other Audio Visual Means.

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,

For Procter & Gamble Hygiene and Health Care Limited

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Flavia Machado
Authorized Signatory

Procter & Gamble Hygiene And Health Care Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Balance Sheet as at June 30, 2021 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?			NO					
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	5223597	3937025	75.3700	3937025	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		3937025	75.3700	3937025	0	100.0000	0.0000
Public Non Institutions	E-Voting	4307366	21772	0.5055	21518	254	98.8334	1.1666
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21774	0.5055	21520	254	98.8335	1.1665
Total		32460736	26888572	82.8341	26888318	254	99.9991	0.0009

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Procter & Gamble Hygiene And Health Care Limited

Resolution Required : (Ordinary)			2 - To confirm payment of interim dividend and special dividend and to declare final dividend for the Financial Year ended June 30, 2021.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	5223597	3937025	75.3700	3937025	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		3937025	75.3700	3937025	0	100.0000	0.0000
Public Non Institutions	E-Voting	4307366	21764	0.5053	21510	254	98.8329	1.1671
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21766	0.5053	21512	254	98.8330	1.1670
Total		32460736	26888564	82.8341	26888310	254	99.9991	0.0009

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Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	5223597	3936573	75.3613	3640851	295722	92.4878	7.5122
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3936573	75.3613	3640851	295722	92.4878	7.5122
Public Non Institutions	E-Voting	4307366	21764	0.5053	21444	320	98.5297	1.4703
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21766	0.5053	21446	320	98.5298	1.4702
Total		32460736	26888112	82.8327	26592070	296042	98.8990	1.1010

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Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Karthik Natarajan (DIN 06685891), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	5223597	3936573	75.3613	3631927	304646	92.2611	7.7389
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3936573	75.3613	3631927	304646	92.2611	7.7389
Public Non Institutions	E-Voting	4307366	21764	0.5053	21244	520	97.6107	2.3893
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21766	0.5053	21246	520	97.6110	2.3890
Total		32460736	26888112	82.8327	26582946	305166	98.8651	1.1349

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Resolution Required : (Ordinary)			5 - Appointment of Mr. Ghanashyam Hegde (DIN 08054712) as Executive Director of the Company, liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	5223597	3936573	75.3613	3644374	292199	92.5773	7.4227
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3936573	75.3613	3644374	292199	92.5773	7.4227
Public Non Institutions	E-Voting	4307366	21759	0.5052	21365	394	98.1893	1.8107
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21761	0.5052	21367	394	98.1894	1.8106
Total		32460736	26888107	82.8327	26595514	292593	98.9118	1.0882

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Resolution Required : (Ordinary)			6 - Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2021-22.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	5223597	3937025	75.3700	3937025	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		3937025	75.3700	3937025	0	100.0000	0.0000
Public Non Institutions	E-Voting	4307366	21759	0.5052	21401	358	98.3547	1.6453
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21761	0.5052	21403	358	98.3549	1.6451
Total		32460736	26888559	82.8341	26888201	358	99.9987	0.0013

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MAKARAND M.JOSHI & CO.

Company Secretaries

Ecstasy, 803-804, 8th Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Annual General Meeting (AGM)

To
Ghanashyam Hegde
Authorized Representative

Consolidated Scrutinizer's Report on voting through Remote E-voting and electronic voting at the 57th AGM in terms of provisions of the Companies Act, 2013 (herein after the "ACT") read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- A. I, Makarand M. Joshi, Partner of M/s. Makarand M. Joshi & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 25th August 2021 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic Voting at the AGM** under the provisions of Section 109 of the Act read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 57th AGM held on Wednesday, 17th November 2021 at 11.00 AM
- B. Pursuant to Section 101, 108 of the Act and Rule 20 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Electronic copy of the Notice convening the 57th AGM of the Company and explanatory statement along with the process of electronic voting at the AGM and remote e-voting were sent to the Members of the Company whose e-mail addresses were registered with the Company/the Depository Participant(s) for communication purposes in compliance with the MCA Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 and SEBI Circular dated 12th May, 2020 and 15th January, 2021.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the Electronic voting by the shareholders of the Company at the AGM. After the time fixed for closing of Electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on

Friday, 12th November, 2021 at 9.00 AM and ended on Tuesday, 16th November, 2021 at 5.00 PM and the NSDL remote e-voting portal was blocked for voting thereafter.

- E. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the AGM of the Company held on Wednesday, 17th November 2021, I have issued Scrutinizer's Report dated 17th November 2021
- F. On the basis of the votes exercised by the shareholders of the Company through remote e-voting. I have issued separate Scrutinizer's Report dated 17th November 2021

Date of AGM	17th November 2021
Total number of shareholders on record date (i.e. as on 10th November, 2021)	41993
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	NA
Public	NA
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	2
Public	63

Resolution Item No. 1 - Ordinary Resolution:

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2021 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.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	5223597	3937025	75.37	3937025	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		3937025	75.37	3937025	0	100.00	0.00
3	Public-Others	Remote E-Voting	4307366	21772	0.51	21518	254	98.83	1.17
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21774	0.51	21520	254	98.83	1.17
Total			32460736	26888572	82.83	26888318	254	100.00	0.00

Resolution Item No. 2 - Ordinary Resolution:

To confirm payment of interim dividend and special dividend and to declare final dividend for the Financial Year ended June 30, 2021.

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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]	$[3]=\frac{[2]}{(1)}\times 100$	[4]	[5]	$[6]=\frac{[4]}{(2)}\times 100$	$[7]=\frac{[5]}{(2)}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	5223597	3937025	75.37	3937025	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		3937025	75.37	3937025	0	100.00	0.00
3	Public-Others	Remote E-Voting	4307366	21764	0.51	21510	254	98.83	1.17
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21766	0.51	21512	254	98.83	1.17
Total			32460736	26888564	82.83	26888310	254	100.00	0.00

Resolution Item No. 3 - Ordinary Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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]	$[3]=\frac{[(2)/(1)]}{*100}$	[4]	[5]	$[6]=\frac{[(4)/(2)]}{*100}$	$[7]=\frac{[(5)/(2)]}{*100}$
1	Promoter and Promoter Group	Remote E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	5223597	3936573	75.36	3640851	295722	92.49	7.51
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		3936573	75.36	3640851	295722	92.49	7.51
3	Public-Others	Remote E-Voting	4307366	21764	0.51	21444	320	98.53	1.47
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21766	0.51	21446	320	98.53	1.47
Total			32460736	26888112	82.83	26592070	296042	98.90	1.10

Resolution Item No. 4 - Ordinary Resolution:

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

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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]	$[3]=\frac{[2]}{(1)}\times 100$	[4]	[5]	$[6]=\frac{[4]}{(2)}\times 100$	$[7]=\frac{[5]}{(2)}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	5223597	3936573	75.36	3631927	304646	92.26	7.74
		E- Voting at AGM		0	0.00	0	0.00	0.00	
		Total		3936573	75.36	3631927	304646	92.26	7.74
3	Public-Others	Remote E-Voting	4307366	21764	0.51	21244	520	97.61	2.39
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21766	0.51	21246	520	97.61	2.39
Total			32460736	26888112	82.83	26582946	305166	98.87	1.13

Resolution Item No. 5 - Ordinary Resolution:

Appointment of Mr. Ghanashyam Hegde (DIN 08054712) as Executive Director of the Company, liable to retire by rotation

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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]	$[3]=\frac{[2]}{(1)}\times 100$	[4]	[5]	$[6]=\frac{[4]}{(2)}\times 100$	$[7]=\frac{[5]}{(2)}\times 100$
1	Promoter and Promoter Group	Remote E-Voting	22929773	22929773	100.00	22929773	0	100.00	0.00
		E- Voting at AGM		0	0.00	0		0.00	0.00
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote E-Voting	5223597	3936573	75.36	3644374	292199	92.58	7.42
		E- Voting at AGM		0	0.00	0		0.00	0.00
		Total		3936573	75.36	3644374	292199	92.58	7.42
3	Public-Others	Remote E-Voting	4307366	21759	0.51	21365	394	98.19	1.81
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21761	0.51	21367	394	98.19	1.81
Total			32460736	26888107	82.83	26595514	292593	98.91	1.09

Resolution Item No. 6 - Ordinary Resolution:

Ratification of payment of remuneration to the Cost Auditor for the Financial Year 2021-22

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandin g 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
1	Promoter and Promoter Group	Remote	22929773	22929773	100.00	22929773	0	100.00	0.00
		E-Voting							
		E- Voting at AGM		0	0.00	0		0.00	0.00
		Total		22929773	100.00	22929773	0	100.00	0.00
2	Public - Institutional holders	Remote	5223597	3937025	75.37	3937025	0	100.00	0.00
		E-Voting							
		E- Voting at AGM		0	0.00	0		0.00	0.00
		Total		3937025	75.37	3937025	0	100.00	0.00
3	Public-Others	Remote	4307366	21759	0.51	21401	358	98.35	1.65
		E-Voting							
		E- Voting at AGM		2	0.00	2	0	100.00	0.00
		Total		21761	0.51	21403	358	98.35	1.65
Total			32460736	26888559	82.83	26888201	358	100.00	00.00

G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the AGM.

It is to be noted that:

1. Voting rights on the shares transferred to 'Unclaimed Suspense Account' and those shares transferred to the 'Investor Education and Protection Fund' are frozen.
2. The votes cast does not include invalid votes & abstained votes.
3. All the aforesaid resolutions were passed with requisite majority.

Thanking you,
Yours faithfully,

**For Makarand M. Joshi & Co.,
Company Secretaries**

MAKARAND
MADHUSU
DAN JOSHI

Digitally signed by
MAKARAND
MADHUSUDAN
JOSHI
Date: 2021.11.18
15:03:29 +05'30'

**Makarand M. Joshi
Partner**

FCS: F5533
CP: 3662
PR: 640/2019
UDIN: F005533C001465838

**Place: Mumbai
Date: 18.11.2021**

For Procter & Gamble Hygiene and Health Care Limited

GHANASH
YAM
HEGDE

Digitally signed by
GHANASHYAM
HEGDE
Date: 2021.11.18
15:33:17 +05'30'

**Ghanashyam Hegde
(Authorized Representative)
Director and Company Secretary
DIN: 08054712
Place: Mumbai**