



O/c

**Procter & Gamble Hygiene
and Health Care Limited**
Registered Office
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
(91-22) 2826 6000 phone
(91-22) 6693 9696 fax
www.pg.com

July 11, 2011

To,
The Corporate Relations Department
The Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001.

Fax Nos:- 22723121/2037/2041/2061

Sub:- Quarterly Compliance Report under Clause 49 for the Quarter ended June 30, 2011.

Ref:- Scrip Code:- 500459 / Scrip ID:- PNG

Dear Sir / Madam,

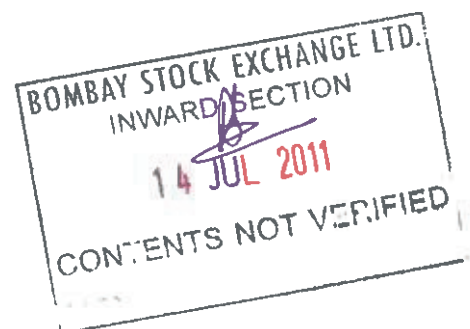
We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended June 30, 2011.

Kindly take the above on record and acknowledge the receipt.

Thanking you,
Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited


Amit Vyas
Company Secretary




Quarterly Compliance Report on Corporate Governance

Name of the Company : Procter & Gamble Hygiene and Health Care Limited

Quarter ending on : June 30, 2011

<i>Particulars</i>	<i>Clause of Listing Agreements</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
1	2	3	4
I Board of Directors	49 I		
(A) Composition of Board	49 (I A)	YES	-----
(B) Non-executive Directors' Compensation & disclosures	49 (I B)	YES	-----
(C) Other provisions as to Board and Committees	49 (I C)	YES	-----
(D) Code of Conduct	49 (I D)	YES	-----
II Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49 (II A)	YES	-----
(B) Meeting of Audit Committee	49 (II B)	YES	-----
(C) Powers of Audit Committee	49 (II C)	YES	-----
(D) Role of Audit Committee	49 (II D)	YES	-----
(E) Review of Information by Audit Committee	49(II E)	YES	-----
III Subsidiary Companies	49 (III)	N.A	No Subsidiaries
IV Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	YES	-----
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	-----
(C) Board Disclosures	49 (IV C)	YES	-----
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	-----
(E) Remuneration of Directors	49 (IV E)	YES	-----
(F) Management	49 (IV F)	YES	-----
(G) Shareholders	49 (IV G)	YES	-----
V CEO/CFO Certification	49 (V)	YES	-----
VI Report on Corporate Governance	49(VI)	YES	Given for the financial year ended June 30, 2010
VII Compliance	49(VII)	YES	-----

For Procter & Gamble Hygiene and Health Care Limited


Amit Vyas
Company Secretary