



**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

January 7, 2010

✓ Bombay Stock Exchange Limited  
Department of Corporate Services  
Floor 1, Rotunda Building  
Dalal Street  
Mumbai 400 001

Kind Attn: - Mr. K. Gopalkrishnan  
Deputy General Manager

Dear Sir,

**Sub: Compliance Report as on December 31, 2009**

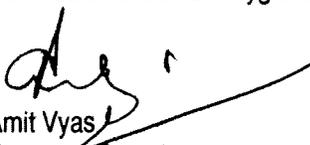
Pursuant to the revised clause 49 of the listing agreement enclosed herewith is the quarterly compliance report as on December 31, 2009.

Kindly take the above on record and acknowledge the same.

With best regards.

Very truly yours,

For Procter & Gamble Hygiene and Health Care Limited

  
Amit Vyas  
Company Secretary

Cc Mr. Hari  
National Stock Exchange of India Ltd  
Exchange Plaza  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai 400 051

NATIONAL STOCK EXCHANGE LTD.  
INWARD SECTION  
07 JAN 2010  
CONTENTS NOT VERIFIED

**Quarterly Compliance Report on Corporate Governance**

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

Quarter ending on: December 31, 2009

<b>Particulars</b>	<b>Clause of Listing Agreements</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
1	2	3	4
<b>I Board of Directors</b>	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	
<b>II Audit Committee</b>	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	
<b>III Subsidiary Companies</b>	49 (III)	N.A	No Subsidiaries
<b>IV Disclosures</b>	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	
<b>V CEO/CFO Certification</b>	49 (V)	YES	
<b>VI Report on Corporate Governance</b>	49(VI)	YES	Given for the financial year ended June 30, 2009
<b>VII Compliance</b>	49(VII)	YES	

Procter & Gamble Hygiene and Health Care Ltd.

  
**Amit Vyas**  
 Company Secretary