

P&G

**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 10, 2011

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: *Quarterly Compliance Report under clause 49 as on December 31, 2010*

We are enclosing herewith the quarterly compliance report under clause 49 of the listing agreement for the quarter ended December 31, 2010.

Kindly take the above on record and acknowledge receipt.

Thank you.

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

Amit Vyas
Company Secretary

BOMBAY STOCK EXCHANGE LTD.
INWARD SECTION
11 JAN 2011
CONTENTS NOT VERIFIED
SIGN.....

Quarterly Compliance Report on Corporate Governance

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

Quarter ending on: December 31, 2010

<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	

Procter & Gamble Hygiene and Health Care Ltd.


Amit Vyas
 Company Secretary