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**Procter & Gamble Hygiene
and Health Care Limited**
Registered Office
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www.pg.com

Fax Nos:- 22723121/2037/2041/2061

January 15, 2013

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

Ref:- Scrip Code:- 500459

Dear Sir / Madam,

**Sub:- Shareholding Pattern under Clause 35 of the Listing Agreement for the
Quarter ended December 31, 2012**

We are enclosing herewith the Shareholding Pattern under Clause 35 of the Listing Agreement for the Quarter ended December 31, 2012.

Kindly take the above on record and acknowledge the receipt.

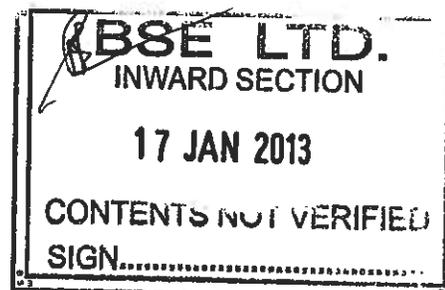
Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited


Amit Vyas
Director

Encl: As Above



Introductory sub-table (I)(a)

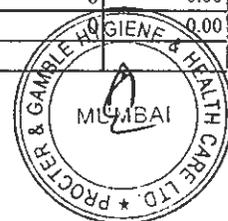
Name of the Company: PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED			
Scrip Code: 500459 (BSE)			
Scrip Code: PGHH (NSE)			
Class of security: Equity Shares			
Quarter ended: December 31, 2012			
Partly paid-up shares:-			
	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the company
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Outstanding convertible securities:-			
	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the company, assuming full conversion of the convertible securities
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Warrants:-			
	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the company, assuming full conversion of warrants
Held by promoter/promoter group	0	0	0
Held by public	0	0	0
Total	0	0	0
Total paid-up capital of the company, assuming full conversion of warrants and convertible securities			
	32,460,736 Equity Shares of Rs.10/- each amounting to Rs.324,607,360/-		



Statement Showing Shareholding Pattern

Table (I)(a)

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)* 100
(A)	Shareholding of Promoter and Promoter Group							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	0	0	0	0.00	0.00	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	619683	619683	1.91	1.91	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(1)	1	619683	619683	1.91	1.91	0	0.00
2	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
(b)	Bodies Corporate	2	22310090	22310090	68.73	68.73	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	Sub Total(A)(2)	2	22310090	22310090	68.73	68.73	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	22929773	22929773	70.64	70.64	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	38	2631665	2628994	8.11	8.11	0	0.00
(b)	Financial Institutions / Banks	31	156552	154117	0.48	0.48	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	4	915786	915786	2.82	2.82	0	0.00
(f)	Foreign Institutional Investors	34	724742	724199	2.23	2.23	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(i)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00



	Sub-Total (B)(1)	107	4428745	4423096	13.64	13.64	0	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	434	699394	691913	2.15	2.15	0	0.00
(b)	Individuals						0	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	21147	3782400	3176550	11.65	11.65	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	20	411552	411552	1.27	1.27	0	0.00
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (specify)				0.00	0.00		
	1. Clearing Members	105	7336	7336	0.02	0.02	0	0.00
	2. HUF	82	22540	16665	0.07	0.07	0	0.00
	3. Foreign National	0	0	0	0.00	0.00	0	0.00
	4. N R I	228	20363	20333	0.06	0.06	0	0.00
	5. N R N	207	142798	137770	0.44	0.44	0	0.00
	6. Director/Relatives	7	15384	5500	0.05	0.05	0	0.00
	7. Trust	5	451	451	0.00	0.00	0	0.00
	Sub-Total (B)(2)	22235	5102218	4468070	15.72	15.72	0	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	22342	9530963	8891166	29.36	29.36	0	0.00
	TOTAL (A)+(B)	22345	32460736	31820939	100.00	100.00	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
2	Public	0	0	0	0.00	0.00	0	0.00
	Sub-Total (C)	0	0	0	0.00	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	22345	32460736	31820939	100.00	100.00	0	0.00



(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percent age	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % of total number of warrants of the same class	Number of convertible securities held	As a % of total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)*100	(VII)	(VII I)	(IX)	(X)	(XI)	(XII)
1	PROCTER AND GAMBLE ASIA HOLDING BV	21221953	65.38	0	0.00	0.00	0	0.00	0	0.00	0
2	ROSEMOUNT LLC	1088137	3.35	0	0.00	0.00	0	0.00	0	0.00	0
3	TEMPLE TREES IMPEX & INVESTMENT PVT LTD	619683	1.91	0	0.00	0.00	0	0.00	0	0.00	0
TOTAL		22929773	70.64	0	0.00	0.00	0	0.00	0	0.00	0

(* The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011



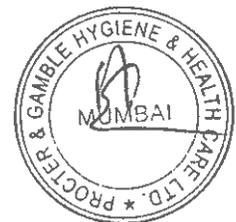
(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	HDFC TRUSTEE COMPANY LIMITED - HDFC TOP 200 FUND - AAATH1890A	1868305	5.76	0	0	0	0	5.76
2	GENERAL INSURANCE CORPORATION OF INDIA	517195	1.59	0	0	0	0	1.59
TOTAL		2385500	7.35	0	0	0	0	7.35



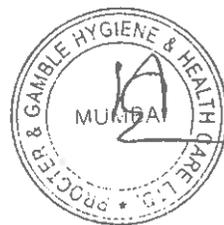
(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	HDFC TRUSTEE COMPANY LIMITED - HDFC TOP 200 FUND - AAATH1890A	1868305	5.76	0	0	0	0	5.76
TOTAL		1868305	5.76	0	0	0	0	5.76



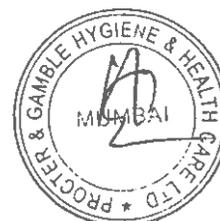
(I)(d) Statement showing details of locked-in shares

Sr. No.	Name of the shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Not Applicable	0	0.00
TOTAL		0	0.00



(II)(a) Statement showing details of Depository Receipts (D)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Not Applicable	0	0	0.00
TOTAL		0	0	0.00



(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	Not Applicable	0	0	0.00
TOTAL			0	0.00

