



**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](http://www.pg.com)

**Fax Nos:- 22723121/2037/2041/2061**

October 15, 2013

To,  
The Corporate Relations Department  
The BSE 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 September 30, 2013**

We are enclosing herewith the Shareholding Pattern under Clause 35 of the Listing Agreement for the Quarter ended September 30, 2013.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

**For Procter & Gamble Hygiene and Health Care Limited**

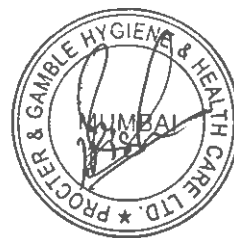
**Preeti Bishnoi  
Company Secretary**

Encl: As Above

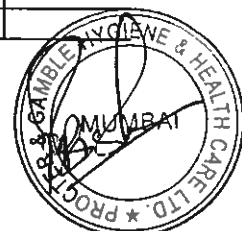


**Introductory sub-table (I)(a)**

|  |                                      |  |   |
|--|--------------------------------------|--|---|
| <b>Name of the Company: PROCTER &amp; GAMBLE HYGIENE AND HEALTH CARE LIMITED</b>                             |                                      |  |   |
| <b>Scrip Code: 500459 (BSE)</b>  |                                      |  |   |
| <b>Scrip Code: PGHH (NSE)</b>  |                                      |  |   |
| <b>Class of security: Equity Shares</b>  |                                      |  |   |
| <b>Quarter ended: September 30, 2013</b>   |                                      |  |   |
|  |                                      |  |   |
| <b>Partly paid-up shares:-</b>   | <b>No. of partly paid-up shares</b>  | <b>As a % of total no. of partly paid-up shares</b>              | <b>As a % of total no. of shares of the company</b>   |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Outstanding convertible securities:-</b>  | <b>No. of outstanding securities</b> | <b>As a % of total no. of outstanding convertible securities</b> | <b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b> |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Warrants:-</b>  | <b>No. of warrants</b>               | <b>As a % of total no. of warrants</b>                           | <b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>                   |
| Held by promoter/promoter group  | 0                                    | 0  | 0   |
| Held by public   | 0                                    | 0  | 0   |
| <b>Total</b>   | <b>0</b>                             | <b>0</b>   | <b>0</b>  |
|  |                                      |  |   |
| <b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b> |                                      |  |   |
| <b>32,460,736 Equity Shares of Rs.10/- each amounting to Rs.324,607,360/-</b>                                |                                      |  |   |



| 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)=<br>(VIII)/(IV)*<br>100 |
| <b>(A)</b>                             | <b>Shareholding of Promoter and Promoter Group</b>                          |                        |                        |  |  |                            |  |                              |
| <b>1</b>                               | <b>Indian</b>   |                        |                        |  |  |                            |  |                              |
| (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                         |
|  | <b>Sub Total(A)(1)</b>  | <b>1</b>               | <b>619683</b>          | <b>619683</b>                                | <b>1.91</b>  | <b>1.91</b>                | <b>0</b>                               | <b>0.00</b>                  |
| <b>2</b>                               | <b>Foreign</b>  |                        |                        |  |  |                            |  |                              |
| (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                         |
|  | <b>Sub Total(A)(2)</b>  | <b>2</b>               | <b>22310090</b>        | <b>22310090</b>                              | <b>68.73</b>   | <b>68.73</b>               | <b>0</b>                               | <b>0.00</b>                  |
|  | <b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b> | <b>3</b>               | <b>22929773</b>        | <b>22929773</b>                              | <b>70.64</b>   | <b>70.64</b>               | <b>0</b>                               | <b>0.00</b>                  |
| <b>(B)</b>                             | <b>Public shareholding</b>  |                        |                        |  |  |                            |  |                              |
| <b>1</b>                               | <b>Institutions</b>   |                        |                        |  |  |                            |  |                              |
| (a)                                    | Mutual Funds/ UTI   | 39                     | 2900012                | 2897341                                      | 8.93   | 8.93                       | 0                                      | 0.00                         |
| (b)                                    | Financial Institutions / Banks  | 28                     | 155571                 | 153211                                       | 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                      | 899578                 | 899578                                       | 2.77   | 2.77                       | 0                                      | 0.00                         |
| (f)                                    | Foreign Institutional Investors   | 30                     | 754974                 | 754431                                       | 2.33   | 2.33                       | 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                         |
|  | <b>Sub-Total (B)(1)</b>   | <b>101</b>             | <b>4710135</b>         | <b>4704561</b>                               | <b>14.51</b>   | <b>14.51</b>               | <b>0</b>                               | <b>0.00</b>                  |



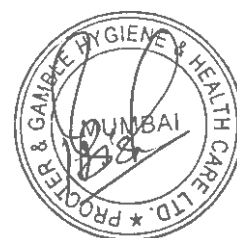
|            |   |              |                 |                 |               |               |          |             |
|------------|---|--------------|-----------------|-----------------|---------------|---------------|----------|-------------|
| <b>B 2</b> | <b>Non-institutions</b>   |              |                 |                 |               |               |          |             |
| (a)        | Bodies Corporate  | 469          | 575247          | 567984          | 1.77          | 1.77          | 0        | 0.00        |
| (b)        | Individuals   |              |                 |                 |               |               | 0        | 0.00        |
| I          | Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh   | 22001        | 3755200         | 3184222         | 11.57         | 11.57         | 0        | 0.00        |
| II         | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.      | 19           | 333522          | 333522          | 1.03          | 1.03          | 0        | 0.00        |
| (c)        | Qualified Foreign Investor  | 0            | 0               | 0               | 0.00          | 0.00          | 0        | 0.00        |
| (d)        | Any Other (specify)   |              |                 |                 |               |               |          |             |
|            | 1. Clearing Members   | 84           | 2473            | 2473            | 0.01          | 0.01          | 0        | 0.00        |
|            | 2. HUF  | 78           | 22052           | 16177           | 0.07          | 0.07          | 0        | 0.00        |
|            | 3. Foreign National   | 0            | 0               | 0               | 0.00          | 0.00          | 0        | 0.00        |
|            | 4. N R I  | 256          | 20239           | 20209           | 0.06          | 0.06          | 0        | 0.00        |
|            | 5. N R N  | 215          | 96280           | 91292           | 0.30          | 0.30          | 0        | 0.00        |
|            | 6. Director/Relatives   | 5            | 15384           | 11518           | 0.05          | 0.05          | 0        | 0.00        |
|            | 7. Trust  | 4            | 431             | 431             | 0.00          | 0.00          | 0        | 0.00        |
|            | <b>Sub-Total (B)(2)</b>   | <b>23131</b> | <b>4820828</b>  | <b>4227828</b>  | <b>14.85</b>  | <b>14.85</b>  | <b>0</b> | <b>0.00</b> |
| <b>(B)</b> | <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                     | <b>23232</b> | <b>9530963</b>  | <b>8932389</b>  | <b>29.36</b>  | <b>29.36</b>  | <b>0</b> | <b>0.00</b> |
|            | <b>TOTAL (A)+(B)</b>  | <b>23235</b> | <b>32460736</b> | <b>31862162</b> | <b>100.00</b> | <b>100.00</b> | <b>0</b> | <b>0.00</b> |
| <b>(C)</b> | <b>Shares held by Custodians and against which Depository Receipts have been issued</b> |              |                 |                 |               |               |          |             |
| 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        |
|            | <b>Sub-Total (C )</b>   | <b>0</b>     | <b>0</b>        | <b>0</b>        | <b>0.00</b>   | <b>0.00</b>   | <b>0</b> | <b>0.00</b> |
|            | <b>GRAND TOTAL (A)+(B)+(C)</b>  | <b>23235</b> | <b>32460736</b> | <b>31862162</b> | <b>100.00</b> | <b>100.00</b> | <b>0</b> | <b>0.00</b> |



**(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 % total number of warrants of the same class | Number of convertible securities held | As a % total number of convertible securities of the same class |  |
| (I)          | (II)                                    | (III)                  | (IV)                              | (V)                   | (VI)=(V)/(III)*100 | (VII)  | (VIII)                  | (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  |
| <b>TOTAL</b> |   | <b>22929773</b>        | <b>70.64</b>                      | <b>0</b>              | <b>0.00</b>        | <b>0.00</b>  | <b>0</b>                | <b>0.00</b>                                       | <b>0</b>                              | <b>0.00</b>   | <b>0</b>   |

(\*) 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 EQUITY FUND AAATH1809A | 1872335               | 5.77   | 0                       | 0   | 0                                     | 0  | 5.77   |
| 2            | GENERAL INSURANCE CORPORATION OF INDIA - AAACG0615N      | 517195                | 1.59   | 0                       | 0   | 0                                     | 0  | 1.59   |
| 3            | SBI EMERGING BUSINESS FUND – AABTS64070Q                 | 503037                | 1.55   | 0                       | 0   | 0                                     | 0  | 1.55   |
| <b>TOTAL</b> |  | <b>2892567</b>        | <b>8.91</b>  | <b>0</b>                | <b>0</b>  | <b>0</b>                              | <b>0</b>   | <b>8.91</b>  |



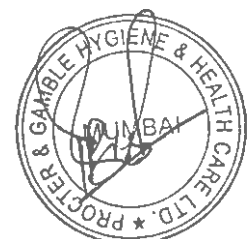
**(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category “Public” and holding more than 5% of the total number of shares of the company**

| 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 EQUITY FUND AAATH1809A                        | 1872335          | 5.77   | 0                   | 0   | 0                                     | 0  | 5.77   |
| <b>TOTAL</b> |   | <b>1872335</b>   | <b>5.77</b>  | <b>0</b>            | <b>0</b>  | <b>0</b>                              | <b>0</b>   | <b>5.77</b>  |



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

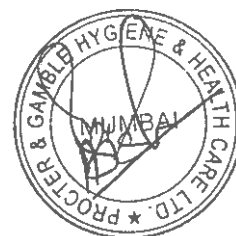
| Sr. No.      | Name of the shareholder | Number of locked-in shares | Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above} |
|--------------|-------------------------|----------------------------|--|
| 1            |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





**(II)(a) Statement showing details of Depository Receipts (DI**

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



**(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  |
|              |                       |   |   |   |
| <b>TOTAL</b> |                       |   | <b>0</b>                                    | <b>0.00</b>   |

