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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

Fax Nos:- 22723121/2037/2041/2061

April 10, 2012

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:- Quarterly Compliance Report under Clause 49 for the Quarter ended March 31, 2012.

We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended March 31, 2012.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited

Sachin
Sachin Harlalka
Company Secretary

Encl: As Above



Quarterly Compliance Report on Corporate Governance

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

Quarter ending on : March 31, 2012

| <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, 2011 |
| VII Compliance | 49(VII) | YES | ----- |

For Procter & Gamble Hygiene and Health Care Limited

Sachin
Sachin Harlalka
Company Secretary and Compliance Officer