



Procter & Gamble Hygiene
and Health Care Limited
CIN: L24239MH1964PLCO12971
Registered Office:
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 2826 7303
www.pg.com/en_IN

Fax Nos:- 22723121/2037/2041/2061

January 7, 2015

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:- Quarterly Compliance Report under Clause 49 for the Quarter ended December 31, 2014

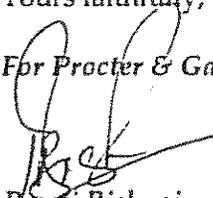
We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended December 31, 2014.

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



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Quarterly Compliance Report on Corporate Governance

Name of the Company : Procter & Gamble Hygiene and Health Care Limited
 Quarter ending on : December 31, 2014

<i>Particulars</i>	<i>Clause of Listing Agreements</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
1	2	3	4
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	YES	----
(B) Independent Directors	49 (II B)	YES	Performance evaluation and separate meetings of the Independent Directors will be complied before end of Financial year 2014-15
(C) Non-executive Directors' compensation & disclosures	49 (II C)	YES	----
(D) Other provisions as to Board and Committees	49 (II D)	YES	----
(E) Code of Conduct	49 (II E)	YES	----
(F) Whistle Blower Policy	49 (II F)	YES	----
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	YES	----
(B) Meeting of Audit Committee	49 (III B)	YES	----
(C) Powers of Audit Committee	49 (III C)	YES	----
(D) Role of Audit Committee	49 (III D)	YES	----
(E) Review of Information by Audit Committee	49(III E)	YES	----
IV. Nomination and Remuneration Committee	49 (IV)	YES	----
V. Subsidiary Companies	49 (V)	N.A	No Subsidiaries
VI. Risk Management	49(VI)	YES	----
VII. Related Party Transactions	49(VII)	YES	----
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	List of material related party transaction enclosed as Annexure I

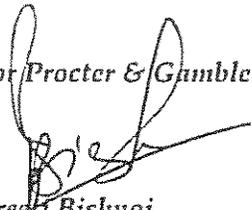




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(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	----
(C) Remuneration of Directors	49 (VIII C)	YES	----
(D) Management	49 (VIII D)	YES	----
(E) Shareholders	49 (VIII E)	YES	----
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	----
IX. CEO/CFO Certification	49 (V)	YES	----
X. Report on Corporate Governance	49(VI)	YES	Given for the financial year ended June 30, 2014
XI. Compliance	49(VII)	YES	----

For Procter & Gamble Hygiene and Health Care Limited


Prachi Bishnoi
Company Secretary &
Compliance Officer



