



Procter & Gamble Hygiene  
and Health Care Limited  
CIN: L24239MH1964PLC012971  
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

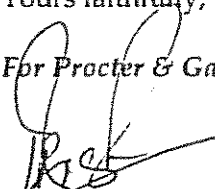
We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended December 31, 2014.

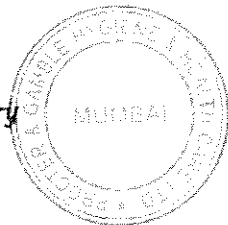
Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited

  
Proeti Bishnoi  
Company Secretary



Encl: As Above

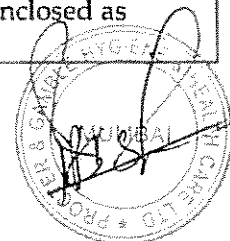


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### Quarterly Compliance Report on Corporate Governance

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

Particulars	Clause of Listing Agreements	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	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	----
<b>III. Audit Committee</b>	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	----
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	----
<b>V. Subsidiary Companies</b>	49 (V)	N.A	No Subsidiaries
<b>VI. Risk Management</b>	49 (VI)	YES	----
<b>VII. Related Party Transactions</b>	49 (VII)	YES	----
<b>VIII. Disclosures</b>	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

