

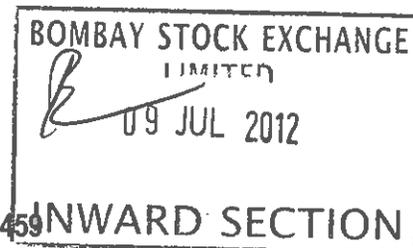


Procter & Gamble Hygiene  
and Health Care Limited  
Registered Office  
P&G Plaza  
Cardinal Gracias Road, Chakala  
Andheri (E), Mumbai 400 099  
(91-22) 2826 6000 phone  
(91-22) 6693 9696 fax  
www.pg.com

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

July 6, 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 June 30, 2012**

We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended June 30, 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 : June 30, 2012

<i>Particulars</i>	<i>Clause of Listing Agreements</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
1	2	3	4
<b>I Board of Directors</b>	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	-----
<b>II Audit Committee</b>	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	-----
<b>III Subsidiary Companies</b>	49 (III)	N.A	No Subsidiaries
<b>IV Disclosures</b>	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	-----
<b>V CEO/CFO Certification</b>	49 (V)	YES	-----
<b>VI Report on Corporate Governance</b>	49(VI)	YES	Given for the financial year ended June 30, 2011
<b>VII Compliance</b>	49(VII)	YES	-----

*For Procter & Gamble Hygiene and Health Care Limited*

*Sachin*  
**Sachin Harlalka**  
*Company Secretary and Compliance Officer*