



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

April 1, 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 March 31, 2015

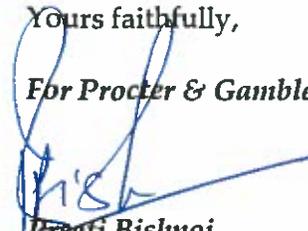
We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended March 31, 2015.

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 : March 31, 2015

| <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 of 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 | No material related party transactions foreseen by the Company for FY 2014-15 |



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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

