



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:- 26598237/38/8120

January 10, 2012

To,
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051.

Ref:- Scrip ID:- PGHH

Dear Sir / Madam,

Sub:- Quarterly Compliance Report under Clause 49 for the Quarter ended December 31, 2011.

We are enclosing herewith the Quarterly Compliance Report under Clause 49 of the Listing Agreement for the Quarter ended December 31, 2011.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited


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 : December 31, 2011.

<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	-----
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