



**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

January 19, 2011

Bombay Stock Exchange Limited  
Department of Corporate Services  
Floor 1, Rotunda Building  
Dalal Street  
Mumbai 400 001

Kind Attn: - Mr. K. Gopalkrishnan  
Deputy General Manager

Dear Sir,

Sub: *Shareholding pattern as per clause 35 of the listing agreement*

We are enclosing herewith the shareholding pattern as per clause 35 of the listing agreement for the quarter ended December 31, 2010.

Kindly take the above on record and acknowledge receipt.

Thank you.

Yours faithfully,  
For *Procter & Gamble Hygiene and Health Care Limited*

  
Amit Vyas  
Company Secretary



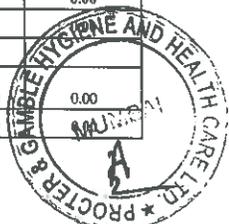
## (I)(a) Statement Showing Shareholding Pattern

Name of Company PROCTER &amp; GAMBLE HYGIENE AND HEALTH CARE LIMITED

Script Code 500459

Quarter Ended Dec 31, 2010

Category Code	Category of Shareholder	Number of Shareholders	No. of Shares	No. of Shares held in dematerialized form	Total Shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage of (VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	<b>Shareholding of Promoter and Promoter Group</b>							
1	<b>Indian</b>							
(a)	Indian Individuals / HUF's & Relatives	0	0	0	0.00	0.00	0.00	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(c)	Bodies Corporate	1	619683	0	1.91	1.91	0.00	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0.00	0.00
(e)	Any other (specify)	0	0	0	0.00	0.00	0.00	0.00
	<b>Sub-Total (A)(1)</b>	<b>1</b>	<b>619683</b>	<b>0</b>	<b>1.91</b>	<b>1.91</b>	<b>0.00</b>	<b>0.00</b>
2	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0.00	0.00
(b)	Bodies Corporate	2	22310090	21221953	68.73	68.73	0.00	0.00
(c)	Institutions	0	0	0	0.00	0.00	0.00	0.00
(d)	Any other (specify)	0	0	0	0.00	0.00	0.00	0.00
	<b>Sub-Total (A)(2)</b>	<b>2</b>	<b>22310090</b>	<b>21221953</b>	<b>68.73</b>	<b>68.73</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>3</b>	<b>22929773</b>	<b>21221953</b>	<b>70.64</b>	<b>70.64</b>	<b>0.00</b>	<b>0.00</b>
(B)	<b>Public Shareholding</b>							
1	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	21	2182502	2179831	6.72	6.72	0.00	0.00
(b)	Financial Institutions/ Banks	29	9759	7287	0.03	0.03	0.00	0.00
(c)	Central Government/ State Government	0	0	0	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00	0.00
(e)	Insurance Companies	4	928335	928335	2.86	2.86	0.00	0.00
(f)	Foreign Institutional Investors	30	695637	695094	2.14	2.14	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0.00	0.00
(h)	Any other (specify)	0	0	0	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(1)</b>	<b>84</b>	<b>3816233</b>	<b>3810547</b>	<b>11.76</b>	<b>11.76</b>	<b>0.00</b>	<b>0.00</b>
2	<b>Non-Institutions</b>							
(a)	Bodies Corporate	509	815330	806831	2.51	2.51	0.00	0.00
(b)	Individuals -							
	(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	21601	3966328	3226296	12.22	12.22	0.00	0.00
	(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	23	679639	666201	2.09	2.09	0.00	0.00
(c)	Any other (specify)							
	(i) Clearing Member	58	2903	2903	0.01	0.01	0.00	0.00
	(ii) Market Maker	0	0	0	0.00	0.00	0.00	0.00
	(iii) Hindu Undivided Family	90	23119	17244	0.07	0.07	0.00	0.00
	(iv) Non Resident Indians (Repat)	225	22983	22773	0.07	0.07	0.00	0.00
	(v) Non Resident Indians (Non Repat)	184	80472	74356	0.25	0.25	0.00	0.00
	(vi) Foreign Companies	3	108189	108189	0.33	0.33	0.00	0.00
	(vii) Directors/Realives	7	15384	112	0.05	0.05	0.00	0.00
	(viii) Trusts	5	374	374	0.00	0.00	0.00	0.00
	(ix) Foreign Nationals	1	9	9	0.00	0.00	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>22706</b>	<b>5714730</b>	<b>4925288</b>	<b>17.61</b>	<b>17.61</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>22790</b>	<b>9530963</b>	<b>8735835</b>	<b>29.36</b>	<b>29.36</b>	<b>0.00</b>	<b>0.00</b>
	<b>TOTAL (A) + (B)</b>	<b>22793</b>	<b>32460736</b>	<b>29957788</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>
(C)	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>22793</b>	<b>32460736</b>	<b>29957788</b>	<b>100.00</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>



(I)(b) Statement Showing Shareholding of persons belonging to the category  
"Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Total shares held		Shares pledged or otherwise encumbered		
		Number of shares	As a % of grand total (A+B+C)	Number of shares	As a percentage	As a % of grand total (A+B+C) of sub-clause (I)(a)
1	PROCTER & GAMBLE ASIA HOLDING BV	21221953	65.38	0.00	0.00	0.00
2	ROSEMOUNT CORPORATION	1088137	3.35	0.00	0.00	0.00
3	TEMPLE TREE IMPEX & INVESTMENT PVT LTD	619683	1.91	0.00	0.00	0.00
	<b>TOTAL</b>	<b>22929773</b>	<b>70.64</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

(I)(c) Statement Showing Shareholding of persons belonging to the category  
"Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares	Shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	HDFC TRUSTEE COMPANY LIMITED- HDFC PRUD	340746	1.05
2	GENERAL INSURANCE CORPORATION OF INDIA	517195	1.59
3	HDFC TRUSTEE COMPANY LIMITED- IIDFC EQUITY	486084	1.50
	<b>TOTAL</b>	<b>1344025</b>	<b>4.14</b>

(I)(d) Statement Showing details of locked-in shares

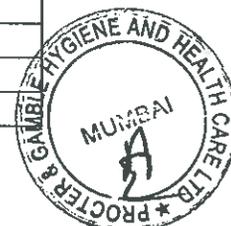
Sr. No.	Name of the shareholder	Category of Shareholders (Promoters/Public)	Number of locked-in shares	Locked-in shares as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
			0.00	0
	<b>TOTAL</b>		<b>0.00</b>	<b>0.00</b>

(II)(a) Statement Showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	N. A.			
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1% of the total number of shares

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of Shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)
1	N. A.			
	<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0</b>



Name of Company PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

Script Code 500459

Class of Security: Equity Shares

Quarter Ended

Dec 31, 2010

Partly paid-up shares	No. of Partly Paid up shares	As a % of total No. of partly paid-up shares	As a % of total No. of shares of the Company
Held by promoter/promoters group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Outstanding convertible securities:-	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total No. of shares of the Company, assuming full conversion of the convertible securities
Held by promoter/promoters group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Warrants:-	No. of Warrants	As a % of total No. of warrants	As a % of total No. of shares of the Company, assuming full conversion of warrants
Held by promoter/promoters group	Nil	Nil	Nil
Held by public	Nil	Nil	Nil
Total	Nil	Nil	Nil
Total paid-up capital of the company assuming full conversion of warrants and convertible securities	3,24,60,736 shares of Rs. 10 each amounting to Rs. 32,46,07,360/-		

