



Procter & Gamble Overseas India BV
Watermanweg 100
3067 GG ROTTERDAM
Nederland

March 31, 2017

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

Dear Sir / Madam,

Sub:- Disclosure under Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to regulation 10 (6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith disclosure regarding acquisition of shares of Procter & Gamble Hygiene and Health Care Limited (Target Company) on account of merger with another promoter group company, viz., Procter & Gamble Asia Holdings B.V. with us.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Procter & Gamble Overseas India B.V.

Authorized Signatory

Encl: As Above



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Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Procter & Gamble Hygiene and Health Care Limited													
2.	Name of the acquirer(s)	Procter & Gamble Overseas India BV (“PGOIBV”)													
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited and BSE Limited													
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares	Change in promoter shareholding on account of merger of promoter group companies													
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10 (1) (d) (iii)													
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so:- <ul style="list-style-type: none"> whether disclosure was made and whether it was made within the timeline specified under the regulations. date of filing with the stock exchange. 	Not applicable													
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made												
a.	Name of the transferor / seller	Procter & Gamble Asia Holdings BV (“PGAHBV”)	Not applicable												
b.	Date of acquisition	March 31, 2017	Not applicable												
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	2,12,21,953 Equity Shares	Not applicable												
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	65.38 %	Not applicable												
e.	Price at which shares are proposed to be acquired / actually acquired	Not applicable as change in promoter shareholding on account of merger of promoter group companies	Not applicable												
8.	Shareholding details	<table border="1"> <thead> <tr> <th colspan="2">Pre-Transaction</th><th colspan="2">Post-Transaction</th></tr> <tr> <th>No. of shares held</th><th>% w.r.t total share capital of TC</th><th>No. of shares held</th><th>% w.r.t total share capital of TC</th></tr> </thead> <tbody> <tr> <td colspan="4">Please refer attached Annexure 1</td></tr> </tbody> </table>	Pre-Transaction		Post-Transaction		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC	Please refer attached Annexure 1				
Pre-Transaction		Post-Transaction													
No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC												
Please refer attached Annexure 1															
a.	Each Acquirer / Transferee(*)	Please refer attached Annexure 1													
b.	Each Seller / Transferor														

For Procter & Gamble Overseas India BV

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Annexure 1

Shareholding details		Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a.	Aquirer / Transferee				
	Procter & Gamble Overseas India BV	Nil	Nil	2,12,21,953	65.38 %
b.	Seller / Transferor				
	Procter & Gamble Asia Holdings BV	2,12,21,953	65.38 %	Nil	Nil

For Procter & Gamble Overseas India BV.


Authorized Signatory