



**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

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.

May 17, 2012

Ref:- Scrip ID: - PGHH

Dear Sir / Madam,

**Sub : Abstract and Memorandum of Interest under Section 302 of the
Companies Act, 1956**

We are enclosing herewith an Abstract of the terms of the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company for a period of 5 years with effect from June 1, 2012, subject to the approval of the Central Government and of the Members of the Company at 48th Annual General Meeting, and Memorandum of Interest is being circulated to the Members of the Company as per the Section 302 of the Companies Act, 1956.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Procter & Gamble Hygiene and Health Care Limited



Amit Vyas
Director

Encl: As Above



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TO THE MEMBERS OF

PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED

Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956

The Board of Directors at its Meeting held on April 30, 2012 has approved the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company for a period of 5 years with effect from June 1, 2012, subject to the approval of the Central Government and of the Members of the Company at the 48th Annual General Meeting.

As required under Section 302 of the Companies Act, 1956, an abstract of the terms of the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company and Memorandum of Interest is being sent to the Members as set out herein below:-

1. Terms and Conditions of remuneration payable to Mr. Shantanu Khosla by your Company are as under:
 - (i) Salary: Up to Rs.7,00,00,000/- (Rupees Seven Crores only) per annum.
 - (ii) Perquisites: Accommodation, medical reimbursement, club membership, personal accident insurance, car loan and such other perquisites in accordance with the Company's rules. The monetary value of such perquisites will be determined in accordance with the Income Tax Rules, 1962.
 - (iii) The Board of Directors shall be entitled to revise upwards the remuneration of Mr. Shantanu Khosla, within the ceiling as set out in Schedule XIII to the Companies Act, 1956, as amended from time to time.
 - (iv) The Board of Directors have provided their unanimous consent to the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company, notwithstanding the fact that he has been re-appointed as the Managing Director of Procter & Gamble Home Products Limited and also as the Managing Director of Gillette India Limited (subject to the approval of the Central Government and of the Members of the Company, as may be applicable under the provisions of the Companies Act, 1956).
2. In terms of Article 134 of the Articles of Association of the Company, so long as Mr. Shantanu Khosla holds office as the Managing Director of the Company, he shall not be liable to retire by rotation.
3. Where in any Financial Year, during the tenure of Mr. Shantanu Khosla as the Managing Director of the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration including perquisites shall be minimum remuneration subject to such approval(s), as may be required.
4. Memorandum of Interest
None of the Directors of the Company, except Mr. Shantanu Khosla, is in any way concerned or interested in the aforesaid re-appointment.
5. Inspection
Copy of the Resolution passed by the Board of Directors at its Meeting held on April 30, 2012 in respect of the above, may be inspected at the Registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day except Saturday, Sunday and public holidays, up to the date of the 48th Annual General Meeting of the Company.

By Order of the Board
For Procter & Gamble Hygiene and Health Care Limited

Sd/-
Sachin Haralka
Company Secretary

Date : May 7, 2012