



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

March 24, 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 (5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to regulation 10 (5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith disclosure regarding proposed acquisition of shares of Procter & Gamble Hygiene and Health Care Limited (Target Company).

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



Procter & Gamble Overseas India BV
Watermanweg 100
3057 GG ROTTERDAM
Nederland

Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) 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.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes, the acquirer, PGOIBV is a Promoter Group company of the Target Company. The seller company, i.e., Rosemount LLC, the acquirer company, i.e., PGOIBV and the Target company, Procter & Gamble Hygiene and Health Care Limited are subsidiaries of the ultimate holding Company, The Procter & Gamble Company, USA
4.	Details of the proposed acquisition	
a.	Name of the person(s) from whom shares are to be acquired	Rosemount LLC
b.	Proposed date of acquisition	April 1, 2017
c.	Number of shares to be acquired from each person mentioned in 4(a) above	10,88,137 Equity Shares
d.	Total shares to be acquired as % of share capital of TC	3.35 %
e.	Price at which shares are proposed to be acquired	INR 7016 per equity share (Rate: 1 USD = INR 65.49)
f.	Rationale, if any, for the proposed transfer	Inter-se promoter share transfer among promoter group companies under Regulation 10(1)(a)(iii)
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10 (1) (a) (iii)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Not applicable (Shares of the TC are in-frequently traded)
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	INR 7016 per equity share (Rate: 1 USD = INR 65.49)
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	We declare that the acquisition price would not be higher by more than 25% of the price computed in point 7 as applicable
9.	i. Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover	We declare that the transferor has complied (during 3 years prior to the date of proposed acquisition) and that the transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011



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	Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)				
	ii. The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.	Disclosures under Chapter V of the Takeover Regulations, 2011, made by the transferor company for the previous 3 years prior to the date of proposed acquisition are enclosed.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	We declare that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than sellers)	Please refer attached Annexure 1			
b.	Seller (s)				

For Procter & Gamble Overseas India B.V.


Authorised Signatory



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

Annexure 1

Shareholding details		Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
a.	Acquirer(s) and PACs (other than seller)				
A.	Acquirer:-				
	Procter & Gamble Overseas India BV (Proposed shareholding as on March 31, 2017)	2,12,21,953	65.38 %	2,23,10,090	68.73 %
B.	Persons Acting in Concert (PACs) [Other than seller] :-				
	Temple Trees Impex & Investments Private Ltd (Promoter group company)	6,19,683	1.91 %	6,19,683	1.91 %
	TOTAL (A + B)	2,18,41,636	67.29	2,29,29,773	70.64 %
b.	Seller				
	Rosemount LLC	10,88,137	3.35 %	Nil	Nil

For Procter & Gamble Overseas India BV,


Authorized Signatory



Temple Trees Impex and
Investment Private Limited
CIN: U51100MH1975PTC018207
Regd. Office:
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 66939696

Fax Nos:- 26598237/38/8120

April 3, 2014

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.

Dear Sir / Madam,

Sub:- Disclosure under regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended March 31, 2014

Pursuant to regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith the information as required in respect of our aggregate shareholding in Procter & Gamble Hygiene and Health Care Limited for the financial year ended March 31, 2014 on behalf of Rosemount LLC.

A copy of authority letter received from Rosemount LLC is enclosed for your information.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Temple Trees Impex and Investment Private Limited


Director

Encl: As Above



DISCLOSURES UNDER REGULATION 30 (1) AND 30 (2) 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(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited; and National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of persons together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instruments that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Rosemount LLC (Along with Promoter (s) & PAC- List enclosed as Annexure 1)		
4. Particulars of the Shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t total share / voting capital	% of total diluted share/ voting capital
		wherever applicable	of TC(*)
As of March 31, 2014, holding of: a. Shares b. Voting Rights (otherwise than by shares) c. Warrants d. Convertible Securities e. Any other instrument that would entitle the holder to receive shares in the TC	22929773	70.64	70.64
Total	22929773	70.64	70.64

(*) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30 (1) is required.

On behalf of Rosemount LLC
FOR TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED


DIRECTOR

Place : Mumbai

Date : April 3, 2014

Encl: Authority Letter in favour of Temple Trees Impex and Investment Private Limited

Annexure 1

List of Promoter(s) and Person Acting Concert of Procter & Gamble Hygiene and Health Care Limited as on 31.3.2014				
Sr. No.	Name of Promoters and Person Acting concert	No. of Equity Shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting of TC
1	PROCTER AND GAMBLE ASIA HOLDINGS B.V.	21221953	65.38	65.38
2	ROSEMOUNT LLC	1088137	3.35	3.35
3	TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED	619683	1.91	1.91
	TOTAL	22929773	70.64	70.64

On behalf of Rosemount LLC

FOR TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED

DIRECTOR



Place : Mumbai

Date : April 3, 2014

Rosemount LLC

April 1, 2014

To,
The Company Secretary,
Procter & Gamble Hygiene and Health Care Limited
P&G Plaza, Cardinal Gracias Road
Chakala, Andheri (East)
Mumbai- 400099

SUBJECT: Authorization to Temple Trees Impex and Investment Private Limited under the SEBI
(Substantial Acquisition of Shares and Takeover) Regulations, 2011

Dear Sir,

We, Rosemount LLC having its Registered Office at 1209 Orange Street, Wilmington, Delaware 19801, U.S.A., is one of the Promoters of Procter & Gamble Hygiene and Health Care Limited (PGHH) holding 1088137 Equity Shares, constituting to 3.35 % of the total paid up Share Capital of the Company.

~~In terms of Regulations 30(2) and 30(3) of SEBI (SAST), 2011, Promoter shall disclose his shareholding as on March 31 along with PAC.~~ In this regard, we hereby authorize Temple Trees Impex and Investment Private Limited (also a promoter of PGHH) to file for and on behalf of the Company, the disclosures as required under regulations 30(2) and 30(3) of the SEBI (SAST), 2011 for the Financial Year ended March 31, 2014.

Kindly take the above on record and acknowledge the receipt.

Thanking you,
Yours faithfully,
For Rosemount LLC


Jon R. Moeller
Vice President - Finance

CC to :

1. The Corporate Relations Department,
The Bombay Stock Exchange Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
2. 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



Temple Trees Impex and
Investment Private Limited
CIN: U51100MH1975PTC019207
Regd. Office:
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai 400 099
Tel. (91-22) 2826 6000
Fax: (91-22) 66939696

Fax Nos:- 26598237/38/8120

April 6, 2015

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

Dear Sir / Madam,

Sub:- Disclosure under regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended March 31, 2015

Pursuant to regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith the information as required in respect of our aggregate shareholding in Procter & Gamble Hygiene and Health Care Limited for the financial year ended March 31, 2015 on behalf of Rosemount LLC.

A copy of authority letter received from Rosemount LLC is enclosed for your information.

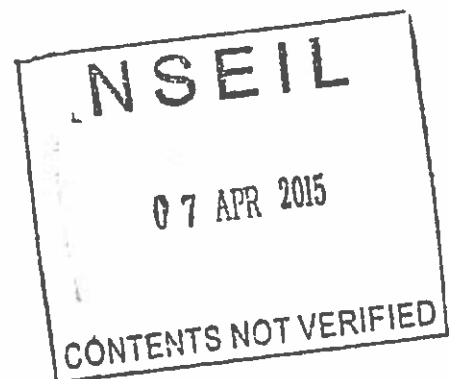
Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Temple Trees Impex and Investment Private Limited


Director

Encl: As Above



DISCLOSURES UNDER REGULATION 30 (1) AND 30 (2) 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(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited; and National Stock Exchange of India Limited		
3. Particulars of the shareholder(s): a. Name of persons together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instruments that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Rosemount LLC (Along with Promoter (s) & PAC- List enclosed as Annexure 1)		
4. Particulars of the Shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t total share / voting capital wherever applicable	% of total diluted share/ voting capital of TC(*)
As of March 31, 2015, holding of:			
a. Shares	22929773	70.64	70.64
b. Voting Rights (otherwise than by shares)			
c. Warrants			
d. Convertible Securities			
e. Any other instrument that would entitle the holder to receive shares in the TC			
Total	22929773	70.64	70.64

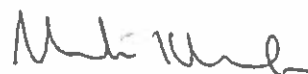
(*) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC

Note

1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30 (1) is required.

On behalf of Rosemount LLC

FOR TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED


DIRECTOR

Place : Mumbai

Date : April 6, 2015

Encl: Authority Letter in favour of Temple Trees Impex and Investment Private Limited



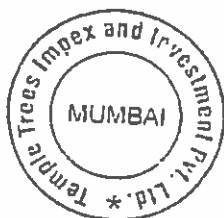
Annexure 1

List of Promoter(s) and Person Acting Concert of Procter & Gamble Hygiene and Health Care Limited as on 31.3.2015				
Sr. No.	Name of Promoters and Person Acting concert	No. of Equity Shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/ voting of TC
1	PROCTER AND GAMBLE ASIA HOLDINGS B.V	21221953	65.38	65.38
2	ROSEMOUNT LLC	1088137	3.35	3.35
3	TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED	619683	1.91	1.91
	TOTAL	22929773	70.64	70.64

On behalf of Rosemount LLC

FOR TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED

[Signature]
DIRECTOR



Place: Mumbai

Date: April 8, 2015

Rosemount LLC

Date April 2, 2015

To,
The Company Secretary,
Procter & Gamble Hygiene and Health Care Limited
P&G Plaza, Cardinal Gracias Road
Chakala, Andheri (East)
Mumbai 400099

SUB: Authorization to Temple Trees Impex and Investment Private Limited under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011

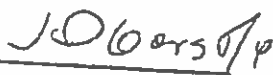
Dear Sir,

We, Rosemount LLC having its Registered Office at 1209 Orange Street, Wilmington, Delaware 19801 USA is one of the Promoters of Procter & Gamble Hygiene and Health Care Limited (PGHH) holding 1088137 Equity Shares, constituting to 3.35 % of the total paid up Share Capital of the Company.

In terms of Regulations 30(2) and 30(3) of SEBI (SAST), 2011, Promoter shall disclose his shareholding as on March 31 along with PAC. In this regard, we hereby authorize Temple Trees Impex and Investment Private Limited (also a promoter of PGHH) to file for and on behalf of the Company, the disclosures as required under regulations 30(2) and 30(3) of the SEBI (SAST), 2011 for the year ended March 31, 2015.

Kindly take the above on record and acknowledge the receipt.

Thanking you,
Yours faithfully,
For Rosemount LLC



J. Douglas Gerstle
Vice President and Assistant Treasurer

cc to :

1. The Corporate Relations Department,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001
2. 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



Temple Trees Impex and
Investment Private Limited
CIN: U51100MH11975PTC018207
Regd. Office:
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai 400 099
Tel: (91-22) 2826 6000
Fax: (91-22) 66939696

April 6, 2016

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.

Dear Sir / Madam,

Sub:- Disclosure under regulation 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended March 31, 2016

Pursuant to regulation 30(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith the information as required in respect of our aggregate shareholding in Procter & Gamble Hygiene and Health Care Limited for the financial year ended March 31, 2016 on behalf of Rosemount LLC.

A copy of authority letter received from Rosemount LLC is enclosed for your information.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Temple Trees Impex and Investment Private Limited


Director

Encl: As Above



DISCLOSURES UNDER REGULATION 30 (1) AND 30 (2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Part-A- Details of Shareholding

1. Name of the Target Company (TC)	PROCTER & GAMBLE HYGIENE AND HEALTH CARE LIMITED		
2. Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited; and National Stock Exchange of India Limited		
3. Particulars of the shareholder(s) : a. Name of persons together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instruments that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC. Or b. Name(s) of promoter(s), member of the promoter group and PAC with him.	Rosemount LLC (Along with Promoter (s) & PAC- List enclosed as Annexure 1)		
4. Particulars of the Shareholding of person(s) mentioned at (3) above	Number of shares	% w.r.t total share /voting capital wherever applicable	% of total diluted share/ voting capital of TC(*)
As of March 31, 2016, holding of: a. Shares b. Voting Rights (otherwise than by shares) c. Warrants d. Convertible Securities e. Any other instrument that would entitle the holder to receive shares in the TC	22929773	70.64	70.64
Total	22929773	70.64	70.64

(*) Diluted share/ voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/ warrants into equity shares of the TC.

On behalf of Rosemount LLC

For Temple Trees Impex And Investment Private Limited


Director

Place : Mumbai

Date : April 6, 2016

Encl: Authority Letter in favour of Temple Trees Impex and Investment Private Limited

Annexure 1

List of Promoter(s) and Person Acting Concert of Procter & Gamble Hygiene and Health Care Limited as on 31.3.2016				
Sr. No.	Name of Promoters and Person Acting concert	No. of Equity Shares	% w.r.t. total share/voting capital wherever applicable	% of total diluted share/voting of TC
1	PROCTER AND GAMBLE ASIA HOLDINGS B V	21221953	65.38	65.38
2	ROSEMOUNT LLC	1088137	3.35	3.35
3	TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED	619683	1.91	1.91
	TOTAL	22929773	70.64	70.64

On behalf of Rosemount LLC

FOR TEMPLE TREES IMPEX AND INVESTMENT PRIVATE LIMITED


 DIRECTOR


Place : Mumbai

Date : April 6, 2016

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P P		

rem


Director

Place : Mumbai

Date : April 6, 2016

Note:

(**) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Encl: Authority Letter in favour of Temple Trees Impex and Investment Private Limited

Rosemount LLC

Date: April 1, 2016

To,
The Company Secretary,
Procter & Gamble Hygiene and Health Care Limited
P&G Plaza, Cardinal Gracias Road
Chakala, Andheri (East)
Mumbai- 400099

SUB: Authorization to Temple Trees Impex and Investment Private Limited under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("SEBI (SAST) Regulations")

Dear Sir,

We, Rosemount LLC having its Registered Office at 1209 Orange Street, Wilmington, Delaware 19801, U.S.A., is one of the Promoters of Procter & Gamble Hygiene and Health Care Limited (PGHH) holding 1088137 Equity Shares, constituting to 3.35 % of the total paid up Share Capital of the Company.

In terms of Regulations 30(2) and 30(3) of SEBI (SAST) Regulations, Promoter shall disclose its shareholding as on March 31 along with PAC. In this regard, we hereby authorize Temple Trees Impex and Investment Private Limited (also a promoter of PGHH) to file for and on behalf of the Company, the disclosures as required under regulations 30(2) and 30(3) of the SEBI (SAST) Regulations for the Year ended March 31, 2016.

Kindly take the above on record and acknowledge the receipt.

Thanking you,
Yours faithfully,
For Rosemount LLC


Susan S. Whaley
Vice President and Secretary

CC to :

1. The Corporate Relations Department,
The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
2. The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
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Mumbai – 400051