



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

March 31, 2017

To,  
BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

Dear Sir / Madam,

**Sub:- Disclosure under Regulation 29 (1) and (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Pursuant to regulation 29 (1) and 29 (2) 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 of 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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**Disclosures under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

Name of the Target Company (TC)	Procter & Gamble Hygiene and Health Care Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Procter & Gamble Overseas India BV ("PGOIBV")		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total Share / voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration:</b>			
a. Shares carrying voting rights	-	-	-
b. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	-	-	-
c. Voting rights (VR) otherwise than by equity shares	-	-	-
d. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e. Total (a+b+c+d)	-	-	-
<b>Details of acquisition</b>			
a. Shares carrying voting rights acquired	2,12,21,953	65.38	65.38
b. VRs acquired otherwise than by equity shares	-	-	-
c. Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying category) acquired	-	-	-
d. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking/ others)	-	-	-
e. Total (a+b+c+/-d)	2,12,21,953	65.38	65.38
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a. Shares carrying voting rights	2,29,29,773	70.64	70.64
b. VRs otherwise than by equity shares	-	-	-
c. Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking/ others)	-	-	-
e. Total (a+b+c+d)	2,29,29,773	70.64	70.64



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Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se Transfer / encumbrance, etc.)	Merger of promoter group companies (inter-se promoter group share transfer)
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity Shares (Face value of Rs. 10 each)
Date of acquisition of / date of receipt of intimation of allotment of shares / VR / warrants / convertible securities / any other instrument that entitles the acquirer to receive shares in the TC.	March 31, 2017
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each)
Equity share capital / total voting capital of the TC after the said acquisition	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each) (There is no change in total share capital of the TC)
Total diluted share / voting capital of the TC after the said acquisition	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each) (There is no change in total share capital of the TC)

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

For Procter & Gamble Overseas India PVT.

  
Authorized Signatory

Place: Mumbai

Date: March 31, 2017



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**Part-B\*\*\***

**Name of the Target Company: Procter & Gamble Hygiene and Health Care Limited**

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

Place: Mumbai  
Date: March 31, 2017

*For Procter & Gamble Overseas India B.V.*

*Amal*  
**Authorized Signatory**



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**Disclosures under Regulation 29 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A- Details of the Acquisition**

Name of the Target Company (TC)	Procter & Gamble Hygiene and Health Care Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Procter & Gamble Asia Holding B.V. ("PGAHBV")		
Whether the acquirer belongs to Promoter / Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total Share / voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the merger acquisition under consideration, holding of PGAHBV:</b>			
a. Shares carrying voting rights	2,12,21,953	65.38 %	65.38 %
b. Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	-	-	-
c. Voting rights (VR) otherwise than by shares	-	-	-
d. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e. Total (a+b+c+d)	2,12,21,953	65.38 %	65.38 %
<b>Details of acquisition/sale reduction in shareholding of PGAHBV due to Merger with another Promoter group company</b>			
a. Shares carrying voting rights acquired/sold	2,12,21,953	65.38 %	65.38 %
b. VRs acquired / sold otherwise than by shares	-	-	-
c. Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying rights in the TC (specify holding in each category) acquired/sold	-	-	-
d. Shares encumbered / invoked/released by the acquirer	-	-	-
e. Total (a+b+c+/-d)	2,12,21,953	65.38 %	65.38 %
<b>After the merger acquisition/sale, holding of PGAHBV:</b>			
a. Shares carrying voting rights	Nil	Nil	Nil
b. Shares encumbered with the acquirer	Nil	Nil	Nil
c. VRs otherwise than by shares	Nil	Nil	Nil



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d. Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e. Total (a+b+c+d)			
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Merger of promoter group companies ( <i>inter-se promoter group share transfer</i> )		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 31, 2017		
Equity share capital / total voting capital of the TC before the said merger acquisition / sale	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each)		
Equity share capital/ total voting capital of the TC after the said merger acquisition / sale	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each) <i>(There is no change in total share capital of the TC)</i>		
Total diluted share/voting capital of the TC after the said merger acquisition	Rs. 32,46,07,360 (32460736 shares of face value Rs.10 each) <i>(There is no change in total share capital of the TC)</i>		

(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\* ) 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.

Procter & Gamble Overseas India B.V. (PGOIBV)  
(On behalf of Procter & Gamble India Holdings B.V. which has merged with PGOIBV)  
*For Procter & Gamble Overseas India B.V.*

*[Signature]*  
Authorised Signatory

Place: Mumbai  
Date: March 31, 2017