

CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY

Your Directors are pleased to give below the Corporate Governance report:

We believe that Corporate Governance is the interaction of the management, shareholders and Board of Directors to help ensure that all stake holders – both shareholders and creditors – are protected against managers acting solely in their own best interest. Governance process has to ensure that the societal measures employed by the Company are utilized in a manner that meets with the stakeholders' aspirations and societal expectations. Corporate Governance consists of laws, policies, procedures, and, most importantly, practices, that ensure the well being of the assets of the Company. Corporate Governance is at its highest levels when management is acting as if they are long-term investors in the Company.

Your Company has a strong history of operating with integrity – at all levels, both internally and externally. Our actions and the actions of all our employees are governed by our *"Purpose, Values and Principles"*. Our commitment to operate responsibly is reflected in the steps we have in place to ensure rigorous financial discipline and Corporate Governance.

We have highly experienced Board of Directors, who help us maintain the highest standards of Corporate Governance. Our Audit Committee is comprised of independent directors, with appropriate financial skills to provide good oversight. We have in place strong internal controls, to ensure compliance with all relevant regulations and standards. Our rigorous business process controls include ongoing programs of self-assessment, controls, as well as internal and external audits. Your Company has adopted a Code of Conduct for its Directors. It is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Further, your Company reinforces responsibilities of all our employees, including key employees, of observing high standards of Corporate Governance through the Company's *"Worldwide Business Conduct Manual"* which sets forth management's commitment to conduct its business affairs with high ethical standards. This Manual flows from our *"Purpose, Values and Principles"*, and in turn creates specific guidelines and standards

in the form of *"Worldwide Business Conduct Standards"*. The Standards enables the Company's employees to make easier connections to relevant policies and the tools that support them. These standards flow from the following core values of the Company:

- Treat the Company's assets as you would treat your own;
- Behave with the Company's long term success in mind;
- Always do the right thing;
- Operate within the letter and spirit of law.

The *Worldwide Business Conduct Manual* also details the policy statements, operating policies / procedures / practices and Internal controls being followed by the Company with specific emphasis on ethical behaviour of employees, compliance with all applicable laws in letter and spirit, ensuring accuracy of books and records, maintaining confidentiality of corporate data, avoidance of conflict of interest, fair dealings, fair competition, following best practices for safety and health of company personnel, environmental protection, trading in securities and a host of special legal issues.

Our reputation is earned by our conduct: what we say, what we do the products we make, the services we provide, and the way we act and treat others. As conscientious citizens and employees, we want to do what is right. For your Company this is the only way to do business.

2. BOARD OF DIRECTORS

(a) Composition of the Board:

The Board of Directors of the Company comprises an optimum combination of executive and non-executive directors headed by a Non-Executive Chairman. The independent directors do not have any material pecuniary relationships or transactions either with the Company or with the promoters / management that may affect their judgment in any manner. The directors are experienced and eminent professionals in business, law, finance, public enterprise and corporate management. The Board meets at least once in a quarter to review, amongst other business, the quarterly performance of the Company and financial results. Directors actively participate in the deliberations at these meetings.

Gillette India Limited

The composition and other required details of the Board of Directors as on June 30, 2010 are given below:

Name of the Director	Category	Designation	Other Directorships #		Membership of other Board Committees ##	
			Member	Chairman	Member	Chairman
Mr. S.K. Poddar	NED	Chairman	9	8	2	2
Mr. Shantanu Khosla	ED	Managing Director	2	None	2	None
Mr. Subhash Bansal	ED	Whole-time Director	None	None	None	None
Mr. B.S. Mehta	ID	Director	14	None	9	5
Mr. C.R. Dua	ID	Director	5	None	3	None
Mr. Gurcharan Das	ID	Director	4	None	None	None
Mr. Akshay Poddar	NED	Director	9	None	6	2
Ms. Deborah Henretta	NED	Director	1	None	None	None
Mr. Jyoti Sagar	ID	Director	None	None	None	None
Mr. Anil Kumar Gupta	ID	Director	None	None	None	None
Mr. M.K. Kumar*	NED	Alternate to Mr. A. Poddar	N.A.	N.A.	N.A.	N.A.
Mr. Ashok Chhabra*	NED	Alternate to Ms. D. Henretta	N.A.	N.A.	N.A.	N.A.

NED - Non-Executive Director

ED - Executive Director

ID - Independent Director

* Both Mr. Kumar & Mr. Chhabra ceased to be Alternate Directors with effect from August 27, 2009.

Excludes directorships of private limited companies, foreign companies and alternate directorships and companies under section 25 of the Companies Act, 1956.

Includes memberships of only Audit Committees and Share Transfer and Investor Grievance Committees of public limited companies.

(b) Number of Board meetings:

During the financial year 2009-10, four (4) Board meetings were held on August 27, 2009, October 27, 2009, January 29, 2010 and April 27, 2010 respectively.

The Annual General Meeting for financial year ended June 30, 2009 was held on October 27, 2009.

(c) Directors' attendance record:

The attendance of directors at the board meetings and at the last Annual General Meeting held on October 27, 2009 was as under:

Directors	No. of Board meetings attended	Whether attended the AGM held on October 27, 2009
Mr. S.K. Poddar	4	Yes
Mr. Shantanu Khosla	4	Yes
Mr. Subhash Bansal	3	No
Mr. B.S. Mehta	2	No
Mr. C.R. Dua	2	Yes
Mr. Gurcharan Das	2	Yes
Mr. Akshay Poddar	3	Yes
Ms. Deborah Henretta	NIL	No
Mr. Jyoti Sagar	3	Yes
Mr. Anil Kumar Gupta	4	Yes
Mr. M.K. Kumar*	NIL	N.A.
Mr. Ashok Chhabra*	NIL	N.A.

* Both Mr. Kumar and Mr. Chhabra ceased to be Alternate Directors on August 27, 2009

(d) Material significant related party transaction:

There are no material pecuniary relationships / significant transactions made by the Company with its promoters, directors or management, their subsidiaries or relatives etc.

which have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in note B-15 of Schedule 17 to the Accounts in the Annual Report.

(e) Remuneration of Directors:

In terms of the resolution passed at the 24th Annual General Meeting of the members of the Company held on October 22, 2008, all the non-executive directors are entitled to commission upto one per cent of the net profits of the Company for each financial year.

The remuneration of executive directors comprises salary, house rent allowance, perquisites, performance linked incentive, contribution to provident and other funds, gratuity and leave travel allowance and other perquisites and benefits as per the policy of the Company. The details of remuneration paid/provided to the executive/non-executive directors during the financial year 2009-10 are as under:

Name of Director	Relationship with other Directors	Salary including Bonus+PF contribution (₹)	Perquisites (₹)	Commission (₹)	Total (₹)
Mr. S.K. Poddar	Father of Mr. Akshay Poddar	Nil	Nil	120,00,000*	120,00,000
Mr. Shantanu Khosla	None	Nil**	Nil**	Nil	Nil
Mr. Subhash Bansal	None	1,11,08,239	275,760	Nil	1,13,83,999
Mr. C.R. Dua	None	Nil	Nil	10,00,000	10,00,000
Mr. B.S. Mehta	None	Nil	Nil	10,00,000	10,00,000
Mr. Gurcharan Das	None	Nil	Nil	10,00,000	10,00,000
Mr. Akshay Poddar	Son of Mr. S.K. Poddar	Nil	Nil	10,00,000	10,00,000
Ms. Deborah Henretta	None	Nil	Nil	Nil	Nil
Mr. Jyoti Sagar	None	Nil	Nil	10,00,000	10,00,000
Mr. Anil Kumar Gupta	None	Nil	Nil	10,00,000	10,00,000
Mr. M.K. Kumar#	None	Nil	Nil	Nil	Nil
Mr. Ashok Chhabra#	None	Nil	Nil	Nil	Nil

* In terms of Board resolution dated January 29, 2010 the commission payable to Mr. S.K. Poddar, non-executive Chairman was enhanced from ₹60 lakhs to ₹80 lakhs for the financial year ended June 30, 2009. Accordingly, he was paid the additional commission of ₹20 lakhs pertaining to FY 2008-09 during the financial year 2009-10. Further, w.e.f. July 1, 2009, the commission of Mr. S.K. Poddar is ₹100 lakhs per annum.

** Remuneration charged to the accounts in respect of the Managing Director: ₹1,29,65,290/-

Both Mr. Kumar and Mr. Chhabra ceased to be Alternate Directors on August 27, 2009.

The term of the Managing Director (MD) and Whole-time Director (WTD) is for a period of five years from the date of their respective appointment. No fee / compensation is payable to the directors on severance of their directorship with the Company.

The Company has not issued stock options to any of its Directors. However, all employees of the Company including its whole-time directors are given the right to purchase shares of the ultimate holding Company - The Procter & Gamble Company, USA under its 'International Stock Ownership Plan'. Certain employees of the Company are also entitled to stock options of the ultimate holding Company under its 'Employee Stock Option Plan'. Details as regards the same are disclosed vide note nos. B-16 and B-17 of Schedule 17 to the Accounts in the Annual Report.

Number of Shares held by Non-Executive Directors:

Mr. S.K. Poddar	-	3,23,480
Mr. Akshay Poddar	-	76,923

(f) Committees of the Board:

(i) Audit Committee

The Audit Committee comprises of Mr. C.R. Dua (Chairman), Mr. S.K. Poddar, Mr. B.S. Mehta, Mr. J. Sagar, Mr. G. Das and Mr. A.K. Gupta. During the financial year 2009-10, four Audit Committee meetings were held on August 27, 2009, October 27, 2009, January 29, 2010 and April 27, 2010 respectively. Mr. A.K. Gupta was co-opted as member of the Audit Committee vide Board resolution passed on January 29, 2010.

Mr. D. Acharya is the Secretary of the Audit Committee.

The attendance of each member of the Committee is given below:

Name	Designation	Category	Profession	No. of meetings attended
Mr. C.R. Dua	Chairman	Independent Director	Advocate	3
Mr. S.K. Poddar	Member	Non-Executive Director	Business	4
Mr. B.S. Mehta	Member	Independent Director	Chartered Accountant	2
Mr. Jyoti Sagar	Member	Independent Director	Advocate	3
Mr. Gurcharan Das	Member	Independent Director	Management Consultant	2
Mr. A.K. Gupta*	Member	Independent Director	Consultant	1*

* Mr. A.K. Gupta was appointed member of the Audit Committee on January 29, 2010.

All the members have extensive financial and accounting knowledge and background. The terms of reference of the Audit Committee are in line with revised clause 49II(C) and (D) of the stock exchange listing agreement and Section 292A of the Companies Act, 1956. The Audit Committee *inter alia*, provides reassurance to the Board on the existence of an effective internal control environment. The quorum for the Committee is two members, who are independent directors.

The term of reference of Audit Committee is as per the Audit Charter which amongst other things includes the following:

- (a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (b) Recommending the appointment and removal of external auditors, fixation of audit fee and approval of payment of fees for any other services rendered by the auditors;
- (c) Reviewing with the management the financial statements before submission to the Board, focusing primarily on:
 - Any change in accounting policies and practices;
 - Major accounting entries based on exercise of judgment by management;
 - Qualifications in draft audit report;
 - Significant adjustments arising out of audit;
 - The going concern assumption;
 - Compliance with accounting standards;
- Compliance with stock exchange regulations and legal requirements concerning financial statements;
- Related party transactions;
- (d) Reviewing with the management, external and internal auditors, the adequacy of internal control system and the Company's statement on the same prior to endorsement by the Board;
- (e) Reviewing reports of internal audit and discussion with internal auditors on any significant findings and follow-up thereon;
- (f) Reviewing the findings of any internal investigations by the internal auditors and the executive management's response on matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- (g) Discussion with the external auditors, before the audit commences, on nature and scope of audit, as well as after conclusion of the audit, to ascertain any areas of concern and review the comments contained in their management letter;
- (h) Reviewing the Company's financial and risk management policies;
- (i) Looking into the reasons for substantial defaults, if any, in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (j) Considering such other matters as may be required by the Board;

- (k) Reviewing any other areas which may be specified as role of the Audit Committee under the listing agreement, Companies Act, 1956 and other statutes, as amended from time to time.

The minutes of the Committee are placed before the Board. The Company Secretary is the Secretary of the Committee.

(ii) Remuneration Committee

The Remuneration Committee comprises of the following Non-Executive Directors namely Mr. Akshay Poddar, Mr. C.R. Dua and Mr. B.S. Mehta.

The Chairman is elected from amongst the members of the Committee, being an Independent Director.

The scope of the Remuneration Committee includes finalising the remuneration packages for Executive Director(s) of the Company.

No meeting of this Committee was held during the year.

(iii) Share Transfer and Shareholders'/Investors' Grievance Committee

The Shareholders' Committee comprises of Mr. Akshay Poddar, Mr. Subhash Bansal and Mr. Shantanu Khosla.

Mr. Akshay Poddar is the Chairman of the Committee. The various issues addressed in connection with shareholders and investors' services and complaints are:

Share Transfers:

- a) Approve and register transfer and transmission of shares, wherever applicable;
- Sub-division/consolidation/rematerialisation of share certificates;
- Issue of duplicate share certificates in lieu of lost share certificates;
- Affix common seal on share certificates and maintain safe custody of the common seal.

- b) Shareholders' / Investors' complaints pertaining to:

- i) Non receipt of shares after transfer / annual report / dividend;
- ii) Other matters related to or arising out of shareholders' / investors' services.

The minutes of the Committee are placed before the Board. The present quorum for this Committee is two members. The Committee meets regularly to effect share transfers and for other related matters as referred in point (a) and (b) above. The Company Secretary is the Compliance Officer. He regularly addresses shareholders complaints, oversees share transfer process and liaises with the regulatory authorities.

During the financial year, 16 meetings of the Committee were held. The attendance of each member of the Committee is given below:

Name	No. of Committee meetings attended
Mr. Akshay Poddar	16
Mr. Shantanu Khosla	16
Mr. Subhash Bansal	16

3. SHAREHOLDERS

(a) Disclosures regarding re-appointment of Directors:

During the year, Mr. Gurcharan Das and Mr. C.R. Dua, Directors, retire by rotation and being eligible, offer themselves for re-appointment.

Brief resumes of the Directors are given hereunder:

Mr. Gurcharan Das is an author, management guru and public intellectual. He was CEO, Procter & Gamble India and later Managing Director, Procter & Gamble Worldwide (Strategic Planning).

Mr. Das graduated with honors from Harvard University and later attended Harvard Business School (AMP), where he is featured in three case studies. He is on a number of Boards and is a regular speaker to the managements of the world's largest corporations. He has been on the juries of the McKinsey Award for the best Harvard Business Review article and the \$500,000 Milton Friedman award.

Presently, Mr. Das is a Director of the following public companies: Crest Animation Studio Limited, Fortis Healthcare Limited, Berger Paints India Limited and Shakti Bhog Foods Limited.

Mr. C.R. Dua is the founding partner of Dua Associates, which is a leading law firm in India with presence in eight cities. Mr. Dua has successfully established and developed Dua Associates into a firm with over 200 professionals including 50 partners and counsel and a total strength of over 300 people. Mr. Dua has vast experience in corporate law, mergers & acquisitions, privatizations, project finance, public issues, entry strategies, foreign investment, corporate structuring / restructuring, infrastructure projects and commercial aspects of doing business in India. He has been actively involved in the process of regulatory reforms in India consistent with India's multilateral trade policy commitments. Mr. Dua has been a member of the Advisory Committee on Competition Advocacy and also of the Competition Commission Advisory Committee on Regulations of Competition Commission of India. He has been the founding member of the American Chamber of Commerce in India.

Presently, Mr. Dua is Director in the following public companies: Cabot India Limited, House of Pearl Fashions Limited, Vodafone Essar Limited, TVS Motor Company Limited, Wimco Limited & Timex Group India Limited (Alternate Director).

Mr. Dua is also the Member of the following Audit Committees: Cabot India Limited, TVS Motor Company Limited & Wimco Limited.

(b) Communication to shareholders:

i) The quarterly results of the Company are announced within a month of completion of the quarter. Audited annual results are announced within two months of the end of financial year. Such results are published in the following newspapers:

Business Standard (English), Dainik Navjyoti, Jaipur (Hindi).

ii) Half yearly reports are not sent to each household of the shareholders at present.

iii) The Company has created a website viz. <http://www.pg-india.com/gillette2/index.html> into which the Company's results and official news releases are published.

iv) The quarterly financial results and shareholding pattern are posted on Corp Filing website viz. <http://www.corpfiling.co.in/home/homePage.aspx>

(c) Disclosures:

i) *Materially significant related party transactions:*

There are no material transactions during the year that have a potential conflict with the interests of the Company.

ii) *Compliance by the Company:*

The Company has complied with all applicable requirements prescribed by the regulatory and statutory authorities including Stock Exchanges and SEBI during the preceding three financial years on all matters related to capital markets and no penalties / strictures in this respect have been imposed on the Company.

iii) *Whistle Blower policy:*

The Company follows a Whistle Blower Policy as laid down in its "Worldwide Business Conduct Manual". Any employee or other interested person can call on an

Alertline, twenty-four hours a day, seven days a week, to report any concerns about violations of the Company's Worldwide Business Conduct Standards.

The Alertline is not staffed or monitored by Company personnel. All calls can be completed anonymous if the caller desires. The Alertline can take calls in most languages spoken by the employees around the world.

Calls made to the Alertline are reported to the Company's Corporate Security and Legal personnel, who will ensure appropriate investigation and follow-up of all calls. Callers are given a confidential identification number so they can inquire about the status of their reported concern.

The Audit Committee was accessible to all employees.

iv) CEO / CFO Certification:

In terms of the requirement of clause 49(V) of the listing agreement, the Managing Director (CEO) and the Chief Financial Officer (CFO) have made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.

v) Compliance with mandatory and adoption of non-mandatory requirements:

The Company has complied with all mandatory requirements and with the following non-mandatory requirements of clause 49 of the listing agreement.

Compliance with Non-Mandatory Requirements

- a) (i) The Company has provided an office to the Chairman for his use, during his visits, at the Corporate Office at Mumbai.
- (ii) There is no fixed tenure for independent directors.

(iii) The Board of Directors ensures that the person being appointed as an independent director has the requisite qualifications and experience which would be of use to the Company.

- b) The Company has constituted a Remuneration Committee.
- c) There are no audit qualifications in the Company's financial statements for the year under reference.
- d) The Board comprises of professionals with expertise in their respective fields. They endeavor to keep themselves updated with changes in global economy and legislation. Moreover, at the Board meetings, detailed presentations are made by senior managerial personnel on the business related matters.
- e) The Company has not adopted any mechanism for evaluating individual performance of non-executive directors.
- f) The Company follows a Whistle Blower Policy as laid down in its "Worldwide Business Conduct Manual".

vi) Compliance with the Voluntary Code of Corporate Governance:

The Ministry of Corporate Affairs has issued a set of Voluntary Guidelines on "Corporate Governance" and "Corporate Social Responsibility" in December 2009. These guidelines are expected to serve as a benchmark for the corporate sector and also help them in achieving the highest standard of corporate governance.

Some of the provisions of these guidelines are already in place as reported elsewhere in this Report. The other provisions of these guidelines are being evaluated for adoption in future.

(d) General Meetings of members:

AGM	Date	Time	No. of special resolutions passed
25th	27.10.2009	11.00 a.m.	1
24th	22.10.2008	11.00 a.m.	2
23rd	25.10.2007	11.00 a.m.	1

Venue:

All the three annual general meetings were held at SPA-65A, Bhiwadi Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan 301 019

Postal Ballot

No postal ballot was undertaken during the year.

(e) Code of conduct:

(i) Code of conduct for Directors and Senior Management

The Company has adopted a Code of Conduct for its directors and senior management. The code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct and it is applicable to all directors and senior management of the Company. The Board members and senior management personnel have affirmed their compliance with the code of conduct and a CEO certificate to that effect is annexed to this corporate governance report.

(ii) Code of conduct for Prevention of Insider Trading:

The Board of the Company has adopted the Insider Trading Code modified in terms of amendments notified by SEBI under the SEBI (Prohibition of Insider Trading) Regulations, 1992 on November 19, 2008.

4. GENERAL SHAREHOLDERS INFORMATION:

(i) Annual General Meeting

The Annual General Meeting will be held on Thursday, November 18, 2010 at 11.00 a.m. at the Company's registered office at SPA-65A, Bhiwadi Industrial Area, Bhiwadi, (Distt. Alwar) Rajasthan-301 019.

(ii) Financial Calendar

- Financial Year : July to June
- Accounts Finalisation : August
- Annual General Meeting: October – November
- Dividend Dispatch : Within 30 days of annual general meeting.
- Quarterly Results : Normally before the end of following month, except 4th quarter when audited annual results are declared within 2 months as permitted under the listing agreement.

(iii) Book Closure Date

November 11 to November 18, 2010 (both days inclusive).

(iv) Dividend Payment Details

Dividend, if declared: Will be paid on or around November 25, 2010

(v) Listing of equity shares on Stock Exchanges

The Company's shares are listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited. Listing fees as prescribed have been paid to the respective stock exchanges.

(vi) Stock Code

- Bombay Stock Exchange Limited: 507815
- National Stock Exchange of India Limited: GILLETTE
- ISIN CODE: INE322A01010

(vii) Stock Price Data

Monthly high and low quotation of shares traded on BSE and NSE during the financial year 2009-10.*

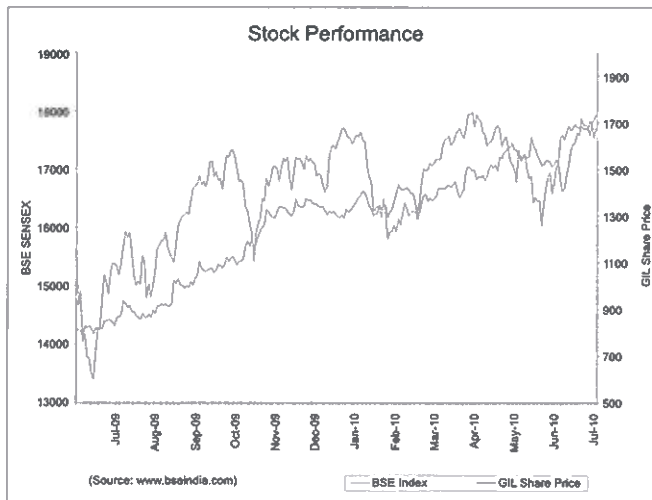
MONTH	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
July 2009	942.80	776.00	940.00	779.05
August 2009	952.00	800.00	955.00	849.95
September 2009	1,165.00	905.05	1,156.00	904.60
October 2009	1,245.00	1,050.00	1,250.00	1,031.00
November 2009	1,361.10	1,136.05	1,365.00	1,133.00
December 2009	1,408.00	1,250.05	1,405.00	1,290.00
January 2010	1,454.00	1,251.00	1,450.00	1,141.20
February 2010	1,449.00	1,255.00	1,449.00	1,240.10
March 2010	1,470.00	1,310.00	1,470.00	1,278.00
April 2010	1,590.00	1,414.25	1,595.00	1,420.05
May 2010	1,667.00	1,503.00	1,660.00	1,503.00
June 2010	1,798.00	1,501.00	1,790.50	1,495.00

* source: www.bseindia.com and www.nseindia.com

Note: High and low are in rupees per traded share.

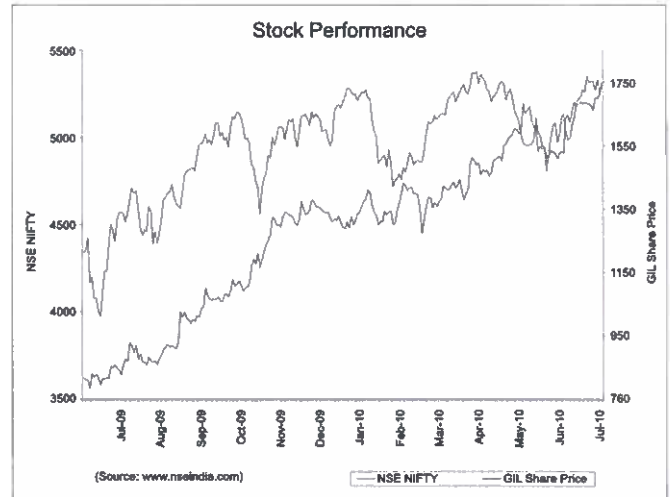
(viii) Performance in comparison to the BSE Sensex

The following chart shows the performance of the Company's shares as compared to the BSE Sensex during the year 2009-10:



Year – July 1, 2009 to June 30, 2010
(Source: www.bseindia.com)

The following chart shows the performance of the Company's shares as compared to the NSE Nifty during the year 2009-10:



Year – July 1, 2009 to June 30, 2010
(Source: www.nseindia.com)

(ix) Registrar and Share Transfer Agents

MAS Services Limited
T-34, 2nd floor,
Okhla Industrial Area,
Phase II,
New Delhi-110 020
Ph: 011-26387281-3
Fax: 011-26387384
E-Mail: info@masserv.com
Contact person: Mr. Sharwan Mangla

(x) Share Transfer System and Shareholders Complaints

The Company's share transfers are handled by MAS Services Ltd., Registrar and Share Transfer Agents (RTA). The shares received in physical mode by the Company/RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories – National Securities Depository Limited/Central Depository Services (India) Limited within 15 days.

During the financial year 2009-10, the Company had received 44 shareholder complaints, which were resolved expeditiously. The time taken to resolve shareholder complaints is 1 to 10 days. As on June 30, 2010, there are no complaints pending.

There is NIL share transfer pending as on June 30, 2010.

(xi) Distribution of shareholding by size class as on June 30, 2010

No. of Shares held	No. of Shareholders		No. of Shares	
	Total	% of Shareholders	Total	% to Share Capital
1 - 500	14395	95.287	1052252	3.229
501 - 1000	364	2.409	272809	0.837
1001 - 2000	162	1.072	236595	0.726
2001 - 3000	56	0.371	139252	0.427
3001 - 4000	33	0.218	116290	0.357
4001 - 5000	23	0.152	106982	0.328
5001 - 10000	27	0.179	202733	0.622
10001 and above	47	0.311	30458304	93.473
Total	15107	100.00	32585217	100.00

Distribution of shareholding by ownership as on June 30, 2010

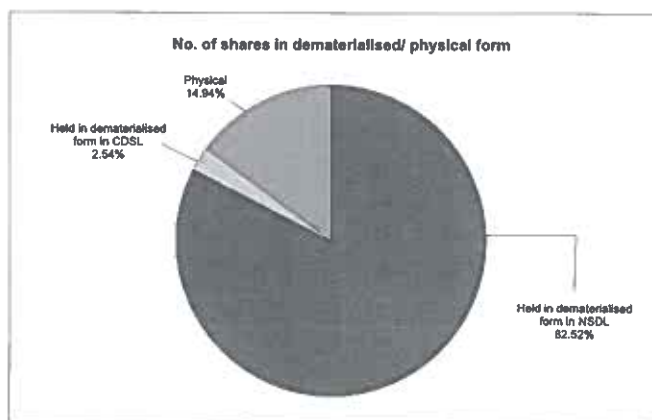
Category	Number of Shares held	% of Shares held
Indian & Foreign Promoters	28911849	88.73
Resident Individuals and others	2233968	6.86
Mutual Funds & UTI	298719	0.92
Financial Institutions/Banks	3060	0.01
Foreign Institutional Investors	245220	0.75
Private Corporate Bodies	737903	2.26
NRIs	154498	0.47
Directors and their Relatives	0	0
TOTAL	32585217	100.00

(xii) Dematerialisation of shares and liquidity

The company's shares are required to be compulsorily traded on the stock exchanges in dematerialised form. As on June 30, 2010 the

number of shares in dematerialized and physical mode is as under:

	No. of shares	% to total capital issued
Held in dematerialised form in NSDL	26887794	82.52
Held in dematerialised form in CDSL	829208	2.54
Physical	4868215	14.94
Total	32585217	100.00



(xiii) Outstanding GDRs / ADRs, warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not made any GDR/ADRs/warrants or any convertible instruments till date.

(xiv) Unclaimed / Unpaid Dividends

The amount of unclaimed dividends for and upto the year ended 2002 has been transferred to the Investor Education and Protection Fund established by the Central Government. Pursuant to section 205C of the Companies Act, 1956, those members who have not so far claimed their dividends for the said periods shall not be entitled to claim the same from the Company or the said Fund.

Final dividend for the financial years ended December 31, 2003 and subsequent years, which remain unpaid or unclaimed, will be due for

transfer to the Investor Education and Protection Fund of the Central Government on the dates mentioned in the table below. Members who have not encashed their dividend warrants for the said years, are requested to seek issue of duplicate warrants on or before the due dates mentioned there against, by writing to the Company's RTA, M/s. MAS Services Limited.

Dividend No.	Date of Declaration	For the year ended	Due for transfer to IEPF
11	29.04.2004	31.12.2003	05.06.2011
12	27.04.2005	31.12.2004	02.06.2012
13	29.04.2006	31.12.2005	04.06.2013
14 (Interim)	27.02.2007	30.06.2007	04.04.2014
15 (Final)	25.10.2007	30.06.2007	30.11.2014
16	22.10.2008	30.06.2008	28.11.2015
17	27.10.2009	30.06.2009	02.12.2016

During the Financial year 2009-10, unclaimed final dividend amount for the year ended December 31, 2001 of ₹215,803/- was transferred to the Investor Education and Protection Fund on August 10, 2009. The company also transferred the unclaimed dividend for the financial year ended December 31, 2002 of ₹248,989 to the Investor Education and Protection Fund on July 5, 2010.

(xv) Plant Locations

India Bhiwadi Manufacturing Centre

SPA – 65A, Bhiwadi Industrial Area,
Bhiwadi, (Distt. Alwar)
Rajasthan-301 019

India Baddi Packing Centre

Plot No. 4, Industrial Area
Village Katha, Bhatoli Kalan
Baddi 173 205
Dist. Solan, Himachal Pradesh

(xvi) Address for Correspondence

Gillette India Limited

P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (East)
Mumbai 400 099
Ph : 022-28266000
Fax : 022-66939696

Gillette India Limited

SPA – 65A, Bhiwadi Industrial Area,
Bhiwadi, (Distt. Alwar)
Rajasthan-301 019

Compliance Officer:

Mr. Deepak Acharya,
Company Secretary
Ph : 022-28266000
Fax : 022-66939696
e-mail : acharya.d@pg.com

Declaration

As provided under clause 49 of the listing agreement with stock exchanges, the Board members have confirmed compliance with the Directors' Code of Conduct for the year ended June 30, 2010 and the Senior Management has complied with the Business Conduct Manual for the year ended June 30, 2010.

For **GILLETTE INDIA LIMITED**

S. Khosla
Managing Director

Mumbai
August 18, 2010

Auditors' Certificate on compliance of conditions of Corporate Governance under clause 49 of the listing agreement.

To,
The Members
Gillette India Limited

We have examined the compliance of conditions of Corporate Governance by Gillette India Limited ("the Company") for the financial year ended June 30, 2010 as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Registration No. 117366W)

Mumbai,
August 18, 2010

N.P. Sarda
Partner
Membership No. 9544