

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of the Company will be held on Tuesday, November 19, 2013 at 11.00 a.m. at the Registered Office of the Company at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar), Rajasthan-301 019 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2013 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend for the Financial Year ended June 30, 2013.
3. To appoint a Director in place of Mr. Gurcharan Das, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. C. R. Dua, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Messrs. Deloitte Haskins and Sells, Chartered Accountants (Firm Reg. No.117366W) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification/s, if any, the following resolution as a **SPECIAL RESOLUTION**:

Waiver of recovery of excess commission paid to the Non-Executive Directors for the Financial Year ended June 30, 2013.

“RESOLVED THAT pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions of the Companies Act, 1956 (“the Act”), in conformity with the Articles of Association of the Company, in supersession of all the earlier General Meeting resolutions in this regard and subject to the final approval of the Central Government, approval of the Company be and is hereby accorded for waiver of recovery from the Non-Executive Directors of the respective amounts of commission paid to them in excess of one percent of the net profits of the Company for the Financial Year

ended June 30, 2013, as enumerated in the Explanatory Statement annexed hereto in accordance with Section 173(2) of the Act.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary, be and are hereby severally authorized to do all such acts, deeds and take such action, as may be considered necessary to give effect to the above resolution.”

By Order of the Board of Directors

Amit K Vyas
Company Secretary

October 8, 2013

Mumbai

Registered Office:

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

NOTES

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business under Item No. 6 is annexed hereto and forms a part of this Notice.
2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy(ies) to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A proxy may not vote except on a poll.**
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, November 5, 2013 to Tuesday, November 19, 2013 (both days inclusive), for the purpose of payment of dividend to those Members whose names stand on the Register of Members as on November 19, 2013. The dividend in respect of dematerialized shares will be payable to the beneficial owners of the dematerialized shares as at the end of business hours on November 4, 2013, as per details furnished by the depositories for this purpose.

4. The dividend on equity shares as recommended by the Directors for the Financial Year ended June 30, 2013, will be paid on or around November 28, 2013 in accordance with the resolution to be passed by the Members of the Company.

5. As per RBI notification, with effect from October 1, 2009 the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and Banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new unique bank account number, allotted by Banks post implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transactions.

In this regard, Members holding shares in electronic form are requested to furnish the new 10-digit bank account number allotted to you by your Bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP).

6. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020:

- (a) Bank Mandate with full particulars (as per details given in Sr. No. 8 below) for remittance of dividend directly into their bank accounts, if declared at the meeting;
- (b) Changes, if any, in their address/name, bank details, NECS/ECS, mandates, nominations, power of attorney etc. at an early date;
- (c) Apply for consolidation of folios, if shareholdings are under multiple folios;
- (d) Quote ledger folio numbers in all their correspondence;
- (e) Send their Share Certificates for consolidation; and
- (f) Request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956.

Please send these details to the RTA, MAS Services Ltd., only if the shares are held in physical form, immediately.

Members holding shares in the dematerialized (electronic) form are requested to intimate the aforesaid changes directly to their Depository Participants, as applicable.

7. As per a notification from the Securities and Exchange Board of India (SEBI), submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased Member or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrars and Transfer Agents.

8. To avoid incidents of fraudulent encashment of the dividend warrants, Members are requested to intimate the RTA of the Company, under the signature of the sole/first joint holder, the following information so that the bank account number and name and address of the bank can be printed on the dividend warrant, if and when issued:

- (a) Name of sole/first joint holder and folio number
- (b) Particulars of bank account viz.
 - (i) Name of Bank;
 - (ii) Name of branch;
 - (iii) Complete address of the Bank with the pin code number;
 - (iv) Account type, whether Savings or Current account;
 - (v) Bank Account number allotted by the Bank.

9. In case of dematerialized shares, the Company is obliged to print bank details on the dividend warrants, as are furnished by National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) ("the depositories") to the Company and the Company cannot entertain any request for deletion/change of bank details without confirmation from the depositories. In this regard, Members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired.

10. Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP, as the case may be, immediately of:

- (a) The change in the residential status on return to India for permanent settlement;
- (b) The particulars of the NRE account with a bank in India, if not furnished earlier.

11. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) alongwith the transfer

deeds and share certificates at the time of lodgement of transfer of shares is now mandatory.

12. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
13. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
14. Members are requested to address all correspondence, including share transfer documents and dividend matters to the Company's RTA at –

M/s. MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase II, New Delhi – 110 020.
Tel: (011) 26387281-3;
Fax: (011) 26387384;
Email: info@masserv.com.
15. An archived webcast of the proceedings of the Annual General Meeting will be available at our website viz. http://www.pg.com/en_IN.
16. Pursuant to the amended Clause 5A of the Listing Agreement which provides that shares held in physical form and remained unclaimed by Members due to insufficient/incorrect information or any other reason, should be transferred in the demat mode to one folio in the name of 'Unclaimed Suspense Account' with one of the depository participants.

In this regard, as confirmed by the RTA to the Company, there are NIL Shares remaining unclaimed with the Company.

17. **Green Initiative:** The Ministry of Corporate Affairs (MCA) has issued circulars propagating the "Green Initiative" by allowing paperless compliances, by serving documents through the electronic mode (e-mails). In line with the spirit of the 'Green Initiative', the Securities and Exchange Board of India (SEBI) has also vide their circular dated October 5, 2011, amended

the listing agreement enabling the listed entities to send soft copies of full Annual Reports to all those Members who have registered their email addresses for the purpose. This will ensure prompt receipt of communication, avoid loss in postal transit and reduce paper consumption besides entailing other benefits.

Accordingly, this Annual Report comprising of Notice convening the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc. for the Financial Year 2012-13, in electronic form, is being sent to the Members at the email address provided/updated by you in your demat account and made available to us by depositories.

Members holding shares in physical form are requested to register/update their respective e-mail addresses with Company's RTA at their website www.masserv.com. Members holding shares in dematerialized form are requested to register/update their respective e-mail addresses with their respective Depository Participants (DPs). Members may kindly note that they are entitled to be furnished, free of cost a printed copy of the Annual Report of the Company, upon receipt of requisition at any time. The communications/documents issued by the Company would also be made available on the Company's website: www.pg.com/en_IN.

We request the Members to support the Green Initiative introduced by the MCA and make it a success.

By Order of the Board of Directors

Amit K Vyas
Company Secretary

October 8, 2013

Mumbai

Registered Office:

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

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 6

The Members of the Company at their 24th Annual General Meeting held on October 22, 2008, had accorded approval for payment of commission upto 1% of the net profits per annum (maximum permissible by the Companies Act, 1956) in the aggregate to the Non-Executive Directors of the Company by way of a Special Resolution. The aforesaid Special Resolution was effective for a period of five years w.e.f. January 1, 2008 upto December 31, 2012. A fresh Special resolution was passed by the Members at their 28th Annual General Meeting held on December 11, 2012 for payment of commission upto 1% of the net profits per annum (maximum permissible by the Companies Act, 1956) in the aggregate to the Non-Executive Directors of the Company for a period of five years w.e.f. January 1, 2013. The aforesaid resolution had also empowered the Board of Directors to fix the quantum of commission payable to each of the Non-Executive Directors.

Details in this regard are given here below:

(Values Rounded Off)							
Sr. No.	Name of Non-Executive Directors	Commission (In ₹)	Service Tax	Total	Proportion	Permissible amount (In ₹)	Excess commission paid (In ₹)
1	Mr. S K Poddar	1,00,00,000	12,36,000	1,12,36,000	65.45	96,34,551	16,01,449
2	Mr. Akshay Poddar	10,00,000	1,23,600	11,23,600	6.54	9,63,455	1,60,145
3	Mr. C R Dua	10,00,000	1,23,600	11,23,600	6.54	9,63,455	1,60,145
4	Mr. Jyoti Sagar*	2,79,570	34,555	3,14,125	1.83	2,69,354	44,771
5	Mr. Gurcharan Das	10,00,000	1,23,600	11,23,600	6.54	9,63,455	1,60,145
6	Mr. A K Gupta	10,00,000	1,23,600	11,23,600	6.54	9,63,455	1,60,145
7	Mr. B S Mehta	10,00,000	1,23,600	11,23,600	6.54	9,63,455	1,60,145
	TOTAL	1,52,79,570	18,88,555	1,71,68,125	100.00	1,47,21,180	24,46,945

* Mr. Jyoti Sagar resigned as a Director w.e.f. October 11, 2012 and accordingly proportionate amount of commission has been paid to him.

In terms of the provisions of Section 309 and other applicable provisions of the Companies Act, 1956, waiver of recovery of the excess amount of commission needs approval of the Members of the Company as well as from the Central Government.

The Company proposes to apply to the Central Government for the said purpose. Till the date of receipt of the approval from the Central Government, the said excess amounts of commission shall be held in trust by the Non-Executive Directors. (Refer Note 36 forming part of the Financial Statements)

The Board recommends the passing of the aforesaid Special Resolution.

The Non-Executive Directors of the Company, namely, Mr. S K Poddar, Mr. Akshay Poddar, Mr. C R Dua,

Pursuant to the said approval, the Board of Directors (comprising of non interested Directors) at their meeting held on February 7, 2013 accorded approval for payment of commission for the Financial Year 2012-2013 to the tune of ₹ 1,60,00,000/- in aggregate to the Non-Executive Directors of the Company.

In respect of the Financial Year ended June 30, 2013 an aggregate amount of ₹ 1,52,79,570/- (service tax of ₹ 18,88,555) has been paid as commission to the Non-Executive Directors of the Company.

However, on the finalization and audit of the annual financial statements of the Company for the Financial Year ended June 30, 2013, it has emanated that the amount of the said commission, that is ₹ 1,52,79,570/- and service tax of ₹ 18,88,555/- which aggregates to ₹ 1,71,68,125/- exceeds the maximum payable amount of ₹ 1,47,21,180/- (which is 1% of the net profits) by ₹ 24,46,945/-.

Mr. Gurcharan Das, Mr. A K Gupta and Mr. B S Mehta are deemed to be interested/concerned in this item of business to the extent specified hereinabove. No other Director, Key Managerial Personnel or their relatives are interested/concerned in this item of business.

By Order of the Board of Directors

Amit K Vyas
Company Secretary

October 8, 2013

Mumbai

Registered Office:

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

Details of Directors proposed to be appointed/re-appointed at the forthcoming Annual General Meeting (in pursuance to Clause 49 IV (G) of the Listing Agreement)

Name of Director	Mr. Gurcharan Das	Mr. C R Dua
Age	69 years	61 years
Date of appointment on the Board	January 29, 2007	July 31, 2002
Expertise in specific field	General Management	Law
Names of other companies in which he holds Directorships	<p>Public Companies</p> <ol style="list-style-type: none"> Fortis Health Care Limited Air India Limited Berger Paints India Limited <p>Private Companies</p> <ol style="list-style-type: none"> Birla Sun Life Trustee Company Private Limited DMI Finance Private Limited Gurcharan Das Consultants Private Limited 	<p>Public Companies</p> <ol style="list-style-type: none"> Cabot India Limited Pearl Global Industries Limited Vodafone India Limited Tractors & Farm Equipment Limited TVS Motor Company Limited Wimco Limited <p>Private Companies</p> <ol style="list-style-type: none"> Amit Investments Private Limited Associated Corporate Consultants India Private Limited Becton Dickinson India Pvt Ltd Emerson Process Management Power & Water Solutions India Pvt Ltd Fila Sport India Pvt Ltd Inapex Private Limited LexSphere Private Limited Linde Engineering India Private McDonalds India Private Limited Norling Private Limited PBE India Private Limited Result Services Private Limited Sella Synergy India Private Limited UL India Private Limited <p>Alternate Directorships</p> <ol style="list-style-type: none"> Alcoa India Private Limited McCann-Erickson (India) Pvt Ltd

Name of Director	Mr. Gurcharan Das	Mr. C R Dua
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Audit Committee – Member	Audit Committee – Chairman
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he/she is a Director	None	Audit Committee <ol style="list-style-type: none"> 1. Cabot India Limited (Member) 2. Wimco Limited (Member) 3. TVS Motor Company Limited (Member) Remuneration Committee <ol style="list-style-type: none"> 1. Cabot India Limited (Member) Company Law Advisory Committee <ol style="list-style-type: none"> 1. Tractors & Farm Equipment Limited (Chairman)
Shareholding in the Company	NIL	NIL

Gillette India Limited

Regd. Office: SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan-301019

ATTENDANCE SLIP

I certify that I am a registered member/proxy for the registered shareholder of the Company.

I hereby record my presence at the Twenty-Ninth ANNUAL GENERAL MEETING of the Members of the Company at SPA - 65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar), Rajasthan - 301019 on **Tuesday, November 19, 2013 at 11.00 a.m.**

Name of the attending member.....
(in Block letters)

Member's Folio No./DP ID/(Client ID).....

Name of Proxy.....
(in Block Letters, to be filled in if the proxy attends instead of the member)

No. of Shares held

.....
*Member's/Proxy's Signature

* To be signed at the time of handing over the slip.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING.
NO DUPLICATE WILL BE ISSUED.

CUT HERE

Gillette India Limited

Regd Office: SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar), Rajasthan-301019

PROXY FORM

Folio No./DP ID/(Client ID)

I/We.....of.....

in the district ofbeing a member/members of

Gillette India Limited hereby appoint

of.....in the district of

or failing him.....of

in the district ofas my/our proxy to attend and
vote for me/us, on my/our behalf at the Twenty-Ninth ANNUAL GENERAL MEETING of the Members of the Company
to be held on **Tuesday, November 19, 2013 at 11.00 a.m.** at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar),
Rajasthan - 301019 and at any adjournment thereof.

Signed thisday of.....2013

Signature(s)

(affix 0.15p. revenue stamp)

Note: This proxy form duly completed and signed, should be deposited at the registered office of the Company not later than 48 hours before the time of the meeting.



Gillette India Limited
Annual Report 2012-13

BOARD OF DIRECTORS

Mr. S. K. Poddar
Chairman

Mr. S. Khosla
Managing Director

Mr. B. S. Mehta

Mr. C. R. Dua

Mr. G. C. Das

Mr. A. Poddar

Mr. P. Agarwal

Mr. A. K. Gupta

.....

Mr. Amit K. Vyas
(Company Secretary)

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