

Gillette India Limited

NOTICE

NOTICE is hereby given that the Twenty-fourth Annual General Meeting of the members of the Company will be held on Wednesday, October 22, 2008, 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 Profit and Loss Account for the year ended June 30, 2008, the Balance Sheet as at that date together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the year ended June 30, 2008.
3. To appoint a Director in place of Mr. C.R. Dua, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Akshay Poddar, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors 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 may decide.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification/s, if any, the following resolution as an ordinary resolution:

“**RESOLVED THAT** Mr. Jyoti Sagar, who was appointed as an Additional Director of the Company on August 29, 2008, by the Board of Directors in terms of Section 260 of the Companies Act, 1956, and who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
7. To consider and, if thought fit, to pass with or without modification/s, if any, the following resolution as a special resolution:

“**RESOLVED THAT** in conformity with the provisions of Article 103 of the Articles of Association of the Company and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, and in supersession of all earlier general meeting resolutions on this subject, all the

non-executive Directors of the Company be paid, a commission upto one percent of the net profits of the Company per annum in the aggregate for such period(s) as enumerated in the Explanatory Statement annexed hereto pursuant to Section 173 of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board and/ or a Committee thereof, be and is hereby authorized to fix the quantum of commission payable to each non-executive director within the aforesaid limits and also the period for which the commission is payable.”

By order of the Board of Directors

Deepak Acharya
Company Secretary

Mumbai
August 29, 2008

Registered Office :
SPA- 65A
Bhiwadi Industrial Area
Bhiwadi (Distt. Alwar)
Rajasthan - 301 019

NOTES

1. **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.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the special businesses proposed to be transacted at the meeting, as item nos. 6 to 7, is annexed hereto.
3. The register of members and the share transfer books of the Company will remain closed from **Saturday, October 11, 2008 to Wednesday, October 22, 2008** (both days inclusive), for the purpose of payment

Gillette India Limited

of dividend to those members whose names stand on the register of members as on October 22, 2008. 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 October 10, 2008 as per details furnished by the depositories for this purpose.

4. The dividend on equity shares as recommended by the Directors for the year ended June 30, 2008, will be payable on or around October 31, 2008, in accordance with the resolution to be passed by the members of the Company.
5. 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, AB-4, Safdarjung Enclave, New Delhi 110 029:
 - a) bank mandate with full particulars (as per details given in sr. no. 6 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, 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;
 - f) request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956.

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

6. To avoid the incident of fraudulent encashment of the 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 pin code number
 - iv) Account type, whether Savings or Current account
 - v) Bank account number allotted by the Bank.
7. In the 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.
8. **Members are advised to avail of the facility for receipt of future dividends through Electronic Clearing Service (ECS), which is available at specified locations. Members holding shares in dematerialized form are requested to contact their respective Depository Participants for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the RTA for details.**
9. 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.
10. Members' attention is particularly drawn to "Corporate Governance" section of the Annual Report in respect of unclaimed and unpaid dividends.
11. Share transfer documents and all correspondence relating thereto, should be addressed to the Company's RTA, M/s. MAS Services Limited AB-4, Safdarjung Enclave, New Delhi-110 029. Tel (011) 26104142, 26104326; Fax (011) 2618 1081; e-mail : info@masserv.com

EXPLANATORY STATEMENT

(Pursuant to Section 173 of the Companies Act, 1956)

ITEM NO. 6

Mr. Jyoti Sagar was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on August 29, 2008 under Article 99 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956. Mr. Sagar holds office till the date of the ensuing Annual General Meeting.

Mr. Jyoti Sagar is the founder partner of J. Sagar Associates, which was founded in 1991. Mr. Sagar has extensive experience in a wide range of practice areas including corporate and commercial laws, mergers & acquisitions, banking, finance and infrastructure projects. He has worked extensively on several policy issues including serving on various committees of the Government of India and chambers of commerce. In addition to his practice in the firm, Mr. Sagar is also Senior Partner of K&S Partners, New Delhi a firm specialising in Intellectual Property Laws. He is associated with a number of national and international professional bodies and organisations.

Other details of Mr. Sagar including his directorships and Board Committee memberships of public limited companies in India are given in the Corporate Governance Section of this Annual Report.

A notice together with a deposit of Rs.500/- has been received from a member proposing his candidature for the office of Director. Consent of Mr. Sagar under Section 264(1) of the Companies Act, 1956 to act as a Director has been duly filed. Mr. Sagar does not hold any shares in the Company.

The Board recommends the appointment of Mr. Sagar as a Director of the Company.

None of the Directors except Mr. Sagar is concerned or interested in the said resolution.

ITEM NO. 7

At the 22nd Annual General Meeting of the members of the Company held on April 29, 2006, it was resolved to pay to Mr. S.K. Poddar, Non-Executive Chairman, commission upto one per cent of the profit of the Company for each financial year. Subsequently, at the 23rd Annual General Meeting of the members of the Company held on October 25, 2007, it was further resolved to pay to the Independent Directors, viz.

Mr. C.R. Dua, Mr. B.S. Mehta and Mr. Gurcharan Das, commission upto one per cent of the net profits of the Company for each financial year.

Pursuant to the appointment of Mr. Jyoti Sagar as Independent Director it has become necessary to remunerate him suitably. Also presently Mr. Akshay Poddar, Non-Executive Director does not draw any remuneration from the Company. It is therefore proposed to pass an enabling resolution to remunerate all the non-executive Directors of the Company in supersession of all earlier general meeting resolutions passed in this regard.

The compensation payable to the non-executive Directors of companies should be adequate to attract professionals to take these positions. The practice of payment of remuneration to non-executive Directors has been adopted by many leading companies in India. Hence, approval of the members is sought to enable the Company to make payment of commission to non-executive Directors, commensurate with their enhanced role and involvement, subject to a maximum of one per cent of the net profits of the Company in each financial year. The quantum of remuneration payable to each non-executive Director within the aforesaid limit and the period for which commission is payable, will be decided by the Board of Directors or a Committee thereof. This resolution will be effective from January 1, 2008 and will remain in force for a period of five years.

The Board recommends the resolution for your approval.

Apart from all the non-executive Directors, none of the other Directors, are deemed to be concerned or interested in the said resolution.

By order of the Board of Directors

Deepak Acharya
Company Secretary

Mumbai
August 29, 2008

Registered Office :
SPA- 65A
Bhiwadi Industrial Area
Bhiwadi (Distt. Alwar)
Rajasthan - 301 019

Gillette India Limited

Details of directors seeking re-appointment/appointment at the forthcoming Annual General Meeting (in pursuance to clause 49IV(G) of the listing agreement)

Name of Director	Mr. C.R. Dua	Mr. Akshay Poddar	Mr. Jyoti Sagar
Age	56	32	55
Date of appointment on the Board	31 st July 2002	9 th February 2000	29 th August 2008
Expertise in specific field	Law	General Management	Law
Names of other companies in which he holds directorships (excluding foreign, private and section 25 companies)	<ol style="list-style-type: none"> 1. Cabot India Limited 2. House of Pearl Fashions Limited 3. Vodafone Essar Limited 4. Timex Group India Limited 5. TVS Motor Company Limited 6. Wimco Limited 	<ol style="list-style-type: none"> 1. Poddar Heritage Corp Limited 2. Poddar Heritage Investments Limited 3. Syndak Teatech Limited 4. Gobind Sugar Mills Limited 5. Paradeep Phospates Limited 6. Lionel Edwards Limited 	None
Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee - Chairman 2. Remuneration Committee – Member 	<ol style="list-style-type: none"> 1. Remuneration Committee – Member 2. Share Transfer and Shareholders’/ Investors’ Grievance Committee – Chairman 	None
Chairman/Member of the Committee(s) of Board of Directors of other companies in which he is a Director.	<ol style="list-style-type: none"> 1. Cabot India Limited – Audit Committee Member 2. Wimco Limited – Audit Committee Member 	<ol style="list-style-type: none"> 1. Gobind Sugar Mills Limited – Audit Committee Member 2. Poddar Heritage Corp Ltd. – Shareholder/ Investor Grievance Committee Chairman 3. Poddar Heritage Investments Limited – Shareholder/ Investor Grievance Committee Member 4. Paradeep Phospates Limited – Audit Committee Member 	None
Shareholding in the Company	Nil	76,923	Nil