

## NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the Members of the Company will be held on Tuesday, December 11, 2012 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, 2012 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.
2. To declare dividend for the Financial Year ended June 30, 2012.
3. To appoint a Director in place of Mr. Bansi S Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anil K Gupta, 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 an **ORDINARY RESOLUTION:**

**Re-Appointment of Mr. Shantanu Khosla as the Managing Director of the Company for a period of five years with effect from January 29, 2012**

“RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, 311, 316 and 317 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and subject to all the applicable statutory approvals, approval of the Company be and is hereby accorded to the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company with effect from January 29, 2012 for a period of five years on such terms and conditions as the Board may consider appropriate.”

RESOLVED FURTHER THAT subject to the applicable provisions and subject to the applicable statutory approvals, approval of the Company be and is hereby accorded for ratification and confirmation of all acts, deeds and whatsoever done, signed and executed by Mr. Khosla for and on behalf of the Company by virtue of his position of the Managing Director of the Company from January 29, 2012 to May 4, 2012, including and not limited to the powers and authorities vested in him by the Board of Directors of the Company.

RESOLVED FURTHER THAT subject to the said applicable provisions and subject to the statutory approvals, approval of the Company be and is hereby accorded for the re-appointment of Mr. Khosla as the Managing Director of the Company notwithstanding the fact that he has been re-appointed as the Managing Director of Procter & Gamble Home Products Limited and Procter and Gamble Hygiene & Health Care Limited.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to either pay remuneration to Mr. Khosla directly and/or the same may be reimbursed to any other Company of which Mr. Khosla is also the Managing Director, as enumerated in the Explanatory Statement annexed hereto pursuant to Section 173(2) of the Act, provided however that the remuneration payable to Mr. Khosla or the reimbursement as aforesaid shall not exceed the maximum limits for payment of managerial remuneration specified in Schedule XIII to the Companies Act, 1956 or any amendments thereto as may be made from time to time.

RESOLVED FURTHER THAT the payment towards the remuneration of Mr. Khosla either being made directly to Mr. Khosla or by way of re-imburement to any other Company of which Mr. Khosla is also the Managing Director from January 29, 2012 till the date of the Annual General Meeting, is hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT subject to the applicable legal provisions and applicable statutory approvals, where in any Financial Year during the tenure of office of Mr. Khosla, the Company has no profits or if its profits are inadequate, the Company shall pay remuneration, benefits and amenities to Mr. Khosla as specified in the Explanatory Statement hereto, subject to the approval of the Central Government, if and to the extent necessary.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Shantanu Khosla shall not be liable to retire by rotation in terms of Article 126 (1) of the Articles of Association.”

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

**Appointment of Mr. Pramod Agarwal as a Director of the Company liable to retire by rotation**

“RESOLVED THAT Mr. Pramod Agarwal, who was appointed as an Additional Director by the Board of Directors of the Company, by a circular resolution dated July 20, 2012 and who holds office until the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956 (“the Act”) and in accordance with the Articles of Association of the Company, in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. 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, 2012**

“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 on the subject 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, 2012, 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/or Committee hereof, be and is hereby authorized

to do all such acts, deeds and take such action, as may be considered necessary to give effect to the above resolution.”

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

**Payment of commission to the Non-Executive Directors of the Company for a period of Five Years with effect from January 1, 2013**

“RESOLVED THAT in conformity of 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 of the Companies Act 1956 (“the Act”) and in supersession of all the earlier General Meeting resolutions on this subject, the Non-Executive Directors of the Company be paid, a commission up to one percent of the net profits of the Company per annum in the aggregate for a period of five years with effect from January 1, 2013 and as enumerated in the Explanatory Statement annexed hereto pursuant to Section 173(2) of the Act.

RESOLVED FURTHER THAT Board of Directors and/or a Committee hereof, be and is hereby authorized to do all such acts, deeds and take such action, as may be considered necessary to give effect to the above resolution.”

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

**Alteration of Articles of Association for enabling participation of Directors in Meetings through electronic mode**

“RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956 (“the Act”) and other applicable provisions of the Act, if any, approval of the Company be and is hereby accorded to alter the Articles of Association of the Company in the following manner:

Insertion of the following Article 122A after the Article 122 of the Articles of Association of the Company:

**Article 122 A: Participation of Directors in meetings through electronic mode**

- (1) *The Directors of the Company may participate in a Meeting of the Board/Committee of Directors*

*through electronic mode, as may be permissible under applicable law/rules/regulations in force, and the presence of such a Director participating through such permissible electronic mode shall be counted for the purpose of quorum.*

- (2) *The rules and regulations for the conduct of the meetings of the Board/Committee, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through video conferencing or permissible electronic mode, as the case may be.*

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors**

**Amit K Vyas  
Company Secretary**

**Mumbai**

**Date: August 23, 2012**

**Registered Office:**

SPA-65A,  
Bhiwadi Industrial Area,  
Bhiwadi (Dist. 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 as Item No. 6 to 10 proposed to be transacted at the Annual General Meeting, is annexed hereto.
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 Saturday, December 1, 2012 to Tuesday, December 11, 2012 (both days inclusive), for the purpose of payment of dividend to those Members whose names stand on the Register of Members as on December 11, 2012. 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 30, 2012 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, 2012, will be paid on or around December 18, 2012 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 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.

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:
  - (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, 2<sup>nd</sup> Floor, Okhla Industrial Area,  
Phase II, New Delhi 110 020.  
Tel: (011) 26387281-3;  
Fax: (011) 26387384;  
Email: [info@masserv.com](mailto: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](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.

16. **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 calling the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc. for the Financial Year 2011-12, 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](http://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](http://www.pg.com/en_IN)

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

17. Members' attention is drawn towards a (Draft) Circular No. F.No. 17/218/2011 Cl.V dated July, 2011 issued by the Ministry of Corporate Affairs prohibiting the Company from providing anything other than tea, coffee, cold drink & snacks at the Annual General Meeting of the Company. Members are requested to take note of the same.

**By Order of the Board of Directors**

**Amit K Vyas**  
**Company Secretary**

**Mumbai**

**Date: August 23, 2012**

**Registered Office:**

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

## **EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956)

### **Item No. 6**

The Board of Directors of your Company has re-appointed Mr. Shantanu Khosla as the Managing Director for a period of five years with effect from January 29, 2012, subject to the approval of the Members of the Company at the 28<sup>th</sup> Annual General Meeting, and subject to all other applicable approvals.

Mr. Shantanu Khosla, is a B.Tech., IIT Mumbai and a post graduate in Business Management from IIM, Calcutta. He has been with Procter & Gamble Group (P&G) since 1983. He has over the years gained valuable experience, business skills and proficiencies by leading and managing Procter & Gamble's several business units both in India and abroad. He is also the Managing Director of Procter & Gamble Hygiene and Health Care Limited (PGHH) and Procter & Gamble Home Products Limited (PGHP).

Your Company has applied to the Central Government for seeking its approval under Section 316(4) of the Companies Act, 1956 to enable Mr. Khosla to act as the Managing Director of Gillette India Limited, Procter & Gamble Hygiene and Health Care Limited (PGHH) and Procter & Gamble Home Products Limited (PGHP). Therefore, Mr. Khosla's re-appointment as the Managing Director of your Company is subject to the approval of Central Government.

Mr. Khosla will be drawing his remuneration from Procter & Gamble Hygiene and Health Care Limited (PGHH) and your Company will contribute in proportion to the Company's Net Outside Sales.

The Board of Directors of PGHH at their Meeting held on April 25, 2012 had approved (subject to the approval of the Members of the said Company) the following terms and conditions of remuneration payable to Mr. Khosla for a period of Five Years w.e.f. June 1, 2012:

- a. *Salary:* Upto ₹ 7,00,00,000/- (Rupees Seven Crores Only) per annum.
- b. *Perquisites:* Accommodation, medical reimbursement, club membership, personal accident insurance, car loan and such other perquisites in accordance with the Company's rules. The monetary value of such perquisites will be determined in accordance with the Income Tax Rules, 1962.
- c. The Board of Directors shall be entitled to revise upwards the remuneration of Mr. Khosla, within the ceiling as set out in Schedule XIII to the Companies Act, 1956, as amended from time to time.

- d. The Board of Directors have provided their unanimous consent to the appointment of Mr. Khosla as the Managing Director of the Company, notwithstanding the fact that he has been reappointed as the Managing Director of Gillette India Limited (GIL) and Procter & Gamble Home Products Limited for a period of 5 years, (subject to the approval of the Central Government as may be required under the provisions of the Companies Act, 1956)

Your Directors therefore consider that Mr. Khosla's re-appointment as the Managing Director will be beneficial to the Company.

In terms of Article 126(1) of the Articles of Association of the Company, so long as Mr. Khosla holds office as the Managing Director of the Company, he shall not be liable to retire by rotation.

Where in respect of any Financial Year, during the tenure of Mr. Khosla as the Managing Director of the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration including perquisites shall be reckoned as the minimum remuneration subject to such approval(s), as may be required.

Other details of Mr. Khosla including his other directorships and Board Committee memberships of Public Limited Companies in India are given in the Corporate Governance section of the Annual Report.

The Board recommends the resolution for your approval.

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

### **Item No. 7**

Mr. Pramod Agarwal was appointed as an Additional Director of the Company by the Board of Directors by a circular resolution dated July 20, 2012 under Article 99 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956. Mr. Pramod Agarwal holds office till the date of ensuing 28<sup>th</sup> Annual General Meeting of the Company.

Mr. Pramod Agarwal is a Bachelor of Commerce from Kanpur University and a Post Graduate Diploma holder in Management from the Indian Institute of Management, Ahmedabad. He is an expert in Finance and is the Vice President – Finance & Accounting Asia of P&G International Ops SA.

Mr. Agarwal has been with Procter & Gamble since 1987 and has worked across multiple geographies including Thailand (1995-98), Japan (1998-2000), Philippines (2000-01), USA (2001-03) and Singapore (2003 till date). Mr. Agarwal has worked on variety of businesses including Hair Care, Laundry and Feminine Care. Mr. Agarwal will assume responsibility as Vice President Finance for Global Hair Care & Color business based out of Geneva starting October 1, 2012.

Mr. Agarwal has avid interest in building Asian talent and invests significant time and energy on training the young talent. Mr. Agarwal has also been selected as Member of the Indian Institute of Management Ahmedabad Society.

Other details of Mr. Agarwal 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 under Section 257 of the Companies Act, 1956 together with a deposit of ₹ 500/- has been received from a Member proposing his candidature for the office of Director liable to retire by rotation. Consent of Mr. Pramod Agarwal under Section 264(1) of the Companies Act, 1956 to act as a Director has been duly filed. Mr. Agarwal does not hold any shares in the Company.

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

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

#### Item No. 8

The Board of Directors of your Company at the Meeting held on August 23, 2012 have accorded approval for the payment of commission to the Non- Executive Directors for the Financial Year ended June 30, 2012, aggregating to ₹ 1,60,00,000/- (Rupees One Crore Sixty Lakhs only).

However, on the finalization and audit of the annual financial statements of the Company for the F.Y. ended June 30, 2012 it has emanated that the aggregate of the amount of the said commission (₹ 1,60,00,000/-) paid/provided for, to the Non Executive Directors exceeds the maximum payable amount of ₹ 1,21,63,895 (which is 1% of the net profits) by ₹ 38,36,105 (excluding Service tax of ₹ 9,88,000/-). In terms of the provisions of Section 309 and other applicable provisions of the Companies Act, 1956 waiver of recovery of this excess amount needs prior approval from the Central Government.

Details in this regard are given here:

Sr. No.	Name of Non-Executive Director's	Remuneration Paid/Provided for (In ₹)	Proportion	Permissible Amount (In ₹)	Shortfall to be approved (In ₹)
1	Mr. S K Poddar	10,000,000	62.5	7,602,434.38	2,397,565.62
2	Mr. Akshay Poddar	1,000,000	6.25	760,243.44	239,756.56
3	Mr. C R Dua	1,000,000	6.25	760,243.44	239,756.56
4	Mr. Jyoti Sagar	1,000,000	6.25	760,243.44	239,756.56
5	Mr. Gurcharan Das	1,000,000	6.25	760,243.44	239,756.56
6	Mr. A K Gupta	1,000,000	6.25	760,243.44	239,756.56
7	Mr. B S Mehta	1,000,000	6.25	760,243.44	239,756.56
<b>Total</b>		<b>16,000,000</b>	<b>100</b>	<b>12,163,895</b>	<b>3,836,105</b>

In terms of the provisions of Section 309 and other applicable provisions of the Companies Act, 1956, waiver of recovery of this excess amount 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 final 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 Resolution.

Non-Executive Directors of the Company namely Mr. S K Poddar, Mr. Akshay Poddar, Mr. C R Dua, Mr. Jyoti Sagar, Mr. Gurcharan Das, Mr. A K Gupta and Mr. B S Mehta are deemed to be interested and concerned in this item of business.

#### Item No. 9

At the 24<sup>th</sup> Annual General Meeting held on October 22, 2008, a Special Resolution was passed by the Members of the Company according 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. The said resolution had also empowered the Board of Directors and/or a Committee thereof to fix the quantum of commission payable to each of the Non-Executive Directors and to also determine the period for which the said commission is payable. The said Special Resolution is effective for a period of five years w.e.f. January 1, 2008 i.e. till December 31, 2012.

It is therefore proposed to pass an enabling resolution to remunerate all the Non-Executive Directors of the Company for payment of commission upto 1% of the Net Profits per annum (maximum permissible by the Companies Act, 1956) in the aggregate for a period of Five (5) Years with effect from January 1, 2013.

The quantum of remuneration payable to each Non-Executive Director 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, 2013 and will remain in force for a period of five years.

Non-Executive Directors of the Company namely Mr. S K Poddar, Mr. Akshay Poddar, Mr. C R Dua, Mr. Jyoti Sagar, Mr. Gurcharan Das, Mr. A K Gupta and Mr. B S Mehta are deemed to be interested and concerned in this item of business.

The Board recommends the resolution for your approval.

**Item No. 10**

The Ministry of Corporate Affairs (MCA) vide its Circular dated May 20, 2011, had issued guidelines and procedures allowing Directors to participate at the Board/Committee Meetings of the Company through electronic mode, i.e., through video-conferencing facility. Hence, it is proposed to alter the provisions of the Articles of Association of the Company to include provisions which shall enable Directors to participate at the Board/Committee Meetings of the Company through electronic mode.

It is proposed to alter the Articles of Association of the Company in the following manner:

Insertion of the following Article 122A after the Article 122 of the Articles of Association of the Company:

Participation of Directors in meetings through electronic mode

- (1) The Directors of the Company may participate in a Meeting of the Board/Committee of Directors through electronic mode, as may be permissible under applicable law/rules/regulations in force, and the presence of

such a Director participating through such permissible electronic mode shall be counted for the purpose of quorum.

- (2) The rules and regulations for the conduct of the meetings of the Board/Committee, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through video conferencing or permissible electronic mode, as the case may be.

A copy of the Articles of Association of the Company alongwith the alterations shall be available for inspection at the Registered Office of the Company during the business hours of the Company between 2.00 to 4.00 p.m. upto the date of the 28<sup>th</sup> Annual General Meeting of the Company, i.e., December 11, 2012.

The Board recommends the resolution for your approval.

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

**By Order of the Board of Directors**

**Amit K Vyas**  
**Company Secretary**

**Mumbai**  
**Date: August 23, 2012**

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



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

Name of Director	Mr. Bansi S Mehta	Mr. Anil K Gupta	Mr. Shantanu Khosla	Mr. Pramod Agarwal
Age	76 years	60 years	52 years	50 years
Date of appointment on the Board	26 <sup>th</sup> October, 2005	28 <sup>th</sup> March, 2009	26 <sup>th</sup> October, 2005	1 <sup>st</sup> August, 2012
Expertise in specific field	Chartered Accountant	Manufacturing & Supply Chain Management	General Management	Marketing Expert
Names of other Companies in which he holds Directorships	<p><b>Public Limited Companies in India</b></p> <ul style="list-style-type: none"> <li>(i) Atul Ltd</li> <li>(ii) Bharat Bijlee Ltd.</li> <li>(iii) Century Enka Ltd.</li> <li>(iv) CEAT Ltd</li> <li>(v) Clariant Chemicals (India) Ltd</li> <li>(vi) Housing Development Finance Corporation Ltd</li> <li>(vii) IL&amp;FS Investment Managers Ltd</li> <li>(viii) J. B. Chemicals &amp; Pharmaceuticals Ltd</li> <li>(ix) Pidilite Industries Ltd</li> <li>(x) Sasken Communication Technologies Ltd</li> <li>(xi) SBI Capital Markets Ltd</li> <li>(xii) Sudarshan Chemical Industries Ltd</li> <li>(xiii) National Securities Depository Ltd</li> <li>(xiv) Procter &amp; Gamble Hygiene and Health Care Ltd</li> </ul> <p><b>Alternate Directorships held</b></p> <ul style="list-style-type: none"> <li>(i) Uhde India Pvt. Ltd</li> </ul> <p><b>Companies Outside India</b></p> <ul style="list-style-type: none"> <li>(i) Jumbo World Holdings Limited (BVI)</li> </ul>	NIL	<p><b>Public Limited Companies in India:</b></p> <ul style="list-style-type: none"> <li>(i) Procter &amp; Gamble Hygiene and Health Care Limited (Managing Director)</li> <li>(ii) Procter &amp; Gamble Home Products Limited (Managing Director)</li> </ul>	<p><b>Public Limited Companies in India</b></p> <ul style="list-style-type: none"> <li>(i) Procter &amp; Gamble Hygiene and Health Care Limited</li> </ul>

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

<b>Name of Director</b>	<b>Mr. Bansi S Mehta</b>	<b>Mr. Anil K Gupta</b>	<b>Mr. Shantanu Khosla</b>	<b>Mr. Pramod Agarwal</b>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of the Company</b>	Audit Committee – Member	Audit Committee – Member	Shareholders’ Grievance Committee – Member	NIL
<b>Chairman/ Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director.</b>	<p><b>Audit Committee Chairman &amp; Member</b></p> <p>(i) IL &amp; FS Investment Managers Ltd</p> <p>(ii) J.B Chemicals &amp; Pharmaceuticals Ltd</p> <p>(iii) Sudarshan Chemicals Ltd</p> <p>(iv) Sasken Communication Technologies Ltd</p> <p>(v) Pidilite Industries Ltd</p> <p><b>Member -</b></p> <p>(i) Procter &amp; Gamble Hygiene and Health Care Ltd</p> <p>(ii) Housing Development Finance Corporation Ltd</p> <p>(iii) Atul Ltd</p> <p>(iv) Century Enka Ltd</p> <p><b>Remuneration Committee Member -</b></p> <p>(i) Century Enka Limited</p> <p><b>Compensation Committee Member -</b></p> <p>(i) IL &amp; FS Investment Managers Limited</p> <p>(ii) Housing Development Finance Corporation Ltd</p>	NIL	<p><b>Audit Committee Chairman &amp; Member</b></p> <p>(i) Procter &amp; Gamble Home Products Limited</p> <p><b>Shareholders’ Grievance Committee Chairman &amp; Member</b></p> <p>(i) Procter &amp; Gamble Hygiene and Health Care Limited</p>	NIL
<b>Shareholding in the Company</b>	NIL	NIL	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 shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Twenty-Eighth ANNUAL GENERAL MEETING of the Members of the Company at the Registered Office of the Company at SPA - 65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan on **Tuesday, December 11, 2012 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 (Dist. Alwar), Rajasthan - 301019

### PROXY FORM

Folio No./DP ID/(Client ID) .....

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

in the district of.....being a member/members of

**Gillette India Limited** hereby appoint .....

of.....in the district of.....

or failing him.....of.....

in the district of.....as my/our proxy to attend and vote for me/us, on my/our behalf at the Twenty-Eighth ANNUAL GENERAL MEETING of the Members of the Company to be held on **Tuesday, December 11, 2012 at 11.00 a.m.** at the Registered Office of the Company at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan and at any adjournment thereof.

Signed this.....day of.....2012

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.

