

GILLETTE INDIA LIMITED

CIN: L28931MH1984PLC267130

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai - 400 099.

Website: www.pg.com/en_IN • Tel.: (91-22) 2826 6000 • Fax: (91-22) 2826 7303

NOTICE

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the Members of the Company will be held on **Wednesday, November 15, 2017 at 11.00 a.m.** at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2017 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 confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2017.
3. To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Thirty-Eighth Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

SPECIAL BUSINESS

5. 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, 2018

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (“the Act”) 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, 2018, as per discretion of the Board of Directors of the Company.”

By Order of the Board of Directors

sd/-

Flavia Machado
Company Secretary

Mumbai
August 24, 2017

Registered Office:

P&G Plaza,
Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai - 400 099

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item No. 5 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 ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Report.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. Proxies submitted on behalf of Corporate Members must be supported by relevant Board Resolution / authority etc.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, November 8, 2017 to Wednesday, November 15, 2017** (both days inclusive), for the purpose of determining the names of Members eligible for final dividend on Equity Shares, if declared at the Annual General Meeting.
6. The final dividend on Equity Shares for the Financial Year ended June 30, 2017, as recommended by the Directors, if approved at the Annual General Meeting, will be paid between November 22, 2017 to December 14, 2017
 - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on November 07, 2017;
 - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company's Register of Members as on November 15, 2017.
7. In line with the Securities and Exchange Board of India ("SEBI") directives, the Company is required to update bank details of the Members of the Company to enable usage of the electronic mode of remittance such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT for distributing dividends and other cash benefits to its Members.

In this regard, Members holding shares in electronic form are requested to furnish their bank details to their Depository Participants ("DPs"). Members holding shares in physical form are requested to furnish their bank details, alongwith a photocopy of a blank cancelled cheque pertaining to your bank account to the Registrar and Share Transfer Agent ("RTA"), M/s. Mas Services Limited.

8. Members holding shares in the physical form are requested to intimate the following directly to the Company's RTA, M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Tel: (011) 26387281/82/83, Fax: (011) 26387384, e-mail: info@masserv.com.
 - (a) Bank Mandate with full particulars for remittance of dividend directly into their Bank Accounts, if declared at the Meeting;
 - (b) Intimate 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 in identical names or joint holding in the same order of names;
 - (d) Send their share certificates for consolidation; and
 - (e) Request for nomination forms for making nominations, as per the format prescribed under the Companies Act, 2013.

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

9. SEBI has mandated submission of Permanent Account Number ("PAN") for all transactions in the securities market. Members who are holding shares in dematerialized form are requested to submit their PAN details to their respective DP. Members holding shares in physical form can submit their PAN details to the Company's RTA, M/s. Mas

Services Limited. 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 mandatory.

10. In the case of dematerialized shares, the Company is obliged to print Bank details on the dividend warrants, as are furnished by the National Securities Depository Limited ("NSDL") and the 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 DPs and furnish them the particulars of any change(s) desired.
11. Non-resident Indian Members are requested to immediately inform the Company or its RTA or the concerned DP, as the case may be, about the following:
 - (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.
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 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. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 30th November, 2016 (date of last Annual General Meeting) are available on the website of the Company www.pg.com/en_IN. The shareholders whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
14. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement.
15. Members are requested to contact the Company's RTA, M/s. Mas Services Limited, Registrar & Transfer Agent of the Company for claiming the unclaimed dividends. The detailed dividend history and due dates for transfer to IEPF are provided in the "Corporate Governance" section of the Annual Report.
16. Members are requested to address all correspondences, including Share Transfer documents and dividend matters to the Company's RTA, M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Tel: (011) 26387281/82/83, Fax: (011) 26387384, e-mail: info@masserv.com.

Members are requested to quote their ledger folio numbers in all their correspondence to enable the Company to provide better services to the Members.

17. This Annual Report comprising of Notice, Audited Financial Statements, Directors' Report, Auditors' Report etc. is being sent in the electronic form to all the Members who have furnished their e-mail ids to the Company or updated / provided their e-mail ids to their respective DPs. Members may kindly note that as Members of the Company 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. Members holding shares in physical form, who have not registered / updated their respective e-mail ids, are requested to intimate their respective e-mail ids to info@masserv.com. Members holding shares in dematerialized form, who have not registered / updated their respective e-mail ids, are requested to do so with their respective DPs.

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

18. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, Members may cast their votes electronically, through the e-voting services, on all the resolutions set forth in this Notice. The e-voting period commences on Friday, November 10, 2017 at 9:00 a.m. and ends on Tuesday, November 14, 2017 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 8, 2017, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a Member, he shall not be allowed to change it subsequently. The Company has appointed Mr. B. V. Dholakia, Practising Company Secretary and

in his absence Mr. Nrupang Dholakia, Practising Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

Procedure For E-Voting

- A. The Company has entered into an arrangement with National Securities Depository Limited ("NSDL") for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as under:

a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file 'GIL e-voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active E-voting Cycles.

- (vii) Select 'EVEN' of Gillette India Limited.
 - (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the Institutional Shareholders (other than Individuals, HUF, NRI etc) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter etc together with attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at gilagm2017@dholakia-associates.com with a copy marked to evoting@nsdl.co.in.
- B. In case of any queries, you may refer to the 'Frequently Asked Questions' ("FAQs") and 'e-voting user manual' available at the Downloads section of NSDL's e-voting website www.evoting.nsdl.com.
 - C. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
 - D. Facility for voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
 - E. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - F. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.

Members may kindly note that no gifts in any form shall be given to any Member and the Company will not entertain any requests in this regard.

By Order of the Board of Directors

sd/-

Flavia Machado
Company Secretary

Mumbai
August 24, 2017

Registered Office:

P&G Plaza,
Cardinal Gracias Road,
Chakala, Andheri (East),
Mumbai - 400 099

b) In case of Shareholders receiving physical copy of the Notice of Annual General Meeting and Attendance Slip

- (i) Initial Password is provided at the bottom of the Attendance Slip.
- (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xii) above, to cast vote.

EXPLANATORY STATEMENT

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

Item no. 5

Payment of commission to the Non-Executive Directors of the Company for a period of five years with effect from January 1, 2018.

At the 28th Annual General Meeting held on December 11, 2012, 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, 2013 i.e. till December 31, 2017.

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, 2013) in the aggregate for a period of five (5) years with effect from January 1, 2018, as per discretion of the Board.

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. This resolution will be effective from January 1, 2018 and will remain in force for a period of five years. The Board recommends passing of the resolution at item no. 5 as a Special Resolution.

Non-Executive Directors of the Company, namely, Mr. B. S. Mehta, Mr. A. K. Gupta, Mr. C. R. Dua, Mr. G. C. Das, Mr. N. P. Sarda, Ms. Sonali Dhawan and Mr. Pramod Agarwal are deemed to be interested and concerned in this item of business.

By Order of the Board of Directors

sd/-

Flavia Machado
Company Secretary

Mumbai

August 24, 2017

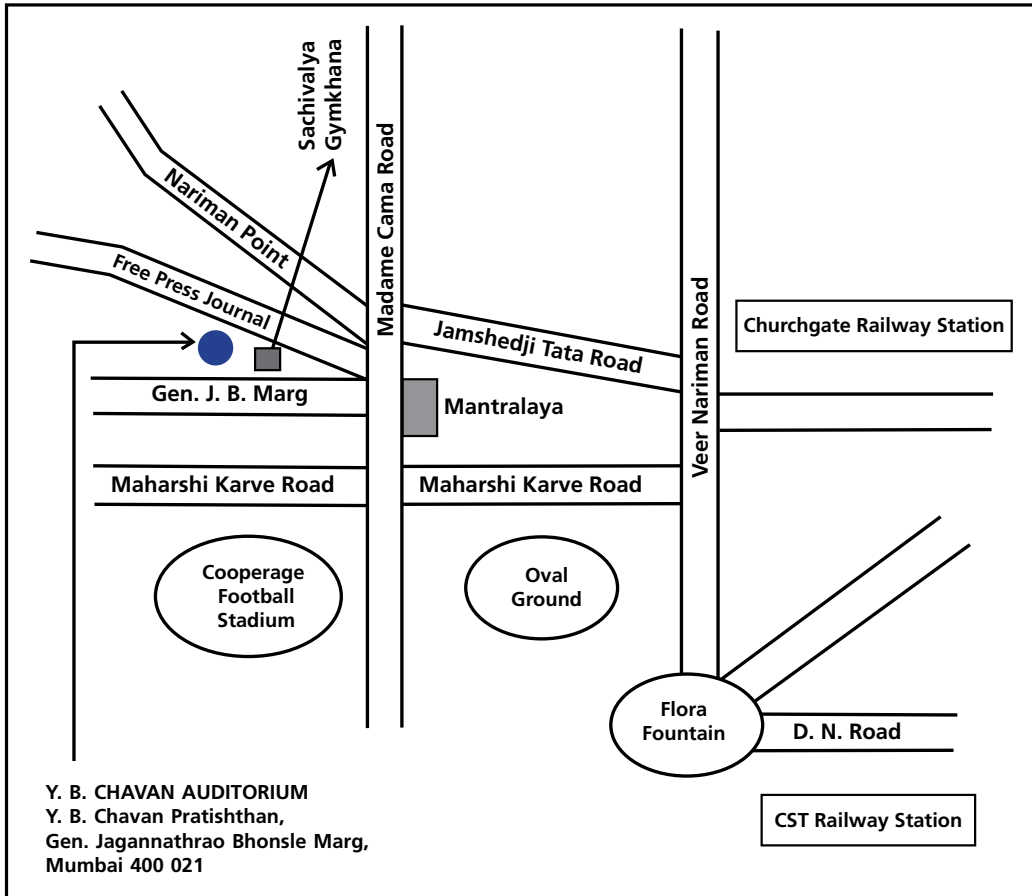
Registered Office:

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Mumbai - 400 099

Details of Director proposed to be re-appointed at the forthcoming 33rd Annual General Meeting

Name of Director	Mr. Pramod Agarwal
Age	55 years
Date of appointment on the Board	May 8, 2015
Expertise in specific field	M.B.A. in Finance
Names of other Companies in which he holds Directorships	Procter & Gamble Hygiene and Health Care Limited
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Nil
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Nil
Shareholding in the Company	Nil

Route Map for venue of the 33rd Annual General Meeting of Gillette India Limited



ATTENDANCE SLIP

Gillette India Limited

(CIN: L28931MH1984PLC267130)

Registered Office: P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai - 400 099

Website: www.pg.com/en_IN • email id: investorgil.im@pg.com

Tel: (91-22) 2826 6000 • Fax: (91-22) 2826 7303

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

I hereby record my presence at the Thirty-Third (33rd) ANNUAL GENERAL MEETING of the Members of the Company at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 on Wednesday, November 15, 2017 at 11:00 a.m.

Name of the attending Member:.....
(in Block Letters)

Registered Address:

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:.....

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

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

E-VOTING SLIP

Gillette India Limited

(CIN: L28931MH1984PLC267130)

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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

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**FORM MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Gillette India Limited

(CIN: L28931MH1984PLC267130)

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Tel: (91-22) 2826 6000 • Fax: (91-22) 2826 7303

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No./DP ID & Client ID :	

I/We, being the Member(s) of _____ Shares of the Company, hereby appoint:

1. Name: _____	E-mail Id: _____
Address: _____	

_____	Signature: <input type="text"/> , or failing him/her
2. Name: _____	E-mail Id: _____
Address: _____	

_____	Signature: <input type="text"/> , or failing him/her
3. Name: _____	E-mail Id: _____
Address: _____	

_____	Signature: <input type="text"/>

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at 33rd Annual General Meeting of the Company, to be held on Wednesday, November 15, 2017 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Resolution Nos. 1 to 5

Resolution No.	Description	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Balance Sheet as at June 30, 2017 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. (Ordinary Resolution)		
2.	To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2017. (Ordinary Resolution)		
3.	To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
4.	To appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No.104607W/W-100166) as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Thirty-Eighth Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide. (Ordinary Resolution)		
Special Resolution			
5.	To approve payment of commission to the Non-Executive Directors of the Company for a period of five years with effect from January 1, 2018. (Special Resolution)		

* This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Signed this _____ day of _____, 2017.

Signature of Member

Signature of Proxy Holder(s)



Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.