



GILLETTE INDIA LIMITED

CIN : L28931RJ1984PLC002890

Regd office : SPA – 65 A, Bhiwadi Industrial Area, Bhiwadi, (Dist. Alwar), Rajasthan – 301 019

Corporate office : P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (E), Mumbai 400 099

Tel. : 91-22-2826 6000, Fax : 91-22-2826 7303, www.pg.com/en_IN

Dear Members,

Notice is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for shifting the registered office of the Company from the State of Rajasthan to the State of Maharashtra, proposed to be passed as 'Special Resolution', by way of Postal ballot.

Members' consent is requested for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed resolution is annexed hereto for your consideration.

1. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 12, 13, 110 and other applicable provisions of the Companies Act, 2013, if any, read with relevant Rules thereunder, and subject to approval of the Regional Director / Central Government or any other authority, as may be required from time to time, approval of the Members be and is hereby accorded for shifting of Registered office of the Company from 'SPA – 65 A, Bhiwadi Industrial Area, Bhiwadi, (Dist. Alwar), Rajasthan – 301 019' in the State of Rajasthan to 'P&G Plaza, Cardinal Gracias Road, Chakala, Andheri (East), Mumbai – 400099' in the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. "The Registered office of the Company shall be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai."

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such necessary acts and deeds and comply with such formalities and delegate such powers, as may be necessary to give effect to this resolution."

February 4, 2015

Mumbai

Registered Office:

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

By Order of the Board of Directors
For Gillette India Limited

s/-

Jessica Rastogi

Dy. Company Secretary

Notes:

- (1) Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice;
- (2) The Company has appointed Mr. B. V. Dholakia, Practising Company Secretary, partner of M/s Dholakia & Associates LLP (CP No. 507; FCS No. 977), to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;
- (3) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners, received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on February 6, 2015;
- (4) The Company is pleased to provide e-voting facility as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically, instead of dispatching the Postal Ballot form. E-voting is optional;

The instructions for the shareholders for e-voting are as under :

(a) In case of Shareholders receiving e-mail from NSDL :

- (i) Open e-mail and open the PDF file viz, "GILLETTE.pdf" with your client ID or Folio No as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Gillette India Ltd;
- (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" and also "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 gilpb2015@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/ at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(5) Shareholders who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investor Relations' page on the website of the Company www.pg.com/en_IN. The Shareholders can also seek duplicate Postal Ballot Form from 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 or the Corporate Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.

(6) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.

(7) Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Registrar & Transfer Agents (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020, as to reach the RTA on or before the close of working hours on Saturday, March 14, 2015. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.

(8) The voting period for e-voting module ends on Saturday, March 14, 2015. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.

(9) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, February 6, 2015.

(10) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Monday, March 16, 2015 at 5.00 p.m. at the Corporate Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400099.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 1

The Company's present registered office is situated at its Plant at Bhiwadi in Rajasthan, whereas, the corporate office of the Company is in Mumbai, Maharashtra. The senior management of the Company and its finance, legal & tax functions are located at the corporate office in Mumbai. It is proposed to shift the registered office of the Company from Bhiwadi, Rajasthan to Mumbai, Maharashtra for administrative convenience and operational efficiency. The plant would continue to be located at Bhiwadi, Rajasthan. There would be no impact on employees at the Bhiwadi Plant due to the change in the registered office.

Shifting of registered office of the Company from the State of Rajasthan to the State of Maharashtra is in the best interest of the Company, and will in no way be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Clause II of the Memorandum of Association of the Company and to obtain necessary approval of the Shareholders by way of Special Resolution.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on any working day from 11 a.m. to 1 p.m.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as a Special Resolution, by exercising their vote through the Postal Ballot.

**February 4, 2015
Mumbai**

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

By Order of the Board of Directors
For Gillette India Limited
sd/-
Jessica Rastogi
Dy. Company Secretary



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POSTAL BALLOT FORM

(To be returned to Registrar & Transfer Agents of the Company)

Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company
2. Name(s) of the Joint Shareholders(s): if any, registered with the Company
3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
4. No. of shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 4, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution as stated in Postal Ballot Notice	No. of Shares for which vote cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Shifting registered office from the State of Rajasthan to the State of Maharashtra and consequent change in Clause II of the Memorandum of Association of the Company			

Place :

Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note :

1. Kindly read the instructions printed overleaf before filling the form
2. Last date for receipt of Postal Ballot Forms by Scrutiniser is Saturday, March 14, 2015

P.T.O.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar & Transfer Agents of the Company, Mas Services Limited in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Registrar & Transfer Agents of the Company on or before the close of working hours on **Saturday, March 14, 2015**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instruction for the shareholders for e-voting are as under :

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- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Gillette India Ltd;
- (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" and also "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 gilpb2015@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

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