

NOTICE

NOTICE is hereby given that the Twenty-third Annual General Meeting of the members of the Company will be held on Thursday, October 25, 2007, at 11.00 a.m. 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 period ended June 30, 2007, the Balance Sheet as at that date, together with the Report of the Auditors and Directors thereon.
2. To declare dividend for the period ended June 30, 2007.
3. To appoint a Director in place of Mr. B.S. Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. D. Henretta, who retires by rotation and being eligible, offers herself 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. Gurcharan Das, who was appointed as an Additional Director of the Company on January 29, 2007 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 an ordinary resolution:

“RESOLVED THAT subject to the provisions of sections 198, 269, 309, 316, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be required, the consent of the Company be and is hereby accorded to the appointment of Mr. Shantanu Khosla as Managing Director of the Company for a period of

five years with effect from January 29, 2007 on such terms and conditions as the Board may consider appropriate.

RESOLVED FURTHER THAT the consent 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, 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 where in any financial year during the tenure of office of Mr. Khosla, the company has no profits or its profits are inadequate, the company shall pay remuneration, benefits and amenities to Mr. Khosla as specified in the enclosed explanatory statement, 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. Khosla shall not be 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 an ordinary resolution:

“RESOLVED THAT subject to the provisions of sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such other approvals as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Subhash Bansal as Whole-time Director of the Company for a period of five years with effect from May 1, 2007 on such terms and conditions as the Board may consider appropriate.

RESOLVED FURTHER THAT the Board of Directors of the Company or Committee thereof be and is hereby authorized to vary the terms and conditions of appointment including the remuneration

payable to Mr. Bansal provided however that such remuneration shall not exceed the maximum limits specified in Schedule XIII to the Companies Act, 1956, or any amendments thereto, as may be made from time to time.

RESOLVED FURTHER THAT where in any financial year during the tenure of office of Mr. Bansal, the company has no profits or its profits are inadequate, the company shall pay remuneration, benefits and amenities to Mr. Bansal as specified in the enclosed explanatory statement, 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. Bansal shall not be liable to retire by rotation.”

9. 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, the Independent Directors of the Company be paid, a commission upto one percent per annum of the net profits of the company in the aggregate for such period(s) as enumerated in the explanatory statement annexed pursuant to section 173 of the Companies Act, 1956.”

By Order of the Board of Directors

Deepak Acharya
Company Secretary

Mumbai
August 24, 2007

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.**
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 9, is annexed hereto.
3. The register of members and the share transfer books of the company will remain closed **from October 13, 2007 to October 25, 2007** (both days inclusive).
4. If payment of dividend is approved by the members at the annual general meeting, the same will be paid to the members on or about November 2, 2007.
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 Private Limited, (RTA), 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/bank account details, 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 Participant, 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. **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 Company or RTA for details.**
8. As a measure of economy, copies of the annual report will not be distributed at the annual general meeting. Members/proxy holders are requested to bring their copies of the annual report to the meeting.
 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. Final dividend for the year ended December 31, 2000, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government on August 8, 2008, pursuant to the provisions of section 205-A of the Companies Act, 1956. Members who have not encashed their dividend warrants for the year ended December 31, 2000, or any subsequent year(s), are requested to seek issue of duplicate warrants by writing to the company's RTA, M/s. MAS Services Pvt. Limited.

The amount of unclaimed dividends for and upto the financial year ended 1999 has been transferred to the Investor Education and Protection Fund established by the Central Government. During the financial period ended June 30, 2007, unclaimed final dividend for the financial year ended December 31, 1999 amounting to Rs. 302,576/- was transferred to the Investor Education and Protection Fund on June 13, 2007. Pursuant to section 205C of the Companies Act, 1956, those members who have not so far claimed their dividends for the said periods shall not be entitled to claim the same from the company or the said fund.

11. Share transfer documents and all correspondence relating thereto, should be addressed to the Company's RTA, M/s. MAS Services Limited (RTA), 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. Gurcharan Das was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 29, 2007 under article 99 of the articles of association read with section 260 of the Companies Act, 1956. Mr. Gurcharan Das holds office till the date of ensuing annual general meeting.

Mr. Gurcharan Das, is a graduate from Harvard University and a management consultant. He advises a number of companies on global corporate strategy. Mr. Gurcharan Das is also a well-known author and a regular columnist. His international bestseller "INDIA UNBOUND" has won him several accolades.

Other details of Mr. Gurcharan Das 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. Gurcharan Das under section 264(1) of the Companies Act, 1956, to act as a Director has been duly filed. Mr. Gurcharan Das does not hold any shares in the Company.

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

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

ITEM NO. 7

The Board of Directors, subject to the approval of the shareholders, has appointed Mr. Shantanu Khosla, as Managing Director of your company for a period of five years with effect from January 29, 2007.

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 (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). However, the appointment of Mr. Shantanu Khosla as Managing Director of PGHP is subject to the approval of the Central Government.

Mr. Shantanu Khosla will be drawing his remuneration from PGHH. Your company will, however, re-imburse to PGHH its share that will be in proportion to the Company's Net Outside Sales.

Terms and Conditions of remuneration payable to Mr. Shantanu Khosla by PGHH are as under:

1. Basic Salary: Upto Rs.3,00,00,000/- (Rupees three crores only) per annum [please see note at (4) below].
2. 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.
3. Board of Directors shall be entitled to revise upwards the remuneration of Mr. Shantanu Khosla, within the ceiling as set out in Schedule XIII to the Companies Act, 1956, as amended from time to time.
4. Board of Directors has provided their unanimous consent to the appointment of Mr. Shantanu Khosla as the Managing Director of Gillette India Limited and Procter & Gamble Home Products Limited (subject to the approval of the Central Government as may be required under the provisions of the Companies Act, 1956) at a remuneration as mentioned in clause (1) above and which remuneration shall be shared by the respective companies in proportion to their Net Outside Sales (NOS)."

Your Directors therefore consider that his appointment as a 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. Shantanu Khosla holds office as Managing Director of the Company, he shall not be liable to retire by rotation.

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

Further details of Mr. Shantanu Khosla including his other directorships and Board Committee memberships of public limited companies in India are given in the corporate governance section of this Annual Report.

This may be treated as the requisite abstract under section 302 of the Companies Act, 1956.

The Board recommends the resolution for your approval.

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

ITEM NO. 8

The Board of Directors at their meeting held on August 24, 2007, re-appointed Mr. Subhash Bansal as a Whole-time Director of the Company for a period of five years with effect from May 1, 2007, subject to the approval of the shareholders of the company.

Mr. Subhash Bansal, a B.Tech and a Diploma holder in Business Management has over 30 years of experience in the industry. He is associated with the company since 1990 and till recently was based in the Czech Republic as Manufacturing Director.

The Board of Directors at their meeting held on August 24, 2007, has approved, subject to the approval of the shareholders, payment of the following remuneration to Mr. Subhash Bansal.

1. Basic Salary: Upto Rs.2,00,00,000/- (Rupees two crores only) per annum.
2. 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.
3. Contribution to Provident Fund, Superannuation Fund and Gratuity Fund as per rules of the Company.

In terms of article 126(1) of the articles of association of the Company, so long as Mr. Subhash Bansal holds office as Whole-time Director of the company, he shall not be liable to retire by rotation.

Any further increase or variation in future, in the remuneration payable to Mr. Subhash Bansal, shall be finalized by the Remuneration Committee of the Board and shall also be subject to the overall ceilings prescribed under the Companies Act, 1956.

Where in any financial year, during the tenure of Mr. Subhash Bansal as Whole-time Director of the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration including perquisites shall be minimum remuneration subject to such approval(s), as may be required.

Further details of Mr. Subhash Bansal including his other directorships and Board Committee memberships of public limited companies in India are given in the corporate governance section of this Annual Report.

This may be treated as the requisite abstract under section 302 of the Companies Act, 1956.

The Board recommends the resolution for your approval.

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

ITEM NO. 9

At the previous annual general meeting of the shareholders 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 per annum of the net profits of the Company subject to a minimum of Rs.60 lakhs per annum.

It is now proposed to remunerate the Independent Directors of the Company with effect from January 1, 2007 by way of commission upto one percent per annum in the aggregate, as the roles and responsibilities of independent directors have undergone significant changes under the corporate governance norms. It has become more onerous to them, as their directorship demands their greater involvement in the supervision of the Company.

The compensation payable to the independent directors of companies should be adequate to attract independent professionals to take these positions. The practice of payment of remuneration to independent directors has been adopted by many leading companies in India. Hence approval of the shareholders is sought to enable the company to make payment of commission to independent directors, commensurate with their enhanced role and involvement, subject to a maximum of 1% of the net profits of the company for each financial year. The quantum of remuneration payable to each of the independent directors within the aforesaid limit will be decided by the Board of Directors from year to year. This resolution will be effective from January 1, 2007, and will remain in force for a period of five years.

The present Independent Directors of the Company are Mr. B. S. Mehta, Mr. C. R. Dua and Mr. Gurcharan Das.

The Board recommends the resolution for your approval.

Non of the directors, except the above named independent 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 24, 2007

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

Details of Directors seeking appointment/re-appointment at the forthcoming annual general meeting (in pursuance to Clause 49-IV(G) of the listing agreement)

Name of Director	Mr. B.S. Mehta	Ms. D. Henretta	Mr. Gurcharan Das	Mr. Shantanu Khosla	Mr. Subhash Bansal
Age	71	46	64	47	56
Date of appointment on the Board	26th October 2005	26th October 2005	29th January 2007	31st December 2005	2nd February 2005
Expertise in specific field	Finance & Accounts	General Management	General Management	General Management	General Management
Names of other companies in which he holds directorships	<ol style="list-style-type: none"> 1. Atul Limited 2. Bharat Bijlee Limited 3. Century Enka Limited 4. CEAT Limited 5. Clariant Chemicals (India) Limited 6. Housing Development Finance Corporation Limited 7. IL&FS Investment Managers Limited 8. J.B. Chemicals & Pharmaceuticals Limited 9. Pidilite Industries Limited 10. Procter & Gamble Hygiene and Health Care Limited 11. Sasken Communication Technologies Limited 12. SBI Capital Markets Limited 13. Sudarshan Chemical Industries Limited 14. Vinyl Chemicals (India) Limited 	<ol style="list-style-type: none"> 1. Procter & Gamble Hygiene and Health Care Limited 	<ol style="list-style-type: none"> 1. Ranbaxy Laboratories Limited 2. Crest Animation Studio Limited 3. Fortis Healthcare Limited 4. Berger Paints India Limited 5. IDBI Capital Market Services Limited 	<ol style="list-style-type: none"> 1. Procter & Gamble Hygiene and Health Care Limited 2. Procter & Gamble Home Products Limited 	NONE
Chairman/Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Remuneration Committee Member 2. Audit Committee Member 	NONE	NONE	<ol style="list-style-type: none"> 1. Shareholders' Grievance Committee Member 	<ol style="list-style-type: none"> 1. Shareholders' Grievance Committee Member
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. Housing Development Finance Corporation Limited <ul style="list-style-type: none"> - Compensation Committee Member - Audit Committee Member 2. Atul Limited <ul style="list-style-type: none"> - Audit Committee Member 3. Century Enka Limited <ul style="list-style-type: none"> - Audit Committee Member 4. Procter & Gamble Hygiene and Health Care Limited <ul style="list-style-type: none"> - Audit Committee Member 5. IL&FS Investment Managers Limited <ul style="list-style-type: none"> - Compensation Committee Member - Audit Committee Chairman 6. J.B. Chemicals & Pharmaceuticals Limited <ul style="list-style-type: none"> - Audit Committee Chairman 7. Sudarshan Chemicals Limited <ul style="list-style-type: none"> - Audit Committee Chairman 8. Sasken Communication Technologies Limited <ul style="list-style-type: none"> - Audit Committee Chairman 9. Pidilite Industries Limited <ul style="list-style-type: none"> - Audit Committee Chairman 	NONE	<ol style="list-style-type: none"> 1. Fortis Healthcare Limited – Management Committee Member 2. Ranbaxy Laboratories Limited <ul style="list-style-type: none"> - Management Committee Member - Science Committee Member 	<ol style="list-style-type: none"> 1. Procter & Gamble Hygiene and Health Care Limited <ul style="list-style-type: none"> - Shareholders' Grievance Committee Member 	NONE
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL

Gillette India Limited

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

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-third ANNUAL GENERAL MEETING at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar), Rajasthan-301 019 on Thursday, October 25, 2007, at 11:00 a.m.

Name of the attending Member
(in Block Letters)

Member's Folio Number

Name of the 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

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

PROXY FORM

Folio No.

I / We of

in the district of being a member / members
of Gillette India Limited, hereby appoint

of of

or failing him as my/our proxy to attend and vote
for me/us on my/our behalf at the Twenty-third ANNUAL GENERAL MEETING of the shareholders of the Company to be
held on Thursday, October 25, 2007, at 11:00 a.m. at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar),
Rajasthan-301 019 and at any adjournment thereof.

Signed this day of, 2007

Signature

0.15 p.
Revenue
Stamp

Note: The Proxy Form duly completed and signed and should be deposited at the Registered Office of the Company not
later than 48 hours before the time of the meeting.

