P&G

Gillette India Ltd.
Head Office
P&G Plaza
Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
(91-22) 2826 6000 phone
(91-22) 6693 9696 fax
www.pg.com

Fax Nos:- 26598237/38/8120

May 22, 2012

To,
The Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Ref:- Scrip ID: - GILLETTE

Dear Sir / Madam,

Sub : Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956

The Board of Directors of the Company at its Meeting held on May 4, 2012 have approved the 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, subject to the approval of the Central Government and of the Members of the Company at the 28th Annual General Meeting. We are enclosing herewith an Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956 for the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company. The said Abstract and Memorandum of Interest is being circulated to the Shareholders of the Company.

Kindly take the above on record and acknowledge the receipt.

Thanking You,
Yours faithfully,

For Gillette India Limited

Amit Vyas
Company Secretary

Encl: As Above

Gillette India Limited
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Chakala, Andheri (E), Mumbai 400 099
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TO THE MEMBERS OF

GILLETTE INDIA LIMITED

Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956

The Board of Directors at its Meeting held on May 4, 2012 has approved the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company for a period of 5 years with effect from January 29, 2012, subject to the approval of the Central Government and of the Members of Company at the 28th Annual General Meeting.

As required under Section 302 of the Companies Act, 1956, an abstract of the terms of the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company and Memorandum of Interest is being sent to the Members as set out herein below:-

1. Mr. Shantanu 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.

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

   i. Salary: Upto Rs. 7,00,00,000 /- (Rupees Seven Crores Only) per annum.

   ii. 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.

   iii. The 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.

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

4. The Board of Directors have provided their unanimous consent to the re-appointment of Mr. Shantanu Khosla as the Managing Director of the Company, notwithstanding the fact that he has been reappointed as the Managing Director of Procter & Gamble Home Products Limited (PGHP) and also as the Managing Director of Procter & Gamble Hygiene and Health Care Limited (PGHH) for a period of 5 years.(subject to the approval of the Central Government and all such other applicable approval(s), as may be required under the provisions of the Companies Act, 1956)

5. Where in any Financial Year, during the tenure of Mr. Shantanu 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 minimum remuneration subject to such approval(s), as may be required.

6. Memorandum of Interest

   None of the Directors of the Company, except Mr. Shantanu Khosla, is in any way concerned or interested in the aforesaid re-appointment.

7. Inspection

   Copy of the Resolution passed by the Board of Directors at its meeting held on May 4, 2012 in respect of the above, may be inspected at the Registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day except Saturday, Sunday and any Public Holiday(s) up to the date of the 28th Annual General Meeting of the Company.

By Order of the Board
For *Gillette India Limited*

Sd/-
Amit Vyas
Company Secretary

Place : Mumbai
Date : May 4, 2012

INLAND LETTER CARD
अन्तर्देशीय पत्र कार्ड

If undelivered, please return to :

MAS SERVICES LIMITED
UNIT : GILLETTE INDIA LIMITED
T-34, 2ND FLOOR, OKHLA INDUSTRIAL AREA,
PHASE-II, NEW DELHI – 110020