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

December 12, 2012

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Ref:- Scrip ID:- GILLETTE

Dear Sir,

Sub:- Submission of six copies of Altered Articles of Association of the Company

We would like to inform you that the Members of the Company at their 28th Annual General Meeting held on Tuesday, December 11, 2012 at the Registered Office of the Company at SPA - 65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar) Rajasthan - 301 019 have passed a Special Resolution approving the following alteration in the Articles of Association of the Company:

"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."

Pursuant to Clause 33 of the Listing Agreement, we are enclosing herewith six copies of the Altered Articles of Association of the Company.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Amit Vyas
Company Secretary

Gillette India Limited

Encl: As above

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Ref:- Scrip ID:- GILLETTE

Dear Sir,

Sub:- Copy of Proceedings of the 28th Annual General Meeting of Shareholders held on December 11, 2012

Pursuant to Clause 31(d) of the Listing Agreement, we are submitting hereunder a summary of the proceedings of the 28th Annual General Meeting of the Shareholders of our Company held on Tuesday, December 11, 2012 at the Registered Office of the Company at SPA - 65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar) Rajasthan - 301 019. The following items of business were approved by the Shareholders of the Company unanimously:

Ordinary Business

1. Adoption of the Audited Balance Sheet as on June 30, 2012 and the Statement of Profit & Loss for the Financial Year ended June 30, 2012 and the reports of the Auditors and the Directors thereon;
2. Declaration of Dividend @ ₹ 15 per Equity Share of ₹ 10/- each on the paid-up Equity Share Capital of the Company for the Financial Year ended June 30, 2012;
3. Re-appointment of Mr. B. S. Mehta as a Director of the Company liable to retire by rotation;
4. Re-appointment of Mr. A. K. Gupta as a Director of the Company liable to retire by rotation;
5. Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting to the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company;

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Special Business

6. 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;
7. Appointment of Mr. Pramod Agarwal as a Director of the Company, liable to retire by rotation;
8. Waiver of recovery of excess commission paid to the Non- Executive Directors for the Financial Year ended June 30, 2012;
9. Payment of commission to the Non-Executive Directors of the Company for a period of Five Years with effect from January 1, 2013;
10. Alteration of Articles of Association for enabling participation of Directors in Meetings through electronic mode.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Amit Vyas
Company Secretary