

November 11, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E)
Mumbai 400 051

Subject: Notice of offer for sale of equity shares of Gillette India Limited (the "Company") by certain members of its Promoter and Promoter Group (as mentioned below) (the "Sellers") through the Stock Exchange Mechanism (the "Notice")

We refer to Clause 5(b) of the Circular No. CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India ("SEBI") pertaining to comprehensive guidelines on offer for sale of shares by promoters through the stock exchange mechanism, as amended by Circular No. CIR/MRD/DP/04/2013 dated January 25, 2013 and Circular No. CIR/MRD/DP/17/ 2013 dated May 30, 2013 ("SEBI OFS Guidelines").

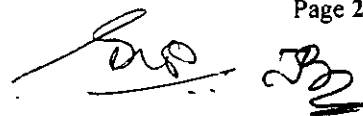
The Sellers are members of the promoter and promoter group of the Company and propose to sell 2,857,744 equity shares of face value of INR 10 each ("Sale Shares"), aggregating to approximately 8.77% of the total paid up equity share capital of the Company, on November 13, 2013, in accordance with (i) the SEBI OFS Guidelines, (ii) Notice No. 20120222-34 dated February 22, 2012, Notice No. 20120228-30 dated February 28, 2012, Notice No. 20120727-26 dated July 27, 2012 and Notice No. 20130129-23 dated January 29, 2013 issued by BSE Limited ("BSE"), and (iii) Circular No. 2/2012 dated February 21, 2012, Circular No. 73/2012 dated February 24, 2012, Circular No. 52/2012 dated August 2, 2012, Circular No. 05/2013 dated January 30, 2013, Circular No. 0037/2013 dated January 31, 2013 and Circular No. 52/2013 dated May 30, 2013 issued by National Stock Exchange of India Limited ("NSE"), such offer for sale hereinafter referred to as the "Sale". The BSE and the NSE are hereinafter collectively referred to as the "Stock Exchanges".

The Sale shall be undertaken exclusively through Sellers' Brokers named below on a separate window provided by the Stock Exchanges for this purpose.

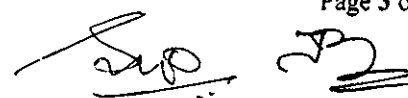
The details of the Sale, in accordance with the requirements of Clause 5(b) of the SEBI OFS Guidelines, are set forth below. In addition, other important information in relation to the Sale is set out below under the heading "Important Information", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety including the SEBI OFS Guidelines.

Sl. No.	Details required to be mentioned in the Notice	Particulars of the Sale
1.	Name of the Sellers (Promoter / Promoter Group)	1. S.K. Poddar 2. Akshay Poddar 3. Shradha Agarwala 4. Shradha Agarwala (as mother and natural guardian of Anisha Agarwala) 5. Shradha Agarwala (as mother and natural guardian of Aashti Agarwala) 6. Jyotsna Poddar (Trustee Jyotsna Poddar Family Trust) 7. Saroj Kumar Poddar (Partner – Poddar

		Heritage Securities) 8. Adventz Investments & Holdings Limited 9. Adventz Finance Private Limited 10. Adventz Securities Enterprises Limited 11. Planon Group Limited 12. Globalware Trading and Holdings Limited 13. Procter & Gamble India Holdings B.V.
2.	Name of the Company whose shares are proposed to be sold and ISIN	Gillette India Limited ISIN INE322A01010 BSE Code: 507815 NSE Symbol: GILLETTE
3.	Name of the stock exchanges where orders shall be placed	BSE Limited and National Stock Exchange of India Limited
4.	Name of the designated stock exchange	BSE Limited
5.	Date and time of the opening and closing of Sale	The Sale shall take place on the separate window of the Stock Exchanges and shall commence on November 13, 2013 at 9.15 a.m. and shall close on the same day at 3:30 p.m. Indian Standard Time (" Sale Date ").
6.	Allocation Methodology	The allocation shall be at or above the Floor Price on price priority method at multiple clearing prices ("Clearing Prices") basis in accordance with the SEBI OFS Guidelines. A minimum of 25% of the equity shares being offered in the Sale shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("Mutual Funds") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended ("Insurance Companies"), subject to receipt of valid bids/orders at the Clearing Prices. In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	Total number of equity shares being offered in the Sale	2,857,744 equity shares of the Company of face value of INR 10 each, aggregating to approximately 8.77% of the total paid up equity share capital of the Company.



8.	Maximum number of shares that the Sellers may choose to sell over and above the offer made in the Sale	Nil
9.	Name of the broker(s) on behalf of the Sellers (the "Sellers' Brokers")	DSP Merrill Lynch Limited and ICICI Securities Limited (in alphabetical order)
10.	Floor Price (the "Floor Price")	The Sellers shall declare the Floor Price for the Sale on November 12, 2013 after the close of trading hours of the Stock Exchanges and not later than 6:00 PM, Indian Standard Time.
11.	Conditions for withdrawal of Sale	The Sellers reserve the right not to proceed with the Sale at any time prior to the time of opening of the Sale on the Sale Date. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale on the Stock Exchanges is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares offered under paragraph 7 of this Notice or (ii) of any default in settlement obligations, the Sellers reserve the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Sellers.
13.	Conditions for participating in the Sale	1. The following orders shall be valid in the offer for sale window: a. Orders with 100% of the order value paid upfront by non-institutional investors and by institutional investors. b. Orders without paying 100% of the order value upfront by institutional investors only. 2. In case of institutional investors who place orders with 100% of the order value deposited upfront, custodian confirmation shall be issued within trading hours. In case of institutional investors who place orders without depositing 100% of the order value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions.



		3. The funds collected shall neither be utilized against any other obligation of the trading member nor commingled with other segments. 4. Modification or cancellation of orders: - Orders placed by non-institutional investors and by institutional investors with 100% of the order value deposited upfront can be modified or cancelled at any time during the trading hours on the Sale Date. - Orders placed by institutional investors without depositing 100% of the order value upfront cannot be modified or cancelled by the institutional investors or stock brokers, except for making upward revision in the price or quantity. 5. The investors shall also be liable to pay any other fees as may be levied by the Stock Exchanges, including securities transaction tax, which shall be deducted from the primary settlement account of the investors maintained with the clearing bank. 6. In case of any permitted modification or cancellation of the order/ bid, the funds shall be released/ collected on a real-time basis by the clearing corporation. 7. In case of default in pay-in by any investor, 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchanges. 8. The price at which allotments have been made based on the allocation shall not be revised as a result of any default in pay-in. 9. Allotment details after settlement shall also be disseminated by the Stock Exchanges. 10. Multiple orders from a single buyer shall be permitted. 11. Settlement Guarantee Fund shall not be available for offer for sale through stock exchange mechanism
14.	Settlement	Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on



		T+1 (T being the Sale Date i.e. November 13, 2013 and T+1 being November 15, 2013), in accordance with the SEBI OFS Guidelines. In the case of institutional investors who place bids without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2, being November 18, 2013).
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Important Information

The Sale is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker(s) of the Stock Exchanges who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 and/ or the Companies Act, 2013 to the extent applicable (the "**Companies Act**"), or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act, and/or SEBI under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or to the stock exchanges in India or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the SEBI OFS Guidelines and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information previously published by the Company and available with SEBI, the Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in any such jurisdiction. Prospective Bidders should seek appropriate legal advice prior to participating in the Sale.

This Notice is not for publication or distribution in the United States, and is neither an offer to sell nor a solicitation of an offer to buy any securities of the Company in the United States. The Sale Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the United States except in transactions exempt from the registration requirements. The Sale Shares will be offered outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act.

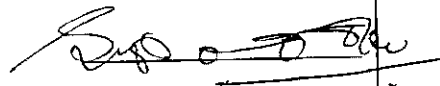
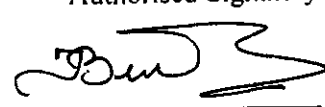
By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, (i) will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a

person acting on behalf of such an affiliate and located outside the United States and purchasing such Sale Shares in offshore transactions in reliance upon Regulation S, (ii) shall not be a promoter/promoter group of the Company; and (iii) none of the Sellers' Brokers, the Sellers, the Company or any of their respective shareholders, directors, officers, employees, counsel, representatives, agents or affiliates, have provided the buyers with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Sale Shares, and that the buyers have obtained their own independent tax advice and evaluated the tax consequences in relation to the Sale Shares.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares and (b) offered or will offer and sell the Sale Shares except outside the United States in reliance upon Regulation S in transactions exempt from the registration requirements of the Securities Act.

Thanking You,
Yours faithfully

For and on behalf of

S.K. Poddar, Akshay Poddar, Shradha Agarwala, Shradha Agarwala (as mother and natural guardian of Anisha Agarwala), Shradha Agarwala (as mother and natural guardian of Aashti Agarwala), Jyotsna Poddar (Trustee Jyotsna Poddar Family Trust), Saroj Kumar Poddar (Partner – Poddar Heritage Securities), Adventz Investments & Holdings Limited, Adventz Finance Private Limited, Adventz Securities Enterprises Limited, Planon Group Limited, Globalware Trading and Holdings Limited	Signed by Constituted Attorney/ Authorised Signatory  Saroj Kumar Poddar
Procter & Gamble India Holdings B.V.	Authorised Signatory  Tapan Buch