Gillette India Limited
CIN: L28931MH1984PLC267130
Regd Office
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai 400 099
Tel : 91-22-2826 6000
Fax : 91-22-2826 7337
www.pg.com/en_IN

December 1, 2018

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

Ref:- Scrip Code:- GILLETTE

Dear Sir/Madam,

Sub:- Disclosure of Voting Results of the 34th Annual General Meeting of Shareholders held on November 30, 2018

We would like to inform you that the 34th Annual General Meeting of the Company was held on November 30, 2018 at 11.10 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021.

In this respect, please find enclosed below:

1. Voting results in respect of the business conducted at the Annual General Meeting, as required under Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
2. Scrutinizer Report

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Flavia Machado
Authorized Representative

Gillette India Limited

GILLETTE INDIA LIMITED	
Date of the Annual General Meeting	30-Nov-18
Total number of shareholders on record date	27617
No. of shareholders present in the meeting either in person or through proxy:	62
Promoters and Promoter Group:	2
Public:	60
No. of Shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE

Resolution No.	1								
Resolution required: (Ordinary/ Special)	**To receive, consider and adopt the Audited Balance Sheet as at June 30, 2018**								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		24437803	100.00	24437803	0	100.00	0.00	0
Public- Institutions	E-Voting	3615686	1720548	47.59	1720548	0	100.00	0.00	0
	Poll		1258423	34.80	1258423	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		2978971	82.39	2978971	0	100.00	0.00	0
Public- Non Institutions	E-Voting	4531728	157677	3.48	157627	3	99.97	0.00	0
	Poll		5391	0.12	5389	0	99.96	0.00	2
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00	0
	Total		163068	3.60	163016	3	99.97	0.00	2
	Total	32585217	27579842	84.6391	27579790	3	100.00	0.00	2

Resolution No.	3								
Resolution required: (Ordinary/ Special)	**Appointment of director in place of Sonali Dhawan who retires by rotation**								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		24437803	100.00	24437803	0	100.00	0.00	0
Public- Institutions	E-Voting	3615686	1720548	47.59	1699453	21095	98.77	1.23	0
	Poll		1258423	34.80	1258423	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		2978971	82.39	2957876	21095	99.29	0.71	0
Public- Non Institutions	E-Voting	4531728	157677	3.48	157491	82	99.88	0.05	0
	Poll		5391	0.12	5389	0	99.96	0.00	2
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00	0
	Total		163068	3.60	162880	82	99.88	0.05	2
	Total	32585217	27579842	84.6391	27558559	21177	99.92	0.08	2

Resolution No.	2								
Resolution required: (Ordinary/ Special)	**Declaration of dividend**								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		24437803	100.00	24437803	0	100.00	0.00	0
Public- Institutions	E-Voting	3615686	1720548	47.59	1720548	0	100.00	0.00	0
	Poll		1258423	34.80	1258423	0	100.00	0.00	
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		2978971	82.39	2978971	0	100.00	0.00	0
Public- Non Institutions	E-Voting	4531728	157677	3.48	157671	6	100.00	0.00	0
	Poll		5391	0.12	5389	0	99.96	0.00	2
	Postal Ballot (if applicable)		0	0.00	0.00	0	0.00	0.00	0
	Total		163068	3.60	163060	6	100.00	0.00	2
	Total	32585217	27579842	84.6391	27579834	6	100.00	0.00	2

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B, F.C.S.
CS Nrupang B Dholakia
B.Com.,A.C.S., L.L.B. D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES LLP
COMPANY SECRETARIES

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Bansidhar S. Mehta
The Chairperson of 34th Annual General Meeting of Gillette India Limited
Held on Friday, 30th November, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of Dholakia & Associates LLP, Company Secretaries** was appointed as a Scrutinizer by the Board of Directors of **Gillette India Limited ("the Company")** pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 34th Annual General Meeting ('the Meeting') of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favor or against for respective Resolutions.

2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in mypresence and members who were present.

3. The locked ballot box was subsequently opened in presence of my authorized representatives and in the presence of Mr. Sanjay Rastogi and Ms. Anjali Aggarwal **(Declaration attached)** who are not in the employment of the Company. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and MAS Services Limited, Registrar and Share Transfer Agent of the Company and the authorizations and proxies lodged with the Company.

4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

5. The Remote e-Voting commenced on November 25, 2018 (9:00 am IST) and was closed on November 29, 2018 (5.00 pm IST).

Regd Office : A/302, Khernagar Sarvoday CHS LTD., Bldg No. 11, Nr. P.F. Office, Khernagar, M.H.B. Colony, Bandra (E), Mumbai - 400 051. Tel.: + 91 22 26580309 / + 91 22 26471302 +91 22 26476280 Email : info@dholkia-associates.com
Ms/ Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership) w.e.f. 21st November, 2014 LLPIN AAC 9552 GSTIN : 27AAKFD4117D1ZR

6. The Remote e-Voting Result was unblocked at Mumbai from the website of National Securities Depository Limited i.e. www.evoting.nsdl.com after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Sanjay Rastogi and Ms. Anjali Aggarwal **(Declaration attached)** who are not in the employment of the Company.

7. **The Combined Result (Remote e-Voting + Poll) is as under :**

   (a) **Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2018 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.**

Particulars	Number of Members who cast vote/Poll Papersreceived	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	146	2,63,15,981
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**146**	**2,63,15,981**
B. Poll		
Total Votes received by Poll	35	12,63,814
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**34**	**12,63,812**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	181	2,75,79,795
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**180**	**2,75,79,793**

(i) Voted **in favor** of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
144	2,63,15,978	99.99999
B. Poll		
34	12,63,812	100
C. Combined (A+B)		
178	**2,75,79,790**	**99.99999**

(ii) Voted **against** the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	3	0.00001
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
2	**3**	**0.00001**

(b) Item No 2: To declare Final Dividend for the Financial Year ended June 30, 2018.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	148	2,63,16,028
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**148**	**2,63,16,028**
B. Poll		
Total Votes received by Poll	35	12,63,814
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**34**	**12,63,812**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	183	2,75,79,842
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**182**	**2,75,79,840**

(i) Voted **in favor** of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
146	2,63,16,022	99.99998
B. Poll		
34	12,63,812	100
C. Combined (A+B)		
180	**2,75,79,834**	**99.99998**

(ii) Voted **against** the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
2	6	0.00002
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
2	**6**	**0.00002**

(c) **Item No 3: To appoint a Director in place of Ms. Sonali Dhawan (DIN:06808527) who retires by rotation and being eligible, offers herself for re-appointment.**

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	144	2,63,15,924
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**144**	**2,63,15,924**
B. Poll		
Total Votes received by Poll	35	12,63,814
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**34**	**12,63,812**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	179	2,75,79,738
Less: Total Number of Invalid Votes	1	2
Total Number of Valid Votes	**178**	**2,75,79,736**

(i) Voted **in favor** of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
133	2,62,94,747	99.91953
B. Poll		
34	12,63,812	100
C. Combined (A+B)		
167	**2,75,58,559**	**99.92322**

(ii) Voted **against** the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
11	21,177	0.08047
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
11	**21,177**	**0.07678**

8. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

9. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.

10. The poll papers and all other relevant records were sealed and handed over to Mr. Ghanshyam Hegde,Company Secretaryof the Company authorized by the Chairperson.

11. You may accordingly declare the result of the Remote e-Voting and Poll.

12. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai
Date: 1st December, 2018

ANNEXURE

A. BASIS OF ACCEPTANCE

I. VOTING THROUGH ELECTRONIC MODE:

1. Member has voted only through Remote e-Voting i.e. electronic mode.

II. PHYSICAL POLL FORM:

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.

3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.

4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.

5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.

6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

B. BASIS OF REJECTION

PHYSICAL POLL FORM:

1. Shareholder has not put any mark on either assent or dissent.

2. Poll paper is not signed.

3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.

4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.

5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.

7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.

8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.

9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.

10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.

11. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.

C. REPORT FOR INVALID POLL PAPER.

i. For Item No. 1:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity shares of Rs. 10/- each)
1.	Voted Twice	1	2
TOTAL		**1**	**2**

ii. For Item No. 2:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity shares of Rs. 10/- each)
1.	Voted Twice	1	2
TOTAL		**1**	**2**

iii. For Item No. 3:

Sr. No.	Category	No. of forms	Total number of Invalid votes (Equity shares of Rs. 10/- each)
1.	Voted Twice	1	2
TOTAL		**1**	**2**

Gillette India Limited

DHOLAKIA & ASSOCIATES LLP MUMBAI (Company Secretaries)

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
FCS: 977 CP No: 507

Place: Mumbai
Date: 1st December, 2018

TO WHOMSOEVER IT MAY CONCERN

We, Sanjay Rastogi and Anjali Aggarwal hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Gillette India Limited ("the Company")** for the 34th Annual General Meeting of the Company held on Friday, 30th November, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of National Securities Depository Limited i.e.www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: SANJAY RASTOGI

Address: T-34 2nd FLOOR
O.I.A. PH-II, NEW DELHI 110020

Signature: Sg

Witness 2

Name: Anjali Aggarwal

Address: T-34, 2nd floor, Okhla Industrial Area
Phase-II, New Delhi-110020

Signature: Anjali

TO WHOMSOEVER IT MAY CONCERN

We, Sanjay Rastogi and Anjali Aggarwal hereby state that the Polling Box, in which Equity Shareholders of **Gillette India Limited ("the Company")** cast their vote by way of Poll at the 34th Annual General Meeting of the Company held on Friday, 30th November, 2018 at 11.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same were in sealed condition and without any tampering.

Witness 1

Name: SANJAY RASTOGI

Address: T-34 2nd Floor
O.I.A. New Delhi Ph-II

Signature: Sanj

Witness 2

Name: Anjali Aggarwal

Address: T-34, 2nd floor
Okhla Industrial Area, Phase-II, Delhi-110020

Signature: Anjali