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

January 30, 2019

To,
Listing Department
The National Stock Exchange Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Ref:- Scrip Code:- GILLETTE

Dear Sir/Madam,

Subject: Disclosure of Voting Results of the Postal Ballot process

We are enclosing herewith following documents:

1. Voting results in respect of the Postal Ballot process, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
2. Scrutinizers Report

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Flavia Machado
Authorized Signatory

GILLETTE INDIA LIMITED

GILLETTE INDIA LIMITED	
Record Date of the Postal ballot	21/12/2018
Total number of shareholders on record date	27856
No. of shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
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)	Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years age, as a Non-Executive Independent Director (Special Resolution)							
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
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24437803	100.00	24437803	0	100.00	0.00
Public- Institutions	E-Voting	3642936	3050240	83.73	2528501	521739	82.90	17.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3050240	83.73	2528501	521739	82.90	17.10
Public- Non Institutions	E-Voting	4504478	159917	3.55	158249	1668	98.96	1.04
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		2349	0.05	2320.00	29	98.77	1.23
	Total		162266	3.60	160569	1697	98.95	1.05
	Total	32585217	27650309	84.8554	27126873	523436	98.11	1.89

GILLETTE INDIA LIMITED	
Record Date of the Postal ballot	21/12/2018
Total number of shareholders on record date	27856
No. of shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE

Resolution No.	2							
Resolution required: (Ordinary/ Special)	**Continuation of present tenure of directorship of Mr. Gurcharan Das, who is above 75 years of age, as a Non-Executive Independent Director (Special Resolution)**							
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
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24437803	100.00	24437803	0	100.00	0.00
Public- Institutions	E-Voting	3642936	3057120	83.92	2594051	463069	84.85	15.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3057120	83.92	2594051	463069	84.85	15.15
Public- Non Institutions	E-Voting	4504478	159938	3.55	158496	1442	99.10	0.90
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		2215	0.05	2186.00	29	98.69	1.33
	Total		162153	3.60	160682	1471	99.09	0.91
	Total	32585217	27657076	84.8761	27192536	464540	98.32	1.68

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

SCRUTINIZER'S REPORT

To,
The Chairman,
Gillette India Limited
P & G Plaza
Cardinal Gracias Road,
Chakala, Andheri East
Mumbai – 400099

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTIONS AS SET OUT IN THE NOTICE DATED DECEMBER 21,2018.

Dear Sir,

1. Dholakia & Associates LLP, Company Secretaries ("firm") were appointed as the Scrutinizer by Gillette India Limited ("the Company") to scrutinize the Postal Ballot voting process (voting by Postal Ballot Form and e-voting) in connection with the subject matter.

2. I, CS Bhumitra V. Dholakia, Designated Partner of the firm, submit my report as under:

   2.1 The Company completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Courier to the Members on 29th December, 2018 through Registrar and Share Transfer Agent i.e. MAS Services Limited to the Members and the same were also sent by Email to the members by National Securities Depository Limited on 28th December, 2018, whose names appeared on the Register of Members/List of Beneficiaries as on 21st December, 2018.

   2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent i.e. MAS Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020.

   2.3 All Postal Ballot Forms, received up to 5.00 p.m. on 28th January, 2019 the last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting were considered for my scrutiny.

   2.4 Envelopes containing Postal Ballot Forms received after 5.00 p.m. on 28th January, 2019 were not considered for my scrutiny. These envelopes were not opened.

   2.5 The Postal Ballot envelopes were opened on 28th January, 2019 in the presence of my authorized representative.

   2.6 I have not found any defaced/mutilated Postal Ballot Form.

GILLETTE INDIA LIMITED

Regd Office : A/902, 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

2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

2.8 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.

2.9 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL) (Agency) for providing and supervising electronic platform on 28th January, 2019 which was closed by NSDL on 28th January, 2019 at 5.00 p.m.

2.10 I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot Forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.

3. In accordance with the Basis of Acceptance (as per **Annexure - I**) and Basis of Rejection (as per **Annexure - II**), and on proper scrutiny of all the Postal Ballot forms and votes cast by way of e-voting, I report the result of the Postal Ballot as under:

A. <u>RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. BANSIDHAR SUNDERLAL MEHTA, WHO IS ABOVE 75 YEARS OF AGE, AS NON-EXECUTIVE INDEPENDENT DIRECTOR - SPECIAL RESOLUTION.</u>

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	68	3,128
<u>Less</u>: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III**)	9	779
Total Number of Valid Postal Ballot Forms for this Resolution	**59**	**2,349**

(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	214	2,76,48,037
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III**)	2	77
Total Number of Valid Votes	**212**	**2,76,47,960**

(c) Details of Voting through Postal Ballot forms and by Electronic Mode:

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	271	2,76,50,309	100
Assented to Resolution	**206**	**2,71,26,873**	**98.11**
Dissented to Resolution	**65**	**5,23,436**	**1.89**

B. RESOLUTION – CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. GURCHARAN DAS, WHO IS ABOVE 75 YEARS OF AGE, AS NON-EXECUTIVE INDEPENDENT DIRECTOR - SPECIAL RESOLUTION.

(a) Details of Postal Ballot Forms received:

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	68	3,128
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III)**	10	913
Total Number of Valid Postal Ballot Forms for this Resolution	**58**	**2,215**

(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:

Particulars	Number of Members who cast Electronically	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	218	2,76,54,938
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III)**	2	77
Total Number of Valid Votes	**216**	**2,76,54,861**

(c) Details of Voting through Postal Ballot forms and by Electronic Mode:

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	274	2,76,57,076	100
Assented to Resolution	**221**	**2,71,92,536**	**98.32**
Dissented to Resolution	**53**	**4,64,540**	**1.68**

4. You may accordingly declare the result of the voting by Postal Ballot.

Place: Mumbai
Date: 29th January, 2019

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

"ANNEXURE-I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. Postal Ballot Form is complete in all respects.
2. Assent or dissent has been given by any other mark for resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.
7. The voting has been considered on the basis of the Power of Attorney/Board Resolution already registered by the Member.

B. VOTING THROUGH ELECTRONIC MODE:

8. Member has voted only through e-voting i.e. electronic mode.
9. Members has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.

DHOLAKIA & ASSOCIATES LLP MUMBAI Company Secretaries

Place: Mumbai
Date: 29th January, 2019

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

GILLETTE INDIA LIMITED

"ANNEXURE-II"

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. Member has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority is not attached with the Postal Ballot Form.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent.
11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
12. Postal Ballot Form 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.
13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

B. VOTING THROUGH ELECTRONIC MODE:

14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.

15. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at gilpb2019@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc.

Place: Mumbai
Date: 29th January, 2019

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

"ANNEXURE-III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

A. RESOLUTION: CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. BANSIDHAR SUNDERLAL MEHTA, WHO IS ABOVE 75 YEARS OF AGE, AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	I. PHYSICAL BALLOT FORM:		
1.	No votes cast	2	55
2.	Signature mismatch	6	124
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	600
	SUB-TOTAL - I	**9**	**779**
	II. VOTING THROUGH ELECTRONIC MODE:		
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	77
	SUB-TOTAL - II	**2**	**77**
	TOTAL (I + II)	**11**	**856**

B. RESOLUTION : CONTINUATION OF PRESENT TENURE OF DIRECTORSHIP OF MR. GURCHARAN DAS, WHO IS ABOVE 75 YEARS OF AGE, AS NON-EXECUTIVE INDEPENDENT DIRECTOR.

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	I. PHYSICAL BALLOT FORM:		
1.	No votes cast	3	189
2.	Signature mismatch	6	124
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	600
	SUB-TOTAL - I	**10**	**913**
	II. VOTING THROUGH ELECTRONIC MODE:		
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	2	77
	SUB-TOTAL - II	**2**	**77**
	TOTAL (I + II)	**12**	**990**

Place: Mumbai
Date: 29th January, 2019

DHOLAKIA & ASSOCIATES LLP * MUMBAI * Company Secretaries

CS Bhumitra V. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
C. P. No. 507

GILLETTE INDIA LIMITED