Gillette India Limited
CIN: L28931RJ1984PLC002890
Head Office
P&G Plaza, Cardinal Gracias Road, Chakala
Andheri (E), Mumbai 400 099
Tel : 91-22-2826 6000
Fax : 91-22-2826 7303
www.pg.com/en_IN

Fax Nos:- 26598237/38/8120

March 16, 2015

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:- Disclosure of Voting Results of the Postal Ballot pursuant to Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we are enclosing details regarding the voting results of the Postal Ballot conducted by the Company as Annexure 1.

The Report of the Scrutinizer in respect of the physical postal ballot and e-voting is enclosed herewith as Annexure 2.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Jessica Rastogi
Dy. Company Secretary
& Compliance Officer

Gillette India Limited

Gillette India Limited
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Tel : 91-22-2826 6000
Fax : 91-22-2826 7303
www.pg.com/en_IN
rastogi.j@pg.com

Annexure 1

Details of Voting Results of the Postal Ballot pursuant to Clause 35A of the Listing Agreement

Detail of Agenda	Shifting of registered office from the State of Rajasthan to the State of Maharashtra and consequent change in Clause II of the Memorandum of Association of the Company
Resolution required	Special Resolution
Mode of voting	Physical Postal Ballot & E-voting

Promoter / Public	No. of Shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Valid Votes – in Favour (4)	No. of Valid Votes – Against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)] *100	% of valid Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	24437803	24437803	100	24437803	NIL	100	NIL
Public – Institutional holders	2741719	857998	31.29	857998	NIL	100	NIL
Public-Others	5405695	1172502	21.69	1171534	968	99.92	0.08
Total	**32585217**	**26468303**	**81.23**	**26467335**	**968**	**99.99**	**0.01**

For Gillette India Limited

Jessica Rastogi
Dy. Company Secretary
& Compliance Officer

Gillette India Limited

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.(Gen.) D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES LLP
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

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

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTION FOR SHIFTING OF REGISTERED OFFICE FROM STATE OF RAJASHTAN TO STATE OF MAHARASHTRA.

Dear Sir,

1. I have been appointed as a Scrutinizer vide Resolution passed by the Board of Directors of Gillette India Limited ("the Company") on 30th October, 2014 for conducting the Postal Ballot process in connection with the above referred matter.

2. I submit my report as under:

2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Speed/Registered Post on 12th February, 2015 through Registrar and Share Transfer Agent i.e. M/s. MAS Services Limited to the Members and the same were also sent by Email to the members by National Securities Depository Limited on 12th February, 2015, whose names appeared on the Register of Members/List of Beneficiaries as on 6th February, 2015.

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. M/s. 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 the close of working hours (1700 hours) on 14th March, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.

2.4 Envelopes containing Postal Ballot Forms received after 1700 hours on 14th March, 2015 were not considered for my scrutiny. These envelopes were not opened.

2.5 The Postal Ballot envelopes were opened from 12th March, 2015 and the last lot was opened on 14th March, 2015 after 1700 hours in the presence of my authorized representatives.

2.6 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.

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

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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 Fax : + 91 22 26476280 E-mail : info@dholakia-associates.com
M/s 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

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

2.9 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited, (Agency) for providing and supervising electronic platform on 14th March, 2015 which was closed by NSDL on 14th March, 2015 at 1700 hours.

2.10 I am obligated under Section 110 of the Companies Act, 2013 and 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 Ballot papers, I report the result of the Postal Ballot as under:

RESOLUTION – SHIFTING OF REGISTERED OFFICE FROM THE STATE OF RAJASHTAN TO THE STATE OF MAHARASHTRA AND CONSEQUENT CHANGE IN CLAUSE II OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

(a) **Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	623	2,55,91,483
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III**)	72	3,689
Total Number of Valid Postal Ballot Forms for this Resolution	**551**	**2,55,87,794**

(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 the Nominal Value of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	262	17,00,244
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III**)	44	8,19,735
Total Number of Valid Votes	**218**	**8,80,509**

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(c) **Details of Voting:**

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	769	2,64,68,303	100
Assented to Resolution	**725**	**2,64,67,335**	**99.99**
Dissented to Resolution	**44**	**968**	**0.01**

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

DHOLAKIA & ASSOCIATES LLP * MUMBAI * Company Secretaries

Place : Mumbai
Date : 16th March, 2015

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 a special 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.

B. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through e-voting i.e. electronic mode.

DHOLAKIA & ASSOCIATES LLP * (Company Secretaries) * MUMBAI

Place : Mumbai
Date : 16th March, 2015

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

"ANNEXURE-II"

BASIS OF REJECTION

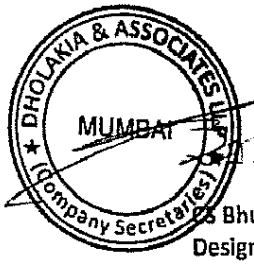
A. PHYSICAL BALLOT FORM:

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 together with attested specimen signatures of the duly authorised signatory 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 scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorised signatory through Email at gloo2015@dholakia-associates.com.

16. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.



Place : Mumbai
Date : 16th March, 2015

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.

RESOLUTION - SHIFTING OF REGISTERED OFFICE FROM THE STATE OF RAJASHTAN TO THE STATE OF MAHARASHTRA AND CONSEQUENT CHANGE IN CLAUSE II OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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	19	1,126
2.	Not signed	7	665
3.	Authority Letter / Board Resolution / Power of Attorney not attached.	4	221
4.	Signature not available	17	856
5.	Signature not tallied	20	565
6.	Voted through e-Voting and Physical Both.	4	136
7.	Vote cast for both Assent and Dissent	1	120
8.	Forms found in Mutilated form	NONE	NIL
	SUB-TOTAL - I	72	3,689
	II. VOTING THROUGH ELECTRONIC MODE:		
9.	Authority Letter / Board Resolution / Power of Attorney not sent.	44	8,19,735
	SUB-TOTAL - II	44	8,19,735
	TOTAL (I + II)	116	8,23,424

DHOLAKIA & ASSOCIATES LLP * MUMBAI * Company Secretaries

Place : Mumbai
Date : 16th March, 2015

CS Bhumitra V. Dholakia
Designated Partner
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C. P. No. 507