



Gillette India Limited
CIN: L28931MH1984PLC267130
Regd Office
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai 400 099
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January 10, 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 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

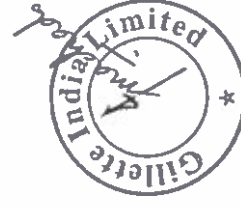

Flavia Machado
Company Secretary



Encl.: As above

GILLETTE INDIA LIMITED

Approval of Material related party transactions under regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015									
Resolution required: (Ordinary)	YES								
Whether promoter/ promoter group are interested in the agenda/resolution? 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		0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	24437803							
	Total			0.00	0	0	0.00	0.00	
Public- Institutions	E-Voting		2337312	66.59	2314430	22882	99.02	0.98	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	3510102							
	Total		2337312	66.59	2314430	22882	99.02	0.98	
Public- Non Institutions	E-Voting		170982	3.69	170723	259	99.85	0.15	
	Poll		0	0.00	00	0	0.00	0.00	
	Postal Ballot (if applicable)	4637312							
	Total		175128	3.78	174860	268	99.85	0.15	
	Total	32585217	2512440	7.7104	2489290	23150	99.08	0.92	



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 RESOLUTION FOR APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of Gillette India Limited ("the Company") 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 Courier on 9th December, 2017 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 9th December, 2017, whose names appeared on the Register of Members/List of Beneficiaries as on 1st December, 2017.
 - 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 the close of working hours (17:00 hours) on 8th January, 2018 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 17:00 hours on 8th January, 2018 were not considered for my scrutiny. These envelopes were not opened.
 - 2.5 The Postal Ballot envelopes were opened on 8th January, 2018 in the presence of my authorized representative.



- 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.
- 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 (NSDL), (Agency) for providing and supervising electronic platform on 8th January, 2018 which was closed by NSDL on 8th January, 2018 at 17:00 hours.
- 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.
- 2.11 On the basis of the Electronic Votes received from NSDL and after scrutiny of Postal Ballot Forms received by us it has been observed that Promoters of the Company have not cast their votes.
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:

RESOLUTION – APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

(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	74	7,113
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	11	2,967
Total Number of Valid Postal Ballot Forms for this Resolution	63	4,146



(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	223	25,11,671
Less: Total Number of Invalid Votes (As per details attached in Annexure - III)	4	3,377
Total Number of Valid Votes	219	25,08,294

(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	282	25,12,440	100.00
Assented to Resolution	264	24,89,290	99.08
Dissented to Resolution	18	23,150	0.92

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

Place: Mumbai
Date: 10th January, 2018



[Signature]

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.

B. VOTING THROUGH ELECTRONIC MODE:

7. Member has voted only through e-voting i.e. electronic mode.
8. 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'.

Place: Mumbai

Date: 10th January, 2018



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

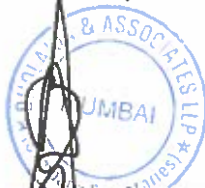


"ANNEXURE-II"**BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

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 by email at gilpb2017@dholakia-associates.com or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc..



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: 10th January, 2018



A handwritten signature in black ink, appearing to read "Bhumitra V. Dholakia".

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: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS UNDER REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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	5	191
2.	Signature mismatch	6	2,776
SUB-TOTAL - I		11	2,967
II. VOTING THROUGH ELECTRONIC MODE:			
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	4	3,377
SUB-TOTAL - II		4	3,377
TOTAL (I + II)		15	6,344

Place: Mumbai

Date: 10th January, 2018

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

