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 7303
www.pg.com/en_IN

December 1, 2016

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 32nd Annual General Meeting of Shareholders held on November 30, 2016

We would like to inform you that the 32nd Annual General Meeting of the Company was held on November 30, 2016 at 10.00 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;
2. Scrutinizers Report;
3. Summary of proceedings of the 32nd Annual General Meeting

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
For Gillette India Limited

Flavia Machado
Company Secretary

Gillette India Limited

Date of the AGM/EGM	30-Nov-16
Total number of shareholders on record date	24322
No. of shareholders present in the meeting either in person or through proxy:	73
Promoters and Promoter Group:	6
Public:	67
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited Financial Statement of the Company for the financial year ended June 30, 2016 together with Reports of the Directors and the Auditors thereon.							
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	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**24437803**	**100.00**	**24437803**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	3256251	1813746	55.70	1574462	239284	86.81	13.19
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**1813746**	**55.70**	**1574462**	**239284**	**86.81**	**13.19**
Public- Non Institutions	E-Voting	4891163	265217	55.36	265188	29	99.99	0.01
	Poll		4781	0.10	4776	5	99.90	0.10
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**269998**	**55.46**	**269964**	**34**	**99.99**	**0.01**
	Total	**32585217**	**26521547**	**81.3913**	**26282229**	**239318**	**99.10**	**0.90**

Gillette India Limited

Date of the AGM/EGM	30-Nov-16
Total number of shareholders on record date	24322
No. of shareholders present in the meeting either in person or through proxy:	73
Promoters and Promoter Group:	6
Public:	67
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2016							
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	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		24437803	100.00	24437803	0	100.00	0.00
Public- Institutions	E-Voting	3256251	1813746	55.70	1574462	239284	86.81	13.19
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		1813746	55.70	1574462	239284	86.81	13.19
Public- Non Institutions	E-Voting	4891163	265270	55.36	265270	0	100.00	0.00
	Poll		4781	0.10	4781	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		270051	55.46	270051	0	100.00	0.00
	Total	32585217	26521600	81.3915	26282316	239284	99.10	0.90

Gillette India Limited

Date of the AGM/EGM	30-Nov-16
Total number of shareholders on record date	24322
No. of shareholders present in the meeting either in person or through proxy:	73
Promoters and Promoter Group:	6
Public:	67
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Ms. Sonali Dhawan (DIN 06808527), who retires by rotation and being eligible, offers herself for re-appointment.							
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	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**24437803**	**100.00**	**24437803**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	3256251	1813746	55.70	1476891	336855	81.43	18.57
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**1813746**	**55.70**	**1476891**	**336855**	**81.43**	**18.57**
Public- Non Institutions	E-Voting	4891163	265303	55.36	265114	189	99.93	0.07
	Poll		4781	0.10	4776	5	99.90	0.10
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		**270084**	**55.46**	**269890**	**194**	**99.93**	**0.07**
	Total	32585217	26521633	81.3916	26184584	337049	98.73	1.27

Gillette India Limited

Date of the AGM/EGM	30-Nov-16
Total number of shareholders on record date	24322
No. of shareholders present in the meeting either in person or through proxy:	73
Promoters and Promoter Group:	6
Public:	67
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No.117366W/W-100018), as approved by Members at the thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.							
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	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		24437803	100.00	24437803	0	100.00	0.00
Public- Institutions	E-Voting	3256251	1813746	55.70	1574462	239284	86.81	13.19
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		1813746	55.70	1574462	239284	86.81	13.19
Public- Non Institutions	E-Voting	4891163	265496	55.36	265464	32	99.99	0.01
	Poll		4781	0.10	4776	5	99.90	0.10
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		270277	55.46	270240	37	99.99	0.01
	Total	32585217	26521826	81.3922	26282505	239321	99.10	0.90

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

Combined Report of Scrutinizer for Remote e-Voting and Poll

To,

Mr. Bansi S. Mehta
The Chairperson of 32nd Annual General Meeting of Gillette India Limited
Held on Wednesday, 30th November, 2016 at 10.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, **CS Bhumitra V. Dholakia, Designated Partner of M/s. 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 32nd 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 Resolution.

2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence 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. Sharwan Mangla and Mr. Kaustubh Masurkar **(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 M/s. MAS Services Limited, Registrar and Share Transfer Agents 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, 2016 (9:00 am IST) and was closed on November 29, 2016 (5.00 pm IST).

DHOLAKIA & ASSOCIATES LLP MUMBAI

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

6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. 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. Sharwan Mangla and Mr. Kaustubh Masurkar **(Declaration attached)** who are not in the employment of the Company.

7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website www.evoting.nsdl.com or who have emailed the same on gilagm2016@dholakia-associates.com have been considered valid.

8. **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, 2016 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 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	143	2,65,16,766
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**143**	**2,65,16,766**
B. Poll		
Total Votes received by Poll	39	7,974
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**37**	**4,781**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	182	2,65,24,740
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**180**	**2,65,21,547**

(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		
139	2,62,77,453	99.0975
B. Poll		
36	4,776	99.8954
C. Combined (A+B)		
175	**2,62,82,229**	**99.0976**

(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		
4	2,39,313	0.9025
B. Poll		
1	5	0.1046
C. Combined (A+B)		
5	**2,39,318**	**0.9024**

(b) **Item No 2: To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2016.**

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	143	2,65,16,819
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**143**	**2,65,16,819**
B. Poll		
Total Votes received by Poll	39	7,974
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**37**	**4,781**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	182	2,65,24,793
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**180**	**2,65,21,600**

(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		
140	2,62,77,535	99.0976
B. Poll		
37	4,781	100.00
C. Combined (A+B)		
177	2,62,82,316	99.0978

(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		
3	2,39,284	0.9024
B. Poll		
NIL	NIL	NIL
C. Combined (A+B)		
3	2,39,284	0.9022

(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	143	2,65,16,852
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**143**	**2,65,16,852**
B. Poll		
Total Votes received by Poll	39	7,974
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**37**	**4,781**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	182	2,65,24,826
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**180**	**2,65,21,633**

(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		
131	2,61,79,808	98.7289
B. Poll		
36	4,776	99.8954
C. Combined (A+B)		
167	2,61,84,584	98.7292

(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		
12	3,37,044	1.2711
B. Poll		
1	5	0.1046
C. Combined (A+B)		
13	3,37,049	1.2708

(d) Item No 4: To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

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	2,65,17,045
Less: Total Number of Invalid Votes	NIL	NIL
Total Number of Valid Votes	**144**	**2,65,17,045**
B. Poll		
Total Votes received by Poll	39	7,974
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**37**	**4,781**
C. Combined (A+B)		
Total Votes received by electronic mode and Poll	183	2,65,25,019
Less: Total Number of Invalid Votes	2	3,193
Total Number of Valid Votes	**181**	**2,65,21,826**





(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		
139	2,62,77,729	99.0975
B. Poll		
36	4,776	99.8954
C. Combined (A+B)		
175	2,62,82,505	99.0976

(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		
5	2,39,316	0.9025
B. Poll		
1	5	0.1046
C. Combined (A+B)		
6	2,39,321	0.9024

9. 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.

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

11. The poll papers and all other relevant records were sealed and handed over to Ms. Flavia Machado, Company Secretary of the Company authorized by the Chairperson.

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

13. 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,

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, 2016

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 Scrutinizers 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 ELECTRONIC VOTES AND POLL PAPERS.

i. For Item No. 1:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	PHYSICAL POLL FORM:		
1.	No votes polled.	1	3,189
2.	Signature mismatch.	1	4
TOTAL		2	3,193

ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	PHYSICAL POLL FORM:		
1.	No votes polled.	1	3,189
2.	Signature mismatch.	1	4
TOTAL		2	3,193

iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	PHYSICAL POLL FORM:		
1.	No votes polled.	1	3,189
2.	Signature mismatch.	1	4
TOTAL		2	3,193

iv. For Item No. 4:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
	PHYSICAL POLL FORM:		
1.	No votes polled.	1	3,189
2.	Signature mismatch.	1	4
TOTAL		2	3,193

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, 2016

TO WHOMSOEVER IT MAY CONCERN

We, ...Sharwan Mangla..... and ...Kaustubh Masurkar..... 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 32nd Annual General Meeting of the Company held on Wednesday, the 30th November, 2016 at 10.00 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: Sharwan Mangla

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

Signature:

Witness 2

Name: Kaustubh Masurkar

Address: 42/14, L.I.G Colony V.B. Nagar Kurla (West) Mumbai- 400070

Signature:

TO WHOMSOEVER IT MAY CONCERN

We, SHAKUAN MANGLA and Kaustubh Masurkar hereby state that the Excel Sheet containing the Results of Remote e-Voting of **Gillette India Limited ("the Company")** for the 32nd Annual General Meeting of the Company held on Wednesday, the 30th November, 2016 at 10.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 was unblocked from the website of M/s. 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: SHAKUAN MANGLA

Address: T-34 2nd floor OKHLA PH-2 NEW D. 110020

Signature:

Witness 2

Name: Kaustubh Masurkar

Address: 42/14, I.T.I Colony V.B. Nagar Kurla (West) Mumbai - 400070

Signature:

Gillette India Limited
CIN: L28931MH1984PLC267130
Regd Office
P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E),
Mumbai 400 099
Tel : 91-22-2826 6000
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Summary of the proceedings of the 32nd Annual General Meeting of Gillette India Limited on Wednesday, November 30, 2016 at 10.00 a.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021

Mr. B. S. Mehta chaired the meeting. The Chairman welcomed all the Members to the 32nd Annual General Meeting and after ascertaining that the quorum is present, called the meeting to order. The Chairman then introduced his colleagues present on the dais. The Chairman informed the Members that Mr. Gurcharan Das could not attend the meeting due to other commitments.

With the consent of the Members present, the Notice convening the Meeting and the Directors' Report having been circulated to the Members were taken as read. The Chairman informed that the Auditors' Report and the Secretarial Audit Report do not contain any qualifications or observations.

The Chairman then read his speech which had been circulated to the Members present.

A brief video was presented to provide an overview of the Bhiwadi Plant of the Company.

Ms. Sonali Dhawan presented to the Members a brief review on Corporate Social Responsibility activities of the Company.

The Chairman then informed the Members that Members, who had not exercised their voting rights through e-voting, may cast their votes through ballot papers.

The Chairman then informed the Members that the Company has appointed Mr. B. V. Dholakia as the Scrutinizer for e-voting and poll for the meeting. Mr. B. V. Dholakia, Scrutinizer opened the polling box in front of the Members present to ensure that it is empty and then locked the polling box before the Members put their votes in it.

The Chairman then ordered for a poll for all the 4 items, as detailed below, for the Members who have not or could not avail the facility of e-voting:-

Sr. No.	Item
1	To receive, consider and adopt the Audited Balance Sheet as at June 30, 2016 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. *(Ordinary Resolution)*
2	To confirm the payment of Interim Dividend and declare Final Dividend for the Financial Year ended June 30, 2016. *(Ordinary Resolution)*
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 *(Ordinary Resolution)*

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4	To ratify the appointment of Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No.117366W/W-100018), as approved by Members at the thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide. *(Ordinary Resolution)*

The Chairman invited the Members for their comments and questions on the Financial Accounts and the Annual Report. Then the Members raised questions/made observations relating to the Annual Accounts and the Annual Report. The Management responded suitably to the queries raised by the Members.

As the Members completed voting by poll, the Meeting concluded at 11.30 a.m. with a vote of thanks to the Chair.

The Scrutinizer's report was received by the Company on December 1, 2016. All the resolutions have been passed with requisite majority.

For Gillette India Limited

Flavia Machado
Company Secretary

Gillette India Limited