**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**

September 30, 2014

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 30th Annual General Meeting of Shareholders held on September 29, 2014 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, we are submitting hereunder details regarding the voting results of the 30th Annual General Meeting of the Shareholders of our Company held on Monday, September 29, 2014 at 11.00 a.m. at the Registered Office of the Company at SPA - 65A, Bhiwadi Industrial Area, Bhiwadi (Distt. Alwar), Rajasthan - 301019:

| | |
|---|---|
| **Date of Annual General Meeting** | September 29, 2014 |
| **Total Number of Shareholders as on book closure** | 18242 Shareholders |
| **No. of Shareholders present in the meeting either in person or through proxy**<br><br>Promoters and Promoter Group:<br>Public: | <br><br>6<br>251 |
| **No. of Shareholders attended the meeting through Video Conferencing**<br><br>Promoters and Promoter Group:<br>Public: | Not Arranged<br><br>Nil<br>Nil |

**Mode of voting for all the Resolutions was:**

- E-voting conducted between 22nd September, 2014 to 24th September, 2014; and
- Physical Poll conducted at the Annual General Meeting held on September 29, 2014



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**Below is the resolution wise combined result of e-voting and poll:-**

**Resolution No 1:**
To receive, consider and adopt the Audited Balance Sheet as at June 30, 2014, 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

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 864608 | 30.00 | 864608 | 0 | 100.00 | 0.00 |
| Public-Others | 5265160 | 3106 | 0.06 | 3106 | 0 | 100.00 | 0.00 |
| **Total (A)** | **32585217** | **25305517** | **77.66** | **25305517** | **0** | **100.00** | **0.00** |

**Resolution No 2:**
To declare dividend for the Financial Year ended June 30, 2014

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 998270 | 0 | 100.00 | 0.00 |
| Public-Others | 5265160 | 3097 | 0.06 | 3095 | 2 | 99.97 | 0.03 |
| **Total (A)** | **32585217** | **25439170** | **78.07** | **25439168** | **2** | **100.00** | **0.00** |



Gillette India Limited
Secretary

**Gillette India Limited**
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**Resolution No 3:**
To appoint a Director in place of Mr. Pramod Agarwal (DIN 00066989), who retires by rotation and being eligible, offers himself for re-appointment

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 442074 | 556196 | 44.28 | 55.72 |
| Public-Others | 5265160 | 3058 | 0.06 | 2889 | 169 | 94.46 | 5.54 |
| **Total (A)** | **32585217** | **25439131** | **78.07** | **24882766** | **556365** | **97.81** | **2.19** |

**Resolution No 4:**
To appoint Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Thirty Third (33rd) Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 864608 | 30.00 | 864608 | 0 | 100.00 | 0.00 |
| Public-Others | 5265160 | 3059 | 0.06 | 3057 | 2 | 99.97 | 0.03 |
| **Total (A)** | **32585217** | **25305470** | **77.66** | **25305468** | **2** | **100.00** | **0.00** |



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**Resolution No 5:**
Appointment of Mr. B.S. Mehta (DIN: 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998360 | 34.64 | 817219 | 181141 | 81.86 | 18.14 |
| Public-Others | 5265160 | 2968 | 0.06 | 2798 | 170 | 94.43 | 5.57 |
| **Total (A)** | **32585217** | **25439131** | **78.07** | **25257820** | **181311** | **99.29** | **0.71** |

**Resolution No 6:**
Appointment of Mr. C.R. Dua (DIN: 00036080) as the Non- Executive Independent Director of the Company, not liable to retire by rotation

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 646205 | 352065 | 64.73 | 35.27 |
| Public-Others | 5265160 | 2994 | 0.06 | 2799 | 195 | 93.47 | 6.53 |
| **Total (A)** | **32585217** | **25439067** | **78.07** | **25086807** | **352260** | **98.62** | **1.38** |



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**Resolution No 7:**
Appointment of Mr. Gurcharan Das (DIN: 00032103) as the Non- Executive Independent Director of the Company, not liable to retire by rotation

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 646205 | 352065 | 64.73 | 35.27 |
| Public-Others | 5265160 | 3060 | 0.06 | 2782 | 269 | 91.18 | 8.82 |
| **Total (A)** | **32585217** | **25439133** | **78.07** | **25086799** | **352334** | **98.61** | **1.39** |

**Resolution No 8:**
Appointment of Mr. A.K. Gupta (DIN: 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 990270 | 8000 | 99.20 | 0.80 |
| Public-Others | 5265160 | 3048 | 0.06 | 2985 | 63 | 97.93 | 2.07 |
| **Total (A)** | **32585217** | **25439121** | **78.07** | **25431058** | **8063** | **99.97** | **0.03** |



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**Resolution No 9:**
Appointment of Ms. Sonali Dhawan (DIN: 06808527) as the Non- Executive Director of the Company liable to retire by rotation

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 998270 | 0 | 100.00 | 0.00 |
| Public-Others | 5265160 | 3060 | 0.06 | 2872 | 188 | 93.84 | 6.16 |
| **Total (A)** | **32585217** | **25439133** | **78.07** | **25438945** | **188** | **100.00** | **0.00** |

**Resolution No 10:**
Payment of Remuneration to the Cost Auditor for the Financial Year 2014-15

| Promoter / Public | 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 | 24437803 | 24437803 | 100.00 | 24437803 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2882254 | 998270 | 34.64 | 998270 | 0 | 100.00 | 0.00 |
| Public-Others | 5265160 | 3101 | 0.06 | 3093 | 8 | 99.74 | 0.26 |
| **Total (A)** | **32585217** | **25439174** | **78.07** | **25439166** | **8** | **100.00** | **0.00** |

All the resolutions are passed with requisite majority.

Gillette India Limited

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The Reports of the Scrutinizer in respect of the e-voting and poll undertaken at the Annual General Meeting held on September 29, 2014 is enclosed herewith.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,
**For Gillette India Limited**

**Jessica Rastogi**
**Dy. Company Secretary**

Gillette India Limited

To,
The Chairman
30th Annual General Meeting of the Equity Shareholders of Gillette India Limited held on 29th September, 2014 at 11:00 a.m. at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar), Rajasthan-301 019

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi- 110091, have been appointed as Scrutinizer of Gillette India Limited ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 30th Annual General Meeting of the Equity Shareholders of Gillette India Limited , held on 29th September, 2014 at 11:00 am at SPA-65A, Bhiwadi Industrial Area, Bhiwadi (Dist. Alwar) Rajasthan-301 019,submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, i.e. between 11:30 a.m. to 12:30 p.m., ballot boxes kept for polling were locked in my presence.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents, MAS Services Limited of the company and the authorizations/proxies lodged with the Company.

3. Mr. Rupesh Agarwal and Mr. Sharwan Mangla were appointed as witness for the whole poll process

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

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-416 * SENIOR PARTNER * COMPANY SECRETARIES *

5. The result of the poll is as under:

**a) Resolution 1 - Adoption of Balance sheet as at June 30,2014, the Statement of Profit and Loss and the Cash Flow Statement for the Financial year ended on that date, together with the Reports of the Directors and Auditors thereon.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438629 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333044 |

CHANDRASEKARAN ASSOCIATES
S. CHANDRASEKARAN
FCS-1644
CP-715
SENIOR PARTNER
COMPANY SECRETARIES

**b.) Resolution 2 - Declaration of Dividend for the financial year ended June 30,2014.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438617 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 2 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared Invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333054 |

CHANDRASEKARAN ASSOCIATES
S. CHANDRASEKARAN
FCS-1644
CP-7161
SENIOR PARTNER
COMPANY SECRETARIES

**c.) Resolution 3 - Re-appointment of Mr. Pramod Agarwal (DIN: 00066989), Director, retiring by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438620 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333053 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-715 * SENIOR PARTNER * COMPANY SECRETARIES *

**d.) Resolution 4 - Appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), as Auditors and fixing their remuneration.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438620 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 1 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333052 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-7716 * SENIOR PARTNER * COMPANY SECRETARIES *

**e.) Resolution 5 - Appointment of Mr. B.S. Mehta (DIN: 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438619 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 1 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333053 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-716 * SENIOR PARTNER * COMPANY SECRETARIES *

**f.) Resolution 6 - Appointment of Mr. C.R. Dua (DIN: 00036080) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438620 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 1 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333052 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-715 * SENIOR PARTNER * COMPANY SECRETARIES

g.) **Resolution 7 - Appointment of Mr. Gurcharan Das (DIN: 00032103) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438621 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 1 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333051 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-745 * SENIOR PARTNER * COMPANY SECRETARIES *

**h.) Resolution 8 - Appointment of Mr. A.K. Gupta (DIN: 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438622 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333051 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP.-715 * SENIOR PARTNER * COMPANY SECRETARIES *

**i.) Resolution 9 - Appointment of Ms. Sonali Dhawan (DIN: 06808527) as the Non- Executive Director of the Company liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438622 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333051 |

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP * SENIOR PARTNER * COMPANY SECRETARIES *

**j.) Resolution 10 - Approval for Payment of Remuneration to the Cost Auditor of the Company for the Financial Year 2014-15:**

i. Votes in favour of the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 24771673 | 24438623 | 100 |

ii. Votes against the resolution:

| Number of shares voted through Ballot Poll process | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 24771673 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 37 | 333050 |

6. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll all other relevant records will be handed over to the Deputy Company Secretary for safe keeping .

Thanking you,
Yours faithfully,

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP.-715 * SENIOR PARTNER * COMPANY SECRETARIES *

**Dr. S. Chandrasekaran**
Senior Partner,
Chandrasekaran Associates
Practicing Company Secretaries

Place: Bhiwadi
Date: 29.09.2014

**Scrutinizer's Report**
**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
30th Annual General Meeting of the Equity Shareholders of Gillette India Limited held on 29th September, 2014 at 11:00 a.m.
at SPA-65A, Bhiwadi Industrial Area,
Bhiwadi (Dist. Alwar),
Rajasthan-301 019

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi- 110091, have been appointed as Scrutinizer of Gillette India Limited ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 09:00 a.m. on Monday 22nd September 2014, to till 05:00 p.m. on Wednesday 24th September, 2014.

2. The shareholders holding shares as on the "cut off" date i.e. 14th August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 10 as set out in the Notice of the 30th Annual General Meeting of the Company dated August 12, 2014)

3. The votes were unblocked on Thursday, 25th September, 2014 around 11:30 a.m. in the presence of two witnesses, Mr. Rupesh Agarwal R/o. 11 F, Pocket-IV Mayur Vihar, Phase-1, Delhi -110091 and Mr. Shashikant Tiwari R/o.D-65/66, Back Side, Pandav Nagar, Near Mother Dairy plant, New Delhi-110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Rupesh Agarwal

Name: Shashikant Tiwari

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4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com). The same has been marked as **Annexure-1**

5. The result of the e-voting is as under:

   a) **Resolution 1 - Adoption of Balance sheet as at June 30,2014, the Statement of Profit and Loss and the Cash Flow Statement for the Financial year ended on that date, together with the Reports of the Directors and Auditors thereon.**

      i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 866888 | 866888 | 100 |

      ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 866888 | 0 | 0 |

      iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**b.) Resolution 2 - Declaration of Dividend for the financial year ended June 30,2014.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000551 | 1000551 | 100 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000551 | 0 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared Invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**c.) Resolution 3 - Re-appointment of Mr. Pramod Agarwal (DIN: 00066989), Director, retiring by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000511 | 444146 | 44.39 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000511 | 556365 | 55.61 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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d.) **Resolution 4 - Appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), as Auditors and fixing their remuneration.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 866849 | 866848 | 100 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 866849 | 1 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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e.) **Resolution 5 - Appointment of Mr. B.S. Mehta (DIN: 00035019) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000511 | 819201 | 81.88 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000511 | 181310 | 18.12 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**f.) Resolution 6 - Appointment of Mr. C.R. Dua (DIN: 00036080) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000446 | 648187 | 64.79 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000446 | 352259 | 35.21 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**g.) Resolution 7 - Appointment of Mr. Gurcharan Das (DIN: 00032103) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000511 | 648178 | 64.78 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000511 | 352333 | 35.22 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**h.) Resolution 8 - Appointment of Mr. A.K. Gupta (DIN: 02588131) as the Non- Executive Independent Director of the Company, not liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000499 | 992436 | 99.19 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000499 | 8063 | 0.81 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**i.) Resolution 9 - Appointment of Ms. Sonali Dhawan (DIN: 06808527) as the Non- Executive Director of the Company, liable to retire by rotation.**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000511 | 1000323 | 99.98 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000511 | 188 | 0.02 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

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**j.) Resolution 10 - Approval for Payment of Remuneration to the Cost Auditor of the Company for the Financial Year 2014-15:**

i. Votes in favour of the resolution:

| Number of shares voted through electronic voting system | Number of votes casted in favour of the resolution | % of total number of valid votes casted in favour of the resolution |
|---|---|---|
| 1000551 | 1000543 | 100 |

ii. Votes against the resolution:

| Number of shares voted through electronic voting system | Number of votes casted against the resolution | % of total number of valid votes casted against the resolution |
|---|---|---|
| 1000551 | 8 | 0 |

iii. Invalid votes:

| Total number of members whose votes were declared invalid | Total number of votes casted by members whose votes were declared invalid |
|---|---|
| 0 | 0 |

6. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Deputy Company Secretary for safe keeping.
7. The declarations of above results are based on the information downloaded from the website of National Securities Depository Limited provided for evoting.

Thanking you,
Yours faithfully,

CHANDRASEKARAN ASSOCIATES * S. CHANDRASEKARAN * FCS-1644 CP-715 * SENIOR PARTNER * COMPANY SECRETARIES *

**Dr. S. Chandrasekaran**
Senior Partner,
Chandrasekaran Associates
Practicing Company Secretaries

Place: Delhi
Date: 27.09.2014