



Procter & Gamble Overseas India BV  
Watermanweg 100  
3067 GG ROTTERDAM  
Nederland

March 31, 2017

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

Dear Sir / Madam,

**Sub:- Disclosure under Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Pursuant to regulation 10 (6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we are enclosing herewith disclosure regarding acquisition of shares of Gillette India Limited (Target Company) on account of merger with another promoter group company, viz., Procter & Gamble India Holdings B.V. with us.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,  
For Procter & Gamble Overseas India B.V.

A handwritten signature in blue ink, appearing to read 'Anshu', is written over the signature line.

**Authorized Signatory**

Encl: As Above



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**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial acquisition of Shares and Takeovers) Regulations, 2011**

|    |                                                                                                                                                                                                                                                                                                                 |                                                                                                    |                                   |                                                                  |                                   |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------|------------------------------------------------------------------|-----------------------------------|
| 1. | Name of the Target Company (TC)                                                                                                                                                                                                                                                                                 | Gillette India Limited                                                                             |                                   |                                                                  |                                   |
| 2. | Name of the acquirer(s)                                                                                                                                                                                                                                                                                         | Procter & Gamble Overseas India BV (“PGOIBV”)                                                      |                                   |                                                                  |                                   |
| 3. | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                                                                    | National Stock Exchange of India Limited and BSE Limited                                           |                                   |                                                                  |                                   |
| 4. | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares                                                                                                                                                                                                                 | Change in promoter shareholding on account of merger of promoter group companies                   |                                   |                                                                  |                                   |
| 5. | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                                                                | Regulation 10 (1) (d) (iii)                                                                        |                                   |                                                                  |                                   |
| 6. | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so:- <ul style="list-style-type: none"><li>whether disclosure was made and whether it was made within the timeline specified under the regulations.</li><li>date of filing with the stock exchange.</li></ul> | Not applicable                                                                                     |                                   |                                                                  |                                   |
| 7. | Details of acquisition                                                                                                                                                                                                                                                                                          | Disclosures required to be made under regulation 10(5)                                             |                                   | Whether the disclosures under regulation 10(5) are actually made |                                   |
| a. | Name of the transferor / seller                                                                                                                                                                                                                                                                                 | Procter & Gamble India Holdings BV (“PGIHBV”)                                                      |                                   | Not applicable                                                   |                                   |
| b. | Date of acquisition                                                                                                                                                                                                                                                                                             | March 31, 2017                                                                                     |                                   | Not applicable                                                   |                                   |
| c. | Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                                                                         | 1,30,73,465 Equity Shares                                                                          |                                   | Not applicable                                                   |                                   |
| d. | Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                                                                  | 40.12 %                                                                                            |                                   | Not applicable                                                   |                                   |
| e. | Price at which shares are proposed to be acquired / actually acquired                                                                                                                                                                                                                                           | Not applicable as change in promoter shareholding on account of merger of promoter group companies |                                   | Not applicable                                                   |                                   |
| 8. | Shareholding details                                                                                                                                                                                                                                                                                            | Pre-Transaction                                                                                    |                                   | Post-Transaction                                                 |                                   |
|    |                                                                                                                                                                                                                                                                                                                 | No. of shares held                                                                                 | % w.r.t total share capital of TC | No. of shares held                                               | % w.r.t total share capital of TC |
| a. | Each Acquirer / Transferee(*)                                                                                                                                                                                                                                                                                   | Please refer attached Annexure 1                                                                   |                                   |                                                                  |                                   |
| b. | Each Seller / Transferor                                                                                                                                                                                                                                                                                        |                                                                                                    |                                   |                                                                  |                                   |

For Procter & Gamble Overseas India R.V.

*[Signature]*  
Authorised Signatory



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### Annexure 1

| Shareholding details |                                    | Pre-Transaction    |                                   | Post-Transaction   |                                   |
|----------------------|------------------------------------|--------------------|-----------------------------------|--------------------|-----------------------------------|
|                      |                                    | No. of shares held | % w.r.t total share capital of TC | No. of shares held | % w.r.t total share capital of TC |
| <b>a.</b>            | <b>Acquirer / Transferee</b>       |                    |                                   |                    |                                   |
|                      | Procter & Gamble Overseas India BV | Nil                | Nil                               | 1,30,73,465        | 40.12 %                           |
|                      |                                    |                    |                                   |                    |                                   |
| <b>b.</b>            | <b>Seller / Transferor</b>         |                    |                                   |                    |                                   |
|                      | Procter & Gamble India Holdings BV | 1,30,73,465        | 40.12 %                           | Nil                | Nil                               |

For Procter & Gamble Overseas India BV

  
Authorized Signatory