B. V. Dholakia
B.A., L.L.B., C.A.I.I.B., F.C.S.

DHOLAKIA
& ASSOCIATES
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 SPECIAL RESOLUTION FOR ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 12th November, 2013 for conducting the Postal Ballot process in connection with the above referred matter.

2. I submit my report as under:

   2.1 The Company has completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Speed Post on 22nd November, 2013 by the Registrar and Share Transfer Agent to the Members, whose names appeared on the Register of Members/List of beneficiaries as on 8th November, 2013.

   2.2 Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

   2.3 The Postal Ballot Forms received from the shareholders were kept under the safe custody of the Registrar and Share Transfer Agent at its office at T-34, Okhla Industrial Premises Phase II, Okhla, New Delhi.

   2.4 All Postal Ballot Forms received up to the close of working hours (1700 hours) on 23rd December, 2013, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

   2.5 Envelopes containing Postal Ballot Forms received after 1700 hours on 23rd December, 2013 were not considered for my scrutiny. These envelopes were not opened.

DHOLAKIA & ASSOCIATES ★ COMPANY SECRETARIES CP 5074 FCS-977

MHB-11/A-302, Sarvodaya Co-op. Hsg. Soc. Ltd. Near Bhavishya Nidhi Building, Kher Nagar, Service Road, Bandra (E), Mumbai - 400 051.
TEL: +91 22 2658 0309 TELEFAX: +91 22 2647 6280 E-MAIL: info@dholakia-associates.com / dholakia_companysecretary@yahoo.co.in

2.6 The Postal Ballot envelopes were opened from time to time and the last lot was opened on 23rd December, 2013 after 1700 hours in the presence of my Authorized Representative.

2.7 The Votes cast by the Promoter/Promoter Group were taken into account only to the extent permissible under Point 22 (a) of the Order No. WTM/PS/12/CFD/JULY/2013 of Securities Exchange Board of India (SEBI) dated 5th July, 2013.

2.8 Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.

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

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

2.11 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL), the agency for providing and supervising electronic platform on 24th December, 2013.

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:

3.1. **Details of Postal Ballot Forms received:**

Particulars	**Number of Forms**	**No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes)**
Total Number of Postal Ballot Forms Received	584	1,16,49,341
Less: Total Number of Invalid Postal Ballot Forms (As per details attached in **Annexure - III**)	45	3,595
Total Number of Valid Postal Ballot Forms	**539**	**1,16,45,746**

DHOLAKIA & ASSOCIATES ★ COMPANY SECRETARIES ★ CP 507 FCS-977

3.2. **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)
Total Votes received by electronic mode	47	90,033
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III)**	1	423
Total Number of Valid Valid Votes	**46**	**89,610**

3.3. **Details of Voting:**

Particulars	No of Physical Ballot Forms/Electronic	No of Equity Shares of Rs. 10 each (Votes)	% of Valid Votes Received
Total Valid Postal Ballots / Votes received	585	1,17,35,356	100
Assented to Resolution	**557**	**1,17,29,287**	**99.95**
Dissented to Resolution	**28**	**6,069**	**0.05**

4. I have handed over the Postal Ballot Forms and other related Papers/Registers and records for safe custody to the Chairman and Director authorised by the Board to supervise the Postal Ballot process.

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

DHOLAKIA & ASSOCIATES ★ CP 507 FCS-977 ★ COMPANY SECRETARIES

CS B. V. Dholakia
Proprietor
Dholakia & Associates
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 24th December, 2013

"Annexure-I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

1. A Postal Ballot Form is complete in all respects.

2. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.

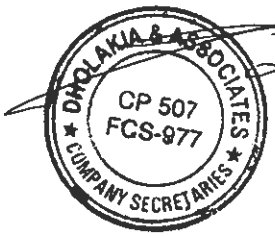
3. Joint shareholder(s) has/ have signed the Postal Ballot form instead of first named shareholder, the vote cast by the joint named shareholders is/are considered.

4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast was considered.

5. Shareholder has voted for more than his actual shareholding, the actual shareholding was considered.

B. VOTING THROUGH ELECTRONIC MODE:

6. Shareholder has voted only through e-voting i.e. electronic mode.



CS B. V. Dholakia
Proprietor
Dholakia & Associates
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 24th December, 2013

"Annexure-II"

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent or dissent.

2. Ballot paper is not signed.

3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs materially with that of the signature in the Postal Ballot Forms.

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. Shareholder 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 certified true copy of Board Resolution / Power of Attorney / Letter of Authority not attached along with Postal Ballot Form.

8. The 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.

B. VOTING THROUGH ELECTRONIC MODE:

9. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through valid Physical Ballot Form has been considered and e-Voting has been treated as 'Invalid'.

10. Institutional Shareholder (other than Individuals, HUF, NRI etc.) have not sent scanned copy / hard copy of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signatures of the duly authorised signatory.

DHOLAKIA & ASSOCIATES ★ COMPANY SECRETARIES ★ CP 507 FCS-977

CS B. V. Dholakia
Proprietor
Dholakia & Associates
(Company Secretaries)
C. P. No. 507

Place : Mumbai
Date : 24th December, 2013

"Annexure – III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

Sr. No.	Category	NO. OF FORMS/ELECTRONIC VOTES	Total number of Invalid votes (Equity share of Rs. 10/- each
A. PHYSICAL BALLOT FORM:			
1.	No votes polled	19	NA
2.	Not signed	NIL	NA
3.	Authority Letter/Board Resolution not attached.	5	140
4.	Signature not available	NIL	NA
5.	Signature not tallied	18	1,267
6.	Votes Polled for both Against and For	2	188
7.	Photocopy of the Postal Ballot Form sent	1	2,000
8.	Forms found in Mutilated form	NIL	NA
B. VOTING THROUGH ELECTRONIC MODE:			
9.	Voted through e-Voting and Physical Both.	NIL	NA
10.	Authority Letter/Board Resolution not sent.	2	423
TOTAL		**46**	**4,018**

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