

Gillette India Limited
(CIN: L28931MH1984PLC267130)
Registered Office: P&G Plaza, Cardinal Gracias Road,
Chakala, Andheri (E), Mumbai - 400 099
Website: www.pg.com/en_IN; email id: machado.f.1@pg.com
Tel: (+91-22) 2826 6000; Fax: (+91-22) 2826 7337

Dear Members,

Notice is hereby given to the Members of the Company pursuant to Section 110 of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta and Mr. Gurcharan Das, who are above 75 years of age, as Non-Executive Independent Directors, proposed to be passed as 'Special Resolution', by way of Postal ballot.

Members' consent is requested for the proposal contained in the resolutions appended below. An explanatory statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolutions is annexed hereto for your consideration.

1. Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta (DIN 00035019) as Non-Executive Independent Director of the Company i.e. up to September 28, 2019, notwithstanding that he has attained the age of 75 years."

2. Continuation of present tenure of directorship of Mr. Gurcharan Das, who is above 75 years of age, as a Non-Executive Independent Director

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of present tenure of directorship of Mr. Gurcharan Das (DIN 00100011) as Non-Executive Independent Director of the Company i.e. up to September 28, 2019, notwithstanding that he has attained the age of 75 years."

By Order of the Board of Directors
For **Gillette India Limited**

December 21, 2018
Mumbai

Ghanashyam Hegde
Company Secretary

Notes:

- (1) Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice;
- (2) As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the annexure to this Postal Ballot Notice;
- (3) The Company has appointed Mr. B. V. Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Nrupang Dholakia, Practicing Company Secretary, Designated Partner of Dholakia & Associates LLP, to act as the scrutinizer, for conducting the postal ballot process, in a fair and transparent manner;
- (4) This Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial owners,

received from the National Securities Depository Ltd (NSDL) / Central Depository Services (India) Ltd (CDSL) as on Friday, December 21, 2018;

- (5) The Company is pleased to provide e-voting facility as an alternate, to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically, instead of dispatching the Postal Ballot form. E-voting is optional;

The instructions for the shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) open e-mail and open the PDF file viz, "GILLETTE.pdf" with your client ID or Folio No as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Gillette India Ltd;
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. to the Scrutinizer through e-mail at gilpb2019@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (6) Shareholders who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investor Relations' page on the website of the Company www.pg.com/en_IN. The Shareholders can also seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agent (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi 110 020 or the Registered Office of the Company at P&G Plaza, Cardinal Gracias Road, Chakala, Andheri East, Mumbai - 400 099.
- (7) Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice-versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done by e-voting shall prevail and voting done through Physical Ballot will be treated as invalid.
- (8) Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Registrar & Transfer Agents (RTA), MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase II, New Delhi

110 020, as to reach the RTA on or before the close of / cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.

- (9) The voting period for e-voting module ends on Monday, January 28, 2019. The e-voting module shall also be disabled by NSDL at 5.00 p.m. (IST) on the same day.
- (10) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., on Monday, January 28, 2019 shall be the date on which the resolution would deemed to have been passed, if approved by the requisite majority.
- (11) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on December 21, 2018.
- (12) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Wednesday, January 30, 2019. The result of the postal ballot shall be intimated to the Stock Exchanges where the shares of the Company are listed, and displayed along with the Scrutinizer's report on the Company's website viz., http://www.pg.com/en_IN/.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director

At the 30th Annual General Meeting held on September 29, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Bansidhar Sunderlal Mehta as Non-Executive Independent Directors for a period of five years effective September 29, 2014. Mr. Mehta will complete his present term on September 28, 2019. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Mehta has attained the age of 75 years.

Mr. Mehta is a graduate in commerce and a Fellow Member of The Institute of Chartered Accountants of India. He is a Chartered Accountant in practice dealing with taxation, accountancy and valuation of mergers and acquisitions. He is a Director on the Boards of several prominent companies in India. Considering the rich experience and expertise of Mr. Mehta and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on November 2, 2018 recommended the continuation of Mr. Mehta's present tenure of appointment as Non-Executive Independent Director i.e. up to September 28, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The Board recommends passing of the Special Resolution at item no. 1.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Bansidhar Sunderlal Mehta, are concerned or interested, financially or otherwise, in this item.

Item No. 2

Continuation of present tenure of directorship of Mr. Gurcharan Das, who is above 75 years of age, as a Non-Executive Independent Director

At the 30th Annual General Meeting held on September 29, 2014, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Gurcharan Das as Non-Executive Independent Directors for a period of five years effective September 29, 2014. Mr. Das will complete his present term on September 28, 2019. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Das has attained the age of 75 years.

Mr. Das graduated with honors from Harvard University. He was CEO, Procter & Gamble India and later Managing Director, Procter & Gamble Worldwide (Strategic Planning). After a 30-year career, he took early retirement to become an author. He is a regular speaker to the managements of the world's largest corporations. Considering the rich experience and expertise of Mr. Das and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the

Company ("the Board") at their respective meetings held on November 2, 2018 recommended the continuation of Mr. Das present tenure of appointment as Non-Executive Independent Director i.e. up to September 28, 2019, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The Board recommends passing of the Special Resolution at item no. 2.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Gurcharan Das, are concerned or interested, financially or otherwise, in this item.

By Order of the Board of Directors
For **Gillette India Limited**

December 21, 2018
Mumbai

Ghanashyam Hegde
Company Secretary

Details of Directors proposed to be re-appointed

Resolution/Item No	1	2
Name of Director	Mr. Bansidhar Mehta	Mr. Gurcharan Das
Age	83 years	75 years
Date of Birth	19/09/1935	03/10/1943
Date of appointment on the Board	11/10/1979	29/01/2007
Expertise in specific field	Chartered Accountant	Management Consultant
Names of other Companies in which he holds Directorships	1. Procter & Gamble Hygiene and Health Care Limited 2. Pidilite Industries Limited 3. Century Enka Limited 4. Atul Limited 5. Saska Technologies Limited	1. DMI Finance Private Limited 2. Gurcharan Das Consultants Private Limited 3. Aditya Birla Sun Life Trustee Private Limited
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committees: Audit Committee	Member of Committees: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Corporate Social Responsibility
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she/he is a Director	Chairman of Committees: 1. Pidilite Industries Ltd – <i>Audit Committee</i> 2. Saska Technologies Ltd – <i>Audit Committee</i> Member of Committees: 1. Atul Limited- <i>Audit Committee</i> 2. Century Enka Ltd – <i>Audit Committee, Corporate Social Responsibility and Committee Nomination and Remuneration Committee</i> 3. Pidilite Industries Ltd – <i>Nomination and Remuneration Committee and Risk Management Committee</i> 4. Procter & Gamble Hygiene and Health Care Limited- <i>Audit Committee</i>	
Number of Meetings of the Board attended during the year (December 2017 to December 2018)	Four out of Four	Four out of Four
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None

Gillette India Limited

(CIN: L28931MH1984PLC267130)

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Tel: (91-22) 2826 6000 Fax: (91-22) 2826 7337

POSTAL BALLOT FORM

(To be returned to Registrar & Transfer Agents of the Company)

1. Name(s) of Shareholder(s) :
(including joint-holders, if any)
2. Registered address of the sole/
first named Shareholder :
3. Registered Folio No./
DPID No. / Client ID No. :
4. Number of share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated December 21, 2018 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent from the resolution (Against)
1.	Continuation of present tenure of directorship of Mr. Bansidhar Sunderlal Mehta, who is above 75 years of age, as a Non-Executive Independent Director (Special Resolution)			
2.	Continuation of present tenure of directorship of Mr. Gurcharan Das, who is above 75 years of age, as a Non-Executive Independent Director (Special Resolution)			

Place:

Date:

Signature of Shareholder(s)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD /PIN

Note:

1. Kindly read the instructions printed overleaf before filing the form
2. Last date for receipt of Postal Ballot Forms is Monday, January 28, 2019

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar & Transfer Agents of the Company, Mas Services Limited in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Registrar & Transfer Agents of the Company on or before the close of working hours on **Monday, January 28, 2019**. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/ Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instruction for the shareholders for e-voting are as under :

(a) In case of Shareholders receiving e-mail from NSDL :

- (i) Open e-mail and open the PDF file viz, "**GILLETTE.pdf**" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL:
[https://www.evoting.nsdl.com/;](https://www.evoting.nsdl.com/)
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active Evoting Cycles;
- (vii) Select "EVEN" of Gillette India Ltd;
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. to the Scrutinizer through e-mail at gilpb2019@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(b) In case of Shareholders receiving Postal Ballot Form in Physical Form:

- (I) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.