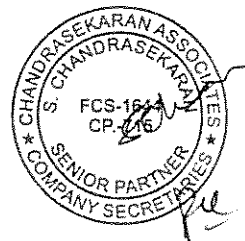


To,
The Chairman
30th Annual General Meeting of the Equity Shareholders of Gillette India Limited held
on 29th September, 2014 at 11:00 a.m. at SPA-65A, Bhiwadi Industrial Area,
Bhiwadi (Dist. Alwar), Rajasthan-301 019

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.



A handwritten signature in black ink, located at the bottom left of the page.

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:

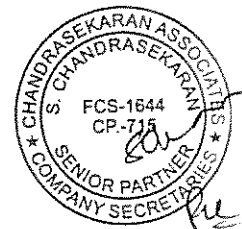
Number of shares voted through Ballot Poll process	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
24771673	24438629	100

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



Handwritten initials/signature

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

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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 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



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:

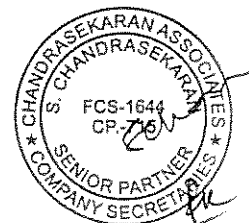
Number of shares voted through Ballot Poll process	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
24771673	24438620	100

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



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:

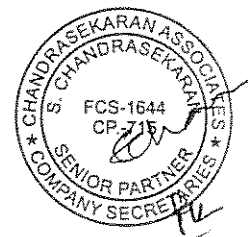
Number of shares voted through Ballot Poll process	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
24771673	24438619	100

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



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:

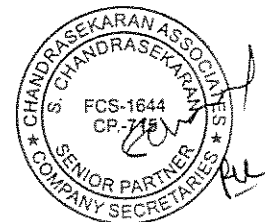
Number of shares voted through Ballot Poll process	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
24771673	24438620	100

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



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



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



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:

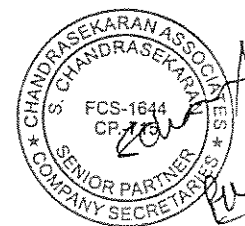
Number of shares voted through Ballot Poll process	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
24771673	24438622	100

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



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:

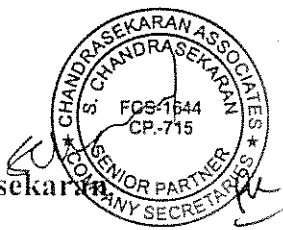
Number of shares voted through Ballot Poll process	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
24771673	0	0

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,



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

Place: Bhiwadi
Date: 29.09.2014

Handwritten initials/signature