



# 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; e-mail : machado.f.1@pg.com, Tel. : (91-22) 2826 6000, Fax : (91-22) 2826 7303,

## POSTAL BALLOT FORM

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

### Serial No

1. Name & address of the Sole/ First named Shareholder as registered with the Company :

2. Name(s) of the Joint Shareholders(s) :  
if any, registered with the Company

3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)

4. No. of shares held

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated December 5, 2017 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution as stated in Postal Ballot Notice	No. of Shares for which vote cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Approval of material related party transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			

Place :

Date :

Signature of the Shareholder(s)

## ELECTRONIC VOTING PARTICULARS

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

Note :

1. Kindly read the instructions printed overleaf before filling the form.

2. Last date for receipt of Postal Ballot Forms is Monday, January 8, 2018.

P.T.O.

## 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 8, 2018**. 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.evotingnsdl.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 [gilpb2017@dholakia-associates.com](mailto:gilpb2017@dholakia-associates.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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.**

# P&G 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; e-mail : machado.f.1@pg.com, Tel. : (91-22) 2826 6000, Fax : (91-22) 2826 7303,

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, that the resolution, as set out hereunder, is proposed to be passed as an '**Ordinary Resolution**', by way of Postal ballot.

Members' consent is requested for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and reasons for the proposed resolution, is annexed hereto for your consideration.

1. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** :

*RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for entering into related party transactions, which are undertaken in ordinary course of business and at arm's length, as detailed below:*

Name of Related Party	Procter & Gamble International Operations S. A., Singapore Branch	Procter & Gamble International Operations S. A., Switzerland
Nature of transaction	Import of Finished Good	Import of Finished Good
Maximum amount of transaction per annum from financial year 2017-18 onwards	Rs. 650 Crores *	Rs. 650 Crores *

\*Expected maximum annual value of transaction over next 4 to 5 years

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

**December 5, 2017**  
**Mumbai**

sd/-  
**Flavia Machado**  
**Company Secretary**

Notes :

- (1) Explanatory Statement for the proposed Ordinary Resolution pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons is appended to the Notice;
- (2) 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;
- (3) 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 December 1, 2017;
- (4) 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 [gilpb2017@dholakia-associates.com](mailto:gilpb2017@dholakia-associates.com) with a copy marked to [evoting.nsdl.co.in](mailto: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](http://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).
  - (5) 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](http://www.evoting.nsdl.com) or from the 'Investor Relations' page on the website of the Company [www.pg.com/en\\_IN](http://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.

- (6) 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.
- (7) 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 working hours on Monday, January 8, 2018. The postage 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.
- (8) The voting period for e-voting module ends on Monday, January 8, 2018. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.
- (9) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., Monday, January 8, 2018 shall be the date on which the resolution would deemed to have been passed, if proved by the requisite majority.
- (10) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, December 1, 2017.
- (11) The Scrutinizer will submit his report after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on or before Wednesday, January 10, 2018. 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/](http://www.pg.com/en_IN/).

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

##### Item No. 1

The Company, in its ordinary course of business, imports certain high end finished goods from its fellow subsidiaries (Procter & Gamble Group Companies). The Company anticipates an increase in import of finished goods due to foreseeable growth in the business, beyond the materiality limits defined under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As an ample precaution, the Company, in order to secure continuity of sale of such imported products, is seeking approval of the Shareholders for the said anticipatory increase in transactions.

The details of the said related party transactions are given below:

Name of Related Party	Procter & Gamble International Operations S.A., Singapore Branch	Procter & Gamble International Operations S.A., Switzerland
Nature of relationship	Fellow Subsidiary (Procter & Gamble group Company)	Fellow Subsidiary (Procter & Gamble group Company)
Name of Director(s) or Key Managerial Personnel who is related	None	None
Nature of transaction	Import of Finished Goods	Import of Finished Goods
Maximum amount of transaction per annum from financial year 2017-18 onwards	Rs. 650 Crores*	Rs. 650 Crores*
Period of transaction	Repetitive in nature	Repetitive in nature
Terms & Conditions of Transaction	Pricing and payment terms: At arm's length. Pricing agreed between the related parties would be reviewed and validated for meeting the criteria of arm's length pricing (ALP) by a reputed and independent Chartered Accountant firm.	Pricing and payment terms: At arm's length. Pricing agreed between the related parties would be reviewed and validated for meeting the criteria of arm's length pricing (ALP) by a reputed and independent Chartered Accountant firm.
Whether the transaction has been approved by Audit Committee	Yes	Yes
Whether the transaction is at arm's length	Yes	Yes
Whether the transaction is in ordinary course of business	Yes	Yes

\* Expected maximum annual value of transaction over next 4 to 5 years

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all Related Party Transactions require approval of the Audit Committee. The Audit Committee of the Company has approved the abovementioned related party transactions at their meeting held on November 13, 2017.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions require approval of the shareholders by way of an Ordinary resolution and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not. Hence, the promoter group companies shall abstain from voting for this resolution.

As the related party transactions are in the ordinary course of business and at arm's length basis, approval under Section 188 of the Companies Act, 2013 is not required.

None of the Directors, Key Managerial Personnel of the Company and their relatives is interested in or concerned with the resolution.

The Board of Directors recommends passing of the resolution as an Ordinary Resolution, by exercising their vote through the Postal Ballot.

December 5, 2017  
Mumbai

By Order of the Board of Directors  
For **Gillette India Limited**  
sd/-  
**Flavia Machado**  
Company Secretary