



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

- Name & address of the Sole/ First named Shareholder as registered with the Company :
- Name(s) of the Joint Shareholders(s) :
if any, registered with the Company
- Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form)
- No. of shares held
- 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 19, 2016 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.	Appointment of Mr. Karthik Natarajan (DIN 06685891) as Director, liable to retire by rotation and Whole - Time Director for a period of five years			

Place :

Date :

Signature of the Shareholder(s)

ELECTRONIC VOTING PARTICULARS

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

Note :

- Kindly read the instructions printed overleaf before filling the form.
- Last date for receipt of Postal Ballot Forms is Monday, January 23, 2017.

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 23, 2017**. 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 certified true copy of 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.nsd.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 gilpb2016@dholakia-associatess.com with a copy marked to evoting@nsdl.com.

(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.



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(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 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 appointment of Mr. Karthik Natarajan (DIN 06685891) as Director, liable to retire by rotation and Whole-Time Director of the Company for a period of five year, 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 provision of Section 152 of the Companies Act, 2013 ("the Act") read with relevant Rules thereon and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof), approval be and is hereby accorded for appointment of Mr. Karthik Natarajan (DIN 06685891), who has submitted a notice in writing under Section 160 of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation, effective from date of passing of this resolution.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Act read with relevant Rules thereon and any other applicable provisions of the Act (including any statutory modification or re-enactment thereof), approval be and is hereby accorded for appointment of Mr. Karthik Natarajan (DIN 06685891) as Whole-Time Director (liable to retire by rotation) of the Company for a period of five years with effect from date of passing of this resolution, as per the terms and conditions detailed below:-

Mr. Natarajan would be paid remuneration by Procter & Gamble, Dubai, as detailed below:-

i. Remuneration upto Rs. 3,50,00,000/- per annum (subject to increments as per the rules and policies of the Company);

ii. Medical reimbursements, retivals and other perquisites shall be in accordance with the rules as applicable to all employees

The Company shall bear certain expenses for Mr. Natarajan, such as retivals, provided such amount shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby entitled to modify/revise the terms and conditions of the remuneration of Mr. Natarajan provided, however, the terms of remuneration shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time."

By Order of the Board of Directors

For **Gillette India Limited**

sd/-

Flavia Machado

Company Secretary

December 19, 2016
Mumbai

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) As required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings, the relevant details of Director seeking appointment are given in the Explanatory Statement to this Postal Ballot Notice.
- (3) The Company has appointed Mr. B. V. Dholakia, Practising Company Secretary, Designated Partner of Dholakia & Associates LLP and in his absence Mr. Nrupang Dholakia, Practising 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 December 16, 2016;
- (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 gilpb2016@dholakia-associates.com with a copy marked to evoting@nsdl.co.in

(a) 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.
- (b) 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.
- (c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (d) 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 working hours on Monday, January 23, 2017. 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.
- (9) The voting period for e-voting module ends on Monday, January 23, 2017. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.
- (10) The last date for receipt of duly completed Postal Ballot Forms or e-voting i.e., Monday, January 23, 2017 shall be the date on which the resolution would deemed to have been passed, if proved 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 Friday, December 16, 2016.
- (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 Tuesday, January 24, 2017. 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

Mr. Karthik Natarajan, Chief Financial Officer of the Company has been elevated as Director, Finance & Accounting – India, Middle East & Africa to take up regional responsibility effective October 1, 2016. Mr. Karthik Natarajan shall continue as Chief Financial Officer up to December 31, 2016. Mr. Gagan Sawhney shall takeover as Chief Financial Officer of the Company effective January 1, 2017. Keeping in view the contributions made by Mr. Karthik Natarajan during his association with the Company, the Board considers that it shall be in the best interests of the Company to appoint Mr. Karthik Natarajan (DIN 06685891) as Director of the Company, liable to retire by rotation and Whole-Time Director of the Company for a term of five years. The said appointment has been recommended by Nomination & Remuneration Committee and the Board of Directors have approved the same, subject to the approval of the Shareholders of the Company.

Mr. Karthik Natarajan is a Chartered Accountant and has completed his Bachelor of Commerce from RA Poddar College, Mumbai. Mr. Natarajan is currently Director, Finance & Accounting – India, Middle East & Africa and has been with P&G for over 16 years. Prior to this role, he was the Finance Director for P&G India and Chief Financial Officer of the Company. He was previously, worked across multiple locations including US, China, Philippines and Singapore. He has held global responsibilities and has led strategy development, business and financial planning and operational execution with excellence for several important P&G businesses over his tenure with P&G.

Mr. Karthik Natarajan is a Director on the Board of Procter & Gamble Hygiene and Health Care Limited and Temple Trees Impex and Investments Private Limited.

The Company has received a notice under Section 160 of the Companies Act, 2013 from Mr. Karthik Natarajan proposing his candidature for appointment as Director of the Company. The Company has received from Mr. Karthik Natarajan the necessary consent and declaration and he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The proposed terms and conditions of appointment of Mr. Karthik Natarajan as Whole Time Director are as given below:

Mr. Natarajan would be paid remuneration by Procter & Gamble, Dubai, as detailed below:-

- i. Remuneration upto Rs. 3,50,00,000/- per annum (subject to increments as per the rules and policies of the Company);
- ii. Medical reimbursements, retivals and other perquisites shall be in accordance with the rules as applicable to all employees

The Company shall bear certain expenses for Mr. Natarajan, such as retivals, provided such amount shall not exceed the ceiling as set out in Section 197 of the Act read with Schedule V to the Act, as amended from time to time.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Karthik Natarajan to whom the resolution relates, 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.

Details pursuant to Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings are as given below:

Name of the Director	Mr. Karthik Natarajan
DIN	06685891
Date of Birth	28/06/1977
Date of appointment on the Board	Effective from date of passing of resolution of Shareholders by postal ballot
Qualification	Chartered Accountant
Experience & Brief profile and nature of their expertise in specific functional areas	Mr. Karthik Natarajan is a Chartered Accountant and has completed his Bachelor of Commerce from RA Poddar College, Mumbai. Mr. Natarajan is currently Director, Finance & Accounting – India, Middle East & Africa and has been with P&G for over 16 years. Prior to this role, he was the Finance Director for P&G India and Chief Financial Officer of the Company. He was previously, worked across multiple locations including US, China, Philippines and Singapore. He has held global responsibilities and has led strategy development, business and financial planning and operational execution with excellence for several important P&G businesses over his tenure with P&G.
Directorships held in other companies	1. Procter & Gamble Hygiene and Health Care Limited 2. Temple Trees Impex and Investments Private Limited
Memberships / Chairmanships of the Committees across all other public companies	1. Procter & Gamble Hygiene and Health Care Limited · Corporate Social Responsibility Committee (Member) · Nomination & Remuneration Committee (Member) · Risk Management Committee (Member) · Cash and Investment Committee (Member)
Relationship with other Directors/Manager/ Key Managerial Personnel	Nil
Shareholding in the Company	Nil
No. of Board Meetings attended during the year	No meetings attended as a Director, as appointment is effective post passing of the resolution of Shareholders by postal ballot.