

Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

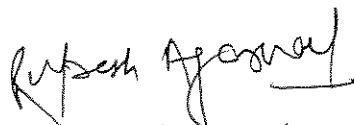
The Chairman

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 scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions. submit my report as under:

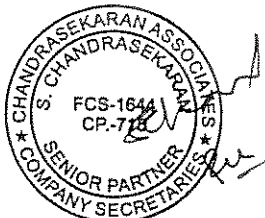
1. The e-voting period remained open from 09:00 a.m. on Monday 22nd September 2014, to till 05:00 p.m. on Wednesday 24th September, 2014.
2. The shareholders holding shares as on the "cut off" date i.e. 14th August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 10 as set out in the Notice of the 30th Annual General Meeting of the Company dated August 12, 2014)
3. The votes were unblocked on Thursday, 25th September, 2014 around 11:30 a.m. in the presence of two witnesses, Mr. Rupesh Agarwal R/o. 11 F, Pocket-IV Mayur Vihar, Phase-1, Delhi -110091 and Mr. Shashikant Tiwari R/o.D-65/66, Back Side, Pandav Nagar, Near Mother Dairy plant, New Delhi-110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Rupesh Agarwal



Name: Shashikant Tiwari



4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>). The same has been marked as **Annexure-1**

5. The result of the e-voting 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:

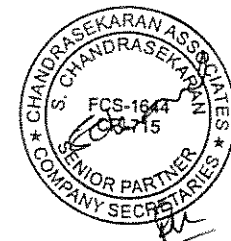
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
866888	866888	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
866888	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
0	0



b.) Resolution 2 - Declaration of Dividend for the financial year ended June 30,2014.

i. Votes in favour of the resolution:

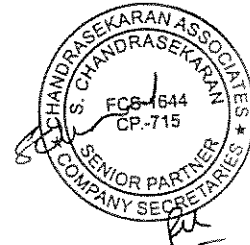
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000551	1000551	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000551	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
0	0



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e.) Resolution 3 - Re-appointment of Mr. Pramod Agarwal (DIN: 00066989), Director, retiring by rotation.

i. Votes in favour of the resolution:

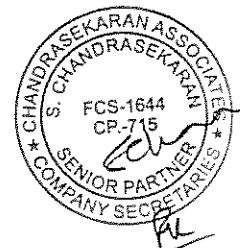
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000511	444146	44.39

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000511	556365	55.61

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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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:

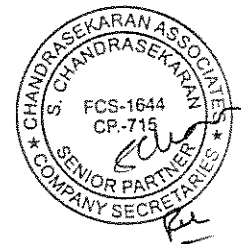
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
866849	866848	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
866849	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
0	0



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:

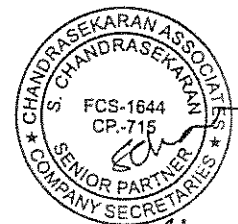
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000511	819201	81.88

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000511	181310	18.12

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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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:

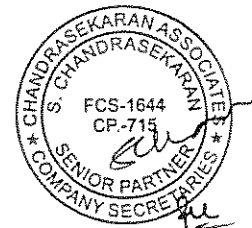
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000446	648187	64.79

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000446	352259	35.21

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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:

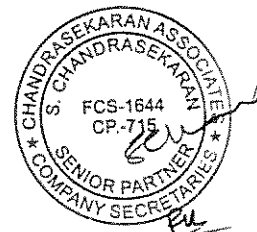
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000511	648178	64.78

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000511	352333	35.22

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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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:

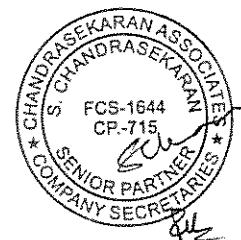
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000499	992436	99.19

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000499	8063	0.81

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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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:

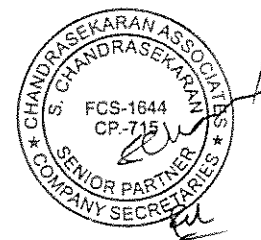
Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000511	1000323	99.98

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000511	188	0.02

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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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 electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
1000551	1000543	100

ii. Votes against the resolution:

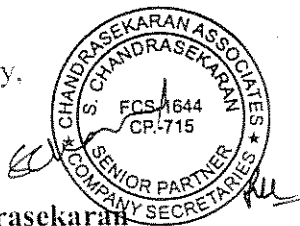
Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
1000551	8	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

6. The Register, all other papers and relevant records relating to electronic voting will remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Deputy Company Secretary for safe keeping.
7. The declarations of above results are based on the information downloaded from the website of National Securities Depository Limited provided for evoting.

Thanking you,
Yours faithfully,



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

Place: Delhi
Date: 27.09.2014