



**Gillette India Limited**  
CIN: L28931MH1984PLC267130  
Regd Office  
P&G Plaza, Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai 400 099  
Tel : 91-22-2826 6000  
Fax : 91-22-2826 7303  
www.pg.com/en\_IN

**Fax Nos:- 22723121/2037/2041/2061**

October 28, 2015

To  
The BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400001

**Ref:- Scrip Code:- 507815**

Dear Sir/Madam,

**Sub:- Disclosure of Voting Results of the 31<sup>st</sup> Annual General Meeting of Shareholders held on October 26, 2015 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, we are submitting hereunder details regarding the voting results of the 31<sup>st</sup> Annual General Meeting of the Shareholders of our Company held on Monday, October 26, 2015 at 3.30 p.m. at Y B Chavan Pratishthan, Gen. Jagannathrao Bhosle Marg, Mumbai - 400021:

<b>Date of Annual General Meeting</b>	October 26, 2015
<b>Total Number of Shareholders as on book closure</b>	23258 Shareholders
<b>No. of Shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group:	6
Public:	96
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Arranged
Promoters and Promoter Group:	Nil
Public:	Nil

**Mode of voting for all the Resolutions was:**

- E-voting conducted between October 21, 2015 to October 25, 2015; and
- Physical Poll conducted at the Annual General Meeting held on October 26, 2015



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Below is the resolution wise result of e-voting and poll:-

**Resolution No 1:**

To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.

Promoter /Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1037451	0	100.00	0.00
Public-Others	5283837	524985	9.94	524985	0	100.00	0.00
<b>Total (A)</b>	<b>32585217</b>	<b>26000239</b>	<b>79.79</b>	<b>26000239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	3490	0.07	3480	10	99.71	0.29
<b>Total (B)</b>	<b>32585217</b>	<b>3490</b>	<b>0.01</b>	<b>3480</b>	<b>10</b>	<b>99.71</b>	<b>0.29</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26003729</b>	<b>79.80</b>	<b>26003719</b>	<b>10</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No 2:**

To declare dividend for the Financial Year ended June 30, 2015

Promoter /Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1037451	0	100.00	0.00



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Public-Others	5283837	524985	9.94	524985	0	100.00	0.00
<b>Total (A)</b>	<b>32585217</b>	<b>26000239</b>	<b>79.79</b>	<b>26000239</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	3490	0.07	3478	12	99.66	0.34
<b>Total (B)</b>	<b>32585217</b>	<b>3490</b>	<b>0.01</b>	<b>3478</b>	<b>12</b>	<b>99.66</b>	<b>0.34</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26003729</b>	<b>79.80</b>	<b>26003717</b>	<b>12</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No 3:**

To appoint Ms. Sonali Dhawan (DIN 06808527) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.

Promoter/Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	995242	42209	95.93	4.07
Public-Others	5283837	524985	9.94	468699	56286	89.28	10.72
<b>Total (A)</b>	<b>32585217</b>	<b>26000239</b>	<b>79.79</b>	<b>25901744</b>	<b>98495</b>	<b>99.62</b>	<b>0.38</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	3490	0.07	3480	10	99.71	0.29
<b>Total (B)</b>	<b>32585217</b>	<b>3490</b>	<b>0.01</b>	<b>3480</b>	<b>10</b>	<b>99.71</b>	<b>0.29</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26003729</b>	<b>79.80</b>	<b>25905224</b>	<b>98505</b>	<b>99.62</b>	<b>0.38</b>



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**Resolution No 4:**

To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Promoter/Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1035481	1970	99.81	0.19
Public-Others	5283837	524985	9.94	524973	12	100.00	0.00
<b>Total (A)</b>	<b>32585217</b>	<b>26000239</b>	<b>79.79</b>	<b>25998257</b>	<b>1982</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	2240	0.04	2228	12	99.46	0.54
<b>Total (B)</b>	<b>32585217</b>	<b>2240</b>	<b>0.01</b>	<b>2228</b>	<b>12</b>	<b>99.46</b>	<b>0.54</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26002479</b>	<b>79.80</b>	<b>26000485</b>	<b>1994</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No 5:**

Appointment of Mr. Pramod Agarwal (DIN: 00066989) as Non-Executive Director of the Company, liable to retire by rotation.

Promoter/Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00



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Public Institutional Holders	2863577	1037451	36.23	359950	677501	34.70	65.30
Public-Others	5283837	524860	9.93	511993	12867	97.55	2.45
<b>Total (A)</b>	<b>32585217</b>	<b>26000114</b>	<b>79.79</b>	<b>25309746</b>	<b>690368</b>	<b>97.34</b>	<b>2.66</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	2240	0.04	2230	10	99.55	0.45
<b>Total (B)</b>	<b>32585217</b>	<b>2240</b>	<b>0.01</b>	<b>2230</b>	<b>10</b>	<b>99.55</b>	<b>0.45</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26002354</b>	<b>79.80</b>	<b>25311976</b>	<b>690378</b>	<b>97.34</b>	<b>2.66</b>

**Resolution No 6:**

Appointment of Mr. Al Rajwani (DIN: 07251300) as Managing Director of the Company for a period of five years effective August 29, 2015.

Promoter /Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1032626	4825	99.53	0.47
Public-Others	5283837	524763	9.93	524735	28	99.99	0.01
<b>Total (A)</b>	<b>32585217</b>	<b>26000017</b>	<b>79.79</b>	<b>25995164</b>	<b>4853</b>	<b>99.98</b>	<b>0.02</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	2240	0.04	2230	10	99.55	0.45
<b>Total (B)</b>	<b>32585217</b>	<b>2240</b>	<b>0.01</b>	<b>2230</b>	<b>10</b>	<b>99.55</b>	<b>0.45</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26002257</b>	<b>79.80</b>	<b>25997394</b>	<b>4863</b>	<b>99.98</b>	<b>0.02</b>



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**Resolution No 7:**

Appointment of Mr. Narendra P. Sarda (DIN: 03480129) as Non-Executive Independent Director of the Company.

Promoter/Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1035481	1970	99.81	0.19
Public-Others	5283837	524885	9.93	524822	63	99.99	0.01
<b>Total (A)</b>	<b>32585217</b>	<b>26000139</b>	<b>79.79</b>	<b>25998106</b>	<b>2033</b>	<b>99.99</b>	<b>0.01</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	2240	0.04	828	1412	36.96	63.04
<b>Total (B)</b>	<b>32585217</b>	<b>2240</b>	<b>0.01</b>	<b>828</b>	<b>1412</b>	<b>36.96</b>	<b>63.04</b>
<b>Result (A+B)</b>	<b>32585217</b>	<b>26002379</b>	<b>79.80</b>	<b>25998934</b>	<b>3445</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No 8:**

Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16.

Promoter/Public	No of Shares held (1)	No of Valid votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Valid Votes - in Favour (4)	No of Valid Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	24437803	24437803	100.00	24437803	0	100.00	0.00
Public Institutional Holders	2863577	1037451	36.23	1035481	1970	99.81	0.19
Public-Others	5283837	524873	9.93	524873	0	100.00	0.00
<b>Total (A)</b>	<b>32585217</b>	<b>26000127</b>	<b>79.79</b>	<b>25998157</b>	<b>1970</b>	<b>99.99</b>	<b>0.01</b>



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Mode of Voting: (Poll)							
Promoter and Promoter Group	24437803	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2863577	0	0.00	0	0	0.00	0.00
Public-Others	5283837	2240	0.04	2228	12	99.46	0.54
Total (B)	32585217	2240	0.01	2228	12	99.46	0.54
Result (A+B)	32585217	26002367	79.80	26000385	1982	99.99	0.01

All the resolutions are passed with requisite majority.

The Reports of the Scrutinizer in respect of the e-voting and poll undertaken at the Annual General Meeting held on October 26, 2015 is enclosed herewith.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,  
**For Gillette India Limited**

  
**Sonali Dhawan**  
Director

**Combined Report of Scrutinizer for Remote e-Voting and Poll**

To,

Mr. Bansi S Mehta

The Chairperson of 31<sup>st</sup> Annual General Meeting of Gillette India Limited

Held on Monday, the 26<sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan,  
Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021.

Dear Sir,

I, CS Bhumitra V. Dholakia, Designated Partner of M/s. Dholakia & Associates LLP, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Gillette India Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (Remote e-Voting) and the Poll Process for the resolutions contained in the Notice of 31<sup>st</sup> Annual General Meeting ("the Meeting") of the Company, submit my combined report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favor or against for respective Resolution.
2. After the time fixed for the poll by the Chairperson, one (1) empty ballot box kept for polling was locked in my presence and members who were present.
3. The locked ballot box was subsequently opened in my presence and in the presence of Mr. Sharwan Mangla and Mr. Narender Kumar who are not in the employment of the Company (Declaration attached). The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s. MAS Services Limited, Registrar and Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The Remote e-Voting commenced on October 21, 2015 (9:00 am IST) and was closed on October 25, 2015 (5.00 pm IST).





6. The Remote e-Voting Result was unblocked at Mumbai from the website of M/s. National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after votes cast by Poll at the Meeting was counted by me and the Excel File containing the Result was opened in the presence of Mr. Vishvesh Bhagat and Mr. Vidyut Vasavada who are not in the employment of the Company. (Declaration attached)
7. The Votes cast by Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or who have emailed the same on [gilagm2015@dholakia-associates.com](mailto:gilagm2015@dholakia-associates.com) have been considered valid.
8. The Combined Result (Remote e-Voting + Poll) is as under :

(a) Item No 1: To receive, consider and adopt the Audited Balance Sheet as at June 30, 2015 and the Statement of Profit and Loss for the Financial Year ended on that date, together with the Reports of the Auditors and Directors thereon.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	134	2,64,30,817
Less: Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>127</b>	<b>2,60,00,239</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	4	244
<b>Total Number of Valid Votes</b>	<b>30</b>	<b>3,490</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	168	2,64,34,551
Less: Total Number of Invalid Votes	11	4,30,822
<b>Total Number of Valid Votes</b>	<b>157</b>	<b>2,60,03,729</b>



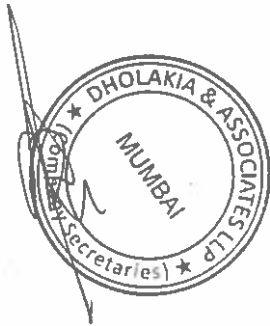
*Bhagat*

## (i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
127	2,60,00,239	100
<b>B. Poll</b>		
29	3,480	99.71
<b>C. Combined (A+B)</b>		
156	2,60,03,719	99.99

## (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
NIL	NIL	NIL
<b>B. Poll</b>		
1	10	0.29
<b>C. Combined (A+B)</b>		
1	10	0.01



*(Handwritten signature)*

## (b) Item No 2: To declare dividend for the Financial Year ended June 30, 2015.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	134	2,64,30,817
<b>Less:</b> Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>127</b>	<b>2,60,00,239</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
<b>Less:</b> Total Number of Invalid Votes	4	244
<b>Total Number of Valid Votes</b>	<b>30</b>	<b>3,490</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	168	2,64,34,551
<b>Less:</b> Total Number of Invalid Votes	11	4,30,822
<b>Total Number of Valid Votes</b>	<b>157</b>	<b>2,60,03,729</b>



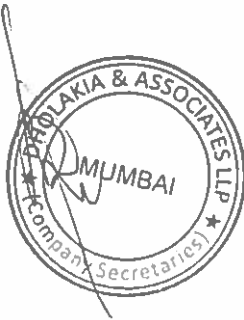
*Signature*

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
127	2,60,00,239	100
<b>B. Poll</b>		
28	3,478	99.66
<b>C. Combined (A+B)</b>		
155	2,60,03,717	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
NIL	NIL	NIL
<b>B. Poll</b>		
2	12	0.34
<b>C. Combined (A+B)</b>		
2	12	0.01



*Signature*

(c) Item No 3: To appoint Ms. Sonali Dhawan (DIN 06808527) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	134	2,64,30,817
Less: Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>127</b>	<b>2,60,00,239</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	4	244
<b>Total Number of Valid Votes</b>	<b>30</b>	<b>3,490</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	168	2,64,34,551
Less: Total Number of Invalid Votes	11	4,30,822
<b>Total Number of Valid Votes</b>	<b>157</b>	<b>2,60,03,729</b>



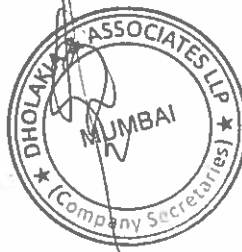
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## (i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
117	2,59,01,744	99.62
<b>B. Poll</b>		
29	3,480	99.71
<b>C. Combined (A+B)</b>		
146	2,59,05,224	99.62

## (ii) Voted against the resolution:

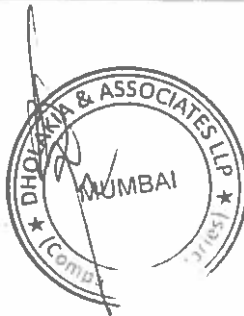
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
10	98,495	0.38
<b>B. Poll</b>		
1	10	0.29
<b>C. Combined (A+B)</b>		
11	98,505	0.38



*Signature*

- (d) Item No. 4: To ratify the appointment of Messrs. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Reg. No. 117366W/W-100018), as approved by Members at the Thirtieth Annual General Meeting, as Statutory Auditors of the Company to hold office until the conclusion of the Thirty-Third Annual General Meeting, on such remuneration and reimbursement of out-of-pocket expenses, as the Board of Directors may decide.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	129	2,60,10,367
<u>Less:</u> Total Number of Invalid Votes	2	10,128
<b>Total Number of Valid Votes</b>	<b>127</b>	<b>2,60,00,239</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
<u>Less:</u> Total Number of Invalid Votes	5	1,494
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>2,240</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	163	2,60,14,101
<u>Less:</u> Total Number of Invalid Votes	7	11,622
<b>Total Number of Valid Votes</b>	<b>156</b>	<b>2,60,02,479</b>



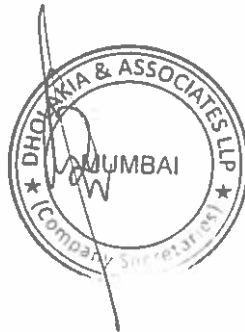
*Bhuvan*

(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
124	2,59,98,257	99.99
<b>B. Poll</b>		
27	2,228	99.46
<b>C. Combined (A+B)</b>		
151	2,60,00,485	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
3	1,982	0.01
<b>B. Poll</b>		
2	12	0.54
<b>C. Combined (A+B)</b>		
5	1,994	0.01





(e) Item No 5: Appointment of Mr. Pramod Agarwal (DIN: 00066989) as Non-Executive Director of the Company, liable to retire by rotation.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	127	2,60,10,242
<b>Less:</b> Total Number of Invalid Votes	2	10,128
<b>Total Number of Valid Votes</b>	<b>125</b>	<b>2,60,00,114</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
<b>Less:</b> Total Number of Invalid Votes	5	1,494
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>2,240</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	161	2,60,13,976
<b>Less:</b> Total Number of Invalid Votes	7	11,622
<b>Total Number of Valid Votes</b>	<b>154</b>	<b>2,60,02,354</b>

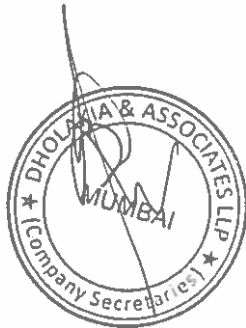


## (i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
77	2,53,09,746	97.34
<b>B. Poll</b>		
28	2,230	99.55
<b>C. Combined (A+B)</b>		
105	2,53,11,976	97.34

## (ii) Voted against the resolution:

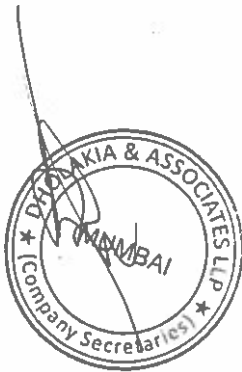
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
48	6,90,368	2.66
<b>B. Poll</b>		
1	10	0.45
<b>C. Combined (A+B)</b>		
49	6,90,378	2.66



*Suzani*

- (f) Item No 6: Appointment of Mr. Al Rajwani (DIN: 07251300) as Managing Director of the Company for a period of five years effective August 29, 2015.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	132	2,64,30,595
<u>Less:</u> Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>125</b>	<b>2,60,00,017</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
<u>Less:</u> Total Number of Invalid Votes	5	1,494
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>2,240</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	166	2,64,34,329
<u>Less:</u> Total Number of Invalid Votes	12	4,32,072
<b>Total Number of Valid Votes</b>	<b>154</b>	<b>2,60,02,257</b>



*B. Rajwani*

## (i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
120	2,59,95,164	99.98
<b>B. Poll</b>		
28	2,230	99.55
<b>C. Combined (A+B)</b>		
148	2,59,97,394	99.98

## (ii) Voted against the resolution:

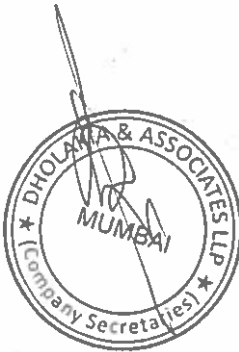
Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
5	4,853	0.02
<b>B. Poll</b>		
1	10	0.45
<b>C. Combined (A+B)</b>		
6	4,863	0.02



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(g) Item No 7: Appointment of Mr. Narendra P. Sarda (DIN: 03480129) as Non-Executive Independent Director of the Company.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	133	2,64,30,717
Less: Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>126</b>	<b>2,60,00,139</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
Less: Total Number of Invalid Votes	5	1,494
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>2,240</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	167	2,64,34,451
Less: Total Number of Invalid Votes	12	4,32,072
<b>Total Number of Valid Votes</b>	<b>155</b>	<b>2,60,02,379</b>



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(i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
122	2,59,98,106	99.99
<b>B. Poll</b>		
26	828	36.96
<b>C. Combined (A+B)</b>		
148	2,59,98,934	99.99

(ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
4	2,033	0.01
<b>B. Poll</b>		
3	1,412	63.04
<b>C. Combined (A+B)</b>		
7	3,445	0.01



*[Handwritten signature]*

(h) Item No 8: Ratification of Payment of Remuneration to the Cost Auditor for the Financial Year 2015-16.

Particulars	Number of Members who cast vote/Poll Papers received	No of Equity Shares of the Nominal Value of Rs. 10/- each (Votes cast)
<b>A. Remote e-Voting</b>		
Total Votes received by electronic mode	132	2,64,30,705
<b>Less:</b> Total Number of Invalid Votes	7	4,30,578
<b>Total Number of Valid Votes</b>	<b>125</b>	<b>2,60,00,127</b>
<b>B. Poll</b>		
Total Votes received by Poll	34	3,734
<b>Less:</b> Total Number of Invalid Votes	5	1,494
<b>Total Number of Valid Votes</b>	<b>29</b>	<b>2,240</b>
<b>C. Combined (A+B)</b>		
Total Votes received by electronic mode and Poll	166	2,64,34,439
<b>Less:</b> Total Number of Invalid Votes	12	4,32,072
<b>Total Number of Valid Votes</b>	<b>154</b>	<b>2,60,02,367</b>



## (i) Voted in favor of the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
124	2,59,98,157	99.99
<b>B. Poll</b>		
27	2,228	99.46
<b>C. Combined (A+B)</b>		
151	2,60,00,385	99.99

## (ii) Voted against the resolution:

Number of Members who cast vote/Poll Papers received	Number of Votes cast by them	% of total number of valid votes cast
<b>A. Remote e-Voting</b>		
1	1,970	0.01
<b>B. Poll</b>		
2	12	0.54
<b>C. Combined (A+B)</b>		
3	1,982	0.01

9. A Compact Disc (CD) containing a list of equity shareholders who voted by Poll at the Meeting and who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.
10. The aforesaid Combined Report is tabulated on the basis of Acceptance and Rejection and Report on Invalid Remote e-Voting Votes and Poll Papers provided in the Annexure attached herewith which forms an integral part of this Report.
11. The poll papers and all other relevant records were sealed and handed over to Ms. Sonali Dhawan, Director of the Company authorized by the Chairperson.
12. You may accordingly declare the result of the Remote e-Voting and Poll.




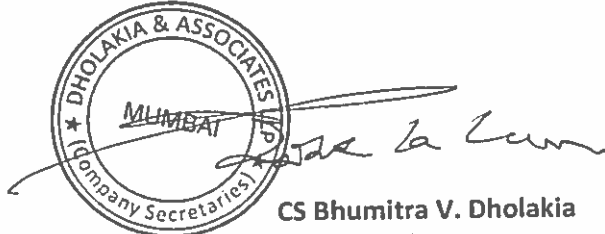
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13. The Register of Remote e-Voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,



**CS Bhumitra V. Dholakia**  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
FCS: 977 CP No: 507

Place : Mumbai  
Date : 27<sup>th</sup> October, 2015



**ANNEXURE****A. BASIS OF ACCEPTANCE****I. VOTING THROUGH ELECTRONIC MODE:**

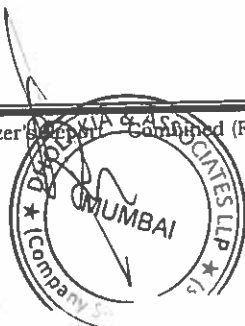
1. Member has voted only through Remote e-Voting i.e. electronic mode.

**II. PHYSICAL POLL FORM:**

2. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
3. Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the vote(s) cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
7. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and Voting done through Poll has been treated as Invalid.

**B. BASIS OF REJECTION****I. VOTING THROUGH ELECTRONIC MODE:**

1. Corporate/Institutional Members who have uploaded the scanned certified true copy of the Board Resolution/Authority Letter, etc. on the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or who have emailed the same on [gilagm2015@dholakia-associates.com](mailto:gilagm2015@dholakia-associates.com) have been considered valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.
3. Shareholder who has not voted for one or more out of all resolutions, then the voting not done on the resolution have been considered invalid.



A handwritten signature in blue ink, appearing to be "Anurag".

**II. PHYSICAL POLL FORM:**

4. Shareholder has not put any mark on either assent or dissent.
5. Poll paper is not signed.
6. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
7. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
8. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
9. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company / Registrar and Share Transfer Agent.
10. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
11. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
12. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
13. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
14. If the Shareholder has voted both in Remote e-Voting and Poll, then Voting done through Remote e-Voting has been considered and voting done through Poll has been treated as Invalid.



A handwritten signature in blue ink, likely of the scrutinizer, located at the bottom right of the page.

**C. REPORT FOR INVALID ELECTRONIC VOTES AND POLL PAPERS.****i. For Item No. 1:**

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b>SUB-TOTAL - I</b>		<b>7</b>	<b>4,30,578</b>
<b>II. PHYSICAL POLL FORM:</b>			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b>SUB-TOTAL - II</b>		<b>4</b>	<b>244</b>
<b>TOTAL (I + II)</b>		<b>11</b>	<b>4,30,822</b>



ii. For Item No. 2:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. <u>ELECTRONIC VOTES</u></b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b><u>SUB-TOTAL - I</u></b>		<b>7</b>	<b>4,30,578</b>
<b>II. <u>PHYSICAL POLL FORM:</u></b>			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b><u>SUB-TOTAL - II</u></b>		<b>4</b>	<b>244</b>
<b><u>TOTAL (I + II)</u></b>		<b>11</b>	<b>4,30,822</b>



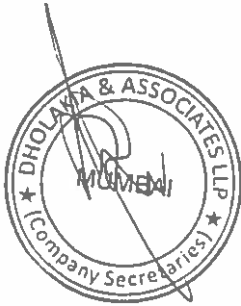
iii. For Item No. 3:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. <u>ELECTRONIC VOTES</u></b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b>SUB-TOTAL - I</b>		<b>7</b>	<b>4,30,578</b>
<b>II. <u>PHYSICAL POLL FORM:</u></b>			
2.	No votes polled.	1	2
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b>SUB-TOTAL - II</b>		<b>4</b>	<b>244</b>
<b>TOTAL (I + II)</b>		<b>11</b>	<b>4,30,822</b>



iv. For Item No. 4:

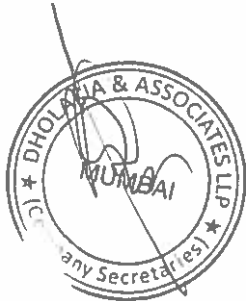
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. <u>ELECTRONIC VOTES</u></b>			
1.	POA/BR not uploaded or emailed.	2	10,128
<b><u>SUB-TOTAL - I</u></b>		<b>2</b>	<b>10,128</b>
<b>II. <u>PHYSICAL POLL FORM:</u></b>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b><u>SUB-TOTAL - II</u></b>		<b>5</b>	<b>1,494</b>
<b><u>TOTAL (I + II)</u></b>		<b>7</b>	<b>11,622</b>



*Bhargava*

v. For Item No. 5:

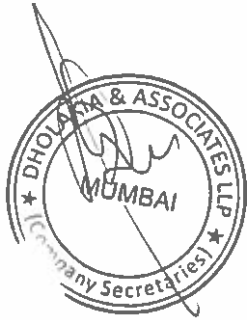
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	POA/BR not uploaded or emailed.	2	10,128
<b>SUB-TOTAL - I</b>		<b>2</b>	<b>10,128</b>
<b>II. PHYSICAL POLL FORM:</b>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b>SUB-TOTAL - II</b>		<b>5</b>	<b>1,494</b>
<b>TOTAL (I + II)</b>		<b>7</b>	<b>11,622</b>





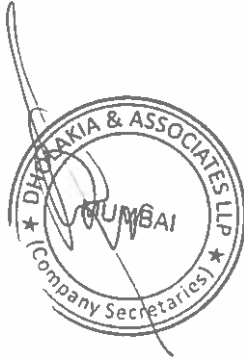
vi. For Item No. 6:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. <u>ELECTRONIC VOTES</u></b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b><u>SUB-TOTAL - I</u></b>		<b>7</b>	<b>4,30,578</b>
<b>II. <u>PHYSICAL POLL FORM:</u></b>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b><u>SUB-TOTAL - II</u></b>		<b>5</b>	<b>1,494</b>
<b><u>TOTAL (I + II)</u></b>		<b>12</b>	<b>4,32,072</b>



vii. For Item No. 7:

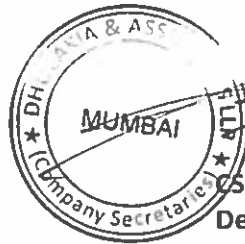
Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. <u>ELECTRONIC VOTES</u></b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b><u>SUB-TOTAL - I</u></b>		<b>7</b>	<b>4,30,578</b>
<b>II. <u>PHYSICAL POLL FORM:</u></b>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b><u>SUB-TOTAL - II</u></b>		<b>5</b>	<b>1,494</b>
<b><u>TOTAL (I + II)</u></b>		<b>12</b>	<b>4,32,072</b>



*Signature*

viii. For Item No. 8:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. ELECTRONIC VOTES</b>			
1.	POA/BR not uploaded or emailed.	7	4,30,578
<b>SUB-TOTAL - I</b>		<b>7</b>	<b>4,30,578</b>
<b>II. PHYSICAL POLL FORM:</b>			
2.	No votes polled.	2	1,252
3.	Signature mismatch.	2	222
4.	Not signed.	1	20
<b>SUB-TOTAL - II</b>		<b>5</b>	<b>1,494</b>
<b>TOTAL (I + II)</b>		<b>12</b>	<b>4,32,072</b>



*[Signature]*  
**CS Bhumitra V. Dholakia**  
**Designated Partner**  
**Dholakia & Associates LLP**  
**(Company Secretaries)**  
**FCS: 977 CP No: 507**

Place : Mumbai  
Date : 27<sup>th</sup> October, 2015

*[Signature]*

**TO WHOMSOEVER IT MAY CONCERN**

We, SHARWAN MANGRA and NARENDER KUMAR hereby state that the Polling Box, in which Equity Shareholders of Gillette India Limited ("the Company") for the 31<sup>st</sup> Annual General Meeting of the Company held on Monday, the 26<sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021, was opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014 and the same was in sealed condition and without any tampering.

**Witness 1**

Name: SHARWAN MANGRA

Address: MAR SERVICES LTD

T-34, 2nd floor Okhla Phase-2 N.D. 110020

Signature: 

**Witness 2**

Name: NARENDER KUMAR

Address: MAR SERVICES LTD.

T-34 2nd Floor Okhla Indl Area PH-2 N.D. 110020

Signature: 

TO WHOMSOEVER IT MAY CONCERN

We, VISHVESH. G. BHAGAT and VIDYUT. R. VASAVADA hereby state that the Excel Sheet containing the Results of e-Voting of Gillette India Limited ("the Company") for the 31<sup>st</sup> Annual General Meeting of the Company held on Monday, the 26<sup>th</sup> October, 2015 at 3.30 p.m. at Y. B. Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai 400 021, was unblocked from the website of M/s. National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and opened in our presence as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Vishvesh. G. Bhagat

Address: C/12, Parvati Mansion, 214, D. D. B. Marg  
Cross Road, Mumbai - 400 027

Signature: 

Witness 2

Name: VIDYUT R. VASAVADA

Address: C-401, KRISHNA RESIDENCY, B/HI SUNDERNAGAR  
MALAD (WEST), MUMBAI - 400 064.

Signature: V-R. Vasavada