



**Gillette India Limited**  
CIN: L28931MH1984PLC267130  
Regd Office  
P&G Plaza, Cardinal Gracias Road,  
Chakala, Andheri (E),  
Mumbai 400 099  
Tel : 91-22-2826 6000  
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August 7, 2018

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

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

Dear Sir/Madam,

**Subject: Disclosure of Voting Results of the Postal Ballot process**

We are enclosing herewith following documents:

1. Voting results in respect of the Postal Ballot process, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015; and
2. Scrutinizers Report;

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,  
**For Gillette India Limited**

*Flavia Machado*  
**Flavia Machado**  
Company Secretary



GILLETTE INDIA LIMITED	
Date of the Postal ballot	30/06/2018
Total number of shareholders on record date	26268
No. of shareholders present in the meeting either in person or through proxy:	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE

Resolution No.	1							
Resolution required: (Ordinary/ Special)	APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1ST JULY, 2018 (ORDINARY RESOLUTION)							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24437803	24437803	100.00	24437803	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24437803	100.00	24437803	0	100.00	0.00
Public- Institutions	E-Voting	3533233	2121511	60.04	2099878	21633	98.98	1.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2121511	60.04	2099878	21633	98.98	1.02
Public- Non Institutions	E-Voting	4614181	175849	3.81	175528	321	99.82	0.18
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		3588	0.08	3583.00	5	0.00	0.00
	Total		179437	3.89	179111	326	99.82	0.18
Total		32585217	26738751	82.0579	26716792	21959	99.92	0.08

*Amrabad*



**SCRUTINIZER'S REPORT**

**To,**  
**The Chairman,**  
Gillette India Limited  
P & G Plaza  
Cardinal Gracias Road,  
Chakala, Andheri East  
Mumbai – 400099

**SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTION FOR APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1<sup>ST</sup> JULY, 2018.**

Dear Sir,

1. I have been appointed as a Scrutinizer by the Board of Directors of Gillette India Limited ("the Company") for conducting the Postal Ballot process in connection with the above referred matter.
2. I submit my report as under:
  - 2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self – addressed stamped envelopes through Courier on 7<sup>th</sup> July, 2018 through Registrar and Share Transfer Agent i.e. MAS Services Limited to the Members and the same were also sent by Email to the members by National Securities Depository Limited on 7<sup>th</sup> July, 2018, whose names appeared on the Register of Members/List of Beneficiaries as on 30<sup>th</sup> June, 2018.
  - 2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent i.e. MAS Services Limited at T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area, Phase II, New Delhi 110 020.
  - 2.3 All Postal Ballot Forms, received up to the close of working hours (17:00 hours) on 6<sup>th</sup> August, 2018 the last date and time fixed by the Company for receipt of the Postal Ballot Forms and e-voting were considered for my scrutiny.
  - 2.4 Envelopes containing Postal Ballot Forms received after 17:00 hours on 6<sup>th</sup> August, 2018 were not considered for my scrutiny. These envelopes were not opened.
  - 2.5 The Postal Ballot envelopes were opened on 6<sup>th</sup> August, 2018 in the presence of my authorized representative.



- 2.6 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.
- 2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.
- 2.8 I have not found any defaced/mutilated Postal Ballot Form.
- 2.9 I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited (NSDL) (Agency) for providing and supervising electronic platform on 6<sup>th</sup> August, 2018 which was closed by NSDL on 6<sup>th</sup> August, 2018 at 17:00 hours.
- 2.10 I am obligated under Section 110 of the Companies Act, 2013 and the Rules framed thereunder to retain the Postal Ballot Forms till the time the minutes or proceedings are signed by you and till then, the Postal Ballot Forms are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.
3. In accordance with the Basis of Acceptance (as per Annexure - I) and Basis of Rejection (as per Annexure - II), and on proper scrutiny of all the Postal Ballot forms and votes cast by way of e-voting, I report the result of the Postal Ballot as under:

**RESOLUTION – APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1<sup>ST</sup> JULY, 2018.**

**(a) Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Number of Postal Ballot Forms Received	88	3,808
<b>Less:</b> Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in Annexure - III)	11	220
<b>Total Number of Valid Postal Ballot Forms for this Resolution</b>	<b>77</b>	<b>3,588</b>



**(b) Details of Voting by Electronic Mode, as received from the Agency is as follows:**

Particulars	Number of Members who cast Electronically	No of Equity Shares of Rs. 10/- each (Votes cast)
Total Votes received by electronic mode	338	2,73,07,050
<b>Less:</b> Total Number of Invalid Votes (As per details attached in Annexure - III)	5	5,71,887
<b>Total Number of Valid Votes</b>	<b>333</b>	<b>2,67,35,163</b>

**(c) Details of Voting:**

Particulars	Aggregate of Physical Forms and Electronic Voting	No of Equity Shares of Rs. 10 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	410	2,67,38,751	100.00
<b>Assented to Resolution</b>	<b>389</b>	<b>2,67,16,792</b>	<b>99.92</b>
<b>Dissented to Resolution</b>	<b>21</b>	<b>21,959</b>	<b>0.08</b>

4. You may accordingly declare the result of the voting by Postal Ballot.

Place: Mumbai  
Date: 7<sup>th</sup> August, 2018



*[Handwritten Signature]*

CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507



**"ANNEXURE-I"**

**BASIS OF ACCEPTANCE**

**A. PHYSICAL BALLOT FORM:**

1. Postal Ballot Form is complete in all respects.
2. Assent or dissent has been given by any other mark for resolution, the voting has been considered.
3. Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.
4. Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
6. Member has voted for more than his actual shareholding, the actual shareholding has been considered.

**B. VOTING THROUGH ELECTRONIC MODE:**

7. Member has voted only through e-voting i.e. electronic mode.
8. Members has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.

Place: Mumbai  
Date: 7<sup>th</sup> August, 2018



*[Signature]*  
CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507



**"ANNEXURE-II"****BASIS OF REJECTION****A. PHYSICAL BALLOT FORM:**

1. Member has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.
4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.
5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.
6. Member has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority is not attached with the Postal Ballot Form.
8. Member has signed the Postal Ballot Form in Pencil.
9. Signature not visible.
10. Member has signed in the Column for the purpose of Assent / Dissent.
11. Member has sent Scanned Copy of Postal Ballot Form via E-Mail.
12. Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.
13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

**B. VOTING THROUGH ELECTRONIC MODE:**

14. Member has voted by Physical Ballot Form and e-Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.
15. Institutional Member (other than Individuals, HUF, NRI etc.) has not sent by email at [gilpb2018@dholakia-associates.com](mailto:gilpb2018@dholakia-associates.com) or uploaded on the website scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc..



16. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

Place: Mumbai  
Date: 7<sup>th</sup> August, 2018



CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507





**"ANNEXURE-III"****REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.**

**RESOLUTION: APPOINTMENT OF MR. MADHUSUDAN GOPALAN (DIN 08158357) AS DIRECTOR AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS WITH EFFECT FROM 1<sup>ST</sup> JULY, 2018.**

Sr. No.	Category	No. of Forms / Electronic Votes	Total number of Invalid votes (Equity share of Rs. 10/- each)
<b>I. PHYSICAL BALLOT FORM:</b>			
1.	No votes cast	1	2
2.	Signature mismatch	7	110
3.	Signature not available	3	108
<b>SUB-TOTAL - I</b>		<b>11</b>	<b>220</b>
<b>II. VOTING THROUGH ELECTRONIC MODE:</b>			
4.	Authority Letter / Board Resolution / Power of Attorney not sent.	5	5,71,887
<b>SUB-TOTAL - II</b>		<b>5</b>	<b>5,71,887</b>
<b>TOTAL (I + II)</b>		<b>16</b>	<b>5,72,107</b>

Place: Mumbai  
Date: 7<sup>th</sup> August, 2018



*[Signature]*  
CS Bhumitra V. Dholakia  
Designated Partner  
Dholakia & Associates LLP  
(Company Secretaries)  
C. P. No. 507

