

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

29th June, 2019

To,

The Chairman

Hindustan Unilever Limited

CIN: L15140MH1933PLC002030

Unilever House, B. D. Sawant Marg,

Chakala, Andheri (East),

Mumbai – 400 099.

Dear Sir,

At the outset, we would like to express our gratitude to the Company for appointing us as the Scrutinizer for remote e-voting process and voting by your members at the 86th Annual General Meeting of the Company held today.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.



S. N. Ananthasubramanian

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SCRUTINIZER'S REPORT

| | |
|-----------------------------|--|
| Name of the Company | Hindustan Unilever Limited |
| Meeting | 86th Annual General Meeting |
| Day, Date & Time | Saturday, 29th June, 2019 at 02:30 p.m. |
| Venue | Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099. |

1. **Appointment as Scrutinizer**

We were appointed as Scrutinizer for the remote e-voting as well as the voting conducted at the 86th Annual General Meeting (AGM) of **Hindustan Unilever Limited** (hereinafter referred to as **the Company**).

2. **Dispatch of Notice convening the AGM**

The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of AGM as under:

- On 03rd June, 2019 by E-mail to 2,68,671 members who had registered their E-mail IDs with the Company/ Depositories.
- On 03rd June, 2019 by Courier to 1,10,380 members, by Registered Post to 4,322 members and by Registered Airmail to 327 members in physical form.

3. **Cut-off date**

Voting rights were reckoned as on **Friday, 21st June, 2019**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and voting at the AGM.



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4. Remote e-voting process

4.1 Agency

The Company appointed **Karvy Fintech Private Limited (Karvy)** as the agency for providing the remote e-voting platform.

4.2 Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Wednesday, 26th June, 2019 till 05:00 p.m. on Friday, 28th June, 2019** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Karvy.

5. Voting at the AGM

- 5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, we were provided access to only such details relating to members such as their names, DP ID & Client ID/ Folios, number of shares held but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.
- 5.2 Accordingly, Karvy, the remote e-voting agency provided us with the names, DP ID & Client ID/ folios and shareholding of the members who had cast their votes through remote e-voting.
- 5.3 The Company provided tab-based e-voting facility to the members attending the AGM who had not cast their votes through remote e-voting to cast their votes.
- 5.4 After the Chairman of the meeting announced the commencement of voting, Karvy provided tab based e-voting facility.



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6. Counting Process

- 6.1 On completion of voting at the AGM, Karvy provided us with the list of members who had cast their votes, their holding details and details of vote cast on the resolutions.
- 6.2 Votes were reconciled with the records maintained by the Company and Karvy, the Registrar and Share Transfer Agent of the Company (RTA) with respect to the authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-voting results on the Karvy remote e-voting platform in the presence of Mr. S. N. Viswanathan and Mr. Aditya Ambastha and downloaded the remote e-voting results.

7. Results

- 7.1 We observed that:
- a) **294** Members had cast their votes at the AGM.
 - b) **1,521** Members had cast their votes through remote e-voting.
- 7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 03rd May, 2019 is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that 8 Ordinary Resolutions as set out in Item Nos. 1 to 6, 8 and 15 and 7 Special Resolutions as set out in Item Nos. 7 and 9 to 14 of the Notice of the AGM dated 03rd May, 2019 have been passed with the requisite majority.

S. N. Ananthasubramanian



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29th June, 2019

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Summary of Members who have logged into remote e-voting portal/ Instapoll but abstained from voting

| Resolution No. | Remote e-voting | | Voting at the AGM | |
|----------------|-----------------|-------------|-------------------|-------|
| | Number | Votes | Number | Votes |
| 1 | 33 | 1,01,78,114 | 0 | 0 |
| 2 | 13 | 6,09,646 | 0 | 0 |
| 3 | 29 | 6,28,246 | 0 | 0 |
| 4 | 28 | 6,27,246 | 0 | 0 |
| 5 | 28 | 6,27,246 | 0 | 0 |
| 6 | 28 | 15,98,879 | 0 | 0 |
| 7 | 38 | 38,53,057 | 1 | 5 |
| 8 | 35 | 38,26,496 | 0 | 0 |
| 9 | 57 | 1,73,83,928 | 0 | 0 |
| 10 | 36 | 36,89,760 | 0 | 0 |
| 11 | 38 | 37,02,848 | 0 | 0 |
| 12 | 36 | 37,02,839 | 0 | 0 |
| 13 | 36 | 36,90,610 | 0 | 0 |
| 14 | 35 | 36,90,621 | 0 | 0 |
| 15 | 27 | 6,26,155 | 0 | 0 |



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CONSOLIDATED RESULTS

Item No. 1: Adoption of Audited Financial Statements (including audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,476 | 178,36,42,456 | 283 | 2,68,114 | 1,759 | 178,39,10,570 | 99.9960 |
| Dissent | 13 | 70,801 | 11 | 1,178 | 24 | 71,979 | 0.0040 |
| Total | *1,489 | 178,37,13,257 | 294 | 2,69,292 | 1,783 | 178,39,82,549 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 2: Confirmation of payment of Interim Dividend and declaration of Final Dividend on equity shares for the Financial Year ended 31st March, 2019.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|----------------------|-------------------|-----------------|--------------|----------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,500 | 179,32,81,543 | 286 | 2,68,135 | 1,786 | 179,35,49,678 | 99.9999 |
| Dissent | 9 | 182 | 8 | 1,157 | 17 | 1,339 | 0.0001 |
| Total | *1,509 | 179,32,81,725 | 294 | 2,69,292 | 1,803 | 179,35,51,017 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 3: Re-appointment of Mr. Pradeep Banerjee (DIN: 02985965) as Director.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|----------------------|-------------------|-----------------|--------------|----------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,459 | 178,51,87,093 | 286 | 2,68,135 | 1,745 | 178,54,55,228 | 99.5496 |
| Dissent | 35 | 80,76,032 | 8 | 1,157 | 43 | 80,77,189 | 0.4504 |
| Total | *1,494 | 179,32,63,125 | 294 | 2,69,292 | 1,788 | 179,35,32,417 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 4: Re-appointment of Mr. Dev Bajpai (DIN: 00050516) as Director.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|----------------------|-------------------|-----------------|--------------|----------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,459 | 178,51,89,677 | 286 | 2,68,135 | 1,745 | 178,54,57,812 | 99.5497 |
| Dissent | 36 | 80,74,448 | 8 | 1,157 | 44 | 80,75,605 | 0.4503 |
| Total | *1,495 | 179,32,64,125 | 294 | 2,69,292 | 1,789 | 179,35,33,417 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 4 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 5: Re-appointment of Mr. Srinivas Phatak (DIN: 02743340) as Director.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,459 | 178,49,35,711 | 286 | 2,68,135 | 1,745 | 178,52,03,846 | 99.5356 |
| Dissent | 36 | 83,28,414 | 8 | 1,157 | 44 | 83,29,571 | 0.4644 |
| Total | *1,495 | 179,32,64,125 | 294 | 2,69,292 | 1,789 | 179,35,33,417 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 6: Re-appointment of M/s. B S R & Co. LLP (Firm's Registration No. 101248WW-100022), as Statutory Auditors for a further period of five years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,430 | 178,42,23,599 | 282 | 2,68,078 | 1,712 | 178,44,91,677 | 99.5498 |
| Dissent | 68 | 80,68,893 | 12 | 1,214 | 80 | 80,70,107 | 0.4502 |
| Total | *1,498 | 179,22,92,492 | 294 | 2,69,292 | 1,792 | 179,25,61,784 | 100.0000 |

* Votes in respect of 05 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 7: Increase in overall limits of Remuneration for Managing/ Whole-time Director(s).

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,391 | 178,99,77,994 | 281 | 2,66,559 | 1,672 | 179,02,44,553 | 99.9965 |
| Dissent | 93 | 60,320 | 12 | 2,728 | 105 | 63,048 | 0.0035 |
| Total | *1,484 | 179,00,38,314 | 293 | 2,69,287 | 1,777 | 179,03,07,601 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 8: Appointment of Mr. Leo Puri (DIN: 01764813) as an Independent Director for a term up to five consecutive years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,438 | 178,41,91,009 | 285 | 2,68,099 | 1,723 | 178,44,59,108 | 99.6718 |
| Dissent | 50 | 58,73,866 | 9 | 1,193 | 59 | 58,75,059 | 0.3282 |
| Total | *1,488 | 179,00,64,875 | 294 | 2,69,292 | 1,782 | 179,03,34,167 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 8 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 9: Re-appointment of Mr. Aditya Narayan (DIN: 00012084) as an Independent Director for a second term of one year.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,211 | 171,83,86,913 | 285 | 2,68,099 | 1,496 | 171,86,55,012 | 96.7288 |
| Dissent | 256 | 5,81,20,530 | 9 | 1,193 | 265 | 5,81,21,723 | 3.2712 |
| Total | *1,467 | 177,65,07,443 | 294 | 2,69,292 | 1,761 | 177,67,76,735 | 100.0000 |

* Votes in respect of 03 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 9** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 10: Re-appointment of Mr. O. P. Bhatt (DIN: 00548091) as an Independent Director for a second term of five years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,433 | 178,35,01,949 | 285 | 2,68,035 | 1,718 | 178,37,69,984 | 99.6257 |
| Dissent | 53 | 66,99,662 | 9 | 1,257 | 62 | 67,00,919 | 0.3743 |
| Total | *1,486 | 179,02,01,611 | 294 | 2,69,292 | 1,780 | 179,04,70,903 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 10** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 11: Re-appointment of Dr. Sanjiv Misra (DIN: 03075797) as an Independent Director for a second term of five years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|----------------------|-------------------|-----------------|--------------|----------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,402 | 178,36,65,668 | 284 | 2,67,999 | 1,686 | 178,39,33,667 | 99.6356 |
| Dissent | 82 | 65,22,855 | 10 | 1,293 | 92 | 65,24,148 | 0.3644 |
| Total | *1,484 | 179,01,88,523 | 294 | 2,69,292 | 1,778 | 179,04,57,815 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 11** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 12: Continuation of term of Dr. Sanjiv Misra (DIN: 03075797) on attaining age of 75 years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|--------------|-----------------|----------------------|-------------------|-----------------|--------------|----------------------|-----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,366 | 178,82,96,943 | 284 | 2,65,999 | 1,650 | 178,85,62,942 | 99.8942 |
| Dissent | 121 | 18,91,589 | 11 | 3,293 | 132 | 18,94,882 | 0.1058 |
| Total | *1,487 | 17,901,88,532 | #295 | 2,69,292 | 1,782 | 179,04,57,824 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 12** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 13: Re-appointment of Ms. Kalpana Morparia (DIN: 00046081) as an Independent Director for a second term of five years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,390 | 178,68,80,156 | 283 | 2,65,899 | 1,673 | 178,71,46,055 | 99.8144 |
| Dissent | 96 | 33,20,605 | 12 | 3,393 | 108 | 33,23,998 | 0.1856 |
| Total | *1,486 | 179,02,00,761 | *295 | 2,69,292 | 1,781 | 179,04,70,053 | 100.0000 |

* Votes in respect of 01 folio have not been cast in the same manner.

Votes in respect of 01 folio have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 13** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



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CONSOLIDATED RESULTS

Item No. 14: Continuation of term of Ms. Kalpana Morparia (DIN: 00046081) on attaining age of 75 years.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,369 | 178,88,59,794 | 283 | 2,67,899 | 1,652 | 178,91,27,693 | 99.9250 |
| Dissent | 119 | 13,40,956 | 11 | 1,393 | 130 | 13,42,349 | 0.0750 |
| Total | *1,488 | 179,02,00,750 | 294 | 2,69,292 | 1,782 | 179,04,70,042 | 100.0000 |

* Votes in respect of 02 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the **Special Resolution** as set out in **Item No. 14** of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



S. N. Ananthasubramanian
S. N. Ananthasubramanian
 FCS : 4206
 COP No. : 1774

29th June, 2019
 Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
 FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) - 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

CONSOLIDATED RESULTS

Item No. 15: Ratification of the remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), Cost Auditors of the Company for the Financial Year ending 31st March, 2020.

| Particulars | Remote e-voting | | Voting at the AGM | | Total | | Percentage (%) |
|-------------|-----------------|---------------|-------------------|----------|--------|---------------|----------------|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,466 | 179,32,62,491 | 283 | 2,68,084 | 1,749 | 179,35,30,575 | 99.9998 |
| Dissent | 31 | 2,725 | 11 | 1,208 | 42 | 3,933 | 0.0002 |
| Total | *1,497 | 179,32,65,216 | 294 | 2,69,292 | 1,791 | 179,35,34,508 | 100.0000 |

* Votes in respect of 03 folios have not been cast in the same manner.

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 15 of the Notice of the AGM dated 03rd May, 2019 has been passed with requisite majority.



S.N. Ananthasubramanian
S. N. Ananthasubramanian
 FCS : 4206
 COP No. : 1774

29th June, 2019
 Mumbai