

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

10/26, BRINDABAN, THANE – 400 601 Tel 25345648/ 2543 2704: Fax 2539 0292: email sna@snaco.net: website www.snaco.net

**29<sup>th</sup> June, 2018**

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 85<sup>th</sup> Annual General Meeting of your Company held on Friday, 29<sup>th</sup> June, 2018 at 2:30 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099.

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



**S. N. Ananthasubramanian**

**SCRUTINIZER'S REPORT**

Name of the Company	Hindustan Unilever Limited
Meeting	85 <sup>th</sup> Annual General Meeting
Day, Date & Time	Friday, 29 <sup>th</sup> June, 2018 at 2:30 p.m.
Venue	Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099.

**1. Appointment as Scrutinizer**

We were appointed as the Scrutinizer for the remote e-voting as well as the voting conducted at the 85<sup>th</sup> 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 **01<sup>st</sup> June, 2018** by **E-mail** to **1,83,993** members who had registered their email-IDs with the Company/ Depositories.
- On **02<sup>nd</sup> June, 2018** by **Registered Post** to **4,737** members and by **Courier** to **1,20,136** members in physical form.

**3. Cut-off date**

Voting rights were reckoned as on **Friday, 22<sup>nd</sup> June, 2018**, being the cut-off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.



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### **4. Remote e-voting process**

#### **4.1 Agency**

The Company appointed **Karvy Computershare 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 **9:00 a.m. on Monday, 25<sup>th</sup> June, 2018 till 5:00 p.m. on Thursday, 28<sup>th</sup> June, 2018** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions on the remote e-voting platform provided by Karvy.

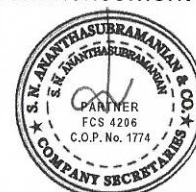
### **5. Voting at the AGM**

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) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID/ folios, number of shares held but not the manner in which they have voted.

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 Ms. Shivangi Abhyankar and Mr. Vinit Nagool and downloaded the remote e-voting results.

### 7. Results

- 7.1 We observed that:
- a) **318** Members had cast their votes at the AGM.
  - b) **1,461** 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 14<sup>th</sup> May, 2018 is enclosed herewith.
- 7.3 Based on the aforesaid results, we report that 7 Ordinary Resolutions as set out in Item No. 1 to Item No. 7 of the Notice of the AGM dated 14<sup>th</sup> May, 2018 have been passed with the requisite majority.

*S. N. Ananthasubramanian*



**S. N. Ananthasubramanian**

**Partner**

**FCS : 4206**

**C.O.P. No. : 1774**

**29<sup>th</sup> June, 2018**

**Mumbai**

**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	48	72,98,128	1	5
2	9	4,56,033	0	0
3	36	4,97,200	0	0
4	36	4,94,309	0	0
5	36	4,97,214	0	0
6	37	105,17,591	0	0
7	39	4,91,647	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 31<sup>st</sup> March, 2018 and the Report 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	1,402	177,30,44,482	310	4,32,483	1,712	177,34,76,965	99.99
Dissent	11	2,077	7	153	18	2,230	0.01
<b>Total</b>	<b>1,413</b>	<b>177,30,46,559</b>	<b>317</b>	<b>4,32,636</b>	<b>1,730</b>	<b>177,34,79,195</b>	<b>100.00</b>

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 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S. N. Ananthasubramanian*  
**S. N. Ananthasubramanian**  
 Partner  
 FCS : 4206  
 C.O.P. No. : 1774

29<sup>th</sup> June, 2018  
 Mumbai



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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 31<sup>st</sup> March, 2018.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,444	177,98,86,763	311	4,32,488	1,755	178,03,19,251	99.99
Dissent	8	1,899	7	153	15	2,052	0.01
<b>Total</b>	<b>1,452</b>	<b>177,98,88,662</b>	<b>318</b>	<b>4,32,641</b>	<b>1,770</b>	<b>178,03,21,303</b>	<b>100.00</b>

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 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S.N. Ananthasubramanian*  
**S. N. Ananthasubramanian**  
 Partner  
 FCS : 4206  
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29<sup>th</sup> June, 2018  
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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	1,385	177,51,45,868	310	4,27,983	1,695	177,55,73,851	99.74
Dissent	42	47,01,618	9	4,658	51	47,06,276	0.26
Total	1,427*	177,98,47,486	319#	4,32,641	1,746	178,02,80,127	100.00

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

# Votes in respect of 01 folio has 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 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**

**Partner**

**FCS : 4206**

**C.O.P. No. : 1774**

**29<sup>th</sup> June, 2018**

**Mumbai**



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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	1,386	177,51,48,749	311	4,32,483	1,697	177,55,81,232	99.74
Dissent	41	47,01,627	8	158	49	47,01,785	0.26
Total	1,427*	177,98,50,376	319#	4,32,641	1,746	178,02,83,017	100.00

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

# Votes in respect of 01 folio has 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 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**  
**Partner**

**FCS : 4206**

**C.O.P. No. : 1774**

**29<sup>th</sup> June, 2018**  
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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	1,386	177,44,24,213	311	4,32,483	1,697	177,48,56,696	99.70
Dissent	41	54,23,260	8	158	49	54,23,418	0.30
<b>Total</b>	<b>1,427*</b>	<b>177,98,47,473</b>	<b>319#</b>	<b>4,32,641</b>	<b>1,746</b>	<b>178,02,80,114</b>	<b>100.00</b>

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

# Votes in respect of 01 folio has 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 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**  
 Partner

**FCS : 4206**

**C.O.P. No. : 1774**

**29<sup>th</sup> June, 2018**  
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**CONSOLIDATED RESULTS**

**Item No. 6: Re-appointment of Mr. Sanjiv Mehta (DIN: 06699923) as Managing Director and Chief Executive Officer of the Company for a further period of 5 years with effect from 10<sup>th</sup> October, 2018.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,314	175,31,79,491	310	4,32,413	1,624	175,36,11,904	98.96
Dissent	112	183,68,577	9	228	121	183,68,805	1.04
<b>Total</b>	<b>1,426*</b>	<b>177,15,48,068</b>	<b>319#</b>	<b>4,32,641</b>	<b>1,745</b>	<b>177,19,80,709</b>	<b>100.00</b>

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

# Votes in respect of 01 folio has 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 14<sup>th</sup> May, 2018 has been passed with requisite majority.



**S. N. Ananthasubramanian**  
**Partner**  
**FCS : 4206**  
**C.O.P. No. : 1774**

**29<sup>th</sup> June, 2018**  
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**CONSOLIDATED RESULTS**

**Item No. 7: 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 31<sup>st</sup> March, 2019.**

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,383	177,79,43,190	311	4,32,483	1,694	177,83,75,673	99.89
Dissent	42	19,09,855	8	158	50	19,10,013	0.11
<b>Total</b>	<b>1,425*</b>	<b>177,98,53,045</b>	<b>319#</b>	<b>4,32,641</b>	<b>1,744</b>	<b>178,02,85,686</b>	<b>100.00</b>

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

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

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 14<sup>th</sup> May, 2018 has been **passed with requisite majority**.



*S.N. Ananthasubramanian*  
**S. N. Ananthasubramanian**  
 Partner  
 FCS : 4206  
 C.O.P. No. : 1774

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 Mumbai