

SCRUTINIZERS' REPORT

To
Mr. Harish Manwani
Chairman of the Court Convened Meeting of the Equity Shareholders
of Hindustan Unilever Limited,

Report of Scrutinizers on the remote e-voting and the voting at the Court Convened Meeting of the Equity Shareholders of Hindustan Unilever Limited (the "Company") held on 30th June, 2016 from 2:00 p.m. to 3:15 p.m.

Dear Sir,

We, Mr. S. N. Ananthasubramanian, Practicing Company Secretary and Mr. P. D. Vora, a Shareholder of the Company, were appointed as scrutinizers for the purpose of conducting the voting process by remote e-voting and voting conducted through tablets/computers at the venue of the meeting using the e-voting facility provided by the Company through M/s. Karvy Computershare Private Limited ("**Karvy**"), at the Court Convened Meeting ("**CCM**" or the "**Meeting**") of the equity shareholders of the Company held on Thursday, 30th June, 2016, from 2:00 p.m. to 3:15 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099, on the resolution seeking shareholders' approval to the Scheme of Arrangement amongst the Company and its members in terms of the Notice dated 9th May, 2016 convening the meeting (the "**Resolution**").

We hereby submit our report as under.:-

1. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited, the Company had completed dispatch of the Notice of the CCM as under:-

- On 30th May, 2016 by speed post to **3,28,679** members in physical form.
- On 30th May, 2016 by registered post to **23** members in physical form.
- On 30th May, 2016 by registered post by Air mail to **3,727** members in physical form.



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2. Cut-off date

The voting rights were reckoned as on **Thursday, 23rd June 2016**, being the cut-off date for the purpose of deciding the entitlements of members to vote through remote e-voting and voting at the Meeting.

3. Remote e-voting and voting at the Meeting

3.1 Agency:

The Company had appointed Karvy as the agency for providing the remote e-voting platform and electronic voting facility through tablets/computers at the Meeting.

3.2 Remote e-Voting:

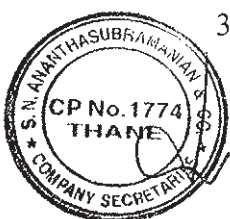
Remote e-voting platform was open from **9:00 a.m. on Sunday, 26th June 2016 to 5:00 p.m. on Wednesday, 29th June 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on the e-voting platform provided by Karvy.

3.3 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 Meeting, the Scrutinizers had access after closure of period of remote e-voting and before the start of the 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.

3.4 Accordingly, we downloaded the file containing the name, DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting after the closure of the remote voting process and shared the file with Karvy, the Registrar and Transfer Agent of the Company ("RTA").

3.5 After the announcement being made by the Chairman of the CCM, members and Proxies present in the CCM voted on the electronic voting facility provided by Karvy.

3.6 This facility was available to the members till 3:15 p.m.



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4. Counting Process

- 4.1 On completion of voting at the meeting, Karvy provided us with the list of members present either by themselves or through proxies who had cast their votes, their holding details and details of votes cast on the Resolution.
- 4.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- 4.3 We unblocked the remote e-voting results on the Karvy e-voting platform in the presence of Mr. S. N. Viswanathan and Ms. Archana Mantri and downloaded the remote e-voting results.
- 4.4 We noted that **1,310** members had cast their votes through remote e-voting platform and **251** members had cast their votes at the CCM.
- 4.5 The result of the remote e-voting, provided by the Company through Karvy, on the Resolution is as follows:

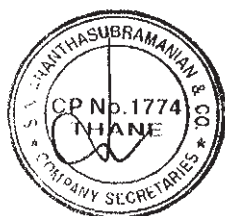
(a) Voted **in favour** of the Resolution:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*1,274	97.55	28,76,80,914	99.99

(b) Voted **against** the Resolution:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*32	2.45	32,503	0.01

* 3 members exercised their votes in favour for part of their shareholding and against for part of their shareholding.



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(c) **Invalid/ Abstain votes:**

Total number of members whose votes cast through remote e-voting were declared invalid	Total number of votes cast by them
7	2,520

4.6 The result of the e-voting facility at the Meeting, provided by the Company through Karvy, on the Resolution is as follows:

Total Number of Members present in person or by proxy or by authorised representative	487
Total Number of Shares held by the Members present in person or by proxy or by authorised representative	1,46,19,41,706
Total Number of Members present in person or by proxy or by authorised representative who cast their votes through tablet/computer	251
Total Number of Votes (in terms of number of shares held) cast by them through tablet/computer	1,45,51,35,604

(a) **Voted in favour** of the Resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*242	95.65	1,45,51,27,114	99.99



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(b) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*11	4.35	8,490	0.01

* 2 members exercised their votes in favour for part of their shareholding and against for part of their shareholding.

(c) **Invalid/ Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5 The combined results of the remote e-voting and electronic voting at the venue of the Meeting are as follows:



- (i) **1,516** equity shareholders holding in aggregate **1,74,28,08,028** equity shares, constituting **97.24 %** in number and representing **99.99 %** in holding of the equity shares, voted in favour of the Resolution.
- (ii) **43** equity shareholders holding in aggregate **40,993** equity shares constituting **2.76 %** in number and representing **0.01 %** in holding of the equity shares, voted against the Resolution and
- (iii) votes of **7** equity shareholders holding **2,520** equity shares were declared invalid.

The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (being voluminous) is handed over to the Chairman of the Meeting in a Compact Disc (CD) separately.

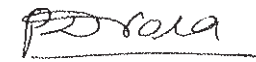


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The electronic data files pertaining to the remote e-voting and electronic voting conducted at the CCM are being handed over to the Company Secretary of the Company.



Mr. N. Ananthasubramanian
Practising Company Secretary
C.P. No. 1774

Place: Mumbai
Dated: 30th June, 2016


Mr. P. D. Vora
Member Scrutinizer
DP ID & CL ID
1207170000018501