

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of **Hindustan Unilever Limited**, a Company incorporated under the Companies Act, 1917 and having its Registered Office at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099, (hereinafter referred to as '**the Company**') on the E-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated **16th May, 2014**.

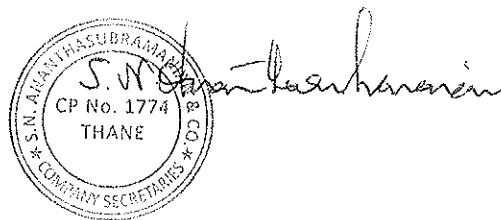
1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on **28th April, 2014** to the e-Voting process for passing the items on the agenda as contained in the Notice dated **16th May, 2014**.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **12th June, 2014**, the Cut-off date for the purpose of E-voting, the Company completed dispatch of the Notice of e-Voting:
 - by email to **1,19,663** Members who had registered their email-ids with the Company on **03rd June, 2014**; and
 - by Courier to 1,18,260, by Speed Post to 61,843 and by Registered Post to 22,664 Members i.e. to a total of **2,02,767** Members in physical form on **03rd June, 2014**.
3. In terms of the aforesaid Notice, E-voting was open for three days from **09:00 a.m. on Tuesday, 24th June, 2014** to **05:00 p.m. on Thursday, 26th June, 2014** and members were required to cast their votes



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- electronically conveying their Assent or Dissent in respect of the Ordinary / Special Resolutions, on e-Voting platform provided by National Securities Depository Limited (NSDL).
4. As required in the Rules, I unlocked the E-voting on the platform provided by NSDL after the completion of the E-voting process at 5.05 p.m. on Thursday, 26th June, 2014 in the presence of Mr. Amit Iyer and Mr. K.R.S. Mani Iyer.
 5. Based on the results made available to me, 991 members have cast their votes on the e-voting platform and I have annexed with this Report, the details and analysis of the e-Voting Results for each of the eight agenda items contained in the said Notice.



S.N. Ananthasubramanian

Date: 28th June, 2014

Place: Thane

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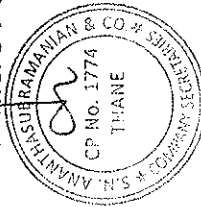
Annexure

Analysis of Results

Agenda No.	1
Subject	Approval and Adoption of Audited Balance Sheet as at 31 st March, 2014 and the Audited Profit and Loss Account of the Company for the Financial Year ended on that date and the Reports of the Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#968	163,40,86,049	99.92
Dissent	6	167	0.00
Abstain	#24	13,86,215	0.08
Total	#998	163,54,72,431	100.00

Includes e-Votes where 7 shareholders have not exercised all their votes in the same manner.



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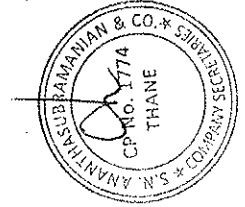
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Analysis of Results

Agenda No.	2
Subject	Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares for the financial year ended 31 st March, 2014.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#971	163,53,67,233	99.99
Dissent	7	2,221	0.00
Abstain	#19	1,02,977	0.01
Total	997	163,54,72,431	100.00

Includes e-Votes where 6 shareholders have not exercised all their votes in the same manner.



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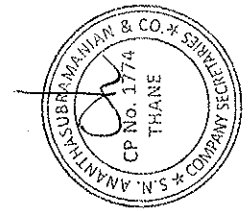
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Analysis of Results

Agenda No.	3(a)
Subject	To elect and appoint Directors in place of those retiring by rotation.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#929	162,52,64,306	99.37
Dissent	#40	101,00,819	0.62
Abstain	#28	1,07,306	0.01
Total	#997	163,54,72,431	100.00

#Includes e-Votes where 6 Shareholders have not exercised all their votes in the same manner.



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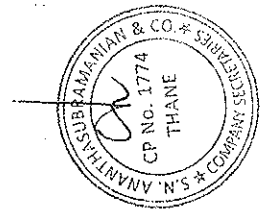
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Analysis of Results

Agenda No.	3(b)
Subject	To elect and appoint Directors in place of those retiring by rotation.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#881	161,83,12,563	98.95
Dissent	31	5,601	0.00
Abstain	#86	1,71,54,267	1.05
Total	#*998	163,54,72,431	100.00

Includes e-Votes where 7 Shareholders have not exercised all their votes in the same manner.



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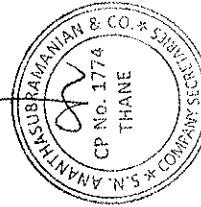
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Analysis of Results

Agenda No.	4
Subject	To appoint M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Lovelock & Lewes, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31 st March, 2015.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#940	163,28,93,141	99.84
Dissent	#32	24,73,035	0.15
Abstain	#25	1,06,255	0.01
Total	#997	163,54,72,431	100.00

Includes e-Votes where 6 Shareholders have not exercised all their votes in the same manner.



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Analysis of Results

Agenda No.	5
Subject	Appointment of Mr. Aditya Narayan, Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30 th June, 2014
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#906	162,72,46,079	99.50
Dissent	50	72,73,089	0.44
Abstain	#41	9,53,263	0.06
Total	#997	163,54,72,431	100.00

Includes e-Votes where 6 Shareholders have not exercised all their votes in the same manner



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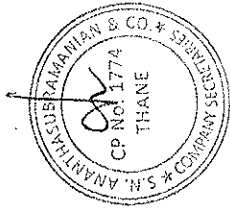
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Analysis of Results

Agenda No.	6
Subject	Appointment of Mr. S. Ramadorai, Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30 th June, 2014
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#901	162,73,76,532	99.51
Dissent	#65	75,49,407	0.46
Abstain	#32	5,46,492	0.03
Total	#998	163,54,72,431	100.00

#Includes e-Votes where 7 Shareholders have not exercised all their votes in the same manner.



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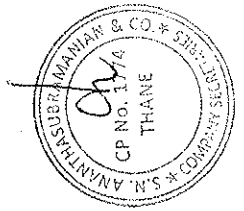
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Analysis of Results

Agenda No.	7
Subject	Appointment of Mr. O. P. Bhatt, Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30 th June, 2014
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#915	162,98,22,878	99.66
Dissent	#50	51,01,389	0.31
Abstain	#33	5,48,164	0.03
Total	#998	163,54,72,431	100.00

#Includes e-Votes where 7 Shareholders have not exercised all their votes in the same manner.



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Analysis of Results

Agenda No.	8
Subject	Appointment of Dr. Sanjiv Misra, Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30 th June, 2014
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Received	991	163,54,72,431	100.00
Assent	#934	163,47,89,653	99.96
Dissent	33	1,30,373	0.01
Abstain	#31	5,52,405	0.03
Total	#998	163,54,72,431	100.00

Includes 7 - e-Votes where the Shareholders have not exercised all his votes in the same manner

