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**S. N. ANANTHASUBRAMANIAN & CO.**
**COMPANY SECRETARIES**

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

To,

The Chairman

**Hindustan Unilever Limited**

CIN: L15140MH1933PLC002030

Unilever House, B D Sawant Marg,

Chakala, Andheri (East)

Mumbai- 400099.

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and e-Voting by your members at the 83rd Annual General Meeting (AGM) of your Company held on Thursday, 30th June, 2016 at 03:30 p.m.

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

S. N. ANANTHASUBRAMANIAN & CO. CP No.1774 THANE COMPANY SECRETARIES

S. N. Ananthasubramanian

**S. N. Ananthasubramanian**
**C.P. No. : 1774**
**Date: 30th June, 2016**
**Place: Mumbai**

# S. N. ANANTHASUBRAMANIAN & CO.
# COMPANY SECRETARIES

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


## SCRUTINIZER'S REPORT

| | |
|---|---|
| NAME OF THE COMPANY | **Hindustan Unilever Limited** |
| MEETING | **83rd Annual General Meeting** |
| DATE & TIME | **Thursday, 30th June, 2016 at 03:30 p.m.** |
| VENUE | **Unilever House, B.D. Sawant Marg, Chakala, Andheri (East) Mumbai-400099.** |

1. **Appointment as Scrutinizer:**

I was appointed as the Scrutinizer for the remote e-Voting as well as the electronic voting conducted at the 83rd Annual General Meeting (83rd AGM) of **Hindustan Unilever Limited** (hereinafter referred to as **the Company**) held on Thursday, 30th June, 2016 at 03:30 p.m. at **Unilever House, B.D. Sawant Marg, Chakala, Andheri (East) Mumbai- 400099.**

2. **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 (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:-

- On **2nd June, 2016** by e-mail to **1,50,455** members who had registered their e-mail-ids with the Company/ Depositories.
- On **1st June, 2016** by speed post to **55,582** members in physical form.
- On **1st June, 2016** by courier to **1,23,839** members in physical form.
- On **30th May, 2016** by Registered Post to **2,153** members in physical form.

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3. 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 at the remote e-Voting and voting at the Meeting.

4. Remote e-Voting

4.1 **Agency:**
The Company had appointed **M/s Karvy Computershare Private Limited ("Karvy")** as the agency for providing the remote e-Voting platform.

4.2 **Remote e-Voting:**
Remote e-Voting platform was open from **09:00 a.m. on Sunday, 26th June, 2016 to 5:00 p.m. on Wednesday, 29th April, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided by Karvy.

5. **Voting at the AGM:**

5.1 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 Karvy provided e-Voting facility to the members who attended the meeting.

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6. **Counting Process**

6.1 On completion of voting at the meeting, Karvy provided me with the list of members who had cast their votes, their holding details and details of vote cast on the resolution.

6.2 The votes were reconciled with the records maintained by the Company and Karvy with respect to the authorizations / proxies lodged with the Company.

6.3 I 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 e-Voting results.

7. **Results:**

7.1 I observed that

a) 217 members had cast their votes at the meeting.

b) 1207 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 83rd AGM dated 9th May, 2016 is enclosed.

7.3 Based on the aforesaid results, I report that **six Ordinary Resolutions** as contained in **Item No. 1 to Item No. 6** and **one Special Resolution** as contained in **Item No. 7** of the Notice dated **9th May, 2016**, have been **passed with requisite majority.**

S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES C.P. No.1774 THANE

S. N. Ananthasubramanian

**S. N. Ananthasubramanian**
**C.P. No. : 1774**

**Date: 30th June, 2016**
**Place: Mumbai**

**S. N. ANANTHASUBRAMANIAN & CO.**
**COMPANY SECRETARIES**
**10/26, BRINDABAN, THANE – 400 601**
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net; website www.snaco.net

## Consolidated Results

Item No. 1: Adoption of Financial Statements for the Financial Year ended 31st March, 2016.

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | 1,169 | 1,74,41,69,505 | #212 | 6,66,654 | 1,381 | 1,74,48,36,159 | 99.20 |
| Dissent | 8 | 587 | #5 | 344 | 13 | 931 | 0.00 |
| Abstain | 30 | 1,40,28,053 | 2 | 175 | 32 | 1,40,28,228 | 0.80 |
| Total | 1,207 | 1,75,81,98,145 | #219 | 6,67,173 | 1,426 | 1,75,88,65,318 | 100.00 |

# 2 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No.** 1 of the Notice dated **9th May, 2016**, has been passed with **requisite majority.**

S.N. Ananthasubramanian

CP No. 1774 THANE
S. N. ANANTHASUBRAMANIAN & CO. * COMPANY SECRETARIES *

S. N. Ananthasubramanian
C.P. No. : 1774

Date: 30th June, 2016
Place: Mumbai

**Item No. 2: Confirmation of Interim Dividend and declaration of Final Dividend for the year ended 31st March, 2016.**

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,196 | 1,75,04,69,006 | #212 | 6,66,666 | 1,408 | 1,75,11,35,672 | 99.56 |
| Dissent | *10 | 2,117 | #5 | 344 | 15 | 2,461 | 0.00 |
| Abstain | 3 | 77,27,022 | 2 | 163 | 5 | 77,27,185 | 0.44 |
| Total | *1,209 | 1,75,81,98,145 | #219 | 6,67,173 | 1,428 | 1,75,88,65,318 | 100.00 |

* 2 Members did not cast their vote in the same manner.

# 2 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice dated **9th May, 2016**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S.N. ANANTHASUBRAMANIAN & CO. CP No.1774 THANE COMPANY SECRETARIES

**S N Ananthasubramanian**
**C.P. No. : 1774**

**Date: 30th June, 2016**
**Place: Mumbai**

**S. N. ANANTHASUBRAMANIAN & CO.**
**COMPANY SECRETARIES**
**10/26, BRINDABAN, THANE – 400 601**
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**Item No. 3:** To appoint a Director in place of Mr. Harish Manwani (DIN 00045160), who retires by rotation and being eligible offers himself for re-appointment.

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,123 | 1,73,57,82,987 | #209 | 6,66,062 | 1,332 | 1,73,64,49,049 | 98.72 |
| Dissent | *56 | 94,56,089 | #9 | 955 | 6,66,118 | 94,57,044 | 0.54 |
| Abstain | 29 | 1,29,59,069 | 2 | 156 | 31 | 1,29,59,225 | 0.74 |
| Total | *1,208 | 1,75,81,98,145 | #220 | 6,67,173 | 6,67,481 | 1,75,88,65,318 | 100.00 |

* 1 Members did not cast their vote in the same manner.

# 3 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice dated **9th May, 2016**, has been passed **with requisite majority.**

S. N. Ananthasubramanian

S.N. ANANTHASUBRAMANIAN & CO. CP No.1774 THANE COMPANY SECRETARIES

**S N Ananthasubramanian**
**C.P. No. : 1774**

**Date: 30th June, 2016**

**Place: Mumbai**

**Item No. 4:** To appoint a Director in place of Mr. Pradeep Banerjee (DIN 02985965), who retires by rotation and being eligible offers himself for re-appointment.

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,159 | 1,74,51,48,030 | #210 | 6,66,409 | 1,369 | 1,74,58,14,439 | 99.26 |
| Dissent | *33 | 53,12,902 | #9 | 584 | 42 | 53,13,486 | 0.30 |
| Abstain | 16 | 77,37,213 | 2 | 180 | 18 | 77,37,393 | 0.44 |
| Total | *1,208 | 1,75,81,98,145 | #221 | 6,67,173 | 1,429 | 1,75,88,65,318 | 100.00 |

* 1 Members did not cast their vote in the same manner.

# 4 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No.** 4 of the Notice dated **9th May, 2016**, has been passed with **requisite majority.**

S.N. Ananthasubramanian

CP No.1774 THANE

S N Ananthasubramanian
C.P. No. : 1774

Date: 30th June, 2016
Place: Mumbai

Item No. 5: To appoint a Director in place of Mr. P. B. Balaji (DIN 02762983), who retires by rotation and being eligible offers himself for re-appointment

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,159 | 1,74,51,47,723 | #209 | 6,66,444 | 1,368 | 1,74,58,14,167 | 99.26 |
| Dissent | *33 | 53,13,209 | #8 | 545 | 41 | 53,13,754 | 0.30 |
| Abstain | 16 | 77,37,213 | 2 | 184 | 18 | 77,37,397 | 0.44 |
| Total | *1,208 | 1,75,81,98,145 | #219 | 6,67,173 | 1,427 | 1,75,88,65,318 | 100.00 |

* 1 Members did not cast their vote in the same manner.

# 2 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice dated **9th May, 2016**, has been passed **with requisite majority.**

S.N. Ananthasubramanian

CP No.1774 THANE
S. N. ANANTHASUBRAMANIAN & CO. * COMPANY SECRETARIES *

S N Ananthasubramanian
C.P. No. : 1774

Date: 30th June, 2016

Place: Mumbai

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

Item No. 6: **Ratification of appointment of M/s. B S R & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2017.**

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,089 | 1,73,23,36,390 | #211 | 6,66,519 | 1,300 | 1,73,30,02,909 | 98.53 |
| Dissent | *86 | 1,28,96,410 | #7 | 469 | 93 | 1,28,96,879 | 0.73 |
| Abstain | 33 | 1,29,65,345 | 2 | 185 | 35 | 1,29,65,530 | 0.74 |
| Total | *1,208 | 1,75,81,98,145 | #220 | 6,67,173 | 1,428 | 1,75,88,65,318 | 100.00 |

* 1 Members did not cast their vote in the same manner.

# 3 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in **Item No. 6** of the Notice dated **9th May, 2016**, has been passed with **requisite majority.**

S.N. Ananthasubramanian

CP No.1774 THANE S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES

S N Ananthasubramanian
C.P. No. : 1774

Date: 30th June, 2016
Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
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10/26, BRINDABAN, THANE – 400 601
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Item No. 7: Ratification and confirmation of the remuneration payable to M/s RA & Co., Cost Accountants (Firm Registration No. 000242).

| Particulars | Remote e-Votes | | E-Voting at the AGM | | Total | | Percentage (%) |
|---|---|---|---|---|---|---|---|
| | Number | Votes | Number | Votes | Number | Votes | |
| Assent | *1,158 | 1,74,80,40,066 | #210 | 6,66,504 | 1,368 | 1,74,87,06,570 | 99.42 |
| Dissent | *35 | 24,24,637 | #8 | 484 | 43 | 24,25,121 | 0.14 |
| Abstain | 16 | 77,33,442 | 2 | 185 | 18 | 77,33,627 | 0.44 |
| Total | *1,209 | 1,75,81,98,145 | #220 | 6,67,173 | 1,429 | 1,75,88,65,318 | 100.00 |

* 2 Members did not cast their vote in the same manner.

# 3 Members did not cast their vote in the same manner.

Based on the aforesaid results, I report that the **Special Resolution** as contained in **Item No. 7** of the Notice dated **9th May, 2016**, has been passed **with requisite majority.**

S.N. Ananthasubramanian

CP No.1774 THANE S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES

**S N Ananthasubramanian**
**C.P. No. : 1774**

**Date: 30th June, 2016**

**Place: Mumbai**