

**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,

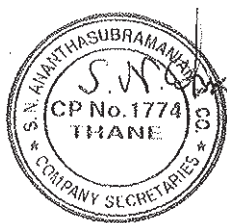
Chakala, Andheri (East)

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

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

SCRUTINIZER'S REPORT

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

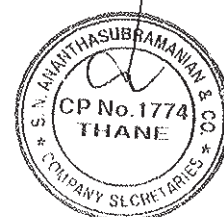
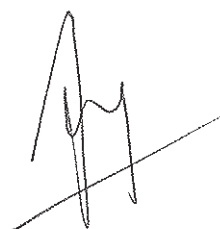
1. Appointment as Scrutinizer:

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.



Report of Scrutinizer on remote e-Voting & e-Voting by members of Hindustan Unilever Limited at the 83rd AGM

**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

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:

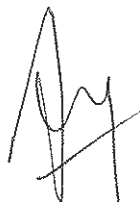
Remote e-Voting platform was open from **09:00 a.m. on Sunday, 26th June, 2016 to 5:00 p.m. on Wednesday, 29th April, 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and Special Resolutions, on the e-Voting platform provided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



Report of Scrutinizer on remote e-Voting & e-Voting by members of Hindustan Unilever Limited at the 83rd AGM

**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

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
C.P. No. : 1774
Date: 30th June, 2016
Place: Mumbai

A large, stylized handwritten signature of S. N. Ananthasubramanian.

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email snac@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

S. N. Ananthasubramanian

C.P. No. : 1774

Date: 30th June, 2016

Place: Mumbai

At

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

10/26, BRINDABAN, THANE – 400 601

Tel 25345648 / 2543 2704 : Fax 2539 0292 – email snaco@snaco.net : website www.snaco.net

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
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 snaco@snaco.net website www.snaco.net

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

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 сна@snaco.net: website www.snaco.net

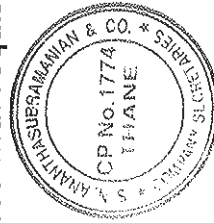
Item No. 4: To appoint a Director in place of Mr. Pradeep Banerjee (DIN 02985965), who retires by rotation and being eligible offers himself for re-appointment.

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

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 сна@snaco.net : website www.snaco.net

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
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

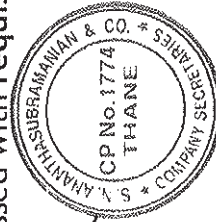
Item No. 6: Ratification of appointment of M/s. B S R & CO. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2017.

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
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 сна@snaco.net website www.snaco.net

**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

S N Ananthasubramanian

C.P. No. : 1774



[Signature]

Date: 30th June, 2016

Place: Mumbai