



Hindustan Unilever Limited

Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

29th June, 2019

Stock Code: BSE: 500696;
NSE: HINDUNILVR
ISIN: INE030A01027

BSE Limited,
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sirs,

Sub: Proceedings of the Tribunal Convened Meetings of the Unsecured Creditors of the Company held on 29th June, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the Tribunal Convened Meeting of the Unsecured Creditors of the Company held on 29th June, 2019 at the Registered Office of the Company.

You are requested to kindly take above information on your records.

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN : 00050516 / FCS : F3354



Encl: As above



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SUMMARY OF PROCEEDINGS OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF THE COMPANY

Pursuant to the order dated 2nd May, 2019 ('Order') passed by the National Company Law Tribunal, Mumbai Bench ('NCLT') in the Company Scheme Application No. 819 of 2019, the Tribunal Convened Meeting of the Unsecured Creditors of the Company was held on 29th June, 2019 at 12:00 noon, at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099.

As directed by the NCLT, Mr. Vinay Kumar Garg, Sr. Advocate was appointed as the Chairman and Mr. Shashikant Bhojani as the Alternate Chairman for the Tribunal Convened Meeting. Mr. Vinay Kumar Garg chaired the Tribunal Convened Meeting. With the permission of the Chairman, Mr. Vinay Kumar Garg, the Alternate Chairman, Mr. Shashikant Bhojani conducted the proceedings of the Tribunal Convened Meeting.

The number of Unsecured Creditors of the Company as on 31st December, 2018 was 4,471.

As directed by the NCLT, quorum of 100 Unsecured Creditors was required to be present in person throughout the Tribunal Convened Meeting. The Tribunal Convened Meeting was attended by 255 unsecured creditors either in person or through proxy/authorised representatives.

The details of the number of Unsecured Creditors present at the Tribunal Convened Meeting of Unsecured Creditors are as follows:

Category	Unsecured Creditors
In Person / Proxy / Authorised Representatives	255
Total	255

Accordingly, with the permission of the Chairman, Mr. Vinay Kumar Garg, the Alternate Chairman i.e. Mr. Shashikant Bhojani called the Tribunal Convened Meeting to order, as the requisite quorum being present. The Alternate Chairman requested Mr. Srinivas Phatak, Executive Director, Finance & IT and Chief Financial Officer of the Company and Mr. Dev Bajpai, Executive Director, Legal & Corporate Affairs and Company Secretary of the Company to join on the dais and assist in responding to the queries and clarifications raised by the unsecured creditors during the Tribunal Convened Meeting.





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The NCLT had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of electronic voting process at the venue of the Tribunal Convened Meeting.

The Alternate Chairman informed the Unsecured Creditors, that the facility for voting through electronic voting system (e-voting) was made available at the meeting hall, for all Unsecured Creditors present.

With the permission of the Unsecured Creditors, the notice convening the Tribunal Convened Meeting was taken as read. Thereafter, the Alternate Chairman requested Mr. Dev Bajpai, Executive Director, Legal & Corporate Affairs and Company Secretary, representative of the Company, to provide a brief background and salient features of the Scheme.

With the permission of the Unsecured Creditors, the following Resolution set out in the notice convening the Tribunal Convened Meeting was taken as read and put up to the Unsecured Creditors for voting:

Sr. No.	Particulars	Requisite Majorities
1	RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, read with the Observation letters dated February 15, 2019 issued by National Stock Exchange of India Limited and the BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Hindustan Unilever Limited, and subject to the approval of the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of	Majority of Unsecured Creditors representing three-fourths in value





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Sr. No.	Particulars	Requisite Majorities
	regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Hindustan Unilever Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation by way of Merger by Absorption among Hindustan Unilever Limited, a public listed Company, having its Registered Office at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400099, Maharashtra, GlaxoSmithKline Consumer Healthcare Limited, public listed Company having its Registered Office at Patiala Road, Nabha - 147 201 (Punjab) and their respective shareholders and creditors (hereinafter referred to as the "Scheme") placed before this meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority. RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such	





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Sr. No.	Particulars	Requisite Majorities
	adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Competition Commission of India, the Mumbai Bench and/or the Chandigarh Bench of the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to Hindustan Unilever Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."	

One of the Unsecured Creditor expressed his support for the Scheme.

Thereafter, the Alternate Chairman announced voting to be undertaken electronically and requested Mr. S. N. Ananthasubramanian, Practising Company Secretary, the Scrutiniser for the orderly conduct of the voting at the Tribunal Convened Meeting.

The Alternate Chairman announced that the e-voting results along with the consolidated Scrutiniser's Report for the Tribunal Convened Meeting shall be informed to Stock Exchanges

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and also be placed on the website of the Company and Stock Exchanges within 48 hours from the conclusion of the Tribunal Convened Meeting.

The Tribunal Convened Meeting concluded at 1.16 p.m. after the Unsecured Creditors present at the Tribunal Convened Meeting cast their votes. Thereafter, the Chairman declared the Tribunal Convened Meeting closed.

Post the completion of the Tribunal Convened Meeting of Unsecured Creditors, the Scrutiniser submitted their Report post verification of the votes. As per the report submitted by the Scrutiniser considering the results of the e-voting, the resolution embodied in the Notice of the Tribunal Convened Meeting of Unsecured Creditors, was passed unanimously.

For Hindustan Unilever Limited

Dev Bajpai

**Executive Director, Legal & Corporate Affairs
and Company Secretary**

DIN: 00050516 / FCS No: F3354

