

SCRUTINIZERS REPORT

To,

Mr. Vinay Kumar Garg, Sr. Advocate

Chairperson appointed for the Meeting of Unsecured Creditors of Hindustan Unilever Limited convened by the National Company Law Tribunal, Mumbai Bench pursuant to order dated 02nd May, 2019 passed in Company Scheme Application No. 819 of 2019.

Report of Scrutinizer on voting conducted at the Meeting of Unsecured Creditors of Hindustan Unilever Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Saturday, 29th June, 2019 at 12:00 noon at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099 (hereinafter referred to as "Meeting").

Dear Sir,

I, S. N. Ananthasubramanian, Practising Company Secretary, was appointed by the Hon'ble Mumbai Bench of NCLT vide its order dated 02nd May, 2019 passed in Company Scheme Application No. 819 of 2019, as Scrutinizer for the purpose of conducting voting at the venue of the meeting of Unsecured Creditors of the Company held on Saturday, 29th June, 2019 at 12:00 noon at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099, on the resolution seeking approval of unsecured creditors to the proposed Scheme of Amalgamation by way of Merger by Absorption among GlaxoSmithKline Consumer Healthcare Limited, the Company and their respective shareholders and creditors in terms of the Notice dated 16th May, 2019 convening the meeting (the "Resolution").

I hereby submit my report as under:

1. Cut-off Date

Notices were issued to unsecured creditors whose names were appearing in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Company as on **Monday, 31st December, 2018** and voting rights were reckoned as on **Monday, 31st December, 2018**, being the cut-off date for the purpose of deciding the entitlements of unsecured creditors to vote at the Meeting.



2. Attendance

The meeting was attended either in person or by proxy or by authorised representatives by **255** unsecured creditors of the Company having their total outstanding unsecured liabilities amounting to **INR 865,66,88,496.33** as on 31st December, 2018.

3. E-voting at the Meeting

- 3.1 The Company provided e-voting facility to unsecured creditors to vote on the Resolution.
- 3.2 The identity and/ or authorization of the unsecured creditors who attended the meeting were verified against the records available with the Company.
- 3.3 After the announcement was made by the Chairperson appointed for the Meeting, unsecured creditors and proxies present at the Meeting voted through the electronic voting facility provided by Karvy Fintech Private Limited ("Karvy").

4. Counting Process

- 4.1 On completion of voting at the meeting, Karvy provided us with the list of unsecured creditors present either in person or through proxies or authorized representatives who had cast their votes, their details and details of votes cast on the Resolution.
- 4.2 Votes were reconciled with the records maintained by the Company and Karvy, the Registrar and Transfer Agent of the Company with respect to the authorizations / proxies lodged with the Company.
- 4.3 The result of e-voting provided by the Company at the meeting, on the Resolution is as follows:



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Total number of unsecured creditors present in person or by proxy or by authorised representative	255
Total debt held by unsecured creditors present in person or by proxy or by authorised representative	865,66,88,496.33
Total number of unsecured creditors present in person or by proxy or by authorised representative who cast their votes through e-voting	255
Total value of votes cast by them through e-voting (debt in rupees)	865,66,88,496.33

(a) Voted in favour of the Resolution:

Number of unsecured creditors present and voting (in person or by proxy or by authorized representative)	% of the total number of unsecured creditors present and voting (in person or by proxy or by authorized representative)	Number of votes cast by them (in terms of value of debt)	% of total number of votes cast by them (in terms of value of debt)
255	100.00	865,66,88,496.33	100.00



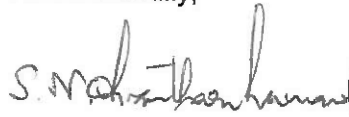
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- 4.4 No unsecured creditor voted against the Resolution and no votes were found to be invalid.
5. The Resolution was thus approved by **100.00%** of the total unsecured creditors present and voting, having **100.00%** of the liabilities of the unsecured creditors present and voting, either in person or by proxy or by authorized representative, which is more than the requisite majority of the unsecured creditors of the Company.
6. The list of unsecured creditors who voted in favour of the Resolution is enclosed.

Thanking you,

Yours faithfully,





S. N. Ananthasubramanian
Practising Company Secretary

FCS : 4206

COP No. : 1774

29th June, 2019

Mumbai