

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Annual General Meeting of the Equity Shareholders  
of **Hindustan Unilever Limited** held on 30<sup>th</sup> June, 2014,  
at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099,

Dear Sir,

We, S.N.Ananthasubramanian of M/s. S.N.ANANTHASUBRAMANIAN & Co., Company Secretaries and Prakash D. Vora, a Shareholder of the Company (Regn. Folio 301549/18540383) appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the Equity Shareholders of Hindustan Unilever Limited held at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099, submit our report as under:

1. On completion of E-Poll by the members of the Company, Karvy Computershare Private Limited (Registrar and Transfer Agents of the Company) provided us with the voting results.
2. The votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The votes, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll are as under:



Item No. 1. - Resolution -

Approval and Adoption of Audited Balance Sheet as at 31<sup>st</sup> 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.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
410	5,64,65,244	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	907	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230



**Item No. 2 - Resolution**

Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
410	5,64,65,300	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	851	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230



**Item No. 3(a) - Resolution**

To elect and appoint Directors in place of those retiring by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
407	5,29,22,932	93.73

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	35,43,219	6.27

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230

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**Item No. 3 (b) - Resolution**

To elect and appoint Directors in place of those retiring by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
407	529,22,106	93.72

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	35,44,045	6.28

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230

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#### Item No. 4 - Resolution

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<sup>st</sup> March, 2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
408	529,31,692	93.74

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	35,34,459	6.26

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230



**Item No. 5 - Resolution**

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<sup>th</sup> June, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
406	544,79,166	96.48

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	19,86,985	3.52

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230

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**Item No. 6 - Resolution**

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<sup>th</sup> June, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
404	509,45,057	90.22

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	55,21,094	9.78

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230





**Item No. 7 - Resolution**

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<sup>th</sup> June, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
409	564,54,991	99.98

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	11,160	0.02

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230



**Item No. 8 - Resolution**

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 30th June, 2014.

(i) Voted in favour of the resolution:

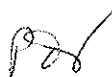
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
408	564,54,739	99.98

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	11,412	0.02

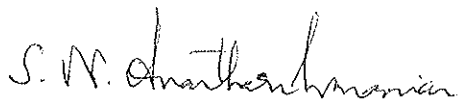
(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	15,230



5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

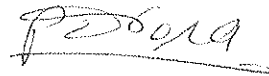
Thanking you,



**S.N. Ananthasubramanian**

Scrutinizer

30/06/2014



**Prakash D. Vora**

Scrutinizer

30/06/2014