



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

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30th June, 2020

To,
The Chairman
Hindustan Unilever Limited
CIN: L15140MH1933PLC002030
Unilever House, B. D. Sawant Marg,
Chakala, Andheri (East), Mumbai – 400 099.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e-voting process and voting by your Members during the 87th Annual General Meeting of your Company held on Tuesday, 30th June, 2020 through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

We are pleased to submit the Scrutinizer’s Report, which is comprehensive and self-explanatory in all respects.

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S. N. Ananthasubramanian
Partner



SCRUTINIZER'S REPORT

Name of the Company	Hindustan Unilever Limited
Meeting	87th Annual General Meeting
Day, Date & Time	Tuesday, 30th June, 2020 at 03:00 p.m.
Deemed Venue	Registered Office situated at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099.
Mode	Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)

1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by Members during the 87th Annual General Meeting (“AGM”) of Hindustan Unilever Limited (hereinafter referred to as the Company) scheduled on Tuesday, 30th June, 2020 at 03:00 p.m. held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Dispatch of Notice convening the AGM

2.1 Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, advertisement was published in Business Standard, all India edition and The Free Press Journal, Mumbai edition (English newspaper) and Navshakti, Mumbai Edition (vernacular language newspaper), having electronic editions on 29th May, 2020 and 9th June, 2020 respectively specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email ids by the members (both physical and demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.





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- 2.2 The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 5th June, 2020.
- 2.3 The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM:
- a) On **5th June, 2020** by E-mail to **5,94,704** Members who had already registered their email ids with the Company / Depositories;
 - b) On **24th June, 2020** by E-mail to **43,594** Members who registered their email ids pursuant to aforesaid advertisement(s) published by the Company.

3. Cut-off date

Voting rights were reckoned as on **Monday, 22nd June, 2020**, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

4. Remote e-voting process

4.1 Agency

The Company appointed **National Securities Depositories Limited ("NSDL")** as the agency for providing the platform for remote e-voting and e-voting during the AGM.





4.2 Remote e-voting period

Remote e-voting platform was open from **09:00 a.m. on Thursday, 25th June, 2020 till 05:00 p.m. on Monday, 29th June, 2020** and members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by NSDL.

5. Voting at the AGM

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rules, 2014, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during 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, NSDL, 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.

6. Counting Process

6.1 On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the NSDL e-voting platform and downloaded the results.

7. Results

7.1 We observed that:

- a) **69** Members had cast their votes through e-voting during the AGM;
- b) **2,491** Members had cast their votes through remote e-voting.

7.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 04th June, 2020 is enclosed herewith.





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- 7.3 Based on the aforesaid results, we report that **08 Ordinary Resolutions** as set out in Item Nos. 1 to 8 of the Notice of the AGM dated 04th June, 2020 have been **passed with the requisite majority**.

For S. N. ANANTHASUBRAMANIAN & Co.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 606/2019

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S. N. Ananthasubramanian

Partner

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30th June, 2020 | Thane



CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,407	1,92,10,29,161	67	21,774	2,474	1,92,10,50,935	99.9997
Dissent	24	2,148	1	3,025	25	5,173	0.0003
Total	2,431	1,92,10,31,309	68	24,799	2,499	1,92,10,56,108	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 1** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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CONSOLIDATED RESULTS

Item No. 2: To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the Financial Year ended 31st March, 2020.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,462	1,94,97,46,053	67	21,772	2,529	1,94,97,67,825	99.9998
Dissent	26	1,563	2	3,030	28	4,593	0.0002
Total	2,488	1,94,97,47,616	69	24,802	2,557	1,94,97,72,418	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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CONSOLIDATED RESULTS

Item No. 3: To appoint a Director in place of Mr. Dev Bajpai (DIN: 00050516), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,379	1,94,63,02,498	64	21,697	2,443	1,94,63,24,195	99.8901
Dissent	91	21,38,692	3	3,100	94	21,41,792	0.1099
Total	2,470	1,94,84,41,190	67	24,797	2,537	1,94,84,65,987	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 3** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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CONSOLIDATED RESULTS

Item No. 4: To appoint a Director in place of Mr. Srinivas Phatak (DIN: 02743340), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,374	1,94,54,86,742	64	21,765	2,438	1,94,55,08,507	99.8482
Dissent	93	29,54,474	3	3,032	96	29,57,506	0.1518
Total	2,467	1,94,84,41,216	67	24,797	2,534	1,94,84,66,013	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 4** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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CONSOLIDATED RESULTS

Item No. 5: To appoint a Director in place of Mr. Wilhemus Uijen (DIN: 08614686), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,363	1,94,55,27,240	64	21,755	2,427	1,94,55,48,995	99.8586
Dissent	101	27,52,121	2	3,027	103	27,55,148	0.1414
Total	2,464	1,94,82,79,361	66	24,782	2,530	1,94,83,04,143	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 5** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 6: To appoint Dr. Ashish Sharad Gupta (DIN: 00521511) as an Independent Director of the Company to hold office for a term of up to five consecutive years with effect from 31st January, 2020 to 30th January, 2025.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,325	1,93,50,39,202	62	21,749	2,387	1,93,50,60,951	99.9404
Dissent	114	11,50,672	3	3,032	117	11,53,704	0.0596
Total	2,439	1,93,61,89,874	65	24,781	2,504	1,93,62,14,655	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 6** of the Notice of the AGM dated 04th June, 2020, has been **passed with requisite majority**.

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 7: To approve payment to its Directors (other than the Managing Director and Whole-time Directors of the Company), for a period of three years commencing from 1st April, 2020 to 31st March, 2023, such sum by way of commission as the Board and / or a Committee thereof may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any Financial Year as may be specified under the Act, from time to time and computed in the manner provided under Section 198 of the Act, or 300 lakhs in aggregate, whichever is lower.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,263	1,93,28,66,440	62	21,728	2,325	1,93,28,88,168	99.7495
Dissent	189	48,51,815	5	3,069	194	48,54,884	0.2505
Total	2,452	1,93,77,18,255	67	24,797	2,519	1,93,77,43,052	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 7** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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Company Secretaries

CONSOLIDATED RESULTS

Item No. 8: To approve the remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2021, amounting to Rs. 12 lakhs as also the payment of taxes, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

Particulars	Remote e-voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	2,380	1,95,00,28,495	63	21,763	2,443	1,95,00,50,258	99.9984
Dissent	92	28,232	4	3,034	96	31,266	0.0016
Total	2,472	1,95,00,56,727	67	24,797	2,539	1,95,00,81,524	100.0000

Based on the aforesaid result, we report that the **Ordinary Resolution** as set out in **Item No. 8** of the Notice of the AGM dated 04th June, 2020 has been **passed with requisite majority**.

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