



Hindustan Unilever Limited

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

June 29, 2019

Stock Code: HINDUNILVR
ISIN: INE030A01027

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

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 Sir/Madam,

Sub: Outcome and voting of Tribunal Convened Meeting of Equity Shareholders

This is further to our letter dated 21st May, 2019, regarding the National Company Law Tribunal, Mumbai Bench ('NCLT') convened Meeting of Equity Shareholders ("Tribunal Convened Meeting"). Please note that the Tribunal Convened Meeting of the Equity Shareholders was held today as directed by NCLT vide Order dated 2nd May, 2019 at the Registered Office of the Company.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility and e-voting facility at the Tribunal Convened Meeting to its equity shareholders. The NCLT had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, as the Scrutiniser for the remote e-voting and e-voting at the Tribunal Convened Meeting. As per the Scrutiniser's report, the Resolutions as set out in the Notice of the Tribunal Convened Meeting have been duly approved by the Equity Shareholders with overwhelming majority. The Scrutinisers' report is enclosed as Annexure 1.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and e-voting at the Tribunal Convened Meeting of equity shareholders of the Company.

This is for your information and records.

Thanking You,

Yours faithfully,



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

Encl:A/a



Hindustan Unilever Limited

Outcome of Voting of Tribunal Convened Meeting of Equity Shareholders

(As per Regulation 44(3) of Listing Regulations)

Date of Tribunal Convened Meeting	29th June, 2019
Total number of shareholders as on relevant date (i.e. 19th April, 2019)	3,80,062
No. of shareholders present in the meeting either in person or through proxy	144
Promoters & Promoter Group	7
Public	137
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoters & Promoter Group	NIL
Public	NIL





Hindustan Unilever Limited

Agenda wise disclosure:

Resolution required (Ordinary / Special)				Approval by majority of persons representing three-fourth in value of the members, voting in person or by proxy or by remote e-voting				
Whether promoter/promoter group are interested in the agenda / resolution?				To consider, and if thought fit, approve the Scheme of Amalgamation by way of Merger by Absorption among GlaxoSmithKline Consumer Healthcare Limited (Transferor Company), Hindustan Unilever Limited (Applicant Company), and their respective Equity Shareholders and Unsecured Creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.				
Promoter and Promoter group are not interested in the resolution except to the extent of their shareholding								
Category	Mode of Voting	No. of shares held#	No. of votes polled\$	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1454412858	1454412858	100.00	1454412858	0	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1454412858	1454412858	100.00	1454412858	0	100.00	0
Public - Institutions	E-Voting	409509608	319017398	77.90	319017398	100.00	100.00	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	409509608	319017398	77.90	319017398	100.00	100.00	0
Public – Non Institutions	E-Voting	300781939	26571540	8.83	26552138	19402	99.93	0.07
	Poll		81630	0.03	80886	744	99.09	0.91
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	300781939	26653170	8.86	26633024	20146	99.92	0.08
Total		2164704405	1800083426	83.16	1800063280	20146	99.99	0.01

* Shareholding as on 19th April, 2019

\$ excludes invalid votes of 4,21,228 equity shares.

[Signature]



SCRUTINIZER'S REPORT

To,

Mr. Vinay Kumar Garg, Sr. Advocate

Chairperson appointed for the Meeting of the Equity Shareholders 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 remote e-voting process and e-voting conducted at the Meeting of Equity Shareholders of Hindustan Unilever Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Saturday, 29th June, 2019 at 11:00 a.m. 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 remote e-voting and e-voting at the venue of the meeting of the Equity Shareholders of the Company held on Saturday, 29th June, 2019 at 11:00 a.m. at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099, on the resolution seeking approval of equity shareholders 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 equity shareholders whose names were appearing in the Register of Members/ list of beneficial owners as on **Friday, 19th April, 2019**, and voting rights were reckoned as on **Friday, 19th April, 2019**, being the cut-off date for the purpose of deciding the entitlements of members to vote through remote e-voting and voting at the Meeting.



Report of Scrutinizer on remote e-voting process and voting conducted at the NCLT convened Meeting of Equity Shareholders of Hindustan Unilever Limited held on 29th June, 2019

2. Remote e-voting and e-voting at the Meeting

2.1 Agency

The Company appointed Karvy Fintech Private Limited ("Karvy") as the agency for providing the remote e-voting platform and electronic voting facility through tablets at the Meeting.

2.2 Remote e-voting period

Remote e-voting platform was open from 09:00 a.m. on Thursday, 30th May, 2019 to 05:00 p.m. on Friday, 28th June, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on the remote e-voting platform provided by Karvy.

2.3 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 at the Meeting, we were provided access to only such details relating to members such as their names, DP ID & Client ID, Folios, number of shares held but not the manner in which they have voted after closure of period of remote e-voting and before the commencement of the Meeting.

2.4 Accordingly, after the closure of the remote e-voting process at 05:00 p.m. on 28th June, 2019, we downloaded the file containing names, DP ID & Client ID, folios and shareholding of the members who had cast their votes through remote e-voting and shared the file with Karvy, the Registrar and Transfer Agent of the Company ("RTA").

2.5 E-voting at the Meeting

After the announcement was made by the Chairperson appointed for the Meeting, members and proxies present at the Meeting voted through the electronic voting facility provided by Karvy.



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COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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3. Counting Process

- 3.1 On completion of voting at the meeting, Karvy provided us with the list of members present either in person or through proxies who had cast their votes, their holding details and details of votes cast on the Resolution.
- 3.2 Votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- 3.3 We unblocked the remote e-voting results on the Karvy remote e-voting platform in the presence of Ms. Shivangi Abhyankar and Mr. Aditya Ambastha and downloaded the remote e-voting results.
- 3.4 We note that **1,701** members holding **180,38,47,668** equity shares had cast their votes through remote e-voting facility and **106** members holding **1,38,408** equity shares had cast their votes at the Meeting. Thus in aggregate **1,807** members holding **180,39,86,076** equity shares cast their votes.
- 3.5 The result of **remote e-voting** provided by the Company through Karvy, on the Resolution is as follows:
- (a) Voted in favour of the Resolution:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
1,660	98.283%	179,99,82,394	99.999%



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(b) Voted against the Resolution:

Number of members voted through remote e-voting	% of the total number of members voted through remote e-voting	Number of votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
29	1.717%	19,402	0.001%

(c) Invalid/ Abstain votes:

Total number of members whose votes cast through remote e-voting were found to be invalid / who abstained from voting	Total number of votes cast by them
16	3,64,450

3.6 The result of e-voting facility at the Meeting provided by the Company through Karvy, on the Resolution is as follows:

Total number of Members present in person or by proxy or by authorised representative	144
Total number of Shares held by Members present in person or by proxy or by authorised representative	145,45,84,687
Total number of Members present in person or by proxy or by authorised representative who cast their votes through e-voting (other than persons who had cast their votes through remote e-voting)	101



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Total number of votes cast by them through e-voting (in terms of number of shares held)	81,630
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(a) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
89	88.119%	80,886	99.089%

(b) Voted against the Resolution:

Number of members present and voting (in person or by proxy or by authorized representative)	% of the total number of members present and voting (in person or by proxy or by authorized representative)	Number of votes cast by them (in terms of number of shares held)	% of total number of votes cast by them (in terms of number of shares held)
12	11.881%	744	0.911%



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(c) Invalid/ Abstain votes:

Total number of members whose votes were found to be invalid / who abstained from voting	Total number of votes cast by them
05	56,778

4. Consolidated results of the remote e-voting and e-voting at the venue of the Meeting are as follows:

Particulars	Remote e-voting		E-voting at the NCLT convened Meeting		Total	
	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them
Total valid votes	1,689	180,00,01,796	101	81,630	1,790	180,00,83,426
Total votes cast in favour of the Resolution	*1,660	179,99,82,394	89	80,886	1,749	180,00,63,280
% of votes cast in favour	98.283%	99.999%	88.119%	99.089%	97.709%	99.999%
Total votes cast against of the Resolution	*29	19,402	12	744	41	20,146
% of votes cast against	1.717%	0.001%	11.881%	0.911%	2.291%	0.001%

* Votes in respect of four folios were not cast in the same manner.



Report of Scrutinizer on remote e-voting process and voting conducted at the NCLT convened Meeting of Equity Shareholders of Hindustan Unilever Limited held on 29th June, 2019

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5. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., 29th June, 2019 with a majority of Equity Shareholders (including proxies) exercising voting rights representing three-fourths in value in shares held by them and voted in favor through remote e-voting or by way of e-voting at the meeting.
6. A Compact Disc (CD) containing the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the Resolution is enclosed.
7. The electronic data files pertaining to remote e-voting and e-voting conducted at the Meeting are being handed over to the Company Secretary of the Company, authorized by the Board of Directors of the Company for safekeeping.

Thanking you,

Yours faithfully,

S. N. Ananthasubramanian



S. N. Ananthasubramanian

Practising Company Secretary

FCS : 4206

COP No. : 1774

29th June, 2019

Mumbai