

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

10/26, Brindaban, Thane (West) – 400 601 | Tel: 25345648, 25432704 | E-mail: snaco@snaco.net | Website: www.snaco.net

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.



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.



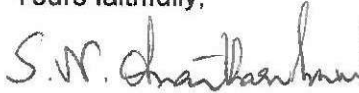
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5. Based on the foregoing, the Resolution as proposed in the Notice of the NCLT Convened Meeting shall be deemed to have been approved on the date of the NCLT Convened Meeting of Equity Shareholders of the Company i.e., 29th June, 2019 with a majority 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

Practising Company Secretary

FCS : 4206

COP No. : 1774

29th June, 2019

Mumbai