



Hindustan Unilever Limited

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

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

29th June, 2019

Stock Code: BSE: 500696;
NSE: HINDUNILVR
ISIN: INE030A01027

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 Sirs,

Sub: Proceedings of the Tribunal Convened Meeting of the Equity Shareholders of the Company held on 29th June, 2019

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the Tribunal Convened Meeting of the Equity Shareholders of the Company held on 29th June, 2019 at the Registered Office of the Company.

You are requested to kindly take above information on your records.

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

Mr. Dev Bajpai
Executive Director, Legal and Corporate Affairs
and Company Secretary
DIN : 000505516 / FCS : F3354



Encl: As above



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SUMMARY OF PROCEEDINGS OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY

Pursuant to the order dated 2nd May, 2019 ('Order') passed by the National Company Law Tribunal, Mumbai Bench ('NCLT') in the Company Scheme Application No. 819 of 2019, the Tribunal Convened Meeting of the Equity Shareholders of the Company was held on 29th June, 2019 at 11:00 a.m., at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099.

As directed by the NCLT, Mr. Vinay Kumar Garg, Sr. Advocate was appointed as the Chairman and Mr. Shashikant Bhojani as the Alternate Chairman for the Tribunal Convened Meeting. Mr. Vinay Kumar Garg chaired the Tribunal Convened Meeting. With the permission of the Chairman, Mr. Vinay Kumar Garg, the Alternate Chairman, Mr. Shashikant Bhojani conducted the proceedings of the meeting.

The number of shareholders as on cut-off date i.e. 19th April, 2019 was 380062.

As directed by the NCLT, quorum of 30 Equity Shareholders was required to be present in person throughout the Tribunal Convened Meeting of Equity Shareholders. The Tribunal Convened Meeting was attended by 144 members in the aggregate viz. 137 members in person and 7 members through their authorised representatives.

The details of the number of shareholders present at the Tribunal Convened Meeting of Equity Shareholders are as follows:

Category	Promoter and Promoter Group	Public	Total
In Person	NIL	137	137
Through authorised representative	7	NIL	7
Through Proxy	Nil	NIL	NIL
Total	7	137	144

Accordingly, with the permission of the Chairman, Mr. Vinay Kumar Garg, the Alternate Chairman i.e. Mr. Shashikant Bhojani called the Tribunal Convened Meeting to order, as requisite quorum was present. The Alternate Chairman had requested Mr. Srinivas Phatak, Executive Director, Finance & IT and Chief Financial Officer of the Company and Mr. Dev Bajpai, Executive Director,





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Legal & Corporate Affairs and Company Secretary of the Company to join on the dais and assist in responding to the queries and clarifications raised by the shareholders during the Tribunal Convened Meeting.

The Alternate Chairman informed the Equity Shareholders, that the facility for voting through electronic voting system (e-voting) was made available at the meeting for such shareholders who had not cast their vote through remote e-voting.

The NCLT had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, as the Scrutiniser for the purpose of scrutinising the process of remote e-voting and e-voting process at the Tribunal Convened Meeting.

The Alternate Chairman informed the Equity Shareholders that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the Listing Regulations, the Company had extended the remote e-voting facility to the Equity Shareholders of the Company in respect of the resolution to be passed at the Tribunal Convened Meeting of Equity Shareholders. The remote e-voting commenced at 09.00 a.m. on Thursday, 30th May, 2019 and ended at 05.00 p.m. on Friday, 28th June, 2019.

With the permission of the Equity Shareholders, the notice convening the Tribunal Convened Meeting was taken as read. Thereafter, the Alternate Chairman requested Mr. Dev Bajpai, Executive Director, Legal & Corporate Affairs and Company Secretary, representative of the Company, to provide a brief background and salient features of the Scheme.

With the permission of the Equity Shareholders, the following Resolution set out in the notice convening the Tribunal Convened Meeting was taken as read and put up to the Equity shareholders for voting:

Sr. No.	Particulars	Requisite Majorities
1	RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other Rules, Circulars and Notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing	Majority of Equity Shareholders representing three-fourths in value





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Sr. No.	Particulars	Requisite Majorities
	<p>Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, read with the Observation letters dated February 15, 2019 issued by National Stock Exchange of India Limited and the BSE Limited and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Hindustan Unilever Limited, and subject to the approval of the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Hindustan Unilever Limited (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed amalgamation embodied in the Scheme of Amalgamation by way of Merger by Absorption among Hindustan Unilever Limited, a public listed Company, having its Registered Office at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400099, Maharashtra, GlaxoSmithKline Consumer Healthcare Limited, public listed Company having its Registered Office at Patiala Road, Nabha - 147 201 (Punjab) and their respective shareholders and creditors (hereinafter referred to as the "Scheme") placed before this meeting and initialed by the Chairperson for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board be and is hereby authorised to do all such acts, deeds, matters and things</p>	





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Sr. No.	Particulars	Requisite Majorities
	as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Mumbai Bench and the Chandigarh Bench of the National Company Law Tribunal while sanctioning the Scheme, or by any Governmental authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the Securities and Exchange Board of India, the Competition Commission of India, the Mumbai Bench and/or the Chandigarh Bench of the National Company Law Tribunal, and/or any other authority, are in its view not acceptable to Hindustan Unilever Limited, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto."	

On the invitation of the Alternate Chairman, the Equity Shareholders addressed the Tribunal Convened Meeting and sought clarifications on the resolution proposed at the Tribunal Convened Meeting. Upon the request of the Alternate Chairman, Mr. Dev Bajpai and Mr. Srinivas Pathak, present on the dais, responded to the queries of the Equity Shareholders and provided clarifications.

Thereafter, the Alternate Chairman announced voting to be undertaken electronically (e-voting) and requested Mr. S. N. Ananthasubramanian, Practising Company Secretary, the Scrutiniser for the orderly conduct of the voting at the Tribunal Convened Meeting.





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The Alternate Chairman announced that the e-voting results along with the consolidated Scrutiniser's Report for the Tribunal Convened Meeting shall be informed to Stock Exchanges and also be placed on the website of the Company, Karvy Fintech Private Limited, Registrar and Share Transfer Agent of the Company and Stock Exchanges within 48 hours from the conclusion of the Tribunal Convened Meeting.

The Tribunal Convened Meeting concluded at 12.15 PM after the Equity Shareholders present at the Tribunal Convened Meeting cast their votes. Thereafter, the Chairman declared the Tribunal Convened Meeting closed.

Post the completion of the Tribunal Convened Meeting of Equity Shareholders, the Scrutiniser submitted their Report post verification of the votes. As per the report submitted by the Scrutiniser considering the results of the remote e-voting and electronic voting at the venue, the resolution embodied in the Notice of Equity Shareholders was passed with overwhelming majority.

For Hindustan Unilever Limited

Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS No: F3354

