



**Outcome of Voting at the Meeting of the Equity Shareholders of the Company
convened as per the directions of the National Company Law Tribunal, Mumbai Bench**

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

Date of Meeting	12th August, 2025
Record Date	5th August, 2025
Total number of shareholders as on record date	11,64,814
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	NA
Public	NA
No. of Shareholders attended the meeting through Video Conferencing / Other Audio Visual Means	
Promoters & Promoter Group	7
Public	136



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Scheme of Arrangement between Hindustan Unilever Limited, Kwality Wall's (India) Limited and their respective shareholders				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1454412858	1454412858	100	1454412858	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1454412858	1454412858	100	1454412858	0	100	0
Public-Institutions	E-Voting	620674603	549098900	88.4681	549098900	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	620674603	549098900	88.4681	549098900	0	100	0
Public- Non Institutions	E-Voting	274503801	2058971	0.7501	2017208	41763	97.9717	2.0283
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	274503801	2058971	0.7501	2017208	41763	97.9717	2.0283
Total		2349591262	2005570729	85.3583	2005528966	41763	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	The resolution was passed by majority in number representing three-fourth in value of the shareholders casting their vote through e-voting.

The Resolution for approval of the Scheme of Arrangement amongst Hindustan Unilever Limited, Kwality Wall's (India) Limited and their respective shareholders, as set out in the Notice dated 7th July 2025, has been passed by the Members by requisite majority, pursuant to Section 230(6) of the Companies Act, 2013, through remote e-voting and e-voting at the Meeting.

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the Meeting of Equity Shareholders of Hindustan Unilever Limited, convened pursuant to order dated June 11, 2025 of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), on Tuesday, August 12, 2025 at 11:00 a.m. (1100 hours) through Video Conferencing (VC) or other audio visual means ("OAVM")

To

Hon'ble Justice Mr. Ferdino Rebello (Retd.)
Chairperson appointed by the Hon'ble NCLT, Mumbai Bench for the Hon'ble NCLT Convened meeting of equity shareholders (hereinafter referred to as "the Meeting") of Hindustan Unilever Limited (hereinafter referred to as "the Company"), pursuant to the Order dated June 11, 2025, passed in Company Scheme Application No. CA. (CAA) 142/MB/2025.

A. I, Ashwini Ramakant Gupta, Practicing Company Secretary have been appointed by the Hon'ble NCLT, Mumbai Bench - I, by its Order dated June 11, 2025, passed in Company Scheme Application No. CA. (CAA) 142/MB/2025, as "the Scrutinizer" for the meeting of the Equity Shareholders of the Company, in connection with the proposed Scheme of Arrangement amongst the Company and Kwaliti Wall's (India) Limited ("KWIL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme"), for the purposes of scrutinizing the votes cast through the following:

- (i). Remote e-voting process done by the shareholders of the Company
- (ii). Electronic Voting Process at the Meeting held on Tuesday, August 12, 2025, at 11:00 AM

in terms of Section 108 and other provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rules issued there under, Secretarial Standard-2 issued by the Institute of the Company Secretaries of India, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Securities and Exchange Board of India Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93, (as amended from time to time) ("SEBI Scheme Circular").



- B. Pursuant to the Order of the Hon'ble NCLT, Mumbai Bench – I and applicable provisions of the Companies Act, 2013, the Company has confirmed that the Electronic copy of the Notice dated July 07, 2025, alongwith a copy of the Scheme, explanatory statement disclosing all material facts as required under Sections 230(3) and 102 and other applicable provisions of the Act, for NCLT convened meeting of Equity Shareholders of the Company along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) ("DPs") / Registrar and Transfer Agent ("RTA") as on June 23, 2025.
- C. Further, as directed by the Order, an access to download the said notice from the website of the Company was provided such that Equity Shareholders of the Company, (i) whose email address were not available; or (ii) who may not have received the said notice, as mentioned in the newspaper advertisement containing notice of the Meeting published once each in the following two newspapers viz. 'Business Standard' (Mumbai edition) in English language and 'Loksatta' (Mumbai Edition) in Marathi language, being newspapers both having wide circulation, both on July 9, 2025.
- D. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed, and votes cast were unblocked.
- E. The Company had availed the remote e-voting facility provided by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Thursday, August 07, 2025, at 9 AM (IST) and ended on Monday, August 11, 2025, at 5 PM (IST) and the NSDL remote e-voting portal was blocked for voting thereafter.
- F. The cut-off date was Tuesday, August 05, 2025, for the purpose of determining the Equity Shareholders of the Company entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.





- G. The Meeting was attended through VC / OAVM by 143 Equity Shareholders of the Company holding shares either in physical form or in dematerialised form as on the cut-off date i.e. August 5, 2025.
- H. The identity and / or authorization of the Equity Shareholders who attended the meeting were verified against the records available with the Company.
- I. After the announcement was made by the Chairperson appointed by Hon'ble NCLT for the Meeting, the Equity Shareholders present at the Meeting voted through the e-voting facility provided by NSDL.
- J. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting during the Meeting on the resolution contained in the Notice of Meeting of the Equity Shareholders.
- K. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by NSDL.
- L. After the time fixed for closing of the e-voting, the votes were unblocked on 12.44 PM. IST in the presence of two witnesses namely (1) Pradnya More and (2) Prachi Dave who are not related to nor in the employment of the Company, on the e-voting website of NDSL at <https://www.evoting.nsdl.com/> and a final electronic report was generated from the NSDL online voting system.
- M. Votes were reconciled with the records maintained by the Company and / or RTA of the Company with respect to the authorizations lodged with the Company.
- N. On the basis of the votes exercised by the shareholders of the Company by way of remote e-voting prior to the Meeting and electronic voting at the Meeting of the Company held on Tuesday, August 12, 2025, I have issued this Scrutinizer's Report dated August 12, 2025.



(i). Voted in favour of the Resolution: -

Mode of Voting	No. of Equity Shareholders voted	% of the total number of Equity Shareholders voted	No. of Votes cast by Equity Shareholders (in terms of number of shares held)	% of total no. of valid votes cast by Equity Shareholders (in terms of number of shares held)
Remote E-Voting	4260	97.2159	2005526160	99.9979
E-Voting at the Meeting	14	0.3195	2806	0.0000
Total	4274	97.5354	2005528966	99.9979

(ii). Voted against of the Resolution: -

Mode of Voting	No. of Equity Shareholders voted	% of the total number of Equity Shareholders voted	No. of Votes cast by Equity Shareholders (in terms of number of shares held)	% of total no. of valid votes cast by Equity Shareholders (in terms of number of shares held)
Remote E-Voting	108	2.4646	41763	0.0021
E-Voting at the Meeting	0	0	0	0
Total	108	2.4646	41763	0.0021





(iii). Invalid Votes: -

Mode of Voting	No. of Equity Shareholders voted	% of the total number of Equity Shareholders voted	No. of Votes cast by Equity Shareholders (in terms of number of shares held)	% of total no. of valid votes cast by Equity Shareholders (in terms of number of shares held)
Remote E-Voting	Nil	Nil	Nil	Nil
E-Voting at the Meeting	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

Pursuant to the SEBI Scheme Circular, since the resolution has been approved by majority of the Equity Shareholders exercising voting rights representing three-fourths in value of the equity shares held by them and they have voted in favor of, through remote e-voting and e-voting facility made available at the Meeting, the proposed resolution stated hereunder is declared as passed with requisite majority, pursuant to Section 230(6) of the Act:.

“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 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), including the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, master circular no. SEBI/HO/CFD/POD-2/P/ CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (as amended from time to time) (“SEBI Scheme Circular”) or any other circulars / guidelines issued by SEBI applicable to schemes of arrangement from time to time, as applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Hindustan Unilever Limited (the “Company”), and subject to the approval of the Mumbai Bench of the Hon’ble National Company



Law Tribunal ("NCLT") and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the NCLT, or by any statutory or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (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 arrangement embodied in the Scheme of Arrangement amongst HUL and KWIL, and their respective shareholders ("Scheme") as enclosed with this notice of the convened Meeting of the shareholders, be and is hereby approved.

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 authorized to do all such acts, deeds, matters and things 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 and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason, which may be required and/or imposed by the Mumbai Bench of the NCLT or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of 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 of the NCLT while sanctioning the Scheme, or by any statutory or regulatory 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, SEBI, the Mumbai Bench of the NCLT, and/or any other authority, which are in its view not acceptable to the Company, 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.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company”.

Pursuant to Hon'ble NCLT Order dated June 11, 2025, we are submitting herewith a consolidated report on the results of remote e-voting together with the results of the electronic voting at the meeting.

It is to be noted that:

1. The details of the votes cast by the Equity Shareholders of the Company do not include the details of the abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated July 07, 2025 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., August 12, 2025 with requisite majority pursuant to Section 230(6) of the Act.
3. After the time fixed for closing of the e-voting, the votes were unblocked 12.44 PM. IST in the presence of two witnesses namely (1) Pradnya More and (2) Prachi Dave who are not related to nor in the employment of the Company, on the e-voting website of NSDL <https://www.evoting.nsdl.com/> and a final electronic report was generated from the NSDL online voting system The complete list of the Equity Shareholders who voted “FOR”, “AGAINST” and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to



your good self and Ms. Radhika Shah, Company Secretary of the Company, and also handed over to Ms. Shah for safekeeping.

For, A R Gupta & Co.
Company Secretaries

Ashwini Gupta
Ashwini Gupta
(Proprietor)

ACS: 49821
CP. No. 18163
UDIN:A049821G000987021



Place: Mumbai
Dated: August 12, 2025

We the undersigned witnesseth that the votes were unblocked from the e-voting facility of the National Securities Depository Limited ("NSDL") <https://www.evoting.nsdl.com/> in our presence at Unilever House

Witness Signature :

1) Name : Pradnya More

Pradnya More

FOR HINDUSTAN UNILEVER LIMITED

Prachi Dave
COMPANY SECRETARY



2) Name : Prachi Dave

Prachi Dave