

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

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

30th June, 2017

To,
The Chairman/ Whole-time Director & Company Secretary
Hindustan Unilever Limited
CIN: L15140MH1933PLC002030
Unilever House, B D Sawant Marg,
Chakala, Andheri (East),
Mumbai – 400 099.

Dear Sir,

We would like to thank you for appointing us as the Scrutinizer for remote e-Voting and voting by your Members at the 84th Annual General Meeting (AGM) of your Company held on Friday, 30th June, 2017 at 3:30 p.m.

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

FOR S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

S. N. Ananthasubramanian



S. N. ANANTHASUBRAMANIAN
PARTNER

C.P. No. 1774

Mumbai

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	Hindustan Unilever Limited
MEETING	84th Annual General Meeting
DAY, DATE & TIME	Friday, 30th June, 2017 at 3:30 p.m.
VENUE	Unilever House, B D Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099.

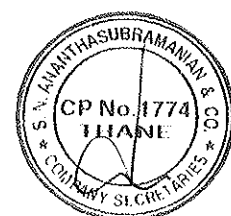
1. Appointment as Scrutinizer

We were appointed as the Scrutinizer for the remote e-Voting as well as the voting conducted at the 84th Annual General Meeting (AGM) of **Hindustan Unilever Limited** (hereinafter referred to as **the Company**) held on **Friday, 30th June, 2017 at 3:30 p.m.** at the venue.

2. Dispatch of Notice convening the AGM

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of the AGM as under:

- On **5th June, 2017** by **e-mail** to **1,68,689** members who had registered their email-ids with the Company/ RTA.
- On **5th June, 2017** by **Courier** to **1,53,897** members and by **Registered Post** to **1,196** members in physical form.



3. Cut-off date

The Voting rights were reckoned as on **Friday, 23rd June, 2017**, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the AGM.

4. Remote e-Voting Process

4.1 Agency

The Company has appointed **Karvy Computershare Private Limited (Karvy)** as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting Period

Remote e-Voting platform was open from **9:00 a.m. on Monday, 26th June, 2017** till **5:00 p.m. on Thursday, 29th June, 2017** 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 Karvy.

5. Voting at the AGM

5.1 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) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at 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.



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- 5.2 Accordingly, Karvy, 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.
- 5.3 The Company had authorised Karvy to provide tab based e-Voting facility to the members who attended the AGM.

6. Counting Process

- 6.1 On completion of voting at the AGM, Karvy, the Registrar and Share Transfer Agent of the Company (RTA) provided us with the list of members who had cast their votes, their holding details and details of votes cast on the resolutions.
- 6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company.
- 6.3 We unblocked the remote e-Voting results on the Karvy e-Voting platform in the presence of Ms. Radhika Patkar and Mr. Chandan Dhadange and downloaded the remote e-Voting results.

7. Results

- 7.1 I observed that
 - a) **287** Members had cast their votes at the AGM.
 - b) **1,265** Members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the AGM dated 17th May, 2017 is enclosed herewith.



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7.3 Based on the aforesaid results, we report that **Eight Ordinary Resolutions** as contained in Item No. 1 to Item No. 6, Item No. 8 and Item No. 9 and **One Special Resolution** as contained in Item No. 7 of the Notice of the AGM dated **17th May, 2017** have been passed with the requisite majority.

**FOR S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES**

S. N. Ananthasubramanian

**S. N. ANANTHASUBRAMANIAN
PARTNER**

C.P. No. 1774

30th June, 2017

Mumbai



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Consolidated Results

1. Adoption of audited financial statements (including consolidated financial statements) for the year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,223	1,75,18,32,378	281	4,17,663	1,504	1,75,22,50,041	99.49
Dissent	10	211	6	140	16	351	0.00
Abstain	33	90,48,082	1	450	34	90,48,532	0.51
Total	*1,266	1,76,08,80,671	#288	4,18,253	1,554	1,76,12,98,924	100.00

* Votes in respect of one folio has not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 1** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



S. N. Ananthasubramanian
S. N. ANANTHASUBRAMANIAN
 C.P. No. 1774

30th June, 2017
Mumbai

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Consolidated Results

2. Confirmation of payment of Interim Dividend and declaration of Final Dividend on equity shares for the financial year ended 31st March, 2017

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,248	1,75,93,18,095	281	4,17,663	1,529	1,75,97,35,758	99.89
Dissent	7	148	6	140	13	288	0.00
Abstain	10	19,66,269	1	450	11	19,66,719	0.11
Total	1,265	1,76,12,84,512	#288	4,18,253	1,553	1,76,17,02,765	100.00

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 2** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

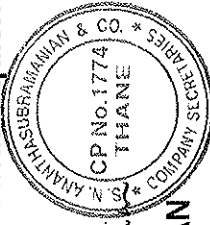
3. Re-appointment of Mr. Harish Manwani (DIN: 00045160) as a Director, liable to retire by rotation

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,118	1,73,69,80,948	280	4,17,113	1,398	1,73,73,98,061	98.83
Dissent	118	1,57,76,692	6	140	124	1,57,76,832	0.90
Abstain	34	47,89,354	2	1,000	36	47,90,354	0.27
Total	*1,270	1,75,75,46,994	#288	4,18,253	1,558	1,75,79,65,247	100.00

* Votes in respect of five folios have not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 3** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

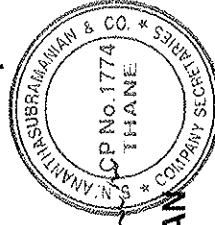
4. Re-appointment of Mr. Pradeep Banerjee (DIN: 02985965) as a Director, liable to retire by rotation

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,205	1,75,31,69,275	279	4,17,103	1,484	1,75,35,86,378	99.54
Dissent	43	61,37,583	7	150	50	61,37,733	0.35
Abstain	23	19,77,640	2	1,000	25	19,78,640	0.11
Total	*1,271	1,76,12,84,498	#288	4,18,253	1,559	1,76,17,02,751	100.00

* Votes in respect of six folios have not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 4** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

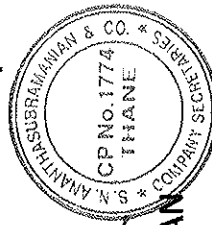
5. Re-appointment of Mr. P. B. Balaji (DIN: 02762983) as a Director, liable to retire by rotation

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,202	1,75,31,30,315	279	4,17,103	1,481	1,75,35,47,418	99.54
Dissent	44	61,76,516	7	150	51	61,76,666	0.35
Abstain	24	19,77,674	2	1,000	26	19,78,674	0.11
Total	*1,270	1,76,12,84,505	#288	4,18,253	1,558	1,76,17,02,758	100.00

* Votes in respect of five folios have not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 5** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

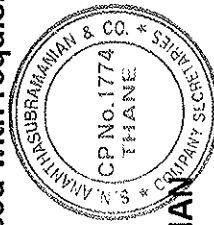
6. Ratification of appointment of M/s. BSR & Co. LLP as Statutory Auditors of the Company for the financial year ending 31st March, 2018

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,143	1,74,38,51,669	280	4,17,113	1,423	1,74,42,68,782	99.01
Dissent	80	83,75,238	6	140	86	83,75,378	0.48
Abstain	44	90,57,609	2	1,000	46	90,58,609	0.51
Total	*1,267	1,76,12,84,516	#288	4,18,253	1,555	1,76,17,02,769	100.00

* Votes in respect of two folios have not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in **Item No. 6** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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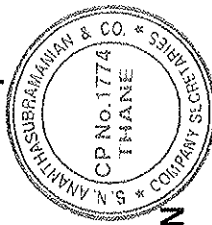
Consolidated Results
7. Increase in Managerial Remuneration to Managing and Whole-time Directors of the Company

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,123	1,71,26,35,079	278	4,17,093	1,401	1,71,30,52,172	97.24
Dissent	93	4,02,596	8	160	101	4,02,756	0.02
Abstain	53	4,82,46,841	2	1,000	55	4,82,47,841	2.74
Total	*1,269	1,76,12,84,516	#288	4,18,253	1,557	1,76,17,02,769	100.00

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

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid results, we report that the **Special Resolution** as contained in **Item No. 7** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

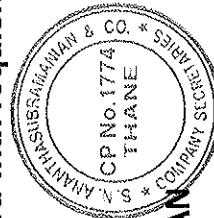
8. Appointment of Mr. Dev Bajpai (DIN: 00050516) as a Director and Whole-time Director of the Company, for a period of 5 (five) years with effect from 23rd January, 2017, liable to retire by rotation

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,189	1,75,23,27,266	279	4,17,103	1,468	1,75,27,44,369	99.49
Dissent	50	69,20,928	7	150	57	69,21,078	0.39
Abstain	28	20,36,321	2	1,000	30	20,37,321	0.12
Total	*1,267	1,76,12,84,515	#288	4,18,253	1,555	1,76,17,02,768	100.00

* Votes in respect of two folios have not been cast in the same manner.

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 8** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



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Consolidated Results

9. Ratification of the remuneration payable to M/s. RA & Co., Cost Accountants, Cost Auditors of the Company for the financial year ending 31st March, 2018

Particulars	Remote e-Voting		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	1,202	1,75,90,62,870	280	4,17,113	1,482	1,75,94,79,983	99.87
Dissent	40	2,49,375	6	140	46	2,49,515	0.01
Abstain	27	19,72,268	2	1,000	29	19,73,268	0.11
Total	*1,269	1,76,12,84,513	#288	4,18,253	1,557	1,76,17,02,766	100.00

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

Votes in respect of one folio has not been cast in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in **Item No. 9** of the Notice of the AGM dated **17th May, 2017** has been **passed with requisite majority**.



S. N. Ananthasubramanian

S. N. ANANTHASUBRAMANIAN
C.P. No. 1774

30th June, 2017
Mumbai