



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

June 29, 2019

Stock Code: 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 Sir/Madam,

Sub: Outcome and voting of Tribunal Convened Meeting of Unsecured Creditors

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

The Company had provided the facility of e-voting at the Tribunal Convened Meeting of the Unsecured Creditors to enable them to cast their vote electronically on the resolution proposed in the Notice of the Tribunal Convened Meeting.

The NCLT had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, as the Scrutiniser for the e-voting at the Tribunal Convened Meeting. As per the Scrutiniser's report, the Resolutions as set out in the Notice of Meeting have been duly approved by the Unsecured Creditors present at the meeting unanimously. The Scrutinisers' report is enclosed as Annexure 1.

This is for your information and records.

Thanking You,

Yours faithfully,
For Hindustan Unilever Limited

Dev Bajpai
Executive Director (Legal & Corporate Affairs)
and Company Secretary
DIN: 00050516 / FCS : F3354





Hindustan Unilever Limited

Agenda wise disclosure:

NCT Convened Meeting Resolution			Approval by majority of persons representing three-fourth in value of the members, voting in person or by proxy or by remote e-voting		
			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.		
Number of unsecured creditors present and voting (in person or by proxy or by authorised representative)	Number of unsecured creditors who voted (in person or by proxy or by authorised representative) in favour	% of unsecured creditors present and voting (in person or by proxy or by authorised representative) who voted in favour	Value of the outstanding debt of the unsecured creditors present and voting at the meeting (INR)	Value of the outstanding debt of the unsecured creditors who voted in favour (INR)	% of total outstanding debt of the unsecured creditors present and voting at the meeting, who voted in favour
255	255	100.00	865,66,88,496.33	865,66,88,496.33	100.00

Unsecured Creditors as on 31st December, 2018



SCRUTINIZERS REPORT

To,

Mr. Vinay Kumar Garg, Sr. Advocate

Chairperson appointed for the Meeting of Unsecured Creditors 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 voting conducted at the Meeting of Unsecured Creditors of Hindustan Unilever Limited ("the Company") convened by the National Company Law Tribunal, Mumbai Bench ("NCLT") held on Saturday, 29th June, 2019 at 12:00 noon 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 voting at the venue of the meeting of Unsecured Creditors of the Company held on Saturday, 29th June, 2019 at 12:00 noon at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099, on the resolution seeking approval of unsecured creditors 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 unsecured creditors whose names were appearing in the Chartered Accountant's certificate certifying the list of unsecured creditors of the Company as on **Monday, 31st December, 2018** and voting rights were reckoned as on **Monday, 31st December, 2018**, being the cut-off date for the purpose of deciding the entitlements of unsecured creditors to vote at the Meeting.



Report of Scrutinizer on voting conducted at the NCLT convened Meeting of Unsecured Creditors of Hindustan Unilever Limited held on 29th June, 2019

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

2. Attendance

The meeting was attended either in person or by proxy or by authorised representatives by **255** unsecured creditors of the Company having their total outstanding unsecured liabilities amounting to **INR 865,66,88,496.33** as on 31st December, 2018.

3. E-voting at the Meeting

- 3.1 The Company provided e-voting facility to unsecured creditors to vote on the Resolution.
- 3.2 The identity and/ or authorization of the unsecured creditors who attended the meeting were verified against the records available with the Company.
- 3.3 After the announcement was made by the Chairperson appointed for the Meeting, unsecured creditors and proxies present at the Meeting voted through the electronic voting facility provided by Karvy Fintech Private Limited ("Karvy").

4. Counting Process

- 4.1 On completion of voting at the meeting, Karvy provided us with the list of unsecured creditors present either in person or through proxies or authorized representatives who had cast their votes, their details and details of votes cast on the Resolution.
- 4.2 Votes were reconciled with the records maintained by the Company and Karvy, the Registrar and Transfer Agent of the Company with respect to the authorizations / proxies lodged with the Company.
- 4.3 The result of e-voting provided by the Company at the meeting, on the Resolution is as follows:



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

Total number of unsecured creditors present in person or by proxy or by authorised representative	255
Total debt held by unsecured creditors present in person or by proxy or by authorised representative	865,66,88,496.33
Total number of unsecured creditors present in person or by proxy or by authorised representative who cast their votes through e-voting	255
Total value of votes cast by them through e-voting (debt in rupees)	865,66,88,496.33

(a) Voted in favour of the Resolution:

Number of unsecured creditors present and voting (in person or by proxy or by authorized representative)	% of the total number of unsecured creditors present and voting (in person or by proxy or by authorized representative)	Number of votes cast by them (in terms of value of debt)	% of total number of votes cast by them (in terms of value of debt)
255	100.00	865,66,88,496.33	100.00



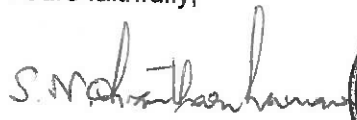
S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
FIRM REGISTRATION NO. P1991MH040400

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

- 4.4 No unsecured creditor voted against the Resolution and no votes were found to be invalid.
5. The Resolution was thus approved by **100.00%** of the total unsecured creditors present and voting, having **100.00%** of the liabilities of the unsecured creditors present and voting, either in person or by proxy or by authorized representative, which is more than the requisite majority of the unsecured creditors of the Company.
6. The list of unsecured creditors who voted in favour of the Resolution is enclosed.

Thanking you,

Yours faithfully,



S. N. Ananthasubramanian
Practising Company Secretary

FCS : 4206

COP No. : 1774

29th June, 2019

Mumbai