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

1st July, 2016

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: Outcome of voting of Court Convened Meeting held on 30th June, 2016

This is with reference to our earlier communication regarding the Court Convened Meeting of the Company. Please note that the Court Convened Meeting (CCM) of the Company was held on 30th June, 2016 at the registered office of the Company.

As per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility and e-voting facility at the CCM to its Shareholders for voting on the business to be transacted at the CCM of the Company. The Company had appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary and Mr. P. D. Vora, Shareholder of the Company as the Scrutinizers for the remote e-voting and e-voting at the CCM. As per the Scrutinizers' Report, the Resolution as set out in the Notice of CCM has been duly approved by the Shareholders with requisite majority. The Scrutinizers' Report is enclosed as Annexure 1.

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 44(3) read with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 4, 2015 thereof, please find attached the consolidated outcome of voting held through remote e-voting and e-voting at the Court Convened Meeting of the Company as Annexure 2.

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

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

HINDUSTAN UNILEVER LIMITED MUMBAI

Dev Bajpai
Executive Director (Legal & Corporate Affairs)
and Company Secretary
FCS No . : F3354

Encl: As above

Hindustan Unilever Limited

Outcome of Voting of Court Convened Meeting

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

Date of Court Convened Meeting	30th June, 2016
Total number of shareholders as on relevant date (i.e. 23rd June, 2016)	331489
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	7
Public	487
No. of Shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	Nil
Public	Nil



Hindustan Unilever Limited

Agenda wise disclosure:

Resolution required (Ordinary/Special)	Approval by majority in number representing three fourths in value of the members or class of members. To consider, and if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Arrangement amongst Hindustan Unilever Limited and its Members to reclassify and transfer the amounts lying to the credit of General Reserves to the 'Profit and Loss Account', in accordance with the Scheme.
Whether promoter/promoter group are interested in the agenda/resolution ?	Promoter and Promoter group are not interested in the resolution except to the extent of their shareholding

Category	Mode of Voting	No. of shares held# (1)	No. of votes polled$ (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	1454412858	-	-	-	-	-	-
	Poll		1454412858	100.00	1454412858	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1454412858	1454412858	100.00	1454412858	0	100.00	0
Public - Institutions	E-Voting	411095185	282621141	68.75	282621141	0	100.00	0
	Poll		150000	0.04	150000	0	100.00	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	411095185	282771141	68.79	282771141	0	100.00	0
Public – Non Institutions	E-Voting	298737633	5092276	1.70	5059773	32503	99.36	0.64
	Poll		572746	0.19	564256	8490	98.52	1.48
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	298737633	5665022	1.89	5624029	40993	99.28	0.72
Total		2164245676	1742849021	80.53	1742808028	40993	99.99	0.01

# Shareholding as on 23rd June, 2016
$ excludes invalid votes of 2520 equity shares.

HINDUSTAN UNILEVER LIMITED MUMBAI

SCRUTINIZERS' REPORT

To
Mr. Harish Manwani
Chairman of the Court Convened Meeting of the Equity Shareholders
of Hindustan Unilever Limited,

Report of Scrutinizers on the remote e-voting and the voting at the Court Convened Meeting of the Equity Shareholders of Hindustan Unilever Limited (the "Company") held on 30th June, 2016 from 2:00 p.m. to 3:15 p.m.

Dear Sir,

We, Mr. S. N. Ananthasubramanian, Practicing Company Secretary and Mr. P. D. Vora, a Shareholder of the Company, were appointed as scrutinizers for the purpose of conducting the voting process by remote e-voting and voting conducted through tablets/computers at the venue of the meeting using the e-voting facility provided by the Company through M/s. Karvy Computershare Private Limited ("**Karvy**"), at the Court Convened Meeting ("**CCM**" or the "**Meeting**") of the equity shareholders of the Company held on Thursday, 30th June, 2016, from 2:00 p.m. to 3:15 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099, on the resolution seeking shareholders' approval to the Scheme of Arrangement amongst the Company and its members in terms of the Notice dated 9th May, 2016 convening the meeting (the "**Resolution**").

We hereby submit our report as under.:-

1. Dispatch of Notice convening the Meeting

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 and Central Depository Services (India) Limited, the Company had completed dispatch of the Notice of the CCM as under:-

- On **30th May, 2016** by speed post to **3,28,679** members in physical form.
- On **30th May, 2016** by registered post to **23** members in physical form.
- On **30th May, 2016** by registered post by Air mail to **3,727** members in physical form.

S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES CP No. 1774 THANE

2. Cut-off date

The voting rights were reckoned as on **Thursday, 23rd June 2016**, 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.

3. Remote e-voting and voting at the Meeting

3.1 Agency:

The Company had appointed Karvy as the agency for providing the remote e-voting platform and electronic voting facility through tablets/computers at the Meeting.

3.2 Remote e-Voting:

Remote e-voting platform was open from **9:00 a.m. on Sunday, 26th June 2016 to 5:00 p.m. on Wednesday, 29th June 2016** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolution, on the e-voting platform provided by Karvy.

3.3 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 Meeting, the Scrutinizers had access after closure of period of remote e-voting and before the start of the 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.

3.4 Accordingly, we downloaded the file containing the name, DP Id/ Client Id, folio and shareholding of the members who had cast their votes through remote e-voting after the closure of the remote voting process and shared the file with Karvy, the Registrar and Transfer Agent of the Company ("**RTA**").

3.5 After the announcement being made by the Chairman of the CCM, members and Proxies present in the CCM voted on the electronic voting facility provided by Karvy.

3.6 This facility was available to the members till 3:15 p.m.

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4. Counting Process

4.1 On completion of voting at the meeting, Karvy provided us with the list of members present either by themselves or through proxies who had cast their votes, their holding details and details of votes cast on the Resolution.

4.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.

4.3 We unblocked the remote e-voting results on the Karvy e-voting platform in the presence of Mr. S. N. Viswanathan and Ms. Archana Mantri and downloaded the remote e-voting results.

4.4 We noted that **1,310** members had cast their votes through remote e-voting platform and **251** members had cast their votes at the CCM.

4.5 The result of the 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 (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*1,274	97.55	28,76,80,914	99.99

(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 (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*32	2.45	32,503	0.01

* 3 members exercised their votes in favour for part of their shareholding and against for part of their shareholding.

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(c) **Invalid/ Abstain** votes:

Total number of members whose votes cast through remote e-voting were declared invalid	Total number of votes cast by them
7	2,520

4.6 The result of the 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	487
Total Number of Shares held by the Members present in person or by proxy or by authorised representative	1,46,19,41,706
Total Number of Members present in person or by proxy or by authorised representative who cast their votes through tablet/computer	251
Total Number of Votes (in terms of number of shares held) cast by them through tablet/computer	1,45,51,35,604

(a) Voted **in favour** of 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 (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*242	95.65	1,45,51,27,114	99.99

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(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 (in terms of number of shares held) cast by them	% of total number of votes (in terms of number of shares held) cast by them
*11	4.35	8,490	0.01

* 2 members exercised their votes in favour for part of their shareholding and against for part of their shareholding.

(c) **Invalid/ Abstain** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

5 The combined results of the remote e-voting and electronic voting at the venue of the Meeting are as follows:

(i) **1,516** equity shareholders holding in aggregate **1,74,28,08,028** equity shares, constituting **97.24** % in number and representing **99.99** % in holding of the equity shares, voted in favour of the Resolution.

(ii) **43** equity shareholders holding in aggregate **40,993** equity shares constituting **2.76** % in number and representing **0.01** % in holding of the equity shares, voted against the Resolution and

(iii) votes of **7** equity shareholders holding **2,520** equity shares were declared invalid.

The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (being voluminous) is handed over to the Chairman of the Meeting in a Compact Disc (CD) separately.

S. N. ANANTHASUBRAMANIAN & CO. CP No. 1774 COMPANY SECRETARIES

The electronic data files pertaining to the remote e-voting and electronic voting conducted at the CCM are being handed over to the Company Secretary of the Company.



Mr. S. N. Ananthasubramanian
Practicing Company Secretary
C.P. No. 1774

Place: Mumbai
Dated: 30th June, 2016

Mr. P. D. Vora
Member Scrutinizer

DP ID & CL ID

1207170000018501