



Hindustan Unilever Limited

Registered Office:
Unilever House, B. D. Sawant Marg,
Chakala, Andheri East,
Mumbai - 400 099.

Dear Member(s),

NOTICE TO MEMBERS PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956

Notice is hereby given to the Members of Hindustan Unilever Limited pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking consent of its Members, for the proposed following resolution by way of Postal Ballot:

1. Appointment of Mr. Sanjiv Mehta as the Managing Director and Chief Executive Officer of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, approval be and is hereby accorded to the appointment of Mr. Sanjiv Mehta as the Managing Director and Chief Executive Officer (CEO) of the Company for a period of five years, with effect from October 10, 2013.

RESOLVED FURTHER THAT subject to the provisions of Sections 198 and 309 of the Companies Act, 1956, Mr. Sanjiv Mehta as Managing Director and CEO of the Company, be paid such remuneration comprising salary, performance linked bonus, commission on profits and perquisites/benefits, as may be determined by the Board or a duly constituted Committee thereof from time to time within the maximum limits approved by the members of the Company."

Registered Office:
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Mumbai 400 099

By Order of the Board

Dev Bajpai

Executive Director, Legal & Corporate Affairs and
Company Secretary

Mumbai : September 24, 2013

Notes:

1. The Explanatory Statement and reasons for the proposed special resolution pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 setting out material facts are appended to the Notice.
2. The Companies Act, 2013 has been enacted with effect from August 29, 2013. However, the provisions with respect to managerial appointments, their remuneration and passing of resolutions by postal ballot have not been notified as on the date of this Notice. The new Act contains similar provisions on the aforesaid matters and requires the Company to follow similar legal obligations as provided under the Companies Act, 1956.

3. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Tuesday, September 24, 2013.
5. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz; "HUL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: **<https://www.evoting.nsdl.com/>**
- (iii) Click on Shareholder - Login.
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.
- (vii) Select "EVEN" of Hindustan Unilever Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com**.

- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
6. Shareholders who have registered their e-mail ids with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail ids will receive Notice of Postal Ballot along with Postal Ballot Form through post. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link **www.evoting.nsdl.com** or from the 'Investor Centre' page on the website of the Company **www.hul.co.in**. The Shareholders can also seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 or Investor Service Counter of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400 099.
 7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
 8. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Wednesday, October 30, 2013. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted.
 9. The voting period for e-voting module ends on Wednesday, October 30, 2013. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.
 10. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Tuesday, September 24, 2013.
 11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Thursday, October 31, 2013 at 5.00 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400 099. Members who wish to be present at the time of declaration of results, may do so at the above venue.
 12. All the material documents referred to in the Explanatory Statement such as resolutions of the Board of Directors and Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company, will be made available for inspection by the Members, at the Registered Office of the Company, during working hours on any working days from Tuesday, October 1, 2013 to Wednesday, October 30, 2013.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

Item No. 1

The Members of the Company, in the Extraordinary General Meeting held on April 4, 2008, had appointed Mr. Nitin Paranjpe as Managing Director and CEO of the Company for a period of five years, with effect from April 4, 2008. The Members, thereafter, in the Annual General Meeting held on July 23, 2012, re-appointed Mr. Nitin Paranjpe as the Managing Director and CEO of the Company for a further period of five years commencing from April 4, 2013.

In line with Company's commitment towards leadership development and tradition of leveraging experiences and rewarding talent, Mr. Nitin Paranjpe has been elevated as President, Home Care for Unilever and will be joining the Unilever Leadership Executive (ULE).

In accordance with the provisions of Section 260 of the Companies Act, 1956, the Board of Directors, in their meeting held on July 26, 2013, appointed Mr. Sanjiv Mehta as an Additional Director with effect from October 1, 2013. The Board of Directors, in the said meeting, had also approved, subject to the consent of the Shareholders and such other permissions as may be required, the proposal for appointment of Mr. Sanjiv Mehta, currently Chairman, North Africa & Middle East (NAME), as the Managing Director and Chief Executive Officer of the Company with effect from October 10, 2013 in place of Mr. Nitin Paranjpe. The Board of Directors of the Company approved the appointment after the Nomination & Remuneration Committee recommended the same to the Board.

Mr. Sanjiv Mehta (53) joined Unilever in October 1992. He has led several Unilever businesses across South Asia, South East Asia and Middle East. He was appointed as the Chairman and Managing Director of Unilever Bangladesh in 2002. In 2007, he was appointed as Chairman and CEO of Unilever Philippines. In 2008, he took up his responsibilities as the Chairman of Unilever North Africa and Middle East (NAME), leading a multi country organisation spanning 20 countries in the region. During his tenure as the Chairman of Unilever NAME, the business achieved significant success accelerating both growth and profitability. He has been instrumental in building leadership talent and substantially strengthening organisational capabilities. Before joining Unilever, Mr. Sanjiv Mehta has worked for Union Carbide India. He is a Commerce graduate and a Chartered Accountant. He has also completed his Advanced Management Program from Harvard Business School.

Considering the residential status of Mr. Sanjiv Mehta, which is that of a non resident, the Company is required to obtain approval of the Central Government for the proposed appointment of Mr. Sanjiv Mehta as the Managing Director and Chief Executive Officer of the Company. The Company will be making requisite application to the Central Government in this regard.

In so far as the remuneration of Mr. Sanjiv Mehta as Managing Director and Chief Executive Officer is concerned, the shareholders have by a Special Resolution at the Annual General Meeting held on April 4, 2008, as revised by a Special Resolution in the Annual General Meeting held on July 23, 2012, approved the maximum limits within which the authority has been delegated to the Board or Committee thereof to fix the remuneration of the Managing Director(s). The remuneration payable to Mr. Sanjiv Mehta will be accordingly decided by Nomination & Remuneration Committee of the Company within the overall limits approved by the shareholders.

This Explanatory statement may also be considered as the requisite abstract under Section 302 of the Companies Act, 1956 setting out the terms and conditions of appointment of Mr. Sanjiv Mehta as the Managing Director and Chief Executive Officer of the Company.

Mr. Sanjiv Mehta does not hold any shares in the Company.

None of the Directors, except Mr. Sanjiv Mehta is concerned or interested in this resolution. The Board commends the Special Resolution at Item No.1 of the Postal Ballot Notice, for approval of the members.

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Mumbai : September 24, 2013