



Hindustan Unilever Limited

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

CIN: L15140MH1933PLC002030, Website: www.hul.co.in, Email Id: levercare.shareholder@unilever.com

Tel: +91 22 50432791 / 50432792

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Hindustan Unilever Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 as amended ('Management and Administration Rules') read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

1. Appointment of Mr. Nitin Paranjpe (DIN : 00045204) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with, the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Paranjpe (DIN : 00045204), who was appointed as an Additional Director of the Company with effect from 31st March, 2022 pursuant to Section 161 of the Act and Article 145 of the Articles of Association of the Company and who has provided a Notice in writing under Section 160 of the Act be and is hereby appointed as a Non-Executive Director of the Company with effect from 31st March, 2022, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Re-Appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 23rd January, 2022 to 22nd January, 2027, liable to retire by rotation, on such terms and conditions as set out in this resolution and the Explanatory Statement annexed to this Notice and be paid such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES :

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') forms part of the Explanatory Statement forming part of this Notice.
2. The Company has appointed Mr. S. N. Ananthasubramanian (FCS 4206: COP 1774) Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Tuesday, 15th March, 2022, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 11.
4. In line with the MCA circulars, the Postal ballot Notice is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories.
5. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Tuesday, 15th March, 2022, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with KFin Technologies Private Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically.
7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.hul.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on KFin Technologies Private Limited at www.kfintech.com.
8. All the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode from Friday, 18th March, 2022 to Saturday, 16th April, 2022 basis the request being sent on levercare.shareholder@unilever.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Tuesday, 15th March, 2022, being the cut-off date fixed for the purpose.
10. The voting period begins at 9.00 hours IST on Friday, 18th March, 2022 and ends at 17.00 hours IST on Saturday, 16th April, 2022. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at levercare.shareholder@unilever.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to levercare.shareholder@unilever.com.

12. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on Monday, 18th April, 2022 at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai – 400 099. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 16th April, 2022, being the last date specified by the Company for e-voting.
13. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.hul.co.in, website of KFin Technologies Private Limited <https://evoting.kfintech.com/>.
14. The instructions for Shareholders for e-voting are as under:
- a. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c. **Method of login for Individual shareholders holding the securities in demat mode:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	A. Users registered for NSDL IDeAS facility: <ol style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.
	B. Users not registered for IDeAS e-Services: <p>Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	C. Visit the e-voting website of NSDL <ol style="list-style-type: none"> After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	A. Users who have opted for Easi/Easiest: <ol style="list-style-type: none"> Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote
	B. Users who have not opted for Easi/Easiest: <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
	C. Visit the e-voting website of CDSL <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat. account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in	Email : helpdesk.evoting@cdslindia.com
Toll free no.: 1800 1020 990 / 1800 22 44 30	Phone No.: 022- 23058738 / 022-23058542-43

d. Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

- Launch internet browser and type the URL : <https://evoting.kfintech.com>.
- Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVENT 6515'.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail scrutinizer@snaco.net and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Private Limited on 1800 309 4001 (toll free).
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Registered Office:

Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai – 400 099

By Order of the Board

Sanjiv Mehta
Chairman and Managing Director
DIN: 06699923

Mumbai, Thursday, 24th February, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT , 2013

Item No. 1

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members pursuant to under Section 149 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company, approved the appointment of Mr.Nitin Paranjpe (DIN : 00045204), aged 58 years as an additional Non-Executive Director of the Company, with effect from 31st March, 2022.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Nitin Paranjpe shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Nitin Paranjpe is eligible to be appointed as Non-Executive Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from Mr. Nitin Paranjpe signifying his candidature as a Non-Executive Director of the Company.

Mr. Paranjpe is, presently, discharging the role of the Chief Human Resources & Transformation Officer of Unilever PLC & a Member of the Unilever Executive. Before discharging this role, he was the Chief Operating Officer of Unilever PLC. He has also been the President of the Home Care Division of Unilever PLC. Between 2009 & 2013, he was the Managing Director & CEO of HUL.

Mr. Nitin Paranjpe, holds a Bachelor's Degree in Engineering (Mechanical) and is MBA in Marketing from JBIMS, Mumbai.

Mr. Nitin Paranjpe does not hold any Directorship, Membership/Chairmanship of the Board or Board Committees in other Companies. Mr. Nitin Paranjpe has not resigned from any of the listed entity in past three years.

Post appointment of Mr. Nitin Paranjpe as the Non-Executive Director of the Company, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.

Mr. Nitin Paranjpe is not inter-se related to any other Director or Key Managerial Personnel of the Company. Mr. Nitin Paranjpe holds 1,24,509 equity shares of face value of Re. 1/- each in the Company.

As per the Differential Remuneration Policy, Mr. Nitin Paranjpe shall not receive any sitting fees, commission or stock options from the Company. Mr. Paranjpe shall be entitled to draw expenses incurred for travelling / boarding to participate in Board / Committee Meetings and other Company related work, in his capacity as the Non-Executive Director of the Company. The Board considers that Mr. Nitin Paranjpe's association would be of immense benefit to the Company as the Non-Executive Director.

Except Mr. Nitin Paranjpe, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The proposed resolution seeks the approval of Members, pursuant to Section 160 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Nitin Paranjpe as the Non-Executive Director of the Company with effect from 31st March, 2022.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Nitin Paranjpe as the Non-Executive Director in the interest of the Company and recommends the Ordinary resolution as set out in Item No.1 of the Notice for approval of Members.

Item No. 2

Members at the 83rd Annual General Meeting of the Company held on 30th June, 2017 appointed Mr. Dev Bajpai (DIN :00050516), as the Whole-time Director of the Company for a period of five years with effect from 23rd January, 2017 till 22nd January, 2022.

The Board of Directors has based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, approved the re-appointment of Mr. Dev Bajpai, aged 56 years, as a Whole-time Director of the Company for a period of 5 years, with effect from 23rd January, 2022 to 22nd January, 2027, under Section 149 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Dev Bajpai shall hold office upto the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Dev Bajpai is eligible to be appointed as Whole-time Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Dev Bajpai signifying his candidature as a Whole-time Director of the Company.

Mr. Dev Bajpai has over 30 years of experience in the areas of Legal, Compliance, Tax and Corporate Affairs across diverse industries including Automobiles, FMCG, Hospitality and Private Equity. Prior to joining the Company, Mr. Dev Bajpai has worked in Maruti Udyog Limited, Marico Limited, The Indian Hotels Company Limited and ICICI Venture Funds Management Company Limited. Mr. Dev Bajpai has been a part of committees of Apex Industry Organisations like Confederation of Indian Industry (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI).

Mr. Dev Bajpai is a Fellow Member of the Institute of Company Secretaries of India and holds a law degree from University of Delhi. He has also completed an Executive Programme for Corporate Counsels conducted by Harvard Law School.

Directorship(s) in other Companies
Unlisted
Hindustan Unilever Foundation (Director)
Bhavishya Alliance Child Nutrition Initiatives (Director)
Indian Beauty and Hygiene Association (Director)
Unilever India Limited (Director)

Mr. Bajpai does not hold any Membership/Chairmanship of the Board Committees in other Companies. Mr. Dev Bajpai has not resigned from any of the listed entity in the past three years.

Mr. Dev Bajpai attended all five Board Meetings held from the period 1st April, 2021 till 24th February, 2022.

Mr. Dev Bajpai is not inter-se related to any other Director or Key Managerial Personnel of the Company. Mr. Dev Bajpai holds 51,576 equity shares of face value of Re. 1/- each in the Company.

Mr. Dev Bajpai shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the overall limits as approved by the Members of the Company.

The current maximum limits of remuneration approved by the Members for Whole-time Director(s) is as follows:

(Rs. in Lakh)

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of Whole-time Director(s)	350	As per the Rules of the Company and within limits of Section 197 of the Act

Other terms and conditions:

a) Performance linked bonus / commission on profits

The Whole-time Director(s) shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to all the Whole-time Director(s) shall not exceed the limits laid down under Section 197 read with Schedule V of the Act.

b) Perquisites / Benefits

The Whole-time Director(s) shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits. The total remuneration and perquisites / benefits contemplated above, including contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. payable to all the Whole-time Director(s) of the Company shall not exceed 5% where there is only one Whole-time Director(s), and 10% where there are more than one Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Act. In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Managerial Personnel including Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

Except Mr. Dev Bajpai, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The proposed resolution seeks the approval of Members, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Dev Bajpai as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 23rd January, 2022 to 22nd January, 2027, liable to retire by rotation.

In view of expertise, knowledge and experience of Mr. Dev Bajpai and based on recommendation of Nomination and Remuneration Committee, the Board considers the re - appointment of Mr. Dev Bajpai as a Whole - time Director of the Company designated as an Executive Director, Legal and Corporate Affairs and Company Secretary in the interest of the Company and recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval of Members.

Registered Office:

Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai – 400 099

By Order of the Board

Sanjiv Mehta
Chairman and Managing Director
DIN: 06699923

Mumbai, Thursday, 24th February, 2022