

# Notice of Annual General Meeting



Hindustan Unilever Limited

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

**CIN:** L15140MH1933PLC002030, **Website:** [www.hul.co.in](http://www.hul.co.in),

**E-mail:** [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com), **Tel:** +91 22 5043 2791/ 5043 2792

NOTICE is hereby given that the 92nd Annual General Meeting of Hindustan Unilever Limited (the Company) will be held on Monday, 30th June, 2025 at 02:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means (VC / OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Unilever House, B.D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099.

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹29 per equity share of ₹1/- each (which includes a regular interim dividend of ₹19 and special dividend of ₹10 per equity share) and to declare Final Dividend of ₹24 per equity share of ₹1/- each for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mr. Nitin Paranjpe (DIN: 00045204), who retires by rotation and being eligible, offers his candidature for re-appointment.
4. To appoint a Director in place of Mr. Ritesh Tiwari (DIN: 05349994), who retires by rotation and being eligible, offers his candidature for re-appointment.
5. To appoint a Director in place of Mr. Biddappa Ponnappa Bittianda (DIN: 06586886), who retires by rotation and being eligible, offers his candidature for re-appointment.

## SPECIAL BUSINESS

### 6. Appointment of M/s. Parikh & Associates, Company Secretaries (ICSI Unique Code: P1988MH009800) as Secretarial Auditors of the Company:

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

**“RESOLVED THAT** pursuant to provisions of Sections 204 and 179(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from

time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Parikh & Associates, Company Secretaries (ICSI Unique Code: P1988MH009800), be and are hereby appointed as the Secretarial Auditors for the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### 7. Ratification of remuneration to Cost Auditors for financial year ending 31st March, 2026:

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. R Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, amounting to ₹16.2 lakhs (Rupees Sixteen lakhs and twenty thousand) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

## Notes for Members' Attention: Virtual Meeting

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act,



2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 92nd AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of:

- (a) voting through remote e-voting;
- (b) participation in the AGM through VC/ OAVM facility;
- (c) e-voting during the AGM.

The procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below and is also available on the website of the Company at [www.hul.co.in](http://www.hul.co.in).

2. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

### Authorised Representative

3. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) and to [evoting@nsdl.com](mailto:evoting@nsdl.com).

### Dispatch of Annual Report

4. In accordance with the circulars issued by MCA and SEBI, the Notice of the 92nd AGM along with the Integrated Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed.
5. Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com):

KFin Technologies Limited,  
Unit – Hindustan Unilever Limited  
Selenium Building, Tower-B, Plot No. 31 & 32,  
Gachibowli Financial District, Nanakramguda,  
Hyderabad, Telangana – 500 032.

### Process for registration of e-mail id to obtain electronic copy of Annual Report

6. Members holding shares in dematerialised (demat) mode are requested to register / update their e-mail ids with their relevant DPs. In case of any queries / difficulties in registering the e-mail ids with their DPs, Members may write to the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### Process for obtaining physical copy of Annual Report

7. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Integrated Annual Report for the financial year 2024-25, may write to the Company at [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com), requesting for the same by providing their holding details.
8. The Notice of the 92nd AGM along with Integrated Annual Report for the financial year 2024-25, is available on the website of the Company at <https://www.hul.co.in/investors/annual-reports-and-performance-highlights/annual-reports/>, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

### Details of Directors seeking appointment/ re-appointment

9. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking re-appointment at the AGM are provided at pages 458 to 460 of this Integrated Annual Report. Requisite declarations have been received from the Directors seeking appointment/re-appointment. The Managing Director and Independent Directors of the Company are not liable to retire by rotation.

### Explanatory Statement

10. An Explanatory Statement relating to certain items of Ordinary Business i.e. Item Nos. 3 to 5, and items of Special Business i.e. Item Nos. 6 and 7, to be transacted at the AGM is annexed hereto.

### Procedure for inspection of documents

11. Documents referred to in the accompanying Notice of the 92nd AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee on all working days except Saturday, during normal business hours 09:00 A.M. to 05:00 P.M. (IST) from Friday, 20th June, 2025 to Friday, 27th June, 2025.

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12. During the AGM, the following documents shall be available for inspection upon login at NSDL e-Voting page at <https://www.evoting.nsdl.com/>:

- Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act;
- Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act;
- Certificate from Secretarial Auditors of the Company certifying that ESOP Schemes of the Company are being implemented in accordance with the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

### Procedure for remote e-voting and e-voting during the AGM

13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations and applicable Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
14. The Company has appointed Mr. S. N. Ananthasubramanian (FCS 4206 and CP No. 1774), or failing him Mr. S.N. Viswanathan (ACS 61955 and CP No. 24335), Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

15. Remote e-voting - Key Dates:

<b>Cut-off date</b>	Monday, 23rd June, 2025
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The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice

<b>Book closure dates</b>	Tuesday, 24th June, 2025
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Period during which the Register of Members and Share Transfer Books of the Company shall remain closed to Monday, 30th June, 2025 (both days inclusive)

#### Remote e-voting period

Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location

<b>Start Date and Time</b>	Wednesday, 25th June, 2025 09:00 A.M. (IST)
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<b>End Date and Time</b>	Sunday, 29th June, 2025 05:00 P.M. (IST)
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16. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
17. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com>.



## Procedure for remote e-voting

### 18. For Individual Members holding shares in demat mode:

Steps	For Members holding shares with DP registered with NSDL:
<b>A</b>	<b>For Members registered on NSDL IDeAS facility</b>
1	The NSDL IDeAS facility can be accessed either on Laptop or Mobile by typing the URL <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> .
2	Once the e-Services home page appears, click on 'Beneficial Owner' under the IDeAS Section.
3	User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
4	After successful authentication, click on 'Access to e-voting' under e-voting services.
5	Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.
	<b>Members who are not already registered and wish to register for NSDL IDeAS facility</b> Option of Direct Registration for IDeAS facility is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
<b>B</b>	<b>For Members not registered on NSDL IDeAS facility</b>
1	The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
2	Once the e-voting page appears, click on 'Login' under the 'Shareholder/Member' Section.
3	For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
4	After successful authentication, the Member will be redirected to the IDeAS e-voting page.
5	Click on link placed under 'Actions' against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.
	<b>'NSDL Speede' Mobile App for e-voting</b> For a seamless e-voting experience, Members can also download the 'NSDL Speede' App by scanning the below QR code.
Steps	For Members holding shares with DP registered with CDSL
<b>A</b>	<b>For Members registered on CDSL Easi / Easiest</b>
1	The CDSL e-voting facility, viz. Easi / Easiest, can be accessed either on Laptop or Mobile by typing the URL <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> .
2	User ID and Password are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
3	After successful authentication, Members are required to click on NSDL, being the e-voting service provider, and choose the Company for which they wish to cast their vote.
	<b>Members who are not already registered and wish to register for CDSL Easi / Easiest facility</b> Option of Direct Registration for Easi/Easiest facility is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>
	<b>For Members not registered on CDSL Easi / Easiest facility</b>
1	Members can directly access the e-voting page by typing the URL <a href="https://www.evotingindia.com/">https://www.evotingindia.com/</a> either on Laptop or Mobile.
2	Members are required to provide their demat account number and PAN. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.
3	After successful authentication, click on link for e-voting against the Company for which the Member wishes to cast their vote.
	QR Codes for CDSL e-Voting App required

### Securities held in demat mode - login through depository participants

- Members can also login using the login credentials of their demat account through their DP registered with NSDL / CDSL for e-voting facility. After logging in, the e-voting option will appear.
- Once Members click on the e-voting option, they will be redirected to the website of NSDL/CDSL. After successful authentication, they can click on options available against the Company for which the Member wishes to exercise e-voting for casting the vote during the remote e-voting period or for voting during the AGM.

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use the 'Forgot User ID / Password' option.

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## Advisory for Members

In order to access e-voting facility, Members are requested to update their Mobile Number and e-mail id in their demat accounts through their DPs.

## For Technical Assistance

Members facing any technical issues related to e-voting may reach out to helpdesk of the respective depositories at the contacts given hereinafter:

NSDL	CDSL
e-mail id: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>	e-mail id: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Phone no.: 022 - 4886 7000	Phone No.: 1800 21 09911

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP).

## For other than Individual Members holding shares in demat mode and for Members holding shares in physical mode:

Steps	
<b>For Members registered on NSDL IDeAS facility</b>	
1	Members who have registered for NSDL e-services i.e. IDeAS, can log-in using the URL <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with their existing IDeAS login.
2	Once Members log-in to NSDL e-services with their log-in credentials, they can click on e-voting and select the Company for which they wish to cast their vote during the remote e-voting period or for voting during the AGM.
<b>For Members not registered on NSDL IDeAS facility</b>	
1	The NSDL e-voting website can be accessed either on Laptop or Mobile by typing the URL <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>
2	Once the e-voting page appears, click on 'Login' under the 'Shareholder/ Member' Section.
3	For logging in, User ID (i.e. 16-digit NSDL demat account number) and Password / OTP and a Verification Code, are required to be entered. The system will authenticate the Member by sending OTP on registered Mobile Number & e-mail id.

## User ID details:

Manner of holding shares	User ID
a) For Members holding shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members holding shares in demat account with CDSL.	16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	EVEN (E-Voting Event Number) followed by HUL Folio Number
<b>Members already registered for e-voting</b>	Existing password can be used for logging-in and casting vote.
<b>Members using NSDL e-voting system for the first time</b>	Initial password communicated to Members is required to be entered. Once entered, the system will prompt to change the password.

## How to retrieve the Initial Password?

Members holding shares in demat mode would have received an e-mail from NSDL with the Initial Password in a pdf attachment, on their registered e-mail ids.

The password to open the pdf:

- for shares held in NSDL account: 8 digit client ID,
- for shares held in CDSL account: last 8 digits of client ID
- for shares held in physical mode: folio number.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

Members who are not able to retrieve the password, can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning their demat account number / folio number, PAN, name and registered address.

**Note:** It is strongly recommended that Members take utmost care to keep their password confidential and not to share their password with any other person. Login to the e-voting system shall be disabled upon five unsuccessful attempts to key in the correct password. In such an event, Members are advised to use the 'Forgot User Details/Password' or Physical User Reset Password' option available on <https://www.evoting.nsdl.com/> to reset the password.

## How can Members verify that their votes have been cast successfully?

- After selecting appropriate options i.e. assent or dissent and after verifying / modifying the number of shares for which the votes are to be cast, click on 'Submit' and also 'Confirm' when prompted.
- Upon confirmation, the message 'Vote cast successfully' will be displayed.
- Once Members confirm their votes on the resolution(s), they will not be allowed to modify their votes.





## Procedure to join the AGM on NSDL e-voting system

19. After successful authentication, Members need to click on 'VC/OAVM' link placed under 'Join Meeting' for joining virtual meeting.
20. Members are encouraged to join the Meeting through Laptops for better experience.
21. Please note that Members connecting from mobile devices, tablets or laptops via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
22. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 minutes before the time scheduled for the AGM. The joining link shall be kept open throughout the proceedings of AGM.
23. Members, who need assistance before or during the AGM, may send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or use Contact no.: 022 - 4886 7000.

## Procedure for e-voting during the AGM

24. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
25. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
26. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
27. In case of any queries, Members may refer the 'Frequently Asked Questions (FAQs) for Shareholders' and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000.

## Procedure for Members whose e-mail ids are not registered with the DPs for procuring User ID and Password and registration of e-mail id for e-voting

28. Members whose shares are held in physical mode are requested to send the following details/documents at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com).
  - Name of the Shareholder
  - Folio No.
  - Self-attested copy of PAN and address proof
  - Copy of Share Certificate (front and back)
29. Members whose shares are held in demat mode are requested to send the following details/documents at [evoting@nsdl.com](mailto:evoting@nsdl.com) or [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com).

- Name of the Shareholder
- 16-digit DP ID Client ID or beneficiary ID
- Self-attested copy of PAN and address proof
- Copy of Client Master List or Consolidated Account Statement

## General Information

30. It is reiterated that Members take utmost care to keep their password confidential and not to share their password with any other person.

## E-voting results

31. The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be available on the website of the Company at <https://www.hul.co.in/investors/shareholder-information-and-contacts/recent-news/>.

## Speaker Registration - Procedure to raise questions or seek clarifications with respect to Annual Report:

32. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com). Only those speaker registration requests received till 05:00 P.M. (IST) on Monday, 23rd June, 2025 shall be considered and allowed as speakers during the AGM.
33. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.

## SEBI mandate on KYC Compliance

34. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 as amended, has mandated registration of PAN, KYC details (viz., i. Contact Details, ii. Mobile Number, iii. Bank Account Details, iv. Signature) and Choice of Nomination, by holders of physical securities. Further, Members who hold shares in physical form and whose folios are not updated with any of the above details, shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024.
35. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios. Members may refer to FAQs issued by SEBI in this regard available on their website at [https://www.sebi.gov.in/sebi\\_data/faqfiles/sep-2024/1727418250017.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.pdf) (FAQ Nos. 38 & 39).
36. Communication in this regard has been sent to all physical holders whose folios are not KYC compliant at the latest available address/email-id. Members are once again requested to update their KYC details by submitting the Investor Service Request (ISR) Forms, viz. ISR-1, ISR-2, ISR-3/SH-13, as applicable, duly complete and signed by the registered holder(s) to

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the Company's RTA, on or before Friday, 13th June, 2025 so that the KYC details can be updated in the folios before the cut-off date of Monday, 23rd June, 2025. ISR Forms can be accessed from our website at <https://www.hul.co.in/investors/shareholder-information-and-contacts/investor-service-requests/>.

## SEBI mandate on issuance of securities only in demat mode

37. Regulation 40 of Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular dated 25th January, 2022, has clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

## Dividend related Information

38. Dividend - Key Dates:

<b>Cut-off Date</b> (for determining the Members eligible for dividend)	Monday, 23rd June, 2025
<b>Date of Payment</b>	On or after Friday, 4th July, 2025

39. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

**Note: As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode. Members are once again reminded to update their PAN, KYC details, and Choice of Nomination by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.**

## TDS related information

40. Members may note that as per the Income Tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereunder.

- a) **For Resident Members:** Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2025-26, subject to PAN details registered/ updated by the Member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to individual member does not exceed ₹ 10,000 (Rupees Ten Thousand only).

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 206AA of the Income Tax Act, 1961 would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 206AA of the Income Tax Act, 1961. Further, in cases where the Member provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted, subject to the PAN of the Member not having an 'In-operative' status as per provisions of Section 139AA of the Income Tax Act, 1961.

Further, in case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 139AA read with Section 206AA of the Income Tax Act 1961.

Further, in case of resident member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the Member submits copy of the Order obtained from the income-tax authorities.

- b) **For Non-resident Members:** Tax at source shall be deducted under Section 195 of the Income Tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to Non-resident Members.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 196D of the Income Tax Act, 1961.

In case of Non-resident Member having Order under Section 197 of the Income Tax Act, 1961, TDS will be deducted at the rate mentioned in the Order; provided the member submits copy of the order obtained from the income-tax authorities.



As per Section 90 of the Income Tax Act, 1961, Non-resident Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA or Tax Treaty). To avail the Tax Treaty benefits, the Non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Non-resident Member is a resident.
- Electronically generated Form 10-F.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian income-tax authorities, if any.
- Self-declaration certifying the following points:
  - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2025-26;
  - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - iv. Member is the ultimate beneficial owner of its shareholding in the Company and Dividend receivable from the Company; and
  - v. Member does not have a taxable presence or a permanent establishment in India during financial year 2025-26.

- c) **For all Members:** In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company, and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

41. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-resident Member.
42. In order to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, Members are requested to provide the aforesaid details and documents on or before Tuesday, 10th June, 2025 at <https://ris.kfintech.com/form15>. No communication on the tax determination/ deduction shall be entertained post Tuesday, 10th June, 2025. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.
43. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at their registered email ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
44. The Company has sent out a separate email communication informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.

### Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

45. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of 7 (seven) years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of 7 (seven) consecutive years, to the demat account of IEPF Authority.
46. The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on 31st March, 2025 are available on the website of the Company at <https://www.hul.co.in/investors/shareholder-information-and-contacts/information-on-dividends/> and on MCA's website.
47. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Investor Service Department of the Company / Company's RTA for encashing their unclaimed dividends, if any.
48. Members whose dividends and/or shares are already transferred to the IEPF Authority can claim their dividends and/or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at <https://www.iepf.gov.in/IEPF/refund.html>.



# Notice of Annual General Meeting

## Explanatory Statement in Respect of Items of Ordinary Business:

### Item Nos. 3, 4 and 5: Re-appointment of Directors retiring by rotation

Based on the Articles of Association of the Company and terms of appointment, the Non-Executive and Non-Independent Chairman and all Executive Directors, except the Managing Director & Chief Executive Officer, of the Company are subject to retirement by rotation at every AGM. Accordingly, the following directors are liable to retire by rotation at the 92nd AGM:

- Mr. Nitin Paranjpe (DIN: 00045204);
- Mr. Ritesh Tiwari (DIN: 05349994); and
- Mr. Biddappa Ponnappa Bittianda (DIN: 06586886).

Mr. Nitin Paranjpe was appointed as a Non-Executive Director and designated as Chairman of the Company with effect from 31st March, 2022 and the terms and conditions of his appointment are governed by resolution dated 16th April, 2022 passed through Postal Ballot.

Mr. Ritesh Tiwari and Mr. Biddappa Ponnappa Bittianda were appointed as Whole-time Directors of the Company with effect from 1st May, 2021 and 1st June, 2024 respectively. They have been appointed as Whole-time Directors, as per the provisions of the Act and shall serve in accordance with the terms of contract of employment with the Company. The terms and conditions including the remuneration of Mr. Ritesh Tiwari and Mr. Biddappa Ponnappa Bittianda as Whole-time Directors are being governed within the overall limits of remuneration approved by the Members by resolution passed through

Postal Ballot dated 29th April, 2021 and at the AGM held on 21st June, 2024 respectively. The remuneration payable to them for financial year 2025-26 shall be decided by the Nomination and Remuneration Committee of the Company which shall be within the aforesaid limits approved by the Members. The details of remuneration paid to them and number of meetings of the Board and its Committees attended by them during the financial year 2024-25 forms part of Corporate Governance Report.

Mr. Nitin Paranjpe did not receive any sitting fees, commission or stock options from the Company for the financial year 2024-25. The details of remuneration payable to him for financial year 2025-26 forms a part of the Corporate Governance Report at page 240.

The abovementioned Directors, being eligible, have offered their candidature for re-appointment.

None of the Directors or Key Managerial Personnel and their relatives, other than the ones mentioned above, are concerned or interested (financially or otherwise) in the respective resolutions.

The Nomination and Remuneration Committee and the Board recommend their re-appointment based on the outcome of performance evaluation. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the above mentioned directors are provided at page nos. 458 and 460 of this Integrated Annual Report.

## Explanatory Statement in Respect of Items of Special Business:

### Item No. 6: Appointment of Secretarial Auditors

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 (Amendment), the appointment of Secretarial Auditors:

- (a) Is required to be approved by the Shareholders of the Company at the Annual General Meeting;
- (b) In case of a Secretarial Audit Firm – cannot be for more than two consecutive terms of 5 (five) years each.

In line with the best governance practices codified under the HUL Corporate Governance Code, at HUL, the Secretarial Auditors were required to be rotated every 10 years even prior to the amendment to the Listing Regulations. Accordingly, in terms of provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board, at its meeting held on 19th January, 2024 had appointed M/s. Parikh & Associates, Company Secretaries (ICSI Unique Code: P1988MH009800) to conduct Secretarial Audit for the financial year 2024-25 as M/s. S. N. Ananthasubramanian & Co., (ICSI Unique Code: P1991MH040400) Company Secretaries, the erstwhile Secretarial Auditors of the Company had completed their two consecutive terms of 5(five) years each. The exercise for selection of new secretarial auditor for financial year

2024-25, was led by senior HUL Management through a fair tender process inviting all lead firms followed by shortlisting of firms based on a comprehensive assessment criterion. After evaluating all proposals and considering various factors such as independence, industry experience across large listed entities, technical skills, audit team, audit quality reports, etc., M/s. Parikh & Associates, were appointed as the Secretarial Auditors of the Company.

M/s. Parikh & Associates is a firm of Practising Company Secretaries founded in 1987. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The firm is Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India.

Since the Secretarial Auditors were already rotated prior to the Amendment, the Board at its meeting held on 24th April, 2025, based on the recommendation of the Audit Committee, has considered, approved and recommended to the Members of the Company, the appointment of M/s. Parikh & Associates, Company Secretaries as Secretarial Auditors of the Company. The proposed appointment is for a term of 5 (five) consecutive years from financial year 2025-26 to financial year 2029-30 on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditors, from time to time.

Further information in respect of M/s. Parikh & Associates is encapsulated in the table below:

Sr. No.	Particulars	Details
1.	Number of years of experience of the individual / Firm proposed to be appointed as Secretarial Auditor	(a) In carrying out Secretarial Audit of companies or other body corporates: over 15 years (b) In providing other services (compliance, filings etc.) to companies or other body corporates: over 35 years
2.	Details of orders passed against the proposed Secretarial Auditor by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years	No Orders have been passed against M/s. Parikh & Associates by ICSI/SEBI/MCA/any other competent authority / Court, both in India or outside India, in past 5 (five) years.
3.	Whether proposed Secretarial Auditor has rendered any services as prohibited under SEBI Circular dated 31st December, 2024 directly or indirectly to the Company or its holding company or subsidiary or any associate?  If yes, then provide details and actions, if any taken against the Firm, and	No. M/s. Parikh & Associates have not rendered any of the prescribed services directly or indirectly to the Company or its holding company or subsidiary or any associate.
4.	Proposed fees payable to the Firm as:	(a) Secretarial Auditor: ₹2,50,000 lakhs (Rupees Two lakhs and Fifty Thousand Only) (b) Other Services: HUL CG Code Audit: ₹25,000 (Rupees Twenty Five Thousand only) (c) Reimbursement of expenses: At actuals
5.	Total Fees paid to previous/outgoing auditor	M/s. Parikh & Associates were paid ₹2,50,000 (Rupees Two lakhs and Fifty Thousand Only) for the Secretarial Audit conducted for the financial year 2024-25.
6.	Rationale for material change in the audit fees proposed to be paid the proposed secretarial auditor as compared to the previous / outgoing auditor	Not Applicable
7.	Disclosure of % of non-audit fees, paid/payable to the proposed Secretarial Auditor or/and its associate concerns, over audit fees paid/payable to the said auditor	Not Applicable
8.	Total remuneration/fees, etc. received by the proposed Secretarial Auditor from the Company or group companies (holding, subsidiary, associate, joint ventures) in the last financial year along with details.	In addition to the details provided at Sr. No. 5, M/s. Parikh & Associates were paid a fees of ₹50,000 for the secretarial audit of the following subsidiaries / group companies: i. Lakme Lever Private Limited ii. Unilever India Exports Limited iii. Unilever India Limited
9.	Past association (name and number of years to be disclosed) of the proposed Secretarial Auditor with: (i) Promoter / Promoter Group during the last 3 years (ii) Group companies (holding, subsidiary, associate, joint ventures) of the listed entity during the last 3 years.	Refer Sr. No. 8
10.	Rationale of the Board of Directors for recommending the individual / Firm with past orders, if applicable, against them for appointment as Secretarial Auditor.	Not Applicable

Pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations the Company has received written consent & eligibility letters from M/s. Parikh & Associates, Company Secretaries.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

# Notice of Annual General Meeting

## Item No. 7: Ratification of remuneration to Cost Auditors for financial year ending 31st March, 2026

The Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on 24th April, 2025, approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000010) as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of ₹16.2 lakhs (Rupees Sixteen lakhs and twenty thousand) plus payment of applicable taxes and

reimbursement of out-of-pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit.

In terms of the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of Members.

### Registered Office:

Unilever House,  
B. D. Sawant Marg, Chakala,  
Andheri (East), Mumbai - 400099

Mumbai, 24th April, 2025

### BY ORDER OF THE BOARD

**Ms. Radhika Shah**  
Company Secretary & Compliance Officer  
Membership No.: A19308

## Attention Members

### Manner of registering/ updating email address

Members holding shares in physical form and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by sending in duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes/ updation thereof), to the Registrar and Share Transfer Agent of the Company – KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032 or by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) from their registered email id.

### Manner of joining the AGM

Facility to attend the AGM through VC/ OAVM is available through the NSDL e-voting system at <https://eservices.nsdl.com/>

### TDS on Dividend

Members may note that as per the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961.

Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 at <https://ris.kfintech.com/form15>.

## Important dates

Event	Dates
Board Meeting	Thursday, 24th April, 2025
AGM Date	Monday, 30th June, 2025
Inspection Period	Friday, 20th June, 2025 to Friday, 27th June, 2025
Cut-off date / Record Date (AGM voting / Dividend)	Monday, 23rd June, 2025
Book closure dates	Tuesday, 24th June, 2025 to Monday, 30th June, 2025
Remote e-voting period	Wednesday, 25th June, 2025 - 09:00 A.M. (IST) to Sunday, 29th June, 2025 - 05:00 P.M. (IST)
Speaker Registration (last date)	Monday, 23rd June, 2025 - 05:00 P.M. (IST)
Date of Payment of Dividend	On or after Friday, 4th July, 2025

## DIRECTORS' INTEREST

None of the Directors of the Company are inter-se related to each other. The Directors seeking approval for re-appointment may be deemed to be concerned or interested to the extent of shares held by them in the Company as given in the table below:

Name of the Director	No. of Shares	% Holding
Nitin Paranjpe	1,24,509	0.0053
Rohit Jawa	10	0.0000
Ritesh Tiwari	2,630	0.0001
Biddappa Ponnappa Bittianda	500	0.0000
Neelam Dhawan	454	0.0000
<b>Total</b>	<b>1,28,103</b>	<b>0.0054</b>

Note: Shareholding as on financial year ended 31st March, 2025.

None of the other Directors except the ones mentioned above hold any shares in the Company as on 31st March, 2025.

# PROFILE OF DIRECTORS

## 1. MR. NITIN PARANJPE

(DIN: 00045204)

Mr. Nitin Paranjpe (62) is the Non-Executive Chairman of Hindustan Unilever Limited.

He was a part of the Unilever Leadership Executive for over a decade. He was Unilever's Chief Transformation and Chief People Officer from 2022 to 1st June, 2024. Earlier, he was Unilever's Chief Operating Officer (COO), delivering in-year results (P&L) for Unilever globally, leveraging synergies, building future capabilities, and accelerating the organisation's digitisation.

Before becoming Unilever's COO, he was President of Foods & Refreshment for Unilever. From 2013 to 2017, he was President of Unilever's Home Care Division.

He joined Hindustan Lever Limited in 1987, where he held various marketing and sales roles. In the year 2000, he moved to Unilever London and was involved in reviewing the organisation's structure. In the year 2001, he was Executive Assistant to the Chairman and Unilever Executive Committee.

On his return to India in the year 2002, he held several senior positions in Laundry and Household Care, including Vice President of Home Care (2004) and Executive Director of Home and Personal Care (2006). In April 2008, he was appointed Chief Executive Officer of Hindustan Unilever Limited, India, and Executive Vice President of Unilever, South Asia.

In the year 2019, he won the GG2 Hammer Award for his efforts in blazing a trail for diversity. In the year 2020, the Women of the Future Network gave him a Kindness Award in recognition of his leadership, guidance, and empathy.

He holds a bachelor's degree in Mechanical Engineering and an MBA in Marketing from Jamnalal Bajaj Institute of Management (JBIM) in Mumbai.

### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Non-Executive Chairman
Infosys Limited	Independent Director
<b>Unlisted:</b>	
Indian School of Business	Director

### Membership/Chairmanship of Board Committees in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
<b>Infosys Limited</b>	
Nomination and Remuneration Committee	Member
Risk Management Committee	Member

## 2. MR. ROHIT JAWA

(DIN: 10063590)

Mr. Rohit Jawa (58) is the Chief Executive Officer and Managing Director of Hindustan Unilever Limited (HUL). He is the Member of Risk Management Committee, Environmental, Social and Governance Committee and Stakeholders Relationship Committee of the Company. He is also a member of the Unilever Leadership Executive (ULE).

Mr. Jawa started his career with HUL as a management trainee in 1988. He has a proven track record of sustained business results across India, Southeast Asia, and North Asia. As EVP North Asia and Chairman Unilever China, he helped transform the business into Unilever's third largest globally. He developed a distinct strategic agenda for China, championed digitalisation and premiumisation, and steered the business very capably through the Covid crisis.

As the Chairman of Unilever Philippines, he led the business to become one of the top 10 markets for Unilever globally. He is deeply passionate about integrating the strength of traditional markets with digital technologies and future-fit business models.

He has a bachelor's degree from St Stephen's College and an MBA from the Faculty of Management Studies, both at the University of Delhi, India. He is an alumnus of IMD Business School, Lausanne, Switzerland, where he completed the Breakthrough Program for Senior Executives in 2018. He also completed the Advanced Management Program from Harvard Business School in 2022.

He served as the founding Secretary for the Food Industry Asia, Singapore, in 2010 and Co-Chair of the 'Grow Asia Philippines' along with the Secretary of Agriculture, Philippines in 2015-16, a World Economic Forum initiative for inclusive business models in agriculture. In addition, he served on the Consumer Goods Forum (CGF) China board, a global, CEO-led collaboration for positive change. Since July, 2023 he is an Executive Committee Member of Vikaasa, a coalition that collaborates to accelerate India's progress on the UN Sustainable Development Goals. He is also a Trustee of Breach Candy Hospital, on the Advisory Board of Aon DEI Collective, Invitee Member for 2024-25 of CII National Council, Distinguished Invitee for 2024-25 of All India Management Association and Member of Vikaasa Executive Committee.

### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Chief Executive Officer & Managing Director
<b>Unlisted:</b>	
Breach Candy Hospital Trust	Nominee Director



**Membership/Chairmanship of Board Committees in other Companies:**

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Stakeholders Relationship Committee	Member
Risk Management Committee	Member
Environmental, Social and Governance Committee	Member

### 3. MR. RITESH TIWARI

(DIN : 05349994)

Mr. Ritesh Tiwari (49) is the Executive Director, Finance & IT and Chief Financial Officer of Hindustan Unilever Limited.

Mr. Tiwari is a global finance leader with rich experience in leading diverse teams across the UK, India, and other Asian markets. He is a future-focussed, high-energy, results-oriented business leader driven by his purpose 'Reimagine possibilities and bring value with values.'

He joined Unilever as a management trainee in 1999 and held roles across core finance, demand planning and procurement within India and South Asia early in his career. He then went on to take leadership roles – namely, Global Category Finance Director based out of the UK, Group Financial Controller of HUL and Vice President Finance - Global Supply Chain based in Singapore. Driven by the ethos of 'delivering in the present while building for the future,' Ritesh is credited with bringing digital transformation, simplification, and leading projects with high business impact throughout his career.

Just before his current role as the CFO of HUL, he was Vice President, Finance - Global Performance Management for Unilever and CFO for Unilever International based out of London, where he helped bring together the financial and human capital of Unilever to deliver performance with impact. He also played a pivotal role in Unilever's performance management, leading the strategic scenario planning and response during the COVID-19 pandemic.

He is an active industry leader, firmly believing in mantra of 'Collaborate to Compound.' He is an Independent Director on the board of ONDC (Open Network for Digital Commerce), the Chairman of the CFO Council of FICCI (Federation of Indian Chambers of Commerce and Industry), a member of SEBI's ESG Advisory Committee (EAC) and the Past President of the Bombay Chamber of Commerce & Industry.

He is a Chartered Accountant & Cost and Management Accountant.

**Directorship in other Companies:**

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Executive Director, Finance & IT and Chief Financial Officer
<b>Unlisted:</b>	
Unilever India Limited	Director
Hindustan Unilever Foundation	Director
Open Network For Digital Commerce	Independent Director

**Membership/Chairmanship of Board Committees in other Companies:**

Name of the Company	Designation
<b>Unlisted:</b>	
<b>Unilever India Limited</b>	
Corporate Social Responsibility Committee	Member

### 4. MR. BIDDAPPA PONNAPPA BITTIANDA

(DIN: 06586886)

Mr. Biddappa Ponnappa Bittianda (58) is the Executive Director and Chief People, Transformation and Sustainability Officer for Hindustan Unilever Limited.

Prior to this, Mr Biddappa was the Chief HR Officer for Unilever's Global Home Care business and the Global Head of Employee Relations. During his five-year tenure in Global Home Care and as part of a wider portfolio, he led two critical expertise functions for Unilever globally: Organisational Development & People Analytics and Employee Relations. During this period, he was also instrumental in helping build Unilever's Health & Wellbeing business.

He previously led the HR function for HUL and Unilever South Asia as the Executive Director of HR from 2013 to 2019. During that time, he established the Winning in Many Indias approach, creating a more agile and focussed business unit framework in South Asia. On the Sustainability front, Prabhat, HUL's community development initiative that touches millions of lives across India, was launched under his leadership.

He started his over three-decade career in Unilever with a factory stint in HUL and then moved on to undertake a variety of roles, from leadership development to business partnering, across several Unilever businesses. He has led HR for Unilever in Maghreb, Bangladesh, India and for Unilever's Supply Chain and Finance teams in Asia, Africa, and Russia while he was based in Singapore.

He joined Unilever in 1992 after a stint as a Consultant at AF Ferguson & Co, New Delhi.

He graduated with an Economics degree from Delhi University and has a post-graduation diploma in Personnel Management & Industrial Relations from XLRI Jamshedpur.

## PROFILE OF DIRECTORS

### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Executive Director and Chief People, Transformation and Sustainability Officer
<b>Unlisted:</b>	
Hindustan Unilever Foundation	Additional Director
Levers Associated Trust Limited	Director

Mr. B.P. Biddappa does not hold any Membership/Chairmanship of the Board Committees in other companies.

## 5. MR. LEO PURI

(DIN: 01764813)

Mr. Leo Puri (64) has been appointed as an Independent Director on the Board of the Company w.e.f. 12th October, 2018. He is the Chairperson of Risk Management Committee as well as Environmental, Social and Governance Committee and the member of the Audit Committee of the Company.

Mr. Puri was the Managing Director of UTI Asset Management Company Limited from August, 2013 to August, 2018. He has assumed office of the Chairman of JP Morgan Chase for South & South East Asia in early 2021.

In his career spanning over 30 years, he has previously worked as Director with McKinsey & Company and Managing Director with Warburg Pincus. He has worked in the UK, USA and Asia, and since 1994, he has been working in India.

At McKinsey, he has advised leading financial institutions, conglomerates, and investment institutions in strategy and operational issues. He has contributed to the development of knowledge and public policy through advice to regulators and Government officials. At Warburg Pincus, he was responsible for leading and managing investments across industries in India. He also contributed to the financial services investments in the international portfolio as a Member of the global partnership.

Mr. Puri has a Master's Degree in P.P.E. from University of Oxford and a Master's Degree in Law from University of Cambridge.

Mr. Puri has held Non-Executive Board position at Infosys, Bennett Coleman & Co., Max New York Life and Max Bupa Health Insurance.

### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Independent Director
Dr. Reddy's Laboratories Ltd	Independent Director
Fortis Healthcare Limited	Chairperson & Independent Director

### Membership/Chairmanship of Board Committees in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Risk Management Committee	Chairperson
Environmental, Social and Governance Committee	Chairperson
Audit Committee	Member
<b>Dr. Reddy's Laboratories Ltd</b>	
Stakeholders' Relationship Committee	Chairperson
Nomination, Governance & Compensation Committee	Member
Science, Technology And Operations Committee	Member

## 6. ASHU SUYASH

(DIN: 00494515)

Ms. Ashu Suyash (58) has been appointed as an Independent Director on the Board of the Company w.e.f. 12th November, 2021. She is the Chairperson of the Audit Committee and the Member of Nomination and Remuneration Committee and Risk Management Committee of the Company.

Ms. Suyash comes with over 33 years of experience in the financial services and global information services sector. She was, until recently, the Chief Executive Officer and Managing Director at CRISIL (Credit Rating Information Services of India Limited) and a member of the Operating Committee of S&P Global. She serves on Advisory Boards and Committees of several institutions like the Securities and Exchange Board of India, Insolvency and Bankruptcy Board of India.

She played a pivotal role in enabling CRISIL regain its Ratings Leadership position and transform to become a Global analytics company through widescale adoption of technology. She led CRISIL's growth through acquisitions in a very challenging environment. Prior to her role as CEO and MD at CRISIL, she worked with reputed financial organisations - L&T Financial Services Group, Fidelity International and Citibank.

She is a Chartered Accountant from the Institute of Chartered Accountants of India and completed her Bachelor's Degree in Commerce from the University of Mumbai.

### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Independent Director
Kotak Mahindra Bank Limited	Independent Director
Tata Elxsi Limited	Independent Director


**Membership/Chairmanship of Board Committees in other Companies:**

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Audit Committee	Chairperson
Nomination and Remuneration Committee	Member
Risk Management Committee	Member
<b>Kotak Mahindra Bank Limited</b>	
Audit Committee	Chairperson
Stakeholders Relationship Committee	Member
Risk Management Committee	Member
Group Risk Management Committee	Member
Subsidiary Oversight and Governance Committee	Member
<b>Tata Elxsi Limited</b>	
Nomination and Remuneration Committee	Chairperson
Audit Committee	Member
Risk Management Committee	Member

## 7. MS. NEELAM DHAWAN

(DIN: 00871445)

Ms. Neelam Dhawan (65) has been appointed as an Independent Director on the Board of the Company w.e.f. 1st August, 2023. She is the Chairperson of Nomination and Remuneration Committee and a Member of the Company's Audit Committee, Corporate Social Responsibility Committee Environmental, Social and Governance Committee and Risk Management Committee.

Ms. Dhawan has vast experience in the information technology industry and, since 1982, has held various positions, including that of Managing Director, across HCL, IBM, Microsoft, and Hewlett Packard. Her last executive assignment was as Vice President of Asia Pacific and Japan for Hewlett Packard Enterprise until March 2018.

Over the years, she has been a key participant in shaping the IT industry in India. She was on the NASSCOM Executive Council from 2009 to 2017 and significantly contributed to the industry strategy and public policy frameworks.

She is currently a Non-Executive Director at ICICI Bank Limited, Capita PLC, Fractal Analytics Pvt. Ltd., Yatra Online Inc, Chairperson of a startup, Capillary Technologies and Chairperson of the Board at Ather Energy Limited. She is also on the Governing Board of IIIT Delhi and advises and mentors various organisations on business transformation.

She is an Economics Graduate from St Stephen's College, Delhi University. She also has an MBA from the Faculty of Management Studies, University of Delhi, India.

**Directorship in other Companies:**

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Independent Director
Tech Mahindra Limited	Independent Director
ICICI Bank Limited	Independent Director
<b>Unlisted:</b>	
Ather Energy Limited	Chairperson & Independent Director
Nudge Lifeskills Foundation	Director
Fractal Analytics Limited	Independent Director
Capillary Technologies India Limited	Chairperson & Independent Director

**Membership/Chairmanship of Board Committees in other Companies:**

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Nomination and Remuneration Committee	Chairperson
Audit Committee	Member
Corporate Social Responsibility Committee	Member
Risk Management Committee	Member
Environmental, Social and Governance Committee	Member
<b>Tech Mahindra Limited</b>	
Risk Management Committee	Member
Securities Allotment Committee	Member
<b>ICICI Bank Limited</b>	
Board Governance, Remuneration & Nomination Committee	Chairperson
Fraud Monitoring Committee	Member
Information Technology Strategy Committee	Member
<b>Unlisted:</b>	
<b>Ather Energy Limited</b>	
Stakeholder Relationship Committee	Chairperson
Audit Committee	Member
Nomination and Remuneration Committee	Member

## PROFILE OF DIRECTORS

Name of the Company	Designation
<b>Capillary Technologies India Limited</b>	
Stakeholder Relationship Committee	Chairperson
Risk Management Committee	Chairperson
Audit Committee	Member
Nomination and Remuneration Committee	Member

### 8. MR. RANJAY GULATI

(DIN: 03627064)

Mr Ranjay Gulati (62) has been appointed as an Independent Director on the Board of Hindustan Unilever Limited w.e.f. 1st April, 2023. He is the Chairperson of Stakeholders Relationship Committee and is the Member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Mr. Gulati comes with a rich understanding of Business Strategy and is a Professor at Harvard Business School. He is an expert on leadership, strategy and organisational growth. He has also chaired Advanced Management Program - the school's flagship Senior Leader Executive Program.

He is the past-President of the Business Policy and Strategy Division at the Academy of Management and an elected fellow of the Strategic Management Society. He is ranked as one of the top ten most cited scholars in Economics and Business over a decade by ISI-Incite. The Economist, Financial Times, and the Economist Intelligence Unit have listed him as among the top handful of business school scholars whose work is most relevant to management practice. He has been a Harvard MacArthur Fellow and a Sloan Foundation Fellow.

He holds a Master's Degree in Management from the MIT Sloan School of Management and a Ph.D. in Organisational Behaviour from Harvard University. He graduated in Economics from St. Stephen's College, Delhi University and earned a second Bachelor's Degree in Computer Science from Washington State University in the United States.

#### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Independent Director

#### Membership/Chairmanship of Board Committees in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Stakeholders Relationship Committee	Chairperson
Nomination and Remuneration Committee	Member
Corporate Social Responsibility Committee	Member

### 9. TARUN BAJAJ

(DIN: 02026219)

Mr Tarun Bajaj (62) has been appointed as an Independent Director on the Board of Hindustan Unilever Limited w.e.f. 1st December, 2023. He is the Chairperson of Corporate Social Responsibility Committee and a Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee.

Mr. Bajaj belongs to the Indian Administrative Service, 1988, Haryana Cadre. He was the Revenue Secretary, Government of India before he superannuated in November 2022. As the Revenue Secretary, he was responsible for various important policy matters related to revenue collection and taxation. He played a key role in the stabilisation of the Goods and Services Tax (GST) and also contributed in substantial increase in collections of revenue under GST and Income Tax. He was also responsible for upgrading technology in the administration of both Direct and Indirect Taxes resulting in transparency and efficiency in the working of the two departments.

As the Economic Affairs Secretary, he was responsible for various important policy matters related to the Indian economy, including fiscal policy, investments, and infrastructure financing. He played a key role in formulating the Government's economic response to the COVID-19 pandemic, including the rollout of various relief measures and economic stimulus packages.

He chaired the National Investment and Infrastructure Fund. He has also served as the Director on the Central Board of the Reserve Bank of India and on the Board of SEBI. He has served as Governor of India for International Fund for Agriculture Development and as Alternate Governor of India for the World Bank (for the constituency of

India, Bangladesh, Bhutan and Sri Lanka), Asian Development Bank, Asian Infrastructure Investment Bank and New Development Bank. He has earlier served on the Boards of SIDBI, Bank of Maharashtra, Bank of India, General Insurance Corporation Limited, New India Assurance Company Limited and United India Insurance Company Limited.

He has a Bachelor's Degree in Commerce from Shri Ram College of Commerce, Delhi University, an MBA from IIM Ahmedabad and Postgraduate (M.Sc.) from London School of Economics and Political Science. He is also a CFA from Institute of Chartered Financial Analysts of India, Hyderabad.

#### Directorship in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
Hindustan Unilever Limited	Independent Director
Tech Mahindra Limited	Independent Director
Bajaj Finance Limited	Independent Director
The Tata Power Company Limited	Independent Director
<b>Unlisted:</b>	
Phonepe Private Limited	Independent Director

#### Membership/Chairmanship of Board Committees in other Companies:

Name of the Company	Designation
<b>Listed:</b>	
<b>Hindustan Unilever Limited</b>	
Corporate Social Responsibility Committee	Chairperson
Audit Committee	Member
Nomination and Remuneration Committee	Member
Stakeholders Relationship Committee	Member
Risk Management Committee	Member
<b>Tech Mahindra Limited</b>	
Audit Committee	Chairperson
Risk Management Committee	Member
<b>Bajaj Finance Limited</b>	
Audit Committee	Member
Special Committee for Monitoring and follow up of cases of Fraud	Member
Customer Service Committee	Member
<b>The Tata Power Company Limited</b>	
Audit Committee	Member
<b>Unlisted:</b>	
<b>Phonepe Private Limited</b>	
Risk Management Committee	Chairperson