

HINDUSTAN UNILEVER LIMITED
(CIN: L15140MH1933PLC002030)

KWALITY WALL'S (INDIA) LIMITED
(CIN: U10505MH2025PLC437886)

Registered Office: Unilever House, B. D. Sawant Marg, Chakala, Andheri (East),
Mumbai - 400 099. **Tel:** +91 22 50432791 / 50432792
Email: levercare.shareholder@unilever.com, **Web:** www.hul.co.in

FORM NO. CAA 2
[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rules 6 and 7 of the Companies
(Compromises, Arrangements and Amalgamation) Rules, 2016]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH, COURT I
COMPANY SCHEME APPLICATION NO. CA (CAA) 142/MB/2025

In the matter of the Companies Act, 2013;
And

In the matter of Application under Sections 230 - 232 of the
Companies Act, 2013 and other relevant provisions of the
Companies Act, 2013 read with Companies (Compromises,
Arrangements and Amalgamation) Rules, 2016;

And

In the matter of Scheme of Arrangement amongst Hindustan
Unilever Limited and Kwality Wall's (India) Limited and their
respective shareholders under Sections 230-232 and other
applicable provisions of the Companies Act, 2013.

Hindustan Unilever Limited
(CIN: L15140MH1933PLC002030), a company
incorporated under the provisions of the Companies
Act, 1913, having its registered office at Unilever
House, B. D. Sawant Marg, Chakala, Andheri (E),
Mumbai - 400099,)
... Applicant Company 1 /Demerged Company
Kwality Wall's (India) Limited
(CIN: U10505MH2025PLC437886), a company
incorporated under the provisions of the Companies
Act, 2013, having its registered office at Unilever
House, B. D. Sawant Marg, Chakala, International
Airport, Andheri East, Mumbai - 400099.)
... Applicant Company 2/Resulting Company

**NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF MEMBERS AS PER DIRECTIONS OF THE
NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH.**

NOTICE is hereby given that, in the captioned matters, by an order delivered on June 11, 2025 ("**Order**"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") has, *inter-alia*, directed the meeting of equity shareholders of Hindustan Unilever Limited ("**Applicant Company 1**") be convened and conducted for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement amongst Hindustan Unilever Limited and Kwality Wall's (India) Limited and their respective shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**") and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and under the SEBI master circular bearing no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time or any other circulars issued by SEBI applicable to schemes of arrangement from time to time.

The Hon'ble Tribunal has also directed that (i) the convening and holding of the separate meetings of the secured creditors and unsecured creditors of Applicant Company 1, to seek their approval to the Scheme are dispensed with; and (ii) the convening and holding of separate meetings of the equity shareholders, secured creditors and unsecured creditors of Applicant Company 2, to seek their approval to the Scheme are dispensed with or not required, for reasons set out in the Order.

In pursuance of the Order of the Hon'ble Tribunal and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Applicant Company 1 will be held on **Tuesday, August 12, 2025 at 11:00 A.M. (IST)**, through video conferencing or other audio visual means ("**VC/OAVM**"), without the physical presence of the equity shareholders at a common venue, following the operating procedures referred to the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated April 8, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (MCA Circulars) as amended from time-to-time, the latest one being, General Circular No. 09/2024 on September 19, 2024 and any other circular issued by the Ministry of Corporate Affairs, Government of India in this regard, as well as the Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India.

The Applicant Company 1 has completed the dispatch of the notices of the aforesaid meeting along with the Scheme and the explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Notice**") on July 7, 2025 through electronic mode to those Shareholders, as on June 23, 2025 ("**Dispatch Cut-Off Date**"), who have registered their e-mail addresses with the Applicant Company 1 / Registrar and Share Transfer Agent or with the Depository Participants (DPs). The same will also be available on the website of the Applicant Company 1 at www.hul.co.in, Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and NSDL at www.evoting.nsdl.com. The physical copies of the Notice shall be sent to those Members who request for the same. Additionally, the Applicant Company 1 is also sending a letter to shareholders whose e-mail addresses are not registered with Applicant Company 1 / Registrar / DP providing the weblink of Applicant Company 1's website from where the Notice can be accessed.

Equity shareholders of the Applicant Company 1 entitled to attend and vote may vote through remote e-voting facility prior to the meeting or through e-voting facility made available at the meeting. Since the meeting will be held through VC/OAVM, the facility for appointment of proxies will not be available for the meeting. Voting in case of body corporate shall be permitted, provided the prescribed form / authorization is filed with Applicant Company 1 at levercare.shareholder@unilever.com, with a copy marked to guptaashwin761@gmail.com, no later than 48 (forty eight) hours before the start of the aforesaid meeting as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

The important dates for e-voting are provided below:

Remote e-voting start date	Thursday, August 7, 2025 at 9:00 A.M. (IST)
Remote e-voting end date	Monday, August 11, 2025 at 5:00 P.M. (IST)
e-voting at the Meeting	Tuesday, August 12, 2025 (upon voting being announced by the Chairperson of the Meeting)

Remote e-voting and e-voting at the Meeting shall not be allowed beyond the respective voting period, as stated above. Shareholders may exercise their votes in only one mode i.e., either by remote e-voting or by e-voting at the Meeting. Shareholders who cast their votes by remote e-voting may attend the Meeting, but will not be entitled to cast their votes again.

Only persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Tuesday, August 5, 2025 ("Cut-Off Date")**, shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice (either by way of remote e-voting facility or the e-voting facility made available at the meeting) and attend the meeting. The voting rights of the equity shareholders shall be in proportion to their holding in the paid-up share capital of the Applicant Company 1 as on the Cut-Off Date. A person who is not an equity shareholder of the Applicant Company 1 as on the Cut-Off Date, should treat the Notice for information purpose only.

Any person, who acquires equity shares of the Applicant Company 1 after Dispatch of Cut-off Date and whose name appears in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the Cut-Off Date can download this Notice from the website of Applicant Company 1 at <https://www.hul.co.in/investors/corporate-governance/demerger-of-ice-cream-business/> and may obtain the login ID and password in the manner outlined in the Notice.

Applicant Company 1 has appointed the National Securities Depository Limited (NSDL) to provide facility for remote e-voting and e-voting during the meeting, as well as to provide the facility for participating in the meeting through VC/OAVM. In case of any difficulty in attending the meeting through VC/OAVM or accessing the facility for remote e-voting and e-voting during the meeting, you may contact **Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email ID: evoting@nsdl.com**

The copy of Notice of the meeting can also be obtained free of charge from the Registered Office of Applicant Company 1 on all working days, between 09:00 A.M. (IST) to 05:00 P.M. (IST) up to the date of the meeting. Alternatively, a request for obtaining an electronic / soft copy of the Notice may be made by writing an e-mail to the Applicant Company 1 at Levercare.shareholder@unilever.com

The Hon'ble Tribunal has appointed Mr. Ferdino Rebello (Retd. Chief Justice of Allahabad High Court) as the Chairperson of the aforesaid meeting, including for any adjournment(s) thereof. Further, the Hon'ble Tribunal has also appointed Mr. Ashwini Ramakant Gupta, Company Secretary (COP 18163) as the Scrutinizer for the meeting, including for any adjournment(s) thereof.

The Scheme, if approved at the Hon'ble Tribunal Convened Meeting will be subject to the subsequent approval of the Hon'ble Tribunal and such other approvals, permission and sanctions of regulatory or other authorities, as may be necessary and as contemplated in the Scheme.

Accordingly, the equity shareholders of Applicant Company 1 are requested to attend the meeting as per the above mentioned mode, date and time. Attendance of the equity shareholders of the Applicant Company 1 participating in the meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case the said quorum for the meeting is not present at the commencement of the meeting, the meeting shall be adjourned for 30 minutes, thereafter, the equity shareholders of the Applicant Company 1 present shall be deemed to constitute the quorum.

The result of the voting of meeting will be announced by the Chairperson of the meeting or a person authorized by the Chairperson in writing within 2 (two) working days from the conclusion of the meeting upon receipt of the Scrutinizer's report and the same would be displayed on the website of Applicant Company 1 at <https://www.hul.co.in/investors/corporate-governance/demerger-of-ice-cream-business/> and on the website of NSDL at <https://www.evoting.nsdl.com/> within 2 (two) days from conclusion of the meeting.

Dated: July 9, 2025
Place: Mumbai

Mr. Ferdino Rebello,
Retd. Chief Justice of Allahabad High Court
Chairperson appointed for the Meeting