



Hindustan Unilever Limited

Registered Office: Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099
CIN: L15140MH1933PLC002030, Web: www.hul.co.in, Email: 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 & Administration) Rules, 2014 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 Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting.

SPECIAL RESOLUTION

Appointment of Ms. Ashu Suyash as an Independent Director of the Company

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Ashu Suyash (DIN : 00494515), who was appointed as an Additional Director of the Company with effect from 12th November, 2021, pursuant to Section 161 of the Act and Article 145 of the Articles of Association of the Company and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 12th November, 2021 to 11th November, 2026.”

NOTES :

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
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. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 3rd December, 2021. The Notice is being sent to members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s). Physical copy of the Notice and Postal Ballot Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participant(s) along with postage prepaid self-addressed Business Reply Envelope ('BRE').
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 3rd December, 2021, 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.

5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & 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 instead of dispatching Postal Ballot Form.
6. 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.
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Tuesday, 14th December, 2021 to Wednesday, 12th January, 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.
8. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, Members are requested not to vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and votes cast through the Physical Ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 12th January, 2022. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 3rd December, 2021, being the cut-off date fixed for the purpose.
11. The voting period begins at 9.00 hours IST on Tuesday, 14th December, 2021 and ends at 17.00 hours IST on Wednesday, 12th January, 2022. The e-voting module shall be disabled by KFin Technologies Private Limited for voting thereafter.
12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Thursday, 13th January, 2022 at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai – 400 099. The Resolution, if passed by requisite majority shall be deemed to have been passed on Wednesday, 12th January, 2022, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or 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 receiving Postal Ballot Notice through email or physical postal ballot whose e-mail id is not registered:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsd.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. 2. 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. 3. 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.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 2. 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. 3. 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: 1. 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. 2. 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: Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	C. Visit the e-voting website of CDSL 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. 2. 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	1. 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. 2. 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. 3. 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 logging 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:**

1. **In case a Shareholder receives an e-mail from the Company / KFin Technologies Private Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:**

- i. Launch internet browser and type the URL : <https://evoting.kfintech.com>

- ii. 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.
- iii. After entering the details appropriately, click on LOGIN.
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT.
- 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.'

2. In case of Members receiving physical copy of the Postal Ballot Form and opting for voting through Electronic means:

- i. User ID and Password is provided at the bottom of the Postal Ballot Form in the following format

EVEN	USER ID	PASSWORD

- ii. Please follow all steps from **Sr. No. 14(d)(1)(i) to Sr. No. 14(d)(1)(x)** mentioned above, to cast vote.
- 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).

Registered Office:

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

Mumbai: 29th November, 2021

By Order of the Board

Dev Bajpai

Executive Director
Legal & Corporate Affairs
and Company Secretary
FCS No: 3354 / DIN: 00050516

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

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Ashu Suyash (DIN : 00494515), aged 54 years, as an Additional Director (Independent Director) of the Company, with effect from 12th November, 2021 under Section 149, 150 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, Ms. Ashu Suyash 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. Ms. Ashu Suyash is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Ashu Suyash signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Ms. Ashu Suyash.

In the opinion of the Board, Ms. Ashu Suyash fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Ashu Suyash is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Ms. Ashu 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, National Institute of Securities and Markets.

Ms. Ashu Suyash 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, Ms. Ashu Suyash worked with reputed financial organisations – L&T Financial Services Group, Fidelity International and Citibank.

Ms. Ashu Suyash 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(s) / Membership(s) in other Companies
Unlisted
National Institute of Securities & Markets (Director)
Aseema Charitable Trust (Member – Advisory Board)
The Chartered Institute of Securities & Investment (Member – Advisory Board)
Narsee Monjee Institute of Management Studies (Board of Studies)
N. M. College (Local Management Committee)
Federation of Indian Chamber of Commerce and Industry (Member – National Executive Committee)
Confederation of Indian Industry (Member – Corporate Governance Council)
Insolvency and Bankruptcy Board of India (Member Advisory Committee on Corporate Insolvency & Liquidation)
Listed entities from which the Director has resigned in the past three years
Crisil Limited (Managing Director)

Ms. Ashu Suyash meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- a. Leadership experience of running large enterprise – Experience in leading well-governed large organisations, with an understanding of organisational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- b. Finance and Accounting Experience – Leadership experience in handling financial management of a large organisation along with an understanding of accounting and financial statements.

Post appointment of Ms. Ashu Suyash as an Independent Director of the Company, no Board Meeting was held, hence she has not attended any Board Meeting of the Company.

Ms. Ashu Suyash is not inter-se related with any other Director or Key Managerial Personnel of the Company. Ms. Ashu Suyash does not hold any share in the Company.

A copy of the draft Letter of Appointment for Independent Directors is available for inspection through electronic mode, basis the request being sent on levercare.shareholder@unilever.com. The remuneration payable to Ms. Ashu Suyash shall be governed by the Differential Remuneration Policy of the Company. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Ashu Suyash as an Independent Director.

Except Ms. Ashu Suyash, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Ms. Ashu Suyash as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.

Registered Office:

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

Mumbai: 29th November, 2021

By Order of the Board

Dev Bajpai

Executive Director
Legal & Corporate Affairs
and Company Secretary
FCS No: 3354 / DIN: 00050516