



## Hindustan Unilever Limited

19th March, 2020

Stock Code: BSE: 500696;  
NSE: HINDUNILVR  
ISIN: INE030A01027

BSE Limited,  
Corporate Relationship Department,  
2nd Floor, New Trading Wing,  
Rotunda Building, P.J. Towers,  
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051

Hindustan Unilever Limited  
Unilever House  
B D Sawant Marg  
Chakala, Andheri East  
Mumbai 400 099

Tel: +91 (22) 5043 3000  
Web: www.hul.co.in  
CIN: L15140MH1933PLC002030

Dear Sirs,

**Sub: Results of Postal Ballot – Notice dated 31st January, 2020**

This is further to our letter dated 17th February, 2020 submitting the Postal Ballot Notice along with the Postal Ballot Form to the Members of the Company for approval of appointment of Mr. Wilhelmus Uijen as Whole-time Director of the Company with effect from 1st January, 2020, for a period of 5 (five) consecutive years.

In this regard, please note that Mr. S. N. Ananthasubramanian, Practising Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 19th March, 2020. In accordance with the said Report, the members of the Company have approved the Ordinary Resolution as embodied in the Postal Ballot Notice dated 31st January, 2020, for appointment of Mr. Wilhelmus Uijen as Whole-time Director of the Company with effect from 1st January, 2020 with an overwhelming majority of 99.7281% votes as detailed under:-

<b>Votes in favour of the resolution</b>	180,14,85,259
<b>Votes against the resolution</b>	49,12,007

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Results of Postal Ballot;
- Scrutinizer's Report;
- Certified True Copy of the resolution as approved by the Members

You are requested to kindly take above information on record.

Thanking you,

Yours faithfully,  
**For Hindustan Unilever Limited**

**Dev Bajpai**  
Executive Director, Legal & Corporate Affairs  
and Company Secretary  
DIN : 00050516 / FCS No.: F3354



Encl: as above



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**Results of Postal Ballot**

**(As per Regulation 44(3) of Listing Regulations)**

<b>Name of the Company</b>	Hindustan Unilever Limited
<b>Date of Postal Ballot Notice</b>	31st January, 2020
<b>Voting Start Date</b>	18th February, 2020
<b>Voting End Date</b>	18th March, 2020
<b>Total number of Members as on record date</b>	420603 as on 31st January, 2020
<b>No. of Members present in the meeting either in person or through proxy</b>	Not Applicable
<b>Promoters &amp; Promoter Group</b>	-
<b>Public</b>	-
<b>No. of Members attended the meeting through Video Conferencing</b>	Not Applicable
<b>Promoters &amp; Promoter Group</b>	-
<b>Public</b>	-





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Agenda wise disclosure:

Resolution required (Ordinary/Special)		<b>Ordinary Resolution:</b> Appointment of Mr. Wilhelmus Uijen as Whole-time Director of the Company w.e.f. 1st January, 2020 for a period of consecutive five (5) years						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstand-ing shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1454412858	1454412858	100.0000	1454412858	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1454412858	1454412858	100.0000	1454412858	0	100.0000	0.0000
Public - Institutions	E-Voting	410773575	323660561	78.7929	318756130	4904431	98.4846	1.5153
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	410773575	323660561	78.7929	318756130	4904431	98.4846	1.5153
Public – Non Institutions	E-Voting	299625624	27795043	9.2766	27791090	3953	99.9857	0.0142
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		528804	0.1765	525181	3623	99.3148	0.6851
	Total	299625624	28323847	9.4531	28316271	7576	99.9733	0.0267
Total		2164812057	1806397266	83.4436	1801485259	4912007	99.7281	0.2719

# Shareholding as on 31st January, 2020







**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10/25-26, 2nd Floor, Brindaban,  
Thane (W) – 400 601  
T: +91 22 25345648 | +91 22 25432704  
E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

**SCRUTINIZER'S REPORT**

To,  
The Chairman,  
**Hindustan Unilever Limited**  
CIN: L15140MH1933PLC002030  
Unilever House B D Sawant Marg  
Chakala, Andheri (East), Mumbai – 400099.

I am pleased to present the report on the **Postal Ballot** conducted by Hindustan Unilever Limited ("the Company/ HUL") seeking consent of its Members for the Ordinary Resolution as contained in the Notice of Postal Ballot dated 31<sup>st</sup> January, 2020.

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company on 31<sup>st</sup> January, 2020 to conduct the Postal Ballot as contained in the Notice dated 31<sup>st</sup> January, 2020.
2. Members approval was sought for appointment of Mr. Wilhelmus Uijen (DIN: 08614686), as Whole-time Director of the Company for a period of 5 (five) consecutive years with effect from 1<sup>st</sup> January, 2020.
3. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Friday, 31<sup>st</sup> January, 2020 the Company completed dispatch of the Notice of Postal Ballot as under:

➤ On Monday, 17<sup>th</sup> February, 2020:



*Scrutinizer's Report on Postal Ballot conducted by Hindustan Unilever Limited vide Notice dated 31<sup>st</sup> January, 2020*



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

- by email to 3,10,933 Members who had registered their email ids with the Company/ Depositories;
  - in physical form by courier to 1,05,575 Members;
  - in physical form by registered post to 3,580 Members;
  - by Air Mail to 492 Members.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case may be, as under:
- a. In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelopes addressed to me up to **5:00 p.m. on Wednesday, 18<sup>th</sup> March, 2020.**
  - b. In case of remote e-voting, votes to be cast electronically on the e-voting platform provided by KFin Technologies Private Limited the Registrar & Share Transfer Agents ("RTA") of the Company, up to **5:00 p.m. on Wednesday, 18<sup>th</sup> March, 2020.**
5. I received 473 Postal Ballot Forms and 1,544 Members had cast their votes on the remote e-voting platform till **5:00 p.m. on Wednesday, 18<sup>th</sup> March, 2020.**
6. With the support of RTA, Postal Ballot Forms were scrutinized and signatures of Members were verified with their specimen signatures registered with RTA and as provided by the Depositories.
- 
7. In case of remote e-voting, Members' demographic details, their voting rights and voting pattern were provided by the RTA.
- 
8. The votes, if any, cast by a Member both in physical form and remote e-voting having been identified, votes cast through remote e-voting only were considered valid.





**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-voting result, I report that, the Ordinary Resolution as contained in the notice of Postal Ballot dated 31<sup>st</sup> January, 2020 has been passed with requisite majority.

I have annexed with this report, the details of the Postal Ballot Forms and remote e-voting and the analysis of the Result of the Ordinary Resolution as contained in the said Notice.

*S. N. Ananthasubramanian*



**S. N. Ananthasubramanian**

**Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN: F004206A000617269**

**19<sup>th</sup> March, 2020 | Thane**





**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

**Details of the Postal Ballot and Remote e-voting**

<b>A</b>	<b>Postal Ballot Forms</b>	<b>Details</b>
1	Number of Forms received from Members	<b>473</b>
2	Number of Forms rejected / not considered for reasons as stated below:	
	a Voted for both assent and dissent	1
	b Signature mismatch	10
	c Not signed	3
	d Not voted	10
	Total Invalid Forms	<b>24</b>
3	Number of Valid Forms [1-2]	<b>449</b>
<b>B</b>	<b>Remote e-voting</b>	
4	Number of Members voted	<b>1,544</b>
5	Invalid Votes/ Abstain	10
6	Number of Valid Voters [4-5]	<b>1,534</b>
7	Total Valid Voters	<b>1,983</b>





**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

**Result of Postal Ballot**

Item No. 1: Appointment of Mr. Wilhelmus Uijen (DIN: 08614686), as Whole-time Director of the Company for a period of 5 (five) consecutive years with effect from 1<sup>st</sup> January, 2020.

Particulars	Number of valid			Number of valid votes contained in			Percentage (%)
	Remote e-votes	Postal Ballot Forms	Total	Remote e-votes	Postal Ballot Forms	Total	
Assent	1,487	431	1,918	1,80,09,60,078	5,25,181	1,80,14,85,259	99.7281
Dissent	49	18	67	49,08,384	3,623	49,12,007	0.2719
Total	*1,536	449	*1,985	1,80,58,68,462	5,28,804	1,80,63,97,266	100.0000

\*Two members have not cast all their vote in same manner

Based on the aforesaid result, I report that, the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated 31<sup>st</sup> January, 2020 has been passed with **requisite majority**.

*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**  
**Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN: F004206A000617269**

**19<sup>th</sup> March, 2020 | Thane**







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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY  
THROUGH POSTAL BALLOT ON 19TH MARCH, 2020**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. Wilhelmus Uijen (DIN: 08614686), who was appointed as an Additional Director of the Company with effect from 1st January, 2020 pursuant to provisions of Section 161 and Article 145 of the Articles of Association of the Company to act as Executive Director, Supply Chain of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central government and such sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Wilhelmus Uijen (DIN : 08614686) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st January, 2020, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and be paid such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.

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

**CERTIFIED TO BE TRUE COPY  
HINDUSTAN UNILEVER LIMITED**



**DEV BAJPAI**

**EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS  
AND COMPANY SECRETARY  
DIN:00050516 / FCS NO. : F3354**



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

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at its meeting held on 14th October, 2019, approved the appointment of Mr. Wilhelmus Uijen with effect from 1st January, 2020 as an Additional Director and Whole-time Director of the Company succeeding Mr. Pradeep Banerjee as Executive Director, Supply Chain, who has superannuated from the Company. The Company has received notice under Section 160 of the Act from Mr. Wilhelmus Uijen signifying his candidature as a Director of the Company.

The proposed resolution seeks the approval of Members, subject to approval of the Central Government, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Wilhelmus Uijen as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 1st January, 2020 till 31st January, 2025, liable to retire by rotation.

Mr. Wilhelmus Uijen (44 years), is a postgraduate in Physics and a Dutch national has been associated with Unilever for 20 years. He has worked across many geographies and businesses. He's been results-oriented, collaborative and decisive leader with cultural agility and proven success in turn-around situations and high paced organizations. In his previous role as Vice President, Supply Chain – Home Care, he was one of the strongest leaders in the supply chain function globally and a Member of the Global Supply Chain Executive team.

Mr. Wilhelmus Uijen does not hold any equity share of the Company.

Mr. Wilhelmus Uijen is a Non-Executive Director in Unilever India Exports Limited (UIEL) and a Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of UIEL.

Mr. Wilhelmus Uijen is neither a Director nor a Committee Member in any other Listed Company and is not inter-se related with any other Director or Key Managerial Personnel of the Company.

One Board Meeting of the Company was being held post appointment of Mr. Wilhelmus Uijen which was being attended by him.

As Mr. Wilhelmus Uijen has been residing abroad during the previous twelve months in terms of Part I of Schedule V to the Act, his appointment as a Whole-time Director is subject to the approval of the Central Government. The Company will be making requisite application to the Central Government in this regard.







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The Members had, vide a Special Resolution at the Annual General Meeting held on 29th June, 2019, approved the maximum limits of remuneration for managerial personnel including the Managing and Whole-time Director(s) of the Company, within which the authority has been delegated to the Board or a duly constituted Committee thereof but not limited to Nomination and Remuneration Committee. Thus, Mr. Wilhelmus Uijen shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee of the Company within the overall limits approved by the Members.

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

(Rs. in Lakh)

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of other Whole-time Director(s)	300	As per the Rules of the Company and within limits of Section 197 of the Companies Act, 2013

## Other terms and conditions:

### a) Performance linked bonus / commission on profits

The Whole-time Director(s) shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to all the Whole-time Director(s) shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

### b) Perquisites / Benefits

The Whole-time Director(s) shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits. The total remuneration and perquisites / benefits contemplated above, including contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. payable to all the Managing Director / Whole-time Director(s) of the Company shall not exceed 5% where there is only one Whole-time Director(s), and 10% where there are more than one Managing / Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.



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- c) In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government. However, in case of payment of remuneration to Professional Directors as provided under Section II of Part II of Schedule V of the Act, no approval of the Central Government shall be required subject to the compliances mentioned under the Act.

The Board commends the Ordinary Resolution set out in the Postal Ballot Notice, for approval of the Members.

This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings (SS-2) of the Institute of Companies Secretaries of India.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Wilhelmus Uijen are concerned or interested, financially or otherwise in this resolution.

**CERTIFIED TO BE TRUE COPY  
HINDUSTAN UNILEVER LIMITED**

**DEV BAJPAI**

**EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS  
AND COMPANY SECRETARY**

**DIN:00050516 / FCS NO. : F3354**

**AT**

