



13th January, 2022

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

Dear Sir / Madam,

**Sub: Results of Postal Ballot – Notice dated 29<sup>th</sup> November, 2021**

This is further to our letter dated 7th December, 2021 submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way for Special Resolution for appointment of Ms. Ashu Suyash as an Independent Director of the Company with effect from 12th November, 2021, 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 13th January, 2022. In accordance with the said Report, the Members of the Company have approved the Special Resolution as embodied in the Postal Ballot Notice dated 29th November, 2021, for appointment of Ms. Ashu Suyash (DIN : 00494515) as an Independent Director of the Company with effect from 12th November, 2021 for a period of 5 (five) consecutive years. with a majority of 99.98% votes as detailed under:-

<b>Votes in favour of the resolution</b>	99.98%
<b>Votes against the resolution</b>	0.02%

The results of the Postal Ballot were accordingly announced today.



*Hindustan Unilever Limited*

We enclose herewith:

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


You are requested to kindly take above information on record.

Thanking you,

Yours faithfully,

**For Hindustan Unilever Limited**

**DEVOPAM  
NARENDRA  
BAJPAI**

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DEVOPAM NARENDRA  
BAJPAI  
Date: 2022.01.13 18:53:27  
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**Dev Bajpai**

**Executive Director, Legal & Corporate Affairs  
and Company Secretary**

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

**Encl: as above**



**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>	29th November, 2021
<b>Voting Start Date</b>	14th December, 2021
<b>Voting End Date</b>	12th January, 2022
<b>Total number of Members as on record date</b>	10,77,871 Members as on 3rd December, 2021
<b>No. of Members present in the meeting either in person or through proxy</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
<b>No. of Members attended the meeting through Video Conferencing</b>	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



**Agenda wise disclosure:**

Resolution required (Ordinary / Special)			<b>Special Resolution:</b> Appointment of Ms. Ashu Suyash (DIN : 00494515) as an Independent Director of the Company for a period of five years with effect from 12th November, 2021					
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 outstanding 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	145,44,12,858	145,44,12,858	100.00	145,44,12,858	0	100.00	0.00
	Poll	145,44,12,858	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	145,44,12,858	0	0.00	00	0	0.00	0.00
Public-Institutions	E-Voting	60,20,24,761	50,88,56,811	84.52	50,85,61,986	2,94,825	99.94	0.06
	Poll	60,20,24,761	0	0.00	00	0	0.00	0.0000
	Postal Ballot (if applicable)	60,20,24,761	0	0.00	00	0	0.00	0.00
Public-Non Institutions	E-Voting	29,31,53,643	13,85,381	0.47	13,21,116	64,265	95.36	4.64
	Poll	29,31,53,643	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	29,31,53,643	9,81,409	0.33	9,45,257	36,152	96.31	3.68
Total		234,95,91,262	196,56,36,459	83.66	1,96,52,41,217	3,95,242	99.98	0.02

DEVOPAM  
NARENDRA BAJPAI

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NARENDRA BAJPAI  
Date: 2022.01.13 18:54:34  
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**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.

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Hindustan Unilever Limited (“the Company/ HUL”)** seeking consent of its Members for the Special Resolution as contained in the Notice of Postal Ballot dated **29<sup>th</sup> November, 2021**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on 29<sup>th</sup> November, 2021 to conduct the Postal Ballot as contained in the Notice dated **29<sup>th</sup> November, 2021**.
2. Members' approval by way of Special Resolution was sought for the Appointment of **Ms. Ashu Suyash (DIN: 00494515)** as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from 12<sup>th</sup> November, 2021 to 11<sup>th</sup> November, 2026.

**3. Notice of the Postal Ballot**

- 3.1. Notice was published on **Tuesday, 14<sup>th</sup> December, 2021** in **The Business Standard (All Editions)** (English Newspaper) & **Navshakti (Marathi)** (Vernacular Newspaper).

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ANANTHASUBRAMANIAN  
NARAYANAN SATYAMANGALAM  
Date: 2022.01.13 15:57:46 +05'30'



*Scrutinizer's Report on Postal Ballot conducted by Hindustan Unilever Limited  
vide Notice dated 29<sup>th</sup> November, 2021.*



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

- 3.2. The Company hosted the Notice of Postal ballot on its website and the website KFin Technologies Private Limited ("KFin") (RTA & E-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **Tuesday, 7<sup>th</sup> December, 2021**.
- 3.3. 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), as on **Friday, 3<sup>rd</sup> December, 2021 ("the cut-off date")**, the Company completed dispatch of the Notice of Postal Ballot:
- by E-Mail on **13<sup>th</sup> December, 2021** to **9,93,150** Members who had registered their email-ids with the Company / Depositories;
  - by Courier on **13<sup>th</sup> December, 2021** to **51,321** Members;
  - By Registered Post on **13<sup>th</sup> December, 2021** to **33,400** Members;
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case maybe as under:
- In case of Postal Ballot Form mailed to them by the Company, in prepaid envelopes addressed to me on or **before the close of working hours on Wednesday, 12<sup>th</sup> January, 2022**.
  - In case of remote e-voting, votes to be cast electronically on the e-voting platform provided by KFin from **9:00 hours IST on Tuesday, 14<sup>th</sup> December, 2021** to **17:00 hours IST on Wednesday, 12<sup>th</sup> January, 2022**.
5. I received **640** valid Postal Ballot Forms and **3,812** Members had cast their votes on the remote e-voting platform till 17:00 hours IST on Wednesday, 12<sup>th</sup> January, 2022.
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.

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ANANTHASUBRAMANIAN  
NARAYANAN SATYAMANGALAM  
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*Scrutinizer's Report on Postal Ballot conducted by Hindustan Unilever Limited  
vide Notice dated 29<sup>th</sup> November, 2021.*



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

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.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-voting result, I report that, the Special Resolution as contained in the notice of Postal Ballot dated 29<sup>th</sup> November, 2021 has been passed with requisite majority.

We have annexed with this report, the analysis of the result of the Special Resolution as contained in the said Notice.

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

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ANANTHASUBRAMANIAN  
NARAYANAN SATYAMANGALAM  
Date: 2022.01.13 15:58:31 +05'30'



**S. N. Ananthasubramanian**

**Partner**

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

**ICSI UDIN: F004206C002158446**

**13<sup>th</sup> January, 2022 | Thane**

**Result of Postal Ballot**

Item No. 1: Appointment of Ms. Ashu Suyash (DIN: 00494515) as an Independent Director of the Company for a period of five years with effect from 12th November, 2021.

Particulars	Number of valid		Number of valid votes contained in			Percentage (%)
	Remote e-voters	Postal Ballot Forms	Total	Remote e-votes	Postal Ballot Forms	Total
<b>Assent</b>	3,639	629	4,268	1,96,42,95,960	9,45,257	1,96,52,41,217
<b>Dissent</b>	182	11	193	3,59,090	36,152	3,95,242
<b>Total</b>	<b>*3,821</b>	<b>640</b>	<b>*4,461</b>	<b>1,96,46,55,050</b>	<b>9,81,409</b>	<b>1,96,56,36,459</b>
						<b>99.9799</b>
						<b>0.0201</b>
						<b>100.0000</b>

*\*9 Members have not casted all their votes in the same manner.*

Based on the aforesaid result, we report that, the **Special Resolution** as contained in the Notice of Postal Ballot dated 29<sup>th</sup> November, 2021 has been passed with **requisite majority**.

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ANANTHASUBRAMANIAN NARAYANAN  
SATYAMANGALAM  
Date: 2022.01.13 15:58:52 +05'30'



**S. N. Ananthasubramanian**

**Partner**

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

**ICSI UDIN: F004206C002158446**

**13<sup>th</sup> January, 2022 | Thane**





Hindustan Unilever Limited

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY  
THROUGH POSTAL BALLOT ON 12TH JANUARY, 2022**

“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.”

**CERTIFIED TO BE TRUE COPY**

**HINDUSTAN UNILEVER LIMITED**

**DEVOPAM**

**NARENDRA**

**BAJPAI**

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DEVOPAM NARENDRA  
BAJPAI  
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**DEV BAJPAI**

**EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS**

**AND COMPANY SECRETARY**

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



## 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.

<b>Directorship(s) / Membership(s) in other Companies</b>
<b>Unlisted</b>
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)

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:

- 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.
- 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](mailto: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.

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

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