



Hindustan Unilever Limited

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

CIN: L15140MH1933PLC002030,

Website: www.hul.co.in, **Email Id:** levercare.shareholder@unilever.com.

Tel: +91 22 5043 2791 / 5043 2792

INFORMATION AT A GLANCE

Details of Resolution	:	Appointment of Ms. Priya Nair (DIN: 07119070) as the Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st August 2025 to 31st July 2030
Type of Resolution	:	Ordinary Resolution
Cut-off date for sending the Notice to eligible shareholders	:	Friday, 22nd August, 2025
Cut-off date for determining eligibility for e-voting	:	
E-voting start date and time	:	Friday, 29th August, 2025 at 09:00 A.M. (IST)
E-voting end date and time	:	Saturday, 27th September, 2025 at 05:00 P.M. (IST)

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the Ordinary Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09.00 A.M. (IST) on Friday, 29th August 2025 and ends at 05.00 P.M. (IST) on Saturday, 27th September 2025.

At its meeting held on 21st August, 2025, the Board appointed Mr. S. N. Ananthasubramanian (FCS: 4206 and COP No.: 1774) Practicing Company Secretary or failing him, Mr. S. N. Viswanathan (FCS: 13685 and COP No.: 24335), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.hul.co.in and on the website of KFin Technologies Limited at www.kfintech.com.

SPECIAL BUSINESS:

1. Appointment of Ms. Priya Nair (DIN: 07119070) as the Managing Director & Chief Executive Officer of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of 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), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Priya Nair (DIN: 07119070), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st August, 2025 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Priya Nair (DIN: 07119070) as Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st August 2025 to 31st July 2030, subject to approval of the Central Government, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

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 including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

NOTES:

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 of the Act setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 22nd August 2025 and whose e-mail IDs are registered with the Company / Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 22nd August 2025, 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. 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, 22nd August 2025, being the cut-off date fixed for the purpose.
5. In compliance with provisions of Section 108 and 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 for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agent (RTA) of the Company.

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 the website of KFin Technologies Limited at www.kfintech.com.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Friday, 29th August 2025 to Saturday, 27th September 2025, 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. 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 (Form for registering PAN, KYC details or changes / updation thereof) 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 from their registered email address:
KFin Technologies Limited, Unit – Hindustan Unilever Limited Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana – 500 032.
9. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Monday, 29th September, 2025. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 27th September 2025 being the last date specified by the Company for e-voting.

The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.hul.co.in and website of KFin Technologies Limited at <https://evoting.kfintech.com/>

10. The instructions for Members for e-voting are as under:
- Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, 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.
 - Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - Method of login for Individual Members holding the securities in demat mode:

Step 1:

Members	Login Method
Members holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 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. A new screen will open. Enter the existing User ID and Password. After successful authentication, Member will be able to see e-voting services. Click on “Access to e-voting” under e-voting services after which the e-voting page will be displayed. Click on options available against Company name or e-voting service provider and Members will be re-directed to the e-voting website for casting their 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/.</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. A new screen will open. 2. Members will have to enter their 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, they will be redirected to NSDL Depository site wherein they can see e-voting page. 3. Click on options available against Company name or e-voting service provider i.e. KFinTech, after which Members will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.
Members holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Members 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 is www.cdslindia.com and click on New System Myeasi Tab. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. The Menu will have links of e-voting service provider i.e. KFin Technologies Limited. Click on KFin Technologies Limited to cast your vote. <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in https://www.cdslindia.com/ home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Members can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/ CDSL for e-voting facility. Once logged in, they will be able to see e-voting option. 2. Upon clicking on e-voting option, Members will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein they can see e-voting feature. 3. Click on options available against Company name or e-voting service provider- KFin Technologies Limited and Members will be redirected to e-voting website of KFin Technologies Limited for casting their vote during the e-voting period.

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 login can contact the respective helpdesk by sending a request on the email ID's or contact on the phone nos. provided below:

NSDL	CDSL
<p>Email: evoting@nsdl.co.in Toll free no.: 1800 1020 990 / 1800 22 44 30</p>	<p>Email : helpdesk.evoting@cdslindia.com Phone No.: 1800 22 55 33</p>

Step 2:**Information and Instructions for e-voting by Members other than individuals holding shares of the Company in demat mode and all Members holding shares of the Company in physical mode:**

Members	Login Method
Members having their email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s):</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> 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 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. Members will now 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. Members need to login again with the new credentials. vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVEN 9117' and click on 'SUMBIT'. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "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. Members may then cast their vote by selecting an appropriate option and click on "Submit". ix. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once Members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution x. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to scrutinizer@snaco.net. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".
Members whose email IDs are not registered with the Company / Depository Participant(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice and e-voting instructions cannot be serviced:</p> <ol style="list-style-type: none"> i. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.

<p>Procedure for Registration of email and Mobile: securities in Physical</p>	<p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx.</p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <table border="1" data-bbox="435 824 1482 1014"> <tr> <td>Name</td> <td>KFIN Technologies Limited</td> </tr> <tr> <td>Address</td> <td>Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</td> </tr> </table> <p>c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#.</p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>	Name	KFIN Technologies Limited	Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
Name	KFIN Technologies Limited				
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.				
<p>Members who have forgotten the User ID and password</p>	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <p>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>				

xi. In case of any queries or issues regarding the remote e-voting facility, Members may send an email to evoting@kfintech.com or call KFin Technologies Limited on toll free no. 1800 309 4001. All grievances with regard to remote e-voting facility may be addressed to Ms. Krishna Priya, Sr. Manager, KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032 or by email to einward.ris@kfintech.com from their registered email id.

Members may also refer to the Frequently Asked Questions (FAQs) and E-Voting User Manual available at the 'download' section of <https://evoting.kfintech.com>.

xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

By Order of the Board

Registered Office:

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

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308

Mumbai
21st August 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)

ITEM NO.1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board) had, at its meeting held on 10th July, 2025, approved the appointment of Ms. Priya Nair (DIN: 07119070) as an Additional Director of the Company in the capacity of Managing Director & Chief Executive Officer (MD & CEO) effective 1st August 2025, subject to necessary approvals. Accordingly, approval of the Shareholders is being sought to the terms, conditions and stipulations for the appointment of Ms. Priya Nair as the MD & CEO and the remuneration payable to her.

Ms. Priya Nair is a globally respected business leader and in her most recent role served as the Business Group President – Beauty & Wellbeing at Unilever, overseeing a €13 billion portfolio that includes Hair Care, Skin Care, Prestige Beauty, and Health & Wellbeing brands across more than 20 markets. With about 30 years at Unilever, Ms. Nair has consistently delivered business transformation through brand building, premiumization, digital commerce, and purpose-led innovation. She is recognized as one of India's most influential businesswomen. She began her career in consumer insights at HUL and went on to lead iconic brands like Dove, Rin, and Comfort. As Global Chief Marketing Officer for Beauty & Wellbeing, she architected social-first marketing strategies, scaled influencer-led innovation, and launched global campaigns that repositioned Unilever's beauty portfolio for younger, more digitally native consumers. Previously, as Executive Director – Home Care (South Asia), she turned around the business by driving sustainability, value innovation, and cost efficiencies. Her leadership resulted in margin improvement, volume recovery, and premium portfolio growth, setting a benchmark for category transformation in emerging markets. She is currently also a member of the Unilever Leadership Executive. Ms. Nair is commerce graduate from Sydenham College, Mumbai, and holds a MBA degree from Symbiosis Institute of Business Management, Pune. She has also completed executive education at Harvard Business School.

The Company has received notice under Section 160 of the Act from Ms. Priya Nair proposing her candidature as a Director of the Company. Ms. Priya Nair is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including her consent to be appointed on the Board of the Company. Since Ms. Nair is a non-resident, her appointment as the MD & CEO of the Company is subject to the approval of the Central Government in terms of Part I of Schedule V to the Act. The Company will be making requisite application to the Central Government in this regard.

The brief details about the proposed appointment & remuneration of Ms. Priya Nair are given herein:

Tenure of Appointment	1st August 2025 to 31st July 2030
Nature of Duties	<ul style="list-style-type: none">The MD & CEO operates under the supervision and control of the Board of Directors, managing the business and affairs of the Company. Powers are exercised by her as delegated by the Board, subject to limitations imposed by the Act, the Memorandum and Articles of Association, or resolutions passed by the Board or the Company in General Meeting.The MD & CEO shall devote full time and attention to the Company's operations, acting in the best interest of the Company and its subsidiaries, joint ventures, and associate companies.
Other Conditions	<ul style="list-style-type: none">The terms and conditions governing the appointment of the MD & CEO include provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality.Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to the MD & CEO, except where expressly stated otherwise.
Remuneration:	
Particulars	Details (Gross in INR)
Basic Salary	3,75,00,000 per annum (Basic Salary not to exceed INR 500 lakhs per annum)
Allowances	4,56,86,717 per annum
Retirals (Contribution to Provident Fund)	90,00,000 per annum
Fixed Remuneration (inclusive of basic salary, allowances and retirals)	9,21,86,717 per annum
Annual Bonus (at 0 to 400% of Fixed Remuneration depending on financial metrics of the Company and individual performance)@	9,21,86,717 per annum (Target Annual bonus at 100%) (50% of the net Annual Bonus will be deferred into Unilever shares, pursuant to the rules of the Unilever Share Plan as per the Rules applicable therein.)

Perquisites – Shares grant (at 100% of Target Annual Bonus)[§]	9,21,86,717 per annum (100% of Target annual bonus) as follows: a. 62% of the Shares grant will be as per the Unilever Share Plan b. 38% of the Shares grant will be as per the HUL Performance Share Plan 2024. Both the above grants will be subject to Unilever vesting factor as per the Unilever Share Plan. (This can vary within a range between 0 and 200% of the Target annual bonus depending on the individual performance)
Total[#]	27,27,98,933 per annum
Insurance	Medical Insurance as per the applicable Company Policy
Perquisites – Others (Company car and club)	Not exceeding 3 crore per annum
Pension	<ul style="list-style-type: none"> Membership of the pension plan (Provident Fund) would remain, with both employer and employee charges deducted from Ms. Nair's Fixed Remuneration. Fixed Remuneration is inclusive of the Employer's and Employee's PF contribution. Various Unilever pension and savings vehicles are available into which Ms. Nair may be eligible to contribute a proportion of her Fixed Remuneration at her own election.
Leave Encashment	Leave and encashment of unavailed leave as per Company Policy
Gratuity Pay	As per Statutory Regulation
Severance Pay	Ms. Nair would be entitled to receive severance payment upon termination/separation of her employment in certain circumstances in accordance with the policy for senior managers. Such payment would not exceed annual Fixed Remuneration + Bonus (at target) that is drawn by Ms. Nair immediately before the termination/separation.
Notice Period	The Company will furnish a notice period of twelve months, in case the Company decides to terminate Ms. Nair's appointment. A payment in lieu of any unexpired notice period will be made to her in the event such notice period is shorter than a twelve-month period. The amount payable would be the amount of fixed pay for the unexpired notice period, less deductions required under law. In respect of the period up to the separation date, entitlements under any annual bonus/variable pay, performance share plan or any other variable pay plan would be dealt with in accordance with the relevant plan rules.
Minimum Remuneration	In the absence, or, inadequacy of the profits in any Financial Year, the remuneration to Ms. Nair including the perquisites will be paid in accordance with the applicable provisions of Schedule V of the Act.
Other conditions	<ul style="list-style-type: none"> Except with the permission of the Shareholders, the remuneration paid shall not exceed the limits specified under the provisions of Section 197 and other applicable provisions of the Act read with Schedule V of the Act. Ms. Nair shall not be entitled to sitting fees for attending the meetings of the Board of Directors or Committees thereof. The remuneration mentioned above is at the time of her appointment in the Company and the actual figures may vary from time to time due to foreign exchange fluctuations and applicable tax rates. The Board and/or the Nomination and Remuneration Committee of the Company are authorised to determine the increments, if any during the subsequent years and the increments, allowances, bonus and shares grant shall be linked to achievement of targets set by the Company and the performance of the incumbent. Any variation to the terms and conditions of this appointment and remuneration, including basic salary, fixed remuneration, bonus, perquisites including shares grant and allowances, if any will be subject to review and approval of the Board and/or the Nomination and Remuneration Committee and the Shareholders (if applicable), in accordance with the applicable law, including the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

- ③ *Annual Bonus incentivises year-on-year delivery of stretching short-term financial, strategic and operational objectives selected to support our annual business strategy and the ongoing enhancement of shareholder value. The bonus amount is linked to: (1) business performance measured through the lens of growth, profitability and cash generation, and (2) individual contribution.*
- § *Shares grant incentivises focus on the sustained delivery of high-performance results over the long-term. The amount of shares which vest is linked to business performance measured over a 3-year vesting period across parameters like business growth, relative total shareholder return, cash, capital efficiency and progress on sustainability initiatives. The parameters outlined above for determination of Annual Bonus incentives and shares grant may vary from time to time and such variation shall be subject to the approval of Board and/or the Nomination and Remuneration Committee.*
- # *The Cost of Living adjustment and Fx protection, as applicable, will be deducted from/added to the Fixed Remuneration. At the time of appointment the Cost of Living adjustment and Fx protection stands at INR -37,61,218 and has accordingly been factored for computation of the Total Salary tabulated above. Cost of Living adjustment and Fx protection may vary from time-to-time.*
- *Ms. Priya Nair's Euronet compensation will be converted to INR and grossed up for taxes at the time of delivery. Actual Fx rate as per contract date and tax rates will apply. For the above representation, Fx rate of Eur: INR = 91.0041841 (July Fx) and Tax rate of 42.744% has been considered.*
- *Employer & Employee contribution to Provident Fund is included in the Fixed Remuneration.*
- *Other terms and conditions including on separation consistent with past practice and applicable policies.*

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, is provided on page 11 to this Notice. Ms. Priya Nair, being the appointee, is interested in the proposed resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Electronic copy of the draft agreement between the Company and Ms. Priya Nair setting out the terms and conditions and other documents relating to this item of business shall be available for inspection. The Members may obtain a copy of the same by writing to the Company at levercare.shareholder@unilever.com mentioning their name, Folio no. / Client ID and DP ID, with a self-attested copy of their PAN card attached to the email.

The Board expresses its strong confidence in Ms. Priya Nair's appointment, recognising her deep understanding of the Indian market, exceptional leadership record, and extensive global experience. It believes that she is uniquely positioned to guide the Company into its next phase of growth and excellence. The Board, based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Priya Nair in the interest of the Company and recommends the Ordinary 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
21st August 2025

By Order of the Board

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308

DETAILS OF DIRECTOR SEEKING APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director	Ms. Priya Nair
DIN	07119070
Date of Birth	31st March 1972
Age	53 years
Date of first appointment on the Board	Not Applicable
Qualification	Ms. Nair is commerce graduate from Sydenham College, Mumbai and holds a MBA degree from Symbiosis Institute of Business Management, Pune. She has also completed executive education at Harvard Business School.
Experience	30 years
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Leadership Expertise • Crafting Business Strategies • Understanding of Emerging Markets and Consumer Insights • Financial Expertise and Risk Management • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills • Cyber Security, Digital/ Information Technology & Data Governance • Corporate Governance and Legal Framework • Purposeful Business & Sustainability/ ESG • People & Talent Development <p>For further details, refer Notice and Explanatory Statement</p>
Terms and conditions of appointment	Appointment as the Managing Director & Chief Executive Officer for a period of 5 (five) consecutive years effective from 1st August, 2025 to 31st July 2030. (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn (FY 2024-25)	Not Applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other listed Companies (excluding foreign companies)	Nil
Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)	Not Applicable
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Not Applicable
No. of Board Meetings attended during FY 2024-25 and 2025-26 (upto the date of this Notice)	1 (One)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
No. of shares held (as on the date of this Notice):	
(a) Own	28,218
(b) For other persons on a beneficial basis	Nil