



18th April, 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 24th February, 2022

This is further to our letter dated 16th March, 2022 submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Ordinary Resolution(s) for:

1. Appointment of Mr. Nitin Paranjpe (DIN: 00045204) as a Non-Executive Director of the Company with effect from 31st March, 2022; and
2. Re-Appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company for a period of 5 years with effect from 23rd January, 2022 to 22nd January, 2027.

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 18th April, 2022. In accordance with the said Report, the Members of the Company have approved the Ordinary Resolution(s) as embodied in the Postal Ballot Notice dated 24th February, 2022, for appointment of Mr. Nitin Paranjpe as a Non-Executive Director of the Company with effect from 31st March, 2022 and re-appointment of Mr. Dev Bajpai as a Whole-Time Director of the Company for a period of 5 years with effect from 23rd January, 2022 to 22nd January, 2027, with an majority of 95.37% and 92.65%, respectively, votes as detailed under:

Item No.1: Appointment of Mr. Nitin Paranjpe as a Non-Executive Director of the Company with effect from 31st March, 2022.

| Particulars | Number |
|---|----------------|
| Number of valid Electronic Votes received | 1,93,67,21,091 |
| Votes in favour of the resolution | 1,84,70,72,620 |
| Votes against the resolution | 8,96,48,471 |



Item No. 2: Re-appointment of Mr. Dev Bajpai as a Whole-Time Director of the Company for a period of 5 years with effect from 23rd January, 2022 to 22nd January, 2027

| Particulars | Number |
|---|----------------|
| Number of valid Electronic Votes received | 1,95,72,58,216 |
| Votes in favour of the resolution | 1,81,34,96,812 |
| Votes against the resolution | 14,37,61,404 |

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 resolutions as approved by the Members

You are requested to kindly take above information on record.

Thanking you,

Yours faithfully,

For Hindustan Unilever Limited

Ritesh Tiwari
Executive Director, Finance and Chief Financial Officer
DIN: 05349994

Encl: as above



Results of Postal Ballot

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

| | |
|--|--|
| Name of the Company | Hindustan Unilever Limited |
| Date of Postal Ballot Notice | 24th February, 2022 |
| Voting Start Date | 18th March, 2022 |
| Voting End Date | 16th April, 2022 |
| Total number of Members as on record date | 12,85,607 Members as on 15th March, 2022 |
| No. of Members present in the meeting either in person or through proxy | |
| Promoters & Promoter Group | Not Applicable |
| Public | Not Applicable |
| No. of Members attended the meeting through Video Conferencing | |
| Promoters & Promoter Group | Not Applicable |
| Public | Not Applicable |



Agenda wise disclosure:

| Resolution required: (Ordinary/ Special) | | | | ORDINARY - Appointment of Mr. Nitin Paranjpe (DIN: 00045204) as the Non-Executive Director of the Company with effect from 31st March, 2022 | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 | 1,45,44,12,858 | 1,45,44,12,858 | 100.00 | 1,45,44,12,858 | 0 | 100.00 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 59,66,27,367 | 48,12,25,864 | 80.66 | 39,16,10,372 | 8,96,15,492 | 81.38 | 18.62 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 29,85,51,037 | 10,82,369 | 0.36 | 10,49,390 | 32,979 | 96.95 | 3.05 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 2,34,95,91,262 | 1,93,67,21,091 | 82.43 | 1,84,70,72,620 | 8,96,48,471 | 95.37 | 4.63 |



| Resolution required: (Ordinary/ Special) | | | | Ordinary Resolution: Re-appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-Time Director of the Company for a period of 5 years with effect from 23rd January, 2022 to 22nd January, 2027 | | | | |
|---|-------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| 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 | 1,45,44,12,858 | 1,45,44,12,858 | 100.00 | 1,45,44,12,858 | 0 | 100.00 | 0 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 59,66,27,367 | 50,17,63,115 | 84.10 | 35,80,38,916 | 14,37,24,199 | 71.36 | 28.64 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 29,85,51,037 | 10,82,243 | 0.36 | 10,45,038 | 37,205 | 96.56 | 3.44 |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 2,34,95,91,262 | 1,95,72,58,216 | 83.30 | 1,81,34,96,812 | 14,37,61,404 | 92.65 | 7.35 |



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 | W: 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 – 400 099

We are pleased to present the report on the Postal Ballot conducted by **Hindustan Unilever Limited (“The Company”)** seeking consent of its Members for the Ordinary Resolutions as contained in the Notice of Postal Ballot dated **February 24, 2022**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on February 24, 2022 to conduct the Postal Ballot as contained in the Notice dated **February 24, 2022**.
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time, in relation to “Clarification on passing of Member’s resolution by companies under the Companies Act, 2013” read with rules made thereunder on account of COVID – 19 pandemic, Members’ approval was sought for the following:

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2022.04.16 18:26:52 +05'30'





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

- (a) Appointment of Mr. Nitin Paranjpe (DIN: 00045204) as a Non-Executive Director of the Company.
- (b) Re-Appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company.

3. Notice of the Postal Ballot.

- 3.1. 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 **Tuesday, March 15, 2022 (“the cut-off date”)**, the Company had completed sending of Postal Ballot Notice through e-mail to 12,03,143 Members who had registered their email-ids with the Company/ Depositories on Wednesday, March 16, 2022.
- 3.2. The Company had hosted the Notice of Postal ballot on its website and the website of KFin Technologies Limited (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on Wednesday, March 16, 2022.
- 3.3. Pursuant to MCA Circulars, Notice of the Postal Ballot, was published on Thursday, March 17, 2022 in Business Standard, in English language and Navshakti, in Marathi language.
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, only through e-voting system, on e-voting platform provided by KFin Technologies Limited from **9:00 a.m. (IST) on Friday, March 18, 2022 to 5:00 p.m. (IST) on Saturday, April 16, 2022.**
5. Members’ demographic details and voting rights were provided by KFin Technologies Limited (e-voting Agency).

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2022.04.16 18:27:19 +05'30'





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

6. After the scrutiny of the e-voting results, we report that the two Ordinary Resolutions as contained in the Notice of Postal Ballot dated February 24, 2022 have been passed with requisite majority.

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

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2022.04.16 18:27:35 +05'30'



S. N. Ananthasubramanian,
Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000140201

April 16, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

Result of Postal Ballot

Item No. 1: Appointment of Mr. Nitin Paranjpe (DIN: 00045204) as a Non-Executive Director of the Company.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------------|-----------------------|-----------------|
| | Voters (via e-voting) | Votes (via e-voting) | |
| Assent | *4,627 | 1,84,70,72,620 | 95.3711 |
| Dissent | *681 | 8,96,48,471 | 4.6289 |
| Total | 5,308 | 1,93,67,21,091 | 100.0000 |

**27 Members have not cast all their votes in the same manner.*

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Item No. 1 of the Notice of Postal Ballot dated February 24, 2022 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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NARAYANAN SATYAMANGALAM
Date: 2022.04.16 18:27:56 +05'30'



S. N. Ananthasubramanian

Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000140201

April 16, 2022 | Thane



S. N. ANANTHASUBRAMANIAN & CO

Company Secretaries

Result of Postal Ballot

Item No. 2: Re-Appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company.

| Particulars | Number of valid | | Percentage (%) |
|--------------|-----------------------|-----------------------|-----------------|
| | Voters (via e-voting) | Votes (via e-voting) | |
| Assent | *4,492 | 1,81,34,96,812 | 92.6550 |
| Dissent | *823 | 14,37,61,404 | 7.3450 |
| Total | 5,315 | 1,95,72,58,216 | 100.0000 |

*31 Members have not cast all their votes in the same manner.

Based on the aforesaid result, we report that the **Ordinary Resolution** as contained in the Item No. 2 of the Notice of Postal Ballot dated February 24, 2022 has been passed with **requisite majority**.

For S.N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2022.04.16 18:28:15 +05'30'



S. N. Ananthasubramanian

Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206D000140201

April 16, 2022 | Thane



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 16TH APRIL, 2022

“RESOLVED THAT in accordance with, the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Paranjpe (DIN : 00045204), who was appointed as an Additional Director of the Company with effect from 31st March, 2022 pursuant to Section 161 of the Act and Article 145 of the Articles of Association of the Company and who has provided a Notice in writing under Section 160 of the Act be and is hereby appointed as a Non-Executive Director of the Company with effect from 31st March, 2022, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and 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**

**RITESH TIWARI
EXECUTIVE DIRECTOR, FINANCE AND
CHIEF FINANCIAL OFFICER
DIN: 05349994**



**EXPLANATORY STATEMENT TO ITEM NO. 1
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members pursuant to under Section 149 and 152 of the Companies Act, 2013 and Article 145 of the Articles of Association of the Company, approved the appointment of Mr. Nitin Paranjpe (DIN : 00045204), aged 58 years as an additional Non-Executive Director of the Company, with effect from 31st March, 2022.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Nitin Paranjpe shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Mr. Nitin Paranjpe is eligible to be appointed as Non-Executive Director. The Company has received a notice under Section 160 of the Companies Act, 2013 from Mr. Nitin Paranjpe signifying his candidature as a Non-Executive Director of the Company.

Mr. Paranjpe is, presently, discharging the role of the Chief Human Resources & Transformation Officer of Unilever PLC & a Member of the Unilever Executive. Before discharging this role, he was the Chief Operating Officer of Unilever PLC. He has also been the President of the Home Care Division of Unilever PLC. Between 2009 & 2013, he was the Managing Director & CEO of HUL.

Mr. Nitin Paranjpe, holds a Bachelor's Degree in Engineering (Mechanical) and is MBA in Marketing from JBIMS, Mumbai.

Mr. Nitin Paranjpe does not hold any Directorship, Membership/Chairmanship of the Board or Board Committees in other Companies. Mr. Nitin Paranjpe has not resigned from any of the listed entity in past three years.

Post appointment of Mr. Nitin Paranjpe as the Non-Executive Director of the Company, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.

Mr. Nitin Paranjpe is not inter-se related to any other Director or Key Managerial Personnel of the Company. Mr. Nitin Paranjpe holds 1,24,509 equity shares of face value of Re. 1/- each in the Company.

As per the Differential Remuneration Policy, Mr. Nitin Paranjpe shall not receive any sitting fees, commission or stock options from the Company. Mr. Paranjpe shall be entitled to draw expenses incurred for travelling / boarding to participate in Board / Committee Meetings and other Company related work, in his capacity as the Non-Executive Director of the Company.

The Board considers that Mr. Nitin Paranjpe's association would be of immense benefit to the Company as the Non-Executive Director. Except Mr. Nitin Paranjpe, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The proposed resolution seeks the approval of Members, pursuant to Section 160 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Nitin Paranjpe as the Non-Executive Director of the Company with effect from 31st March, 2022.

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

Tel: +91 (22) 50433000 | Web: www.hul.co.in | CIN: L15140MH1933PLC002030



Hindustan Unilever Limited

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Nitin Paranjpe as the Non-Executive Director in the interest of the Company and recommends the Ordinary resolution as set out in Item No.1 of the Notice for approval of Members.

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

**RITESH TIWARI
EXECUTIVE DIRECTOR, FINANCE AND
CHIEF FINANCIAL OFFICER
DIN: 05349994**



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 16TH APRIL, 2022

“RESOLVED 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 such consents and permissions, as may be required, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Dev Bajpai (DIN: 00050516) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 23rd January, 2022 to 22nd January, 2027, liable to retire by rotation, on such terms and conditions as set out in this resolution and the Explanatory Statement annexed to this Notice 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**

**RITESH TIWARI
EXECUTIVE DIRECTOR, FINANCE AND
CHIEF FINANCIAL OFFICER
DIN: 05349994**



**EXPLANATORY STATEMENT TO ITEM NO. 2
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Members at the 83rd Annual General Meeting of the Company held on 30th June, 2017 appointed Mr. Dev Bajpai (DIN :00050516), as the Whole-time Director of the Company for a period of five years with effect from 23rd January, 2017 till 22nd January, 2022.

The Board of Directors has based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members, approved the re-appointment of Mr. Dev Bajpai, aged 56 years, as a Whole-time Director of the Company for a period of 5 years, with effect from 23rd January, 2022 to 22nd January, 2027, under Section 149 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, Mr. Dev Bajpai 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. Mr. Dev Bajpai is eligible to be appointed as Whole-time Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Dev Bajpai signifying his candidature as a Whole-time Director of the Company.

Mr. Dev Bajpai has over 30 years of experience in the areas of Legal, Compliance, Tax and Corporate Affairs across diverse industries including Automobiles, FMCG, Hospitality and Private Equity. Prior to joining the Company, Mr. Dev Bajpai has worked in Maruti Udyog Limited, Marico Limited, The Indian Hotels Company Limited and ICICI Venture Funds Management Company Limited. Mr. Dev Bajpai has been a part of committees of Apex Industry Organisations like Confederation of Indian Industry (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI).

Mr. Dev Bajpai is a Fellow Member of the Institute of Company Secretaries of India and holds a law degree from University of Delhi. He has also completed an Executive Programme for Corporate Counsels conducted by Harvard Law School.

| Directorship(s) / Membership(s) in other Companies |
|---|
| Unlisted |
| Hindustan Unilever Foundation (Director) |
| Bhavishya Alliance Child Nutrition Initiatives (Director) |
| Indian Beauty and Hygiene Association (Director) |
| Unilever India Limited (Director) |

Mr. Bajpai does not hold any Membership/Chairmanship of the Board Committees in other Companies. Mr. Dev Bajpai has not resigned from any of the listed entity in the past three years.



Mr. Dev Bajpai attended all five Board Meetings held from the period 1st April, 2021 till 24th February, 2022.

Mr. Dev Bajpai is not inter-se related to any other Director or Key Managerial Personnel of the Company. Mr. Dev Bajpai holds 51,576 equity shares of face value of Re. 1/- each in the Company. Mr. Dev Bajpai shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the overall limits as approved by the Members of the Company.

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 Whole-time Director(s) | 350 | As per the Rules of the Company and within limits of Section 197 of the Act |

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 Act.

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 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 Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Act. In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.



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 Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act.

Except Mr. Dev Bajpai, being an appointee, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution.

The proposed resolution seeks the approval of Members, 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. Dev Bajpai as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 23rd January, 2022 to 22nd January, 2027, liable to retire by rotation.

In view of expertise, knowledge and experience of Mr. Dev Bajpai and based on recommendation of Nomination and Remuneration Committee, the Board considers the re - appointment of Mr. Dev Bajpai as a Whole - time Director of the Company designated as an Executive Director, Legal and Corporate Affairs and Company Secretary in the interest of the Company and recommends the Ordinary Resolution as set out in Item No. 2 of the Notice for approval of Members.

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

**RITESH TIWARI
EXECUTIVE DIRECTOR, FINANCE AND
CHIEF FINANCIAL OFFICER
DIN: 05349994**