



6th January, 2026

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 4th December, 2025

This is further to our letter dated 4th December, 2025, submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Ordinary Resolution for appointment of Mr. Niranjan Gupta (DIN: 07806792) as the Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st November, 2025 to 31st October, 2030 and by way of Special Resolution for appointment of Mr. Bobby Parikh (DIN: 00019437) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e. from 1st December, 2025 to 30th November, 2030.

In this regard, please note that Mr. S. N. Viswanathan (FCS: 13685 and COP No.: 24335), Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 6th January, 2026. In accordance with the said Report, the Members of the Company have approved the Resolutions as embodied in the Postal Ballot Notice with the majority of 99.56% and 99.58% votes respectively, as detailed under:-

Item No. 1: Appointment of Mr. Niranjan Gupta (DIN: 07806792) as the Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st November, 2025 to 31st October, 2030.

Particulars	Number
Number of valid Electronic Votes received	2,00,60,89,547
Votes in favour of the resolution	1,99,72,15,397
Votes against the resolution	88,74,150



Item No. 2: Appointment of Mr. Bobby Parikh (DIN: 00019437) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e. from 1st December, 2025 to 30th November, 2030.

Particulars	Number
Number of valid Electronic Votes received	2,00,60,92,930
Votes in favour of the resolution	1,99,77,70,900
Votes against the resolution	83,22,030

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

This is for your information and records.

Yours sincerely,

For **Hindustan Unilever Limited**

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308

Encl. as above

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

Results of Postal Ballot

As per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Company	Hindustan Unilever Limited
Date of Postal Ballot Notice	4th December, 2025
Voting Start Date	8th December, 2025 – 09:00 A.M. (IST)
Voting End Date	6th January, 2026 – 05:00 P.M. (IST)
Total number of Members as on record date	11,42,011
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



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Niranjn Gupta (DIN: 07806792) as the Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st November, 2025 to 31st October, 2030				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1454412858	1454412858	100	1454412858	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1454412858	1454412858	100	1454412858	0	100
Public- Institutions	E-Voting	604682928	532935810	88.1348	524110937	8824873	98.3441	1.6559
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		604682928	532935810	88.1348	524110937	8824873	98.3441
Public- Non Institutions	E-Voting	290495476	18740879	6.4513	18691602	49277	99.7371	0.2629
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		290495476	18740879	6.4513	18691602	49277	99.7371
Total		2349591262	2006089547	85.3804	1997215397	8874150	99.5576	0.4424
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public – Non Insitutions	0



Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bobby Parikh (DIN: 00019437) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e. from 1st December, 2025 to 30th November, 2030				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1454412858	1454412858	100	1454412858	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1454412858	1454412858	100	1454412858	0	100
Public-Institutions	E-Voting	604682928	532935810	88.1348	524725122	8210688	98.4593	1.5407
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		604682928	532935810	88.1348	524725122	8210688	98.4593
Public- Non Institutions	E-Voting	290495476	18744262	6.4525	18632920	111342	99.406	0.594
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		290495476	18744262	6.4525	18632920	111342	99.406
Total		2349591262	2006092930	85.3805	1997770900	8322030	99.5852	0.4148
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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

Dear Sir,

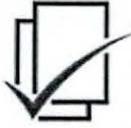
We are pleased to present the report on the Postal Ballot conducted by **Hindustan Unilever Limited** ("the Company") seeking consent of its Members for the Resolutions as contained in the Notice of Postal Ballot dated **4th December, 2025**.

1. In terms of the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on Tuesday, 18th November, 2025 to conduct the Postal Ballot as contained in the Notice dated 4th December, 2025 ("Postal Ballot Notice").
2. In terms of Sections 110 and 108 and 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 the 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 the rules made thereunder, Members' approval was sought for the Resolutions as contained in the Postal Ballot Notice through e-voting only.
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 **Friday, 28th November, 2025** ("the cut-off date"), the Company had completed the dispatch of Postal Ballot Notice on **Thursday, 4th December, 2025** through e-mail to **10,92,481** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agents (RTA).



*Scrutinizer's Report on Postal Ballot conducted by Hindustan Unilever Limited
vide Notice dated December 04, 2025*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- 3.2. The Company had hosted the Postal Ballot Notice on its website and the website of KFin Technologies Limited ("KFintech") (e-voting Agency) and had also intimated the same to BSE Limited and National Stock Exchange of India Limited on **Thursday, 4th December, 2025**.
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **Saturday, 6th December, 2025** in all editions of **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, as the case may be, only through e-voting system, on e-voting platform provided by KFintech from **9:00 a.m. (IST) on Monday, 8th December, 2025 to 5:00 p.m. (IST) on Tuesday, 6th January, 2026**.
5. Members' demographic details and voting rights were downloaded by us from KFintech.
6. After the scrutiny of the votes cast file downloaded from KFintech:
- 6.1. We found that all the votes cast by the Members were valid; and
- 6.2. We report that the 01 (One) Ordinary Resolution and 01 (One) Special Resolution as contained in the Postal Ballot Notice has been passed with requisite majority.

We have annexed with this report, the analysis of the result of the Resolutions as contained in the Postal Ballot Notice.

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

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023



S. N. Viswanathan
Managing Partner
FCS: 13685 | COP No.: 24335
ICSI UDIN: F013685G003158728
6th January, 2026 | Thane

*Scrutinizer's Report on Postal Ballot conducted by Hindustan Unilever Limited
vide Notice dated December 04, 2025*



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Results of Postal Ballot

Item No. 1: Appointment of Mr. Niranjan Gupta (DIN: 07806792) as the Whole-time Director of the Company, liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st November, 2025 to 31st October, 2030.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	4,017	1,99,72,15,397	99.5576
Dissent	206	88,74,150	0.4424
Total	4,223	2,00,60,89,547	100.0000

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

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023



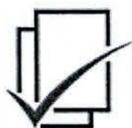


S. N. Viswanathan
Managing Partner

FCS: 13685 | COP No.: 24335

ICSI UDIN: F013685G003158728

6th January, 2026 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Results of Postal Ballot

Item No. 2: Appointment of Mr. Bobby Parikh (DIN: 00019437) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st December, 2025 to 30th November, 2030.

Particulars	Number of valid		Percentage (%)
	Voters (via e-voting)	Votes (via e-voting)	
Assent	3,963	1,99,77,70,900	99.5852
Dissent	253	83,22,030	0.4148
Total	4,216	2,00,60,92,930	100.0000

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

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

ICSI Unique Code: P1991MH040400

Peer Review Cert. No.: 5218/2023





S. N. Viswanathan

Managing Partner

FCS: 13685 | COP No.: 24335

ICSI UDIN: F013685G003158728

6th January, 2026 | Thane



CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 6TH JANUARY, 2026

“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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Niranjan Gupta (DIN: 07806792), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st November, 2025 and holds office until the date of next General Meeting or for a period of three months from the date of appointment, which ever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, 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(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Niranjan Gupta (DIN: 07806792) as Whole-time Director of the Company (designated as Executive Director, Finance & Chief Financial Officer), liable to retire by rotation, to hold office for a period of 5 (five) consecutive years i.e., from 1st November, 2025 to 31st October, 2030, 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 authorized 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.”

**Certified To Be True Copy
Hindustan Unilever Limited**

**Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308**



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

ITEM NO.1

Based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors (the Board) had, at its meeting held on 21st August, 2025, approved the appointment of Mr. Niranjana Gupta (DIN: 07806792):

- (a) As an Additional Director of the Company with effect from 1st November, 2025 until the date of next General Meeting or for a period of three months from the date of appointment, whichever ever is earlier.
- (b) As Whole-time Director - designated as Executive Director, Finance & Chief Financial Officer for a term of 5 (five) consecutive years effective 1st November, 2025, subject to necessary approvals.

Accordingly, approval of the Shareholders is being sought on the terms, conditions and stipulations for the appointment of Mr. Niranjana Gupta as a Whole-time Director of the Company and the remuneration payable to him.

Mr. Niranjana Gupta is an accomplished leader with 30 years of experience across FMCG, Metals & Mining, and the Auto sector in Developed and Emerging markets, spanning both global and local roles. Mr. Gupta started his career with the Company, where he held several leadership roles over 20 years, across Finance and Supply Chain, including Chief Procurement Officer of South Asia and Global Category Finance Director in London. He later moved to Vedanta Resources as CFO of the Aluminium and Power business. His stellar journey continued as he joined Hero MotoCorp as CFO and later became CEO.

His tenure at Hero MotoCorp was marked by strategic transformation, portfolio reshaping, financial resilience, and industry-wide collaborations, which helped create a platform for long-term, profitable growth during a period of major transformation in the mobility sector. He has served as member of various Boards including EV start up, Ather Energy.

By qualification, Mr. Gupta is a Chartered Accountant, Cost and Works Accountant, and a Company Secretary.

The Company has received notice under Section 160 of the Act proposing Mr. Niranjana Gupta's candidature as a Director of the Company. Mr. Niranjana Gupta 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 his consent to be appointed on the Board of the Company.



The brief details about the proposed appointment & remuneration of Mr. Niranjan Gupta are given herein:

Tenure of Appointment	1st November, 2025 to 31st October, 2030
Nature of Duties	<ul style="list-style-type: none"> The Whole-time Director 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 Whole-time Director 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 Whole-time Director, except where expressly stated otherwise.
Remuneration:	
Particulars	Details (Annual Gross in ₹)
Basic Salary	3,40,00,000 per annum (Basic Salary not to exceed ₹ 350 lakhs per annum)
Fixed Remuneration (inclusive of basic salary, allowances and retirals)	5,92,85,596 per annum
Annual Bonus (at 0 to 400% of Fixed Remuneration depending on financial metrics of the Company and individual performance)@	3,55,71,357 per annum (Target Annual bonus at 60% of Fixed Remuneration)
Perquisites – Shares grant (100% of Target Annual Bonus)§	3,55,71,357 per annum as follows: <ul style="list-style-type: none"> 62% of the Shares grant will be as per the Unilever Share Plan 38% of the Shares grant will be as per the HUL Performance Share Plan 2024. <p>Both the above grants will be subject to Unilever vesting factor as per the Unilever Share Plan.</p>



	(This can vary within a range between 0 and 200% of the Target annual bonus depending on the individual performance)
Total#	12,80,09,458
Gratuity	As per Statutory Regulation
Other Terms & Conditions	All terms & conditions as per the Euronet Contract and Unilever policies will be applicable.
Minimum Remuneration	In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid in accordance with the applicable provisions of Schedule V of the Act.
Maximum Remuneration	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.

@ 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. First grant will happen in Feb/March 2026.

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 - 24,18,852 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.

- 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.
- In addition to the aforementioned terms, a gross amount of ₹3,55,71,357 shall be payable to Mr. Niranjana Gupta, with 50% disbursed upon joining in September 2025 and the remaining 50% upon completion of one year of service in September 2026.



- Other terms and conditions including on separation consistent with past practice and Euronet policy.

The remuneration mentioned above is at the time of Mr. Gupta's 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 is 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 incumbents' performance.

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, are provided on pages 12 and 13 to this Notice. Mr. Niranjana Gupta, being the appointee, is interested in the proposed resolution. Further, his 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.

Documents relating to this item of business shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board is pleased to welcome Mr. Niranjana Gupta back to HUL and expresses confidence in his ability to play a pivotal role in guiding the Company through its next phase of growth and transformation. The Board, based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, considers the appointment of Mr. Niranjana Gupta in the interest of the Company and recommends the Ordinary Resolution as set out in the Notice for approval of shareholders.

Certified To Be True Copy
Hindustan Unilever Limited

Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 6TH JANUARY, 2026

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) 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 Mr. Bobby Parikh (DIN: 00019437), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 1st December, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 1st December, 2025 upto 30th November, 2030, 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 authorized 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.”

**Certified To Be True Copy
Hindustan Unilever Limited**

**Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308**



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

ITEM NO.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board had, at its meeting held on 18th November, 2025, approved the appointment of Mr. Bobby Parikh (DIN: 00019437), as an Additional Director of the Company, with effect from 1st December, 2025. Subject to Shareholders' approval, the Board has also approved the appointment of Mr. Parikh as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from 1st December, 2025 and ending on 30th November, 2030, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mr. Parikh has been appointed as the Chairperson of the Risk Management Committee and Member of the Audit Committee of the Company effective 1st December, 2025.

The Company has received all the statutory declarations/disclosures from Mr. Parikh including the following:

- (a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- (c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (d) confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- (e) declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, Mr. Bobby Parikh shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Parikh is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Parikh's candidature as an Independent Director of the Company.



For appointment of Mr. Bobby Parikh on the Board, the Nomination and Remuneration Committee took into consideration his rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Parikh were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Mr. Bobby Parikh is the Managing Partner of Bobby Parikh Associates, a boutique advisory firm specialising in strategic tax and regulatory services. With extensive experience spanning several decades, Mr. Parikh has advised clients across diverse industries during a period of significant deregulation and progressive transformation of India's policy framework. His focus has been on assisting businesses, both Indian and multinational, in interpreting the implications of these changes, enabling them to leverage emerging opportunities and address associated challenges.

Mr. Parikh is a seasoned advisor specialising in entry strategies for multinational corporations entering India and Indian companies expanding globally. His expertise spans business model identification, structuring of business presence, mergers, acquisitions, and other reorganisations. He is recognised for delivering tailored tax and regulatory advice on inbound, outbound, and domestic transactions, working closely with private equity funds, institutional investors, and business owners to craft solutions aligned with commercial objectives.

Mr. Parikh co-founded BMR Advisors, a leading tax and transactions firm, and successfully led it for over 12 years. Previously, he served as CEO of Ernst & Young India following the integration of Arthur Andersen's practice, where he was Country Managing Partner and head of the Financial Services industry practice. His career reflects over three decades of leadership in tax, transactions, and regulatory advisory.

Mr. Parikh holds a degree in Commerce from the University of Mumbai and is a qualified Chartered Accountant.

In the opinion of the Board, Mr. Bobby Parikh fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as an Independent Director.

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, are provided on pages 12 and 13 to this Notice. Mr. Bobby Parikh, being the appointee, is interested in the proposed resolution. Further, his 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.

The remuneration payable to Mr. Bobby Parikh shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Differential Remuneration Policy of the Company and the shareholders approval dated 21st June, 2024.



Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board firmly believes that Mr. Parikh's extensive experience, combined with deep expertise in financial strategy and regulatory frameworks, which have enabled organizations to successfully navigate complex transformative changes, will be immensely beneficial to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Booby Parikh as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Shareholders.

**Certified To Be True Copy
Hindustan Unilever Limited**

**Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308**



DETAILS OF DIRECTOR SEEKING APPOINTMENT

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

Name of the Director	Mr. Niranjan Gupta	Mr. Bobby Parikh
DIN	07806792	00019437
Date of Birth	30th January, 1971	30th April, 1964
Age	54 years	61 years
Date of first appointment on the Board	1st November, 2025	1st December, 2025
Qualification	Mr. Niranjan Gupta is professionally qualified as a Chartered Accountant, a Cost & Works Accountant and a Company Secretary.	Mr. Bobby Parikh is professionally qualified as a Chartered Accountant and holds a degree in Commerce from the University of Mumbai.
Experience	30 years	35 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 For further details, refer Notice and Explanatory Statement 	<ul style="list-style-type: none"> • Leadership Expertise • Crafting Business Strategies • Understanding of Emerging Markets and Consumer Insights • Financial Expertise and Risk Management • Cyber Security, Digital/ Information Technology & Data Governance • Corporate Governance and Legal Framework • Purposeful Business & Sustainability/ ESG • People & Talent Development For further details, refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as the Whole-time Director, designated as executive	Appointment as an Independent Director for a period of 5 (five)



	<p>director, finance & chief financial officer, for a period of 5 (five) consecutive years effective from 1st November, 2025 to 31st October, 2030.</p> <p>For further details, refer Notice and Explanatory Statement</p>	<p>consecutive years effective from 1st December, 2025 to 30th November, 2030.</p> <p>For further details, refer Notice and Explanatory Statement</p>
Details of remuneration last drawn (FY 2024-25)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement	<p>In terms of the Company's Differential Remuneration Policy, Mr. Parikh will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, reimbursement of expenses for participation in meetings, and such commission as may be approved by the Board from time to time based on recommendation of the Nomination and Remuneration Committee, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Shareholders. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report.</p>
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • Tenneco Clear Air India Limited • Hindustan Unilever Foundation • Unilever India Limited 	<ul style="list-style-type: none"> • Indostar Capital Finance Limited • K Raheja Corp Investment Managers Private Limited • BMR Business Solutions Private Limited • Biocon Limited • Infosys Limited • Biocon Biologics Limited



<p>Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)</p>	<p>Tenneco Clear Air India Limited</p> <ul style="list-style-type: none"> • IPO Committee - Chairperson • CSR Committee - Chairperson • Audit Committee - Member <p>Unilever India Limited</p> <ul style="list-style-type: none"> • CSR Committee - Member 	<p>Indostar Capital Finance Limited</p> <ul style="list-style-type: none"> • Stakeholder Relationship Committee - Member • Corporate Social Responsibility Committee - Member <p>Biocon Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairperson • Risk Management Committee - Chairperson • Stakeholder Relationship Committee - Member <p>Biocon Biologics Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairperson • Risk Management Committee - Chairperson <p>Infosys Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairperson • Risk Management Committee - Member • Stakeholder Relationship Committee - Member <p>K Raheja Corp Investment Managers Private Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairperson • Nomination and Remuneration Committee - Chairperson • Risk Management Committee - Member
<p>Listed entities from which the Director has resigned in last 3 (three) years</p>	<ul style="list-style-type: none"> • Ather Energy Limited • Hero Motorcorp Limited (as Chief Executive Officer) 	<p>Nil</p>
<p>No. of Board Meetings attended during FY 2025-26 (upto the date of this Notice)</p>	<p>1 (One)</p>	<p>Nil</p>
<p>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</p>	<p>None</p>	<p>None</p>

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

No. of shares held (as on the date of this Notice):		
(a) Own	1,500	Nil
(b) For other persons on a beneficial basis	Nil	Nil

**Certified To Be True Copy
Hindustan Unilever Limited**

**Radhika Shah
Company Secretary & Compliance Officer
Membership No: A19308**