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

28th May, 2021

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 Sirs,

Sub: Minutes of proceedings of Postal Ballot

With reference to the captioned subject, enclosed are the Minutes of the proceedings of the results of the Postal Ballot declared on 30th April, 2021.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Hindustan Unilever Limited

DEVOPAM NARENDRA BAJPAI
Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.05.28 20:31:21 +05'30'

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

Encl: as above

HINDUSTAN UNILEVER LIMITED

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON THURSDAY, 30TH APRIL, 2021 FOR THE ORDINARY RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 19TH MARCH, 2021.

1. Mr. Dev Bajpai, Executive Director, Legal & Corporate Affairs and Company Secretary, duly authorized by the Chairman of the Board for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 19th March, 2021 to the Members, seeking their consent with respect to increase in the limits of remuneration payable to Whole-time Director(s) and the appointment of Mr. Ritesh Tiwari as the Whole-time Director for a period of five years with effect from 1st May, 2021, who would be liable to retire by rotation in terms of the provisions of the Articles of Association of the Company.

2. Mr. Dev Bajpai placed on record the following actions of the Board conducted in compliance with the provisions of the Act:-

    - The Board of Directors had appointed Mr. S. N. Ananthasubramanian (FCS 4206, COP 1774), Practising Company Secretary, to act as the Scrutinizer for Postal Ballot Process.

    - In compliance with the Circulars issued by Ministry of Corporate Affairs, the Notice of Postal Ballot was being sent by electronic mode alone on 30th March, 2021 to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on Friday, 26th March, 2021.

    - In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company had provided remote e-voting facility to all the Members of the Company.

    - The voting period commenced on Wednesday, 31st March, 2021, IST at 9.00 a.m. and ended on Thursday, 29th April, 2021, IST at 5.00 p.m.

    - The cut-off date, for the purpose of determining the number of Members was Friday, 26th March, 2021 and the total number of Members as on cut-off date were 7,85,822.

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3. Mr. S. N. Ananthasubramanian, Scrutinizer had carried out scrutiny of all the Postal Ballot Forms and e-votes received upto the close of working hours on 29th April 2021, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data / reports received by him.

4. The Scrutinizer had submitted his Report on 30th April, 2021. The details of voting of the Ordinary Resolutions set out in the notice dated 19th March, 2021 are as under:-

Item No. 1: Increase in overall limits of Remuneration for Whole-time Director(s) from existing Rs. 300 Lakh only (Rupees Three Hundred Lakh only) to Rs. 350 Lakh only (Rupees Three Hundred and Fifty Lakhs only)	
Particulars	**Number**
Number of valid votes received	1,977,262,312
Votes in favour of the Resolution	**1,974,112,507**
Votes against the Resolution	**3,149,805**
Number of invalid Postal Ballot & Electronic Votes received	-

Item No. 2: Appointment of Mr. Ritesh Tiwari (DIN: 05349994) as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 01, 2021, liable to retire by rotation	
Particulars	**Number**
Number of valid votes received	1,984,634,378
Votes in favour of the Resolution	**1,850,096,402**
Votes against the Resolution	**134,537,976**
Number of invalid Postal Ballot & Electronic Votes received	-

5. Thereafter Mr. Dev Bajpai proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.

6. Thereafter, Mr. Dev Bajpai announced that the following Ordinary Resolutions as set out in Postal Ballot Notice dated 31st January, 2020 were duly approved by the Members with an overwhelming majority of more than 99% and 93%, respectively.

Item No. 1 - Increase in overall limits of Remuneration for Whole-time Director(s) from existing Rs. 300 Lakh only (Rupees Three Hundred Lakh only) to Rs. 350 Lakh only (Rupees Three Hundred and Fifty Lakhs only)

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"**RESOLVED THAT** in partial modification to the resolution passed by the Members of the Company at the 86th Annual General Meeting held on 29th June, 2019 pertaining to overall limits of Remuneration for Managing / Whole-time Director(s) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Act and Article 173 of the Articles of Association of the Company, the Company be and is hereby authorised to pay to its Whole-time Director(s), such sum by way of remuneration comprising of salary, performance linked bonus, commission, perquisites and allowances as may be determined by the Board of Directors of the Company or a duly constituted Committee thereof including but not limited to Nomination and Remuneration Committee, within the maximum limits as mentioned in the Explanatory Statement annexed to this Notice and computed in the manner as provided under Section 198 of the Act.

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."

Item No. 2 - Appointment of Mr. Ritesh Tiwari (DIN: 05349994) as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 01, 2021, liable to retire by rotation

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. Ritesh Tiwari (DIN: 05349994), who is appointed as an Additional Director of the Company with effect from 1st May, 2021, pursuant to Section 161 and Article 145 of the Articles of Association of the Company to act as an Executive Director, Finance and Chief Financial Officer of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government and such sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Ritesh Tiwari (DIN: 05349994) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st May, 2021, 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

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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."

7. Mr. Dev Bajpai, also stated that the following actions will be completed within the prescribed time limits:-

    - Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
    - Uploading the results of Postal Ballot on the website of the Company; and
    - Publication of the results of the Postal Ballot in the Newspapers.

Entered in the Minutes Book on 28th day of May, 2021 in Mumbai

CHAIRMAN

DEVOPAM NARENDRA BAJPAI
Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.05.28 20:32:23 +05'30'

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