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

30th April, 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 Sir / Madam,

Sub: Results of Postal Ballot – Notice dated 19th March, 2021

This is further to our letter dated 30th March, 2021 submitting the Postal Ballot Notice to the Members of the Company for approval of Increase in overall limits of Remuneration for Whole-time Director(s) and appointment of Mr. Ritesh Tiwari as a Whole-time Director of the Company with effect from 1st May, 2021, for a period of 5 (five) consecutive years.

In this regard, please note that Mr. S. N. Ananthasubramanian, Practising Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 30th April, 2021. In accordance with the said Report, the members of the Company have approved the Ordinary Resolutions as embodied in the Postal Ballot Notice dated 19th March, 2021, for Increase in overall limits of Remuneration for Whole-time Director(s) and appointment of Mr. Ritesh Tiwari as a Whole-time Director of the Company with effect from 1st May, 2021 for a period of 5 (five) consecutive years. with an majority of 99.8407% and 93.2210% respectively, votes as detailed under:-

Item No. 1: Increase in overall limits of Remuneration for Whole-time Director(s).

Votes in favour of the resolution	1,97,41,12,507
Votes against the resolution	31,49,805

Item No. 2: Appointment of Mr. Ritesh Tiwari as a Whole-time Director of the Company with effect from 1st May, 2021, for a period of 5 (five) consecutive years.

Votes in favour of the resolution	1,85,00,96,402
Votes against the resolution	13,45,37,976

The results of the Postal Ballot were accordingly announced today.

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Andheri East, Mumbai 400 099

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Hindustan Unilever Limited

We enclose herewith:

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

You are requested to kindly take above information on record.

Thanking you,

Yours faithfully,
For Hindustan Unilever Limited

DEVOPAM NARENDRA BAJPAI

Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.04.30 18:29:19 +05'30'

Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS No. 3354
Encl: as above

Hindustan Unilever Limited,
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Hindustan Unilever Limited

Results of Postal Ballot

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

Name of the Company	Hindustan Unilever Limited
Date of Postal Ballot Notice	19th March, 2021
Voting Start Date	31st March, 2021
Voting End Date	29th April, 2021
Total number of Members as on record date	785,822 as on 26th March, 2021
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

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Hindustan Unilever Limited

Agenda wise disclosure:

Resolution required (Ordinary / Special)			**Ordinary Resolution**: Increase in overall limits of Remuneration for Whole-time Director(s)					
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 Outstan d-ing 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**	1454412858	1454412858	100.0000	1454412858	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**1454412858**	**1454412858**	**100.0000**	**1454412858**	**0**	**100.0000**	**0.0000**
Public - Institu-tions	**E-voting**	530906755	453239102	85.3708	450248655	2990447	99.3402	0.6598
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**530906755**	**453239102**	**85.3708**	**450248655**	**2990447**	**99.3402**	**0.6598**
Public – Non Institu-tions	**E-voting**	364245032	69610352	19.1109	69450994	159358	99.7711	0.2289
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**364245032**	**69610352**	**19.1109**	**69450994**	**159358**	**99.7711**	**0.2289**
Total		**2349564645**	**1977262312**	**84.1544**	**1974112507**	**3149805**	**99.8407**	**0.1593**

Shareholding as on 26th March, 2021.

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Andheri East, Mumbai 400 099

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Hindustan Unilever Limited

Resolution required (Ordinary / Special)			**Ordinary Resolution**: Appointment of Mr. Ritesh Tiwari as a Whole-time Director of the Company with effect from 1st May, 2021, for a period of 5 (five) consecutive years.					
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 Outstan d-ing 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**	1454412858	1454412858	100.0000	1454412858	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**1454412858**	**1454412858**	**100.0000**	**1454412858**	**0**	**100.0000**	**0.0000**
Public - Institu-tions	**E-voting**	530906755	460607590	86.7587	326112929	134494661	70.8006	29.1994
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**530906755**	**460607590**	**86.7587**	**326112929**	**134494661**	**70.8006**	**29.1994**
Public – Non Institu-tions	**E-voting**	364245032	69613930	19.1118	69570615	43315	99.9378	0.0622
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	**364245032**	**69613930**	**19.1118**	**69570615**	**43315**	**99.9378**	**0.0622**
Total		**2349564645**	**1984634378**	**84.4682**	**1850096402**	**134537976**	**93.2210**	**6.7790**

Shareholding as on 26th March, 2021

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 – 400099.

Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Hindustan Unilever Limited ("the Company/ HUL")** seeking consent of its Members for the Ordinary Resolution(s) as contained in the Notice of Postal Ballot dated 19th March, 2021.

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on 19th March, 2021 to conduct the Postal Ballot as contained in the Notice dated **19th March, 2021**.

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, General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 22/ 2020 dated 15th June, 2020, General Circular No. 33/ 2020 dated 28th September, 2020 and General Circular No.39/ 2020 dated 31st December, 2020 respectively **(collectively referred**

Digitally signed by ANANTHASUBRAMANIAN NARAYANAN SATYAMANGALAM
Date: 2021.04.30 10:25:35 +05'30'

S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES
PARTNER
FCS 4206
COP No. 1774

to as "MCA circulars") , in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India;

Members' approval was sought for the following Ordinary Resolutions:

i. 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);

ii. 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.

3. The Company has informed that,

   a. 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, 26th March, 2021. ("the cut-off date"),** the Company completed dispatch of the Notice of Postal Ballot by e-mail to 6,89,219 Members who had registered their email-ids with the Company / Depositories on **30th March, 2021**; and

   b. it has also sent Notice of Postal Ballot by e-mail to those Members who requested for the same at the levercare@unilever.com.

4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case maybe, through e-voting on the e-voting platform provided by National Security Depositories Limited (NSDL) from **9:00 a.m. (IST) on Wednesday, 31st March, 2021** to **5:00 p.m. (IST) on Thursday, 29th April, 2021.**

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NARAYANAN SATYAMANGALAM
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S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES
S. N. ANANTHASUBRAMANIAN
PARTNER
FCS 4206
COP No. 1774

5. At the end of the voting period, we downloaded the Members' demographic details, their voting rights and voting pattern from NSDL's e-voting platform.

6. After the scrutiny of the e-voting result, we report that both the Ordinary Resolutions as contained in the Notice of Postal Ballot dated 19th March, 2021, has been passed with requisite majority.

We have annexed with this report, the details of the Postal Ballot through e-voting and the analysis of the result of both the Ordinary Resolutions as contained in the said Notice.

For S. N. ANANTHASUBRAMANIAN & CO.

Company Secretaries

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ANANTHASUBRAMANIAN
NARAYANAN
SATYAMANGALAM
Date: 2021.04.30 10:24:11
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S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES
S. N. ANANTHASUBRAMANIAN
PARTNER
FCS 4206
COP No. 1774

S. N. Ananthasubramanian

Partner

FCS: 4206| COP No.: 1774

ICSI UDIN: F004206C000213283

30th April, 2021| Thane

S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

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 (E-voting)		Percentage (%)
	Ballots	Votes	
Assent	3,525	1,97,41,12,507	99.8407
Dissent	703	31,49,805	0.1593
Total	**4,228**	**1,97,72,62,312**	**100.0000**

Based on the aforesaid result, we report that, the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated 19th March 2021 has been passed with **requisite majority.**

Digitally signed by ANANTHASUBRAMANIAN NARAYANAN SATYAMANGALAM
Date: 2021.04.30 10:24:36 +05'30'

S. N. ANANTHASUBRAMANIAN & CO. COMPANY SECRETARIES PARTNER FCS 4206 COP No. 1774

S. N. Ananthasubramanian
Partner
FCS: 4206| COP No.: 1774
ICSI UDIN: F004206C000213283
30th April, 2021| Thane

S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

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 (E-voting)		Percentage (%)
	Ballots	Votes	
Assent	3,482	1,85,00,96,402	93.2210
Dissent	744	13,45,37,976	6.7790
Total	**4,226**	**1,98,46,34,378**	**100.0000**

Based on the aforesaid result, we report that, the **Ordinary Resolution** as contained in the Notice of Postal Ballot dated 19th March 2021 has been passed with **requisite majority.**

Digitally signed by
ANANTHASUBRAMANIAN
NARAYANAN SATYAMANGALAM
Date: 2021.04.30 10:25:01 +05'30'

S. N. ANANTHASUBRAMANIAN & CO. PARTNER FCS 4206 COP No. 1774 COMPANY SECRETARIES

S. N. Ananthasubramanian
Partner
FCS: 4206| COP No.: 1774
ICSI UDIN: F004206C000213283
30th April, 2021| Thane

Hindustan Unilever Limited,
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Andheri East, Mumbai 400 099

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

Hindustan Unilever Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 30TH APRIL, 2021

"**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."

CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED

DEVOPAM NARENDRA BAJPAI
Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.04.30 18:30:42 +05'30'

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

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Hindustan Unilever Limited

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Members of the Company at the 86th Annual General Meeting held on 29th June, 2019 had approved the overall limits of the Managerial Remuneration for Managing / Whole-time Director(s) of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through a Resolution dated 19th March, 2021, considered the proposal for increase in the limits of the remuneration payable to the Whole-time Director(s), in anticipation of the proposed salary increases for the Whole-time Director(s) and in particular for Mr. Wilhelmus Uijen, Executive Director, Supply Chain, whose new salary would exceed the existing maximum salary limits. It is proposed to increase the enabling salary limits from existing ₹ 300 Lakhs (Rupees Three Hundred Lakhs) to ₹ 350 Lakhs (Rupees Three Hundred and Fifty Lakhs). All other Whole-time Director(s) are presently within the present limit of ₹ 300 Lakhs (Rupees Three Hundred Lakhs) and this enabling limit can be utilised in the future for them. It is, accordingly, proposed to modify the maximum limits of remuneration to Whole-time Director(s) of the Company as under:

(₹ in Lakh)

Description	**Existing Maximum limits (per annum)**		**Proposed Maximum limits (per annum)**	
	Salary	**Perquisites**	**Salary**	**Perquisites**
In case of Whole-time Director(s)	300	As per the Rules of the Company and within the limits of Section 197 of the Act	350	As per the Rules of the Company and within the limits of Section 197 of the Act

It may be noted that the proposed revised limits are enabling in nature and shall remain valid till the same is revised in future. The maximum salary limit for Managing Director as approved by the Members at the 86th Annual General Meeting held on 29th June, 2019 shall remain unchanged.

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 by the Nomination and Remuneration Committee 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.

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Hindustan Unilever Limited

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.

c) 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.

This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Act, setting out the terms, conditions and limits of remuneration for Managerial Personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India (ICSI).

None of the Non-Executive Director(s) or their relatives are concerned or interested, financially or otherwise, in this resolution. Whole-time Director(s) may be deemed to be concerned or interested in this resolution to the extent it affects the overall remuneration payable to them.

The Board commends the Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice, for approval of the Members.

CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED

DEVOPAM NARENDRA BAJPAI
Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.04.30 18:31:11 +05'30'

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

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Andheri East, Mumbai 400 099

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Hindustan Unilever Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 30TH APRIL, 2021

"**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 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

DEVOPAM NARENDRA BAJPAI
Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.04.30 18:32:20 +05'30'

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

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Hindustan Unilever Limited

EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Consequent to the elevation of Mr. Srinivas Phatak, Executive Director, Finance & IT and Chief Financial Officer of the Company as an Executive Vice President, Global Financial Control and Risk Management and based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors had at their meeting held on 27th January, 2021, approved the appointment of Mr. Ritesh Tiwari as an Additional Director of the Company as an Executive Director, Finance and Chief Financial Officer with effect from 1st May, 2021, succeeding Mr. Srinivas Phatak. The Company has received notice under Section 160 of the Act from Mr. Ritesh Tiwari signifying his candidature as a Director of the Company.

Mr. Ritesh Tiwari (aged 45 years), is a Chartered Accountant by education. He joined Unilever as a Management Trainee in 1999, after completing his certification as a Chartered Accountant. Over the last 21 years, Mr. Ritesh Tiwari has led variety of teams both within India and across Unilever in core finance and as a business partner to front-end sales, categories and supply chain. Mr. Ritesh Tiwari brought in digitisation and simplification for the Company, while setting up a strong governance framework during his tenure as Group Finance Controller. In his current role as Vice President, Finance - Global Performance Management, he has led some key projects for Unilever.

In view of the residential status of Mr. Ritesh Tiwari his appointment as a Whole-time Director 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.

Mr. Ritesh Tiwari is not a Director in any other Listed Company, Public Limited Company or Private Limited Company and is not inter-se related with any other Director of the Company. Mr. Ritesh Tiwari holds 2,630 equity shares of face value of Re. 1/- each in the Company.

Mr. Ritesh Tiwari shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee of the Company within the overall limits as below. The current maximum limits of remuneration as proposed in Resolution No. 1 to be approved by the Members for Whole-time Director(s) is as follows:

(₹ 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 the limits of Section 197 of the Act

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Andheri East, Mumbai 400 099

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Hindustan Unilever Limited

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.

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, subject to approval of the Central Government, 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. Ritesh Tiwari as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 1st May, 2021, liable to retire by rotation.

In view of expertise, knowledge and experience of Mr. Ritesh Tiwari and based on recommendation of Nomination and Remuneration Committee, the Board considers the appointment of Mr. Ritesh Tiwari as an Executive Director, Finance and Chief Financial Officer in the interest of the Company and commends the Ordinary Resolution set out in Item No. 2 of the Postal Ballot Notice, for approval of the Members.

CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED

DEVOPAM NARENDRA BAJPAI

Digitally signed by DEVOPAM NARENDRA BAJPAI
Date: 2021.04.30 18:32:43 +05'30'

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