# Hindustan Unilever Limited

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

Dear Member(s),

## NOTICE TO MEMBERS PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956

Notice is hereby given to the Members of Hindustan Unilever Limited pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the Company is seeking consent of its Members, for the proposed following resolution by way of Postal Ballot:

### 1. Appointment of Mr. P. B. Balaji as the Executive Director, Finance & IT and Chief Financial Officer of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the said Act, (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 be and is hereby accorded to the appointment of Mr. P. B. Balaji as a Whole time Director of the Company with effect from 1st July, 2014 liable to retire by rotation in terms of the Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the provisions of Sections 198 and 309 of the Companies Act, 1956, Mr. P. B. Balaji, as a Whole time Director of the Company 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 approved by the Members of the Company."

**Registered Office:**
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Mumbai 400 099

By Order of the Board

**Dev Bajpai**
Executive Director (Legal & Corporate Affairs) and
Company Secretary

Mumbai : 24th March, 2014

**Notes:**

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 read with Section 192A(2) of the Companies Act, 1956 setting out material facts are appended herein below.

2. The Companies Act, 2013 has been enacted with effect from 29th August, 2013. However, the provisions with respect to managerial appointments, their remuneration and passing of resolutions by postal ballot have not been notified as on the date of this Notice. The new Act contains similar provisions on the aforesaid matters and requires the Company to follow similar legal obligations as provided under the Companies Act, 1956.

3. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.

4. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Monday, 24th March, 2014.

5. In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer e-voting facility as an alternate, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

   The instructions for Shareholders for e-voting are as under:

   **(a) In case of Shareholders receiving e-mail from NSDL:**

   (i) Open e-mail and open PDF file viz; "HUL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

   (ii) Launch internet browser by typing the following **URL: https://www.evoting.nsdl.com/**

   (iii) Click on Shareholder - Login.

   (iv) Insert user ID and password as initial password noted in step (i) above. Click Login.

   (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

   (vii) Select "EVEN" of Hindustan Unilever Limited.

   (viii) Now you are ready for e-Voting as Cast Vote page opens.

   (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

   (x) Upon confirmation, the message "Vote cast successfully" will be displayed

   (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

   (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at scrutinizer@snaco.net with a copy marked to evoting@nsdl.co.in.

   **(b) In case of Shareholders receiving Postal Ballot Form by Post:**

   (i) Initial password is provided as below at the bottom of the Postal Ballot Form.

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|---|---|---|
| | | |

   (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

   (a) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

(b) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

(c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link **www.evoting.nsdl.com** or from the 'Investor Centre' page on the website of the Company **www.hul.co.in** or seek duplicate Postal Ballot Form from M/s Karvy Computershare Private Limited at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 or Investor Service Counter of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai 400 099, fill in the details and send the same to the Scrutinizer.

7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

8. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 30th April, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

9. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, 24th March, 2014.

10. The voting period ends on the close of Wednesday, 30th April, 2014. The e-voting module shall also be disabled by NSDL at 5.00 p.m. on the same day.

11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Monday, 5th May, 2014 at 12.30 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400 099. Members who wish to be present at the time of declaration of results may do so at the above venue.

12. All the material documents referred to in the Explanatory Statement such as resolutions of the Board of Directors and Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company, will be made available for inspection by the Members, at the Registered Office of the Company, between 11.00 a.m. and 3.00 p.m. on any working day from Tuesday, 1st April, 2014 to Wednesday, 30th April, 2014.

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

### Item No. 1

In line with Company's commitment towards leadership development and tradition of leveraging experiences and rewarding talent, Mr. Sridhar Ramamurthy, currently Executive Director, Finance & IT and Chief Financial Officer has been elevated as Senior Vice President, Finance for Global Markets and will be joining the Global Markets Executive of Unilever and therefore, will cease to be a Whole time Director of the Company with effect from 1st July, 2014.

The Board of Directors had, at their meeting held on 11th March, 2014, approved, subject to consent of the Shareholders and such other permissions as may be required, the proposal for appointment of Mr. P. B. Balaji as the Whole time Director of the Company with effect from 1st July, 2014, replacing Mr. Sridhar Ramamurthy as Executive Director, Finance & IT and Chief Financial Officer. The Board of Directors of the Company had approved the appointment of Mr. P. B. Balaji after the recommendation of Nomination and Remuneration Committee of the Board.

Mr. P. B. Balaji (44) joined the Company as a Management Trainee in May 1993 and has worked in number of roles in finance and supply chain over a period of 20 years. Mr. P. B. Balaji is currently the Vice President, Finance for Unilever America Supply Chain, based out of Switzerland, responsible for financial aspects of an € 18 billion supply chain. Prior to that, he was acting as the Group Chief Accountant of Unilever worldwide based at London. Before moving to London, Mr. Balaji has served as the Vice President, Finance for the Home and Personal Care business in India and earlier also as the Vice President, Treasury for the AAR region based out of Singapore. Mr. P.B. Balaji is a Mechanical Engineer from IIT Chennai and has a PGDM from IIM Kolkata. Mr. P. B. Balaji holds 2,544 equity shares of the face value of Re. 1/- each in the Company.

Considering the residential status of Mr. P. B. Balaji, which is that of a non resident, the Company is required to obtain approval of the Central Government for the proposed appointment of Mr. P. B. Balaji as a Whole time Director of the Company. The Company will be making requisite application to the Central Government in this regard.

In so far as the remuneration of Mr. P. B. Balaji as a Whole time Director is concerned, the Shareholders had, vide a Special Resolution at the Annual General Meeting held on 4th April, 2008, approved the maximum limits within which the authority has been delegated to the Board or Committee thereof to fix the remuneration of the Whole time Directors. The remuneration payable to Mr. P. B. Balaji will be accordingly decided by the Nomination and Remuneration Committee of the Company within the overall limits approved by the Shareholders.

This Explanatory Statement may also be considered as the requisite abstract under Section 302 of the Companies Act, 1956 setting out the terms and conditions of appointment of Mr. P. B. Balaji as the Whole time Director of the Company.

None of the Directors or Key Managerial Personnel or the relatives of Directors or Key Managerial Personnel are concerned or interested, financially or otherwise, in this resolution. The Board commends the Special Resolution at Item No.1 of the Postal Ballot Notice, for approval of the Members.

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Executive Director (Legal & Corporate Affairs) and
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Mumbai : 24th March, 2014