



Hindustan Unilever Limited

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

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

10th January, 2018

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 11th December, 2017.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For Hindustan Unilever Limited

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



Encl: as above

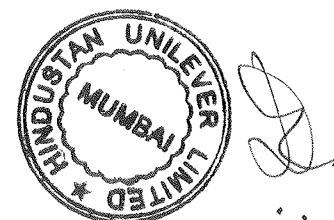
HINDUSTAN UNILEVER LIMITED

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON 11TH DECEMBER, 2017 AT 05.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT UNILEVER HOUSE, B. D. SAWANT MARG, CHAKALA, ANDHERI EAST, MUMBAI - 400 099 FOR THE ORDINARY RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 25TH OCTOBER, 2017.

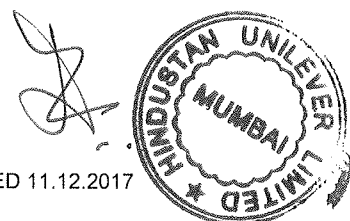
Present:

Mr. Sanjiv Mehta	Managing Director & Chief Executive Officer
Mr. Pradeep Banerjee	Executive Director, Supply Chain
Mr. Dev Bajpai	Executive Director, Legal & Corporate Affairs and Company Secretary (duly authorized to declare the results of the Postal Ballot)

1. The proceeding of the declaration of results was attended by 6 (Six) Members present in person.
2. 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 25th October, 2017 to the Members, seeking their consent with respect to the appointment of Mr. Srinivas Phatak as the Whole-time Director of the Company, liable to retire by rotation, with effect from 1st December, 2017.



3. 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.
 - The Company had provided Members with an option of voting electronically (e-voting).
 - On 8th November, 2017, the dispatch of Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope (BRE) was dispatched to the Members who had not registered their e-mail ID's with the Depositories or with the Company.
 - On 8th November, 2017, the Company had sent an e-mail through M/s. Karvy Computershare Private Limited, along with the Login ID and password to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.
 - The voting period commenced on Thursday, 9th November, 2017, IST at 9.00 a.m. and ended on Friday, 8th December, 2017, IST at 5.00 p.m.
 - The cut-off date, for the purpose of determining the number of members was Thursday, 2nd November, 2017 and the total number of members as on cut-off date were 3,21,346.
4. 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 8th December, 2017, 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.
5. The Scrutinizer had submitted his Report on Monday, 11th December, 2017. The details of voting of the Ordinary Resolution set out in the notice dated 25th October, 2017 are as under:-



Particulars	Number
Number of valid votes received	1758091154
Votes in favour of the Resolution	1740553119
Votes against the Resolution	17538035
Number of invalid Postal Ballot & Electronic Votes received	64

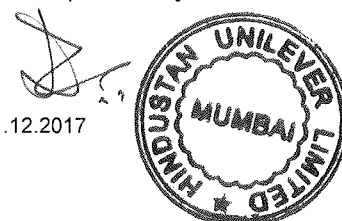
6. Thereafter Mr. Dev Bajpai proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.

ORDINARY RESOLUTION

Appointment of Mr. Srinivas Phatak as Whole-time Director of the Company

“**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. Srinivas Phatak (DIN : 02743340), who was appointed as an Additional Director of the Company with effect from 1st December, 2017 pursuant to Section 161 and Article 145 of the Articles of Association of the Company to act as Executive Director, Finance & IT 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 subject to approval of the Central Government, such consents and permissions, as may be required, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Srinivas Phatak as a Whole-time Director of the Company, in accordance with 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(s) thereof, for the time being in force), for a period of 5 (five) years with effect from 1st December, 2017, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory



statement annexed hereto 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.”

7. Thereafter, Mr. Dev Bajpai announced that the aforesaid Resolution as set out in Postal Ballot Notice dated 25th October, 2017 was duly approved by the Members with an overwhelming majority of 99%.
8. 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.
9. There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Entered in the Minutes Book on 9th day of January, 2018 in Mumbai

Sd/-

HARISH MANWANI
CHAIRMAN

