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

5th June, 2017

CIN: L15140MH1933PLC002030

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,

Sub: Notice of 84th Annual General Meeting

We enclose herewith the Notice of 84th Annual General Meeting of the Company for the financial year 2016-17 to be held on Friday, 30th June, 2017 at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400 099 at 3.30 p.m.

You are requested to take the above information on record.

Thanking you.

Yours faithfully,
For Hindustan Unilever Limited

HINDUSTAN UNILEVER LIMITED MUMBAI

Dev Bajpai
Executive Director, (Legal & Corporate Affairs)
and Company Secretary
DIN : 00050516

Hindustan Unilever Limited

Registered Office: Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099
CIN: L15140MH1933PLC002030, Web: www.hul.co.in, E-mail: levercare.shareholder@unilever.com, Tel: +91 22 39832285 / 39832452

NOTICE
of the Annual General Meeting

Notice is hereby given that the 84th Annual General Meeting of Hindustan Unilever Limited will be held on Friday, 30th June, 2017 at 3.30 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400099, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Harish Manwani (DIN 00045160), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pradeep Banerjee (DIN 02985965), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. P. B. Balaji (DIN 02762983), who retires by rotation and being eligible, offers himself for re-appointment.
6. To ratify appointment of M/s. BSR & Co. LLP as Statutory Auditors:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and 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 pursuant to the resolution passed by Members at the Eighty First Annual General Meeting appointing M/s. BSR & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company to hold office until the conclusion of Eighty Sixth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. BSR & Co. LLP, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

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

   "RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting held on 4th April, 2008 as amended by the resolution passed at the Annual General Meeting held on 23rd July, 2012 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 and subject to such approval(s) of Central Government or any statutory authorities as may be required, the Company be and is hereby authorised to pay to its managerial personnel (including Managing Director(s) and 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 the Notice convening this Annual General Meeting and computed in the manner 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."

8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT in accordance with the provisions of Section 152 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), Mr. Dev Bajpai (DIN : 00050516), who was appointed as an Additional Director of the Company with effect from 23rd January, 2017 pursuant to Section 161 of the Act and Article 111 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT 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 thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Dev Bajpai as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 23rd January, 2017, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

   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."

9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, amounting to ₹ 11 lakhs (Rupees Eleven Lakhs only) as also the payment of service tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th June, 2017 to Friday, 30th June, 2017 (both days inclusive).
5. The Final Dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved at the Annual General Meeting, will be paid on or after Wednesday, 5th July, 2017 to those Members whose name appears in the Register of Members of the Company as on the book closure dates.
6. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
7. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Karvy Computershare Private Limited / Investor Service Department of the Company immediately.
8. Details as required in Regulation 36(3) of the Listing Regulations in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are provided at page nos. 18 and 19 of the Annual Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment. Mr. Sanjiv Mehta, Managing Director and CEO and the Independent Directors of the Company have been appointed for a term of 5 years in accordance with the relevant provisions of the Companies Act, 2013, and are not eligible to retire by rotation.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company www.hul.co.in to Karvy Computershare Private Limited or Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
11. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd June, 2017, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9 a.m. on Monday, 26th June, 2017 and will end at 5 p.m. on Thursday, 29th June, 2017. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed

Mr. S. N. Ananthasubramanian, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING

I. The Company has entered into an arrangement with Karvy Computershare Private Limited for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:

(a) **In case of Members receiving an e-mail from Karvy Computershare Private Limited:**

(i) Launch an internet browser and open https://evoting.karvy.com/

(ii) Enter the login credentials i.e. User ID and password, provided in the e-mail received from Karvy Computershare Private Limited. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering the above details, click on - 'Login'.

(iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z),one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. After changing the password, you need to login again with the new credentials.

(v) On successful login, the system will prompt you to select the E-Voting Event.

(vi) Select 'EVENT' of Hindustan Unilever Limited - AGM and click on - 'Submit'.

(vii) Now you are ready for e-voting as 'Ballot Form' page opens.

(viii) Cast your vote by selecting appropriate option and click on'Submit'. Click on 'OK' when prompted.

(ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(x) Once you have confirmed your vote on the resolution, you cannot modify your vote.

(xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."

(b) **In case of Members receiving physical copy of the Notice of AGM and Attendance Slip**

(i) Initial Password is provided at the bottom of the Attendance Slip in the following format:

USER ID	PASSWORD
-	-

(ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of Karvy Computershare Private Limited https://evoting.karvy.com/.

III. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 23rd June, 2017, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

IV. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID and Password by sending a request at evoting@karvy.com or levercare.shareholder@unilever.com.

However, if you are already registered with Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote.

If you have forgotten your password, you can reset your password by using 'Forgot Password' option available on https://evoting.karvy.com or contact Karvy Computershare Private Limited at toll free no. 1-800-3454-001 or e-mail at evoting@karvy.com

In case of any other queries / grievances connected with voting by electronic means, you may also contact Mr. V. Rajendra Prasad of Karvy Computershare Private Limited, at telephone no. 040-67161510.

V. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the Annual General Meeting.

14. Members can also provide their feedback on the shareholder services of the Company using the 'Shareholders Satisfaction Survey' form available on the 'Investor Centre' page of the website of the Company www.hul.co.in. This feedback will help the Company in improving Shareholder Service Standards.

15. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder

for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 30th June, 2016 (date of last Annual General Meeting) are available on the website of the Company https://www.hul.co.in/investor-relations/ and on Ministry of Corporate Affairs' website. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority http://iepf.gov.in/IEPFA/refund.html.

16. In accordance with the aforesaid IEPF Rules, the Company has sent notice to all the shareholders whose shares are due to be transferred to the IEPF Authority and has also published newspaper advertisement. The Company is required to transfer all unclaimed shares to the demat account of the IEPF Authority in accordance with the IEPF Rules after the due date of 31st May, 2017.
17. Members are requested to contact Karvy Computershare Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Relations' page on the website of the Company https://www.hul.co.in/investor-relations/.
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Karvy Computershare Private Limited / Investor Service Department of the Company.
19. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
20. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days except Saturdays, up to and including the date of the AGM of the Company.

Registered Office:

Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai – 400 099

By Order of the Board

Dev Bajpai
Executive Director
Legal & Corporate Affairs
and Company Secretary
FCS No: 3354 / DIN: 00050516

Mumbai, 17th May, 2017

EXPLANATORY STATEMENT

ITEM NO. 7

The members of the Company in the Annual General Meeting held on 4th April, 2008 had approved the overall limits of the Managerial Remuneration for Managing Director(s) / Whole-time Director(s) of the Company. The said resolution was further modified by the resolution passed in the Annual General Meeting held on 23rd July, 2012 by revision in the maximum remuneration limits of Managing Director(s).

During the year, a detailed review of the Reward framework was undertaken on the basis of the following key principles:

- Simplify reward;
- Ensure consistent alignment of performance measures with Company's strategy; and
- Increase the timeframe over which incentives are delivered.

One of the principles of the revised Reward framework is to streamline the remuneration structure by simplifying elements of overall reward. The simplification in remuneration structure will result in some elements of remuneration being merged with the basic salary and other heads of remuneration. As a consequence of this proposed change in remuneration structure, the present basic salary limits will be exceeded.

Accordingly, it is now proposed to modify the maximum limits of remuneration of managerial personnel including Managing and Whole-time Director(s) of the Company as under:

(₹ in Lakhs)

Description	Existing Maximum limits (per annum) in terms of the Approval of Shareholders		Proposed Maximum limits (per annum)	
	Salary	Perquisites	Salary	Perquisites
In case of CEO/ Managing Director(s)	290	As per the Rules of the Company and within limits of Section 197 of the Act	400	As per the Rules of the Company and within limits of Section 197 of the Act
In case of other Whole-time Director(s)	120	As per the Rules of the Company and within limits of Section 197 of the Act	250	As per the Rules of the Company and within limits of Section 197 of the Act

It may be noted that while the increase in overall effective remuneration is only marginal, the need to revise the present limits of basic salary for Managing Director(s) and Whole-time Director(s) is necessitated primarily because of merger of other elements of remuneration with basic salary and consequent increase in the basic salary. It may be noted that the proposed revised limits are enabling in nature and should remain valid for some years in the future. It may also be noted that the existing limits were approved in April, 2008 and are proposed to be amended now after a period of nine years.

Other terms and conditions:

a) **Performance linked bonus / commission on profits**

The Managing Director(s) / 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

Managing / Whole-time Director(s) shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

b) **Perquisites/ Benefits**

The Managing / 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 Managing / Whole-time Director(s) of the Company shall not exceed 5%, where there is only one Managing / Whole-time Director(s), and 10% where there are more than one Managing / Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

c) In the absence or inadequacy of the profits in any financial year, the remuneration including the perquisities will be paid to the managerial personnel including Managing / Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government. However, in case of payment of remuneration to Professional Directors as provided under Section II of Part II of Schedule V of the Act, no approval of the Central Government shall be required subject to the compliances mentioned under the Act.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms, conditions and limits of remuneration for managerial personnel.

None of the Non-Executive Directors or their relatives are concerned or interested, financially or otherwise, in this resolution. All the Managing and the 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 Special Resolution set out at Item No. 7 for the approval of Members.

ITEM NO. 8

The Board of Directors of the Company had appointed Mr. Dev Bajpai as an Additional Director of the Company with effect from 23rd January, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Dev Bajpai shall hold office up to the date of the forthcoming Annual General Meeting. The Board of Directors of the Company in the same meeting of the Company had also appointed Mr. Dev Bajpai as a Whole-time Director, liable to retire by rotation, for a period of 5 (five) years with effect from 23rd January, 2017, subject to the approval of the Members of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Dev Bajpai signifying his candidature as Director of the Company. Mr. Dev Bajpai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Dev Bajpai satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

A brief profile of Mr. Dev Bajpai, including nature of his expertise, is provided on page no. 19 of this Annual Report.

The terms and conditions including the remuneration of Mr. Dev Bajpai as a Whole-time Director shall be governed within the maximum limits of remuneration proposed under Item No. 7 of this Notice and Explanatory Statement thereof. The remuneration payable to Mr. Dev Bajpai will be accordingly decided by the Nomination and Remuneration Committee of the Company within the overall limits approved by the Shareholders and shall be in compliance with the overall limits provided under the Act.

Mr. Dev Bajpai holds 33,326 equity shares of the face value of ₹ 1/- each in the Company and is not related to other Directors or Key Managerial Personnel of the Company.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Dev Bajpai as a Whole-time Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Dev Bajpai as the Whole-time Director of the Company.

None of the Directors or Key Managerial Personnel or the relatives except Mr. Dev Bajpai is concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 for the approval of Members.

ITEM NO. 9

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. RA & Co., Cost Accountants (Firm Registration No. 000242), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 for the approval of Members.

Registered Office:

Unilever House,
B. D. Sawant Marg,
Chakala, Andheri (East),
Mumbai – 400 099

Mumbai, 17th May, 2017

By Order of the Board

Dev Bajpai
Executive Director
Legal & Corporate Affairs
and Company Secretary
FCS No: 3354 / DIN: 00050516

PROFILE OF DIRECTORS
(Seeking Appointment / Re-appointment)

HARISH MANWANI (DIN: 00045160)

Mr. Harish Manwani (63) assumed charge as the Non-Executive Chairman of the Company with effect from 1st July, 2005. He was the Chief Operating Officer of Unilever and a member of the Unilever Leadership Executive (ULE) until 31st December, 2014. He is currently Global Executive Advisor to Blackstone Private Equity Group.

Mr. Manwani joined the Company in 1976. He joined the Board of the Company in 1995 as a Director responsible for the Personal Products business. In addition, he held regional responsibility as the Category Leader for Personal Products for the then Central Asia & Middle East (CAME) Group.

In 2000, Mr. Manwani moved to UK as Senior Vice President for the Global Hair Care and Oral Care categories and in early 2001, he was appointed as President - Home & Personal Care (HPC), Latin America Business Group. He also served as the Chairman of Unilever's Latin America Advisory Council. In 2004, he was appointed as President, HPC North America Business Group and in April 2005, was elevated to the Unilever Executive as President - Asia & Africa, the region was later extended to include Central and Eastern Europe. In 2011, he was appointed Chief Operating Officer of Unilever.

In 2008, Mr. Manwani received the CNBC Asia Business Leader of the Year Award and in 2012, he was conferred the Public Service Medal (Friends of Singapore) by the Singapore Government.

Mr. Manwani is an Honours Graduate from the Mumbai University and holds a Masters Degree in Management Studies. He has also attended the Advanced Management Programme (AMP) at Harvard Business School.

Mr. Manwani is a member of the Nomination and Remuneration Committee of the Company.

Directorship in other Companies

Indian School of Business

Whirlpool Corporation

Economic Development Board, Singapore

Pearson PLC

Qualcomm Incorporated

Nielsen Holdings PLC

Membership / Chairmanship of Board Committees in other Companies

Whirlpool Corporation
Corporate Governance and Nominating Committee -Member
Human Resources Committee - Member

Economic Development Board, Singapore
Human Resources Committee - Member

Pearson PLC
Nomination and Governance Committee – Member
Reputation and Responsibility Committee - Member

Qualcomm Incorporated
Compensation Committee – Member

Nielsen Holdings PLC
Compensation Committee - Member

PRADEEP BANERJEE (DIN: 02985965)

Mr. Pradeep Banerjee (58) joined the Company as a Management Trainee in 1980. He has held series of assignments in Supply Chain, Research & Development and Categories. Mr. Banerjee became the Vice President - Technical (Home and Personal Care) in 2003 and later moved to the UK in 2005 as Vice President - Global Supply Chain for Personal Care category. He also served as the Vice President for Global Procurement in Singapore.

Mr. Banerjee was appointed as Executive Director - Supply Chain of the Company in March, 2010. He holds a Bachelor's Degree in Engineering (Chemical) from IIT Delhi. He is a Member of Risk Management Committee of the Company.

Directorship in other Companies

Unilever Nepal Limited
Unilever India Exports Limited

Membership / Chairmanship of Board Committees in other Companies

Unilever India Exports Limited
Nomination and Remuneration Committee – Member
Corporate Social Responsibility Committee - Member

P. B. BALAJI (DIN: 02762983)

Mr. P. B. Balaji (47) 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 was 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 the Group Chief Accountant of Unilever worldwide based in London. Before moving to London, Mr. P. B. Balaji has served as the Vice President, Finance for the Home and Personal Care business in India and earlier 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 was appointed as the Executive Director Finance & IT and Chief Financial Officer of the Company in July 2014.

He is a Member of Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of the Company.

Directorship in other Companies

Hindustan Unilever Foundation

Bhavishya Alliance Child Nutrition Initiatives

Membership / Chairmanship of Board Committees in other Companies

Nil

DEV BAJPAI (DIN: 00050516)

Mr. Dev Bajpai (51) was appointed as the Executive Director – Legal and Company Secretary and as a member of the Management Committee of the Company in 2010. Mr. Bajpai took additional responsibility of Corporate Affairs function in the year 2012. He has 29 years of experience in the areas of Legal, Compliance, Tax and Corporate Affairs across diverse industries including Automobiles, FMCG, Hospitality and Private Equity. Prior to joining the Company, Mr. Bajpai has worked in Maruti Udyog Limited, Marico Limited, The Indian Hotels Company Limited and ICICI Venture Funds Management Company Limited.

Mr. Bajpai has been a part of committees of apex industry organisations like Confederation of Indian Industry and Federation of Indian Chambers of Commerce and Industry.

Mr. Bajpai is a Fellow Member of the Institute of Company Secretaries of India and holds a law degree from University of Delhi. He has also completed an Executive Program for Corporate Counsels conducted by Harvard Law School.

He is a member of the Risk Management Committee of the Company.

Directorship in other Companies
Unilever Nepal Limited
Hindustan Unilever Foundation
Bhavishya Alliance Child Nutrition Initiatives
The Advertising Standards Council of India
Indian Beauty and Hygiene Association

Membership / Chairmanship of Board Committees in other Companies
Unilever Nepal Limited
Audit Committee - Member

DIRECTORS' INTEREST

None of the Directors of the Company is *inter-se* related to each other. The Directors seeking approval for appointment / re-appointment may be deemed to be concerned or interested to the extent of shares held by them in the Company as given in the table below:

Name of the Director	No. of Shares	% Holding
Harish Manwani	22,130	0.0010
Pradeep Banerjee	52,886	0.0024
P. B. Balaji	12,406	0.0005
Dev Bajpai	33,326	0.0015

Hindustan Unilever Limited

Registered Office: Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099.
CIN : L15140MH1933PLC002030; Tel: +91 22 39832285/39832452
Web: www.hul.co.in Email: levercare.shareholder@unilever.com

Attendance Slip for 84th Annual General Meeting
(to be handed over at the Registration Counter at the venue of the Meeting)

Folio No. / DPID & Client ID :

Name :

Address :

I/We hereby record my/our presence at the 84th Annual General Meeting of the Company on Friday, 30th June, 2017 at 3.30 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099.

First / Sole holder / Proxy	Second holder / Proxy	Third holder / Proxy	Fourth holder / Proxy

ENTRY PASS
(To be retained throughout the meeting)

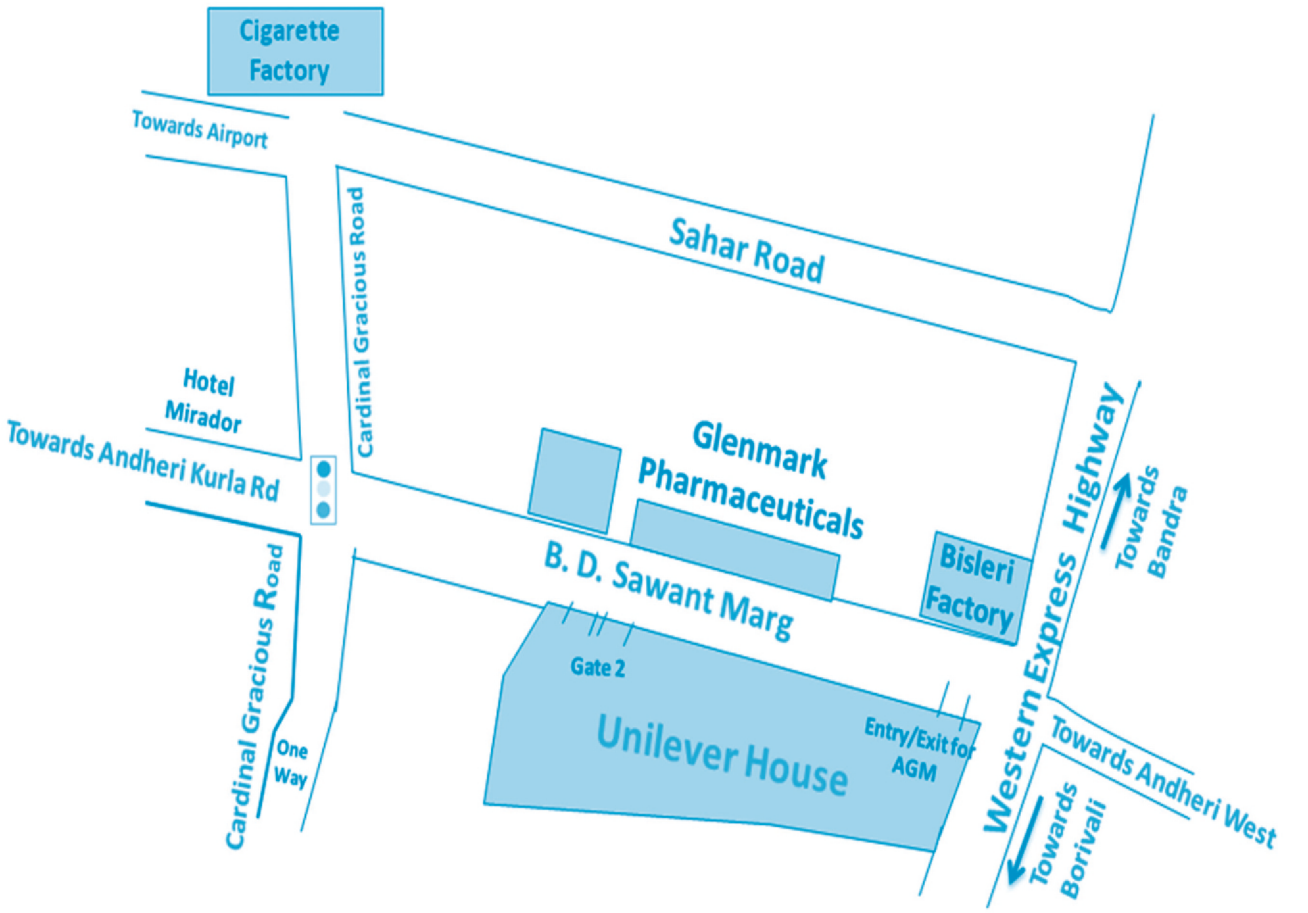
ELECTRONIC VOTING PARTICULARS

USERID	PASSWORD /PIN

Please refer to the location map and notes overleaf.

- Book Closure 24.06.2017 to 30.06.2017 (both days inclusive)
- Proposed Final Dividend Rs. 10.00 per equity share of face value of Re. 1/- each payable on or after 05.07.2017

LOCATION OF REGISTERED OFFICE OF HINDUSTAN UNILEVER LIMITED



(Map not to scale)

Notes:

1. Registration will start at 2.30 p.m. and close at 4.00 p.m. on the day of AGM.
2. There will be a separate entrance for AGM at the Registered Office. Members are, therefore, requested to co-operate and use only the entrance marked for AGM and not any other entrance.
3. There will be no parking facility inside the Registered Office.
4. Members are required to produce their duly signed Attendance Slips at the venue and get their entry passes stamped.
5. Members should produce their entry passes at the entrance of the AGM Hall for attending the AGM.
6. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. This Attendance Slip is valid only for attending the AGM.
8. Members who have received Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the registration counter to attend the AGM

Bus facility for shareholders from Andheri Railway Station (East):

9. To facilitate the shareholders to attend AGM, the Company has arranged for bus facility from Andheri Railway Station (East). The tentative schedule for buses is as follows:

Leaving from Andheri Railway Station (East)	**1st Bus- 2.15 p.m.**	**2nd Bus - 2.30 p.m.**	**3rd Bus - 2.45 p.m.**

10. Buses for return journey to Andheri Railway Station (East) will ply depending on the requests from members who wish to avail the return bus journey.
11. Bus facility will be available on first come first serve basis. Members who wish to avail of the bus facility are requested to contact the Investor Service Department at **022-39832285 / 39832452**. All requests should be received before **15th June, 2017**.
12. Members should produce their Attendance Slip before boarding the bus.

Electronic Voting (e-voting):

13. **The business, as set out in the Notice of AGM, will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the Notice of AGM**.