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

5th May, 2014

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

Re: Result of Postal Ballot under Clause 35A of the Listing Agreement

Dear Sir / Madam,

This is further to our letter dated 1st April, 2014 intimating the completion of dispatch of Postal Ballot Notice dated 24th March, 2014 along with Postal Ballot Form to the shareholders of the Company.

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 today. In accordance with the said report, the shareholders have approved the Special Resolution as embodied in the Postal Ballot Notice dated 24th March, 2014, for the appointment of Mr. P. B. Balaji as a Whole Time Director of the Company with effect from 1st July, 2014, with an overwhelming majority of 99.76% votes as detailed hereunder:

Votes in favour of the Resolution	**168,04,05,455**
Votes against the Resolution	**41,06,383**

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Detailed Results of Postal Ballot in the format as prescribed under Clause 35A of the Listing Agreement and
- Certified True Copy of the special resolution as approved by the Shareholders.

You are requested to take the above documents on your records.

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

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

Hindustan Unilever Limited

Postal Ballot Results

(As per Clause 35A of Listing Agreement)

Details of Agenda: Appointment of Mr. P. B. Balaji as a Whole Time Director of the Company with effect from 1st July, 2014.

Resolution required: Special Resolution

Mode of Voting: Postal Ballot Form & Electronic Voting

Promoter/ Public	No. of shares held# (1)	No. of votes polled$ (2)	% of Votes Polled on outstanding 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	145,44,12,858	145,44,12,858	100.00	145,44,12,858	0	100.00	0.00
Public - Institutional Holders	39,34,89,417	22,01,09,159	55.94	21,61,10,556	39,98,603	98.18	1.82
Public - Others	31,47,94,017	99,89,821	3.17	98,82,041	1,07,780	98.92	1.08
Total	**216,26,96,292**	**168,45,11,838**	**77.89**	**168,04,05,455**	**41,06,383**	**99.76**	**0.24**

voting rights are in proportion to shares held as on 24th March, 2014.

$ excludes 312 invalid votes consisting of 13,76,732 Shares

For Hindustan Unilever Limited

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

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

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY SHAREHOLDERS THROUGH POSTAL BALLOT ON 5TH MAY, 2014

"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 Article 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."

CERTIFIED TO BE TRUE EXTRACT
HINDUSTAN UNILEVER LIMITED

DEV BAJPAI
EXECUTIVE DIRECTOR (LEGAL & CORPORATE AFFAIRS)
AND COMPANY SECRETARY

Hindustan Unilever Limited

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.

Hindustan Unilever Limited

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.

CERTIFIED TO BE TRUE EXTRACT
HINDUSTAN UNILEVER LIMITED

DEV BAJPAI
EXECUTIVE DIRECTOR (LEGAL & CORPORATE AFFAIRS)
AND COMPANY SECRETARY