

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

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Hindustan Unilever Limited

16th April, 2020

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 19th March, 2020.

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 THURSDAY, 19TH MARCH, 2020 FOR THE ORDINARY RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 31ST JANUARY, 2020.**

1. 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 31st January, 2020 to the Members, seeking their consent with respect to the appointment of Mr. Wilhelmus Uijen as the Whole-time Director of the Company, liable to retire by rotation, with effect from 1st January, 2020, for a period of 5 (five) consecutive years.
2. 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 18th February, 2020, 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 18th February, 2020, the Company had sent an e-mail through M/s. KFin Technologies Private Limited (formerly known as Karvy Fintech 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 Tuesday, 18th February, 2020, IST at 9.00 a.m. and ended on Wednesday, 18th March, 2020, IST at 5.00 p.m.
 - The cut-off date, for the purpose of determining the number of Members was Friday, 31st January, 2020 and the total number of Members as on cut-off date were 4,20,603. .
3. 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 18th March, 2020, 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.
4. The Scrutinizer had submitted his Report on 19th March, 2020. The details of voting of the Ordinary Resolution set out in the notice dated 31st January, 2020 are as under:-

Particulars	Number
Number of valid votes received	1,80,63,97,266
Votes in favour of the Resolution	1,80,14,85,259
Votes against the Resolution	49,12,007
Number of invalid Postal Ballot & Electronic Votes received	34

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

ORDINARY RESOLUTION

Appointment of Mr. Wilhelmus Uijen 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. Wilhelmus Uijen (DIN: 08614686), who was appointed as an Additional Director of the Company with effect from 1st January, 2020 pursuant to provisions of Section 161 and Article 145 of the Articles of Association of the Company to act as Executive Director, Supply Chain 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. Wilhelmus Uijen (DIN : 08614686) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st January, 2020, 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.”

6. Thereafter, Mr. Dev Bajpai announced that the aforesaid Resolution as set out in Postal Ballot Notice dated 31st January, 2020 was duly approved by the Members with an overwhelming majority of more than 99%.
7. 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.

Entered in the Minutes Book on 19th day of March, 2020 in Mumbai

Sd/-
CHAIRMAN