



7th August, 2023

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/ Madam,

**Sub: Intimation of Postal Ballot Notice for appointment of Ms. Neelam Dhawan and re-appointment of Mr. Leo Puri as an Independent Director(s) of the Company**

Further to our letter dated 2nd August, 2023 and pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Ms. Neelam Dhawan (DIN: 00871445) as an Independent Director of the Company for a term of five consecutive years with effect from 1st August, 2023 upto 31st July, 2028 and re-appointment of Mr. Leo Puri (DIN: 01764813) as an Independent Director of the Company for the second term of five consecutive years with effect from 12th October, 2023 upto 11th October, 2028.

The Notice is being sent to all the Members, whose name appears in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/ Depositories as on Friday, 4th August, 2023. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The voting period will commence from Wednesday, 9th August, 2023, at 9.00 A.M. (IST) and will end on Thursday, 7th September, 2023 at 5.00 P.M. (IST).

Please take the above information on record.

Thanking You.

Yours faithfully,

**For Hindustan Unilever Limited**

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



## Hindustan Unilever Limited

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

CIN: L15140MH1933PLC002030,

Website: [www.hul.co.in](http://www.hul.co.in), Email Id: [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com),

Tel: +91 22 5043 2791 / 5043 2792

### NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest once being General Circular No. 11/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Special Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (remote e-voting) only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the Notes to this Notice.

The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, 9th August, 2023, and ends at 5.00 P.M. (IST) on Thursday, 7th September, 2023.

The Company has appointed Mr. S. N. Ananthasubramanian (FCS: 4206 / COP No.: 1774) or failing him, Mr. S.N. Viswanathan (ACS 61955 and CP No. 24335), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company (the Chairman) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website [www.hul.co.in](http://www.hul.co.in) and on the website of KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).

### RESOLUTION

#### 1. Appointment of Ms. Neelam Dhawan (DIN: 00871445) as an Independent Director 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 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Neelam Dhawan (DIN: 00871445), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from 1st August, 2023, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 1st August, 2023 upto 31st July, 2028.”

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

## 2. Re-appointment of Mr. Leo Puri (DIN: 01764813) as an Independent Director 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 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Leo Puri (DIN: 01764813), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years i.e., from 12th October, 2023 upto 11th October, 2028.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

### NOTES :

1. The Explanatory Statements and reasons for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) forms part of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 4th August, 2023 and whose E-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 4th August, 2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.hul.co.in](http://www.hul.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on KFin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Wednesday, 9th August, 2023 to Thursday, 7th September, 2023, basis the request being sent on [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 4th August, 2023, being the cut-off date fixed for the purpose.
9. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com).
10. The Scrutinizer will submit his report to the Chairman or a Director authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on Friday, 8th September, 2023 at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai – 400 099. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 7th September, 2023, being the last date specified by the Company for e-voting.
11. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.hul.co.in](http://www.hul.co.in), website of KFin Technologies Limited <https://evoting.kfintech.com/>.

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

- a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
- b. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
- c. **Method of login for Individual shareholders holding the securities in demat mode:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.</li> </ol> <p><b>B. Users not registered for IDeAS e-Services:</b> Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>C. Visit the e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>2. A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol>
Shareholders holding securities in demat mode with CDSL	<p><b>A. Users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote</li> </ol> <p><b>B. Users who have not opted for Easi/Easiest:</b> Option to register for Easi/Easiest is available at <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a></p> <p><b>C. Visit the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account.</li> <li>2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</li> </ol>
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option.</li> <li>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**For Technical Assistance:**

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

NSDL	CDSL
Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no.: 1800 1020 990 / 1800 22 44 30	Email : <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Phone No.: 1800 22 55 33

**d. Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:**

- i. Launch internet browser and type the URL : <https://evoting.kfintech.com>.
- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVEN 7435'.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

Mumbai: 20th July, 2023

By Order of the Board

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



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

### Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Neelam Dhawan (DIN: 00871445), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 1st August, 2023 under Sections 149, 150 and 152 of the Act and Article 145 of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Ms. Neelam Dhawan shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Dhawan is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act from Ms. Dhawan signifying her candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Ms. Dhawan. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Ms. Neelam Dhawan on the Board, the Nomination and Remuneration Committee took into consideration her rich experience across organisations in the IT industry and the skills possessed by her. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Ms. Neelam Dhawan were in alignment with the skills and expertise, identified by the Committee and the Board, for the directors of the Company.

#### **Brief profile of Ms. Neelam Dhawan is as follows:**

Ms. Neelam Dhawan has vast experience in the information technology industry. Starting from 1982, she has held various positions including that of Managing Director, across HCL, IBM, Microsoft and Hewlett Packard. Her last executive assignment was that of Vice President Asia Pacific and Japan, for Hewlett Packard Enterprise till March 2018.

Over several years, leading business journals such as Fortune, Forbes and Business Today have recognized her as one of the Most Powerful Women in Business. Her main area of expertise is managing complex technology businesses in highly matrixed organizations. She has experience of IT transformation across multiple industries: banking and finance, telecommunications, manufacturing, health care and government.

She has been a key participant in shaping the IT industry in India. Her career span covered the industry's major milestones and she had the opportunity to work alongside the key architects of the sector in India. She was on the NASSCOM Executive Council from 2009 to 2017 and made significant contributions to the industry strategy and public policy frameworks. She is passionate on encouraging Diversity at Work and also Women in Technology. She has been working on various initiatives to encourage STEM education for girls.

Ms. Dhawan is currently a Non-Executive Director at ICICI Bank Limited, Capita PLC, Fractal Analytics Private Limited and Yatra Online Inc. She is also the Chairperson of Capillary Technologies, a young startup. She is on the Governing Board of IIIT, Delhi and advises/ mentors various organizations on business transformation.

Ms. Dhawan is an Economics Graduate from St. Stephen's College, Delhi University. She also has an MBA degree from Faculty of Management Studies, University of Delhi.

The skills and expertise possessed by Ms. Dhawan are as under:

- Experience in leading well-governed large organisations, with an understanding of organisational systems and processes, complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance;
- Understanding the use of digital/Information Technology across the value chain, ability to anticipate technological driven changes & disruption, impacting business and appreciation of the need of cyber security and controls across the organization;
- Experience of having served in large public companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.

In the opinion of the Board, Ms. Neelam Dhawan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided at page 8 of this Notice. A copy of the draft Letter of Appointment for Independent Directors is available

for inspection as per the procedure of inspection details provided in point no. 7 of this Notice. The remuneration payable to Ms. Dhawan shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Differential Remuneration Policy of the Company and the Members approval dated 23rd June, 2022.

Ms. Dhawan, being the appointee, is interested in the resolution set out at Item No.1 of the Notice. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Ms. Neelam Dhawan's deep understanding of managing complex technology businesses will prove invaluable for the Company in its ongoing journey of digital transformation. Her experience across multiple industries, such as banking and finance, telecom, manufacturing, health care and government, will allow her to offer a unique perspective and insights. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Ms. Neelam Dhawan as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 1 for approval of Members.

## **Item No. 2**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

At the 86th Annual General Meeting of the Company held on 29th June, 2019, the Members had approved the appointment of Mr. Leo Puri (DIN: 01764813), as an Independent Director of the Company for a period of five years with effect from 12th October, 2018 till 11th October, 2023.

While considering the proposal for re-appointment of Mr. Leo Puri as an Independent Director of the Company, the Nomination and Remuneration Committee of the Company took note of the positive outcome of his performance evaluation for the last three financial years, including outcome of the evaluation carried out by an Independent External Agency - Egon Zehnder for Financial Year 2022-23. It took note of the significant contributions by Mr. Puri to the discussions of the Board and the Committees of which he is a member, which in turn enhanced the value of such discussions. Further, it also took note of the consistent time commitment of Mr. Puri towards Board and Committee meetings held during his tenure.

Based on the above factors, the Nomination and Remuneration Committee recommended to the Board the re-appointment of Mr. Puri as an Independent Director of the Company. At its meeting held on 20th July, 2023, the Board, based on the recommendation of Nomination and Remuneration Committee, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Mr. Leo Puri, as an Independent Director of the Company, for a second term of five consecutive years i.e. with effect from 12th October, 2023 till 11th October, 2028.

Mr. Puri is eligible to be appointed as an Independent Director for a second term upto five consecutive years. The Company has received notice under Section 160 of the Act from Mr. Leo Puri signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Leo Puri. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Puri fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for re-appointment as an Independent Director.

### **Brief profile of Mr. Puri is as follows:**

Mr. Leo Puri was the Managing Director of UTI Asset Management Company Limited from August, 2013 to August, 2018. He has assumed office of the Chairman of JP Morgan Chase for South & South East Asia in early 2021.

In his career of more than 30 years, Mr. Leo Puri has previously worked as Director with Mckinsey & Company and as a Managing Director with Warburg Pincus. At Mckinsey, he has advised leading financial institutions, conglomerates, and investment institutions in strategy and operational issues. He has contributed to the development of knowledge and public policy through advice to the regulators and Government officials. At Warburg Pincus, he was responsible for leading and managing investments across industries in India. He also contributed to the financial services investments in the international portfolio as a Member of the global partnership.

Mr. Puri has a Master's degree in P.P.E. from University of Oxford and a Master 's degree in Law from University of Cambridge. He has held Non-Executive Board position at Infosys, Bennett Coleman & Co., Max New York Life and Max Bupa Health Insurance.

Mr. Puri possesses the following skills, expertise and competencies which are in alignment with the skills and expertise identified by the Nomination and Remuneration Committee and the Board for the directors of the Company:

- Experience in leading well-governed large organisations, with an understanding of organisational systems and processes, complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance;

- Experience in developing long-term strategies to grow consumer/FMCG business, consistently, profitably, competitively and in a sustainable manner in diverse business environments and changing economic conditions;
- Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits;
- Leadership experience in handling financial management of a large organisation along with an understanding of accounting and financial statements;
- Understanding the use of digital/Information Technology across the value chain, ability to anticipate technological driven changes & disruption, impacting business and appreciation of the need of cyber security and controls across the organisation;
- Experience of having served in large public companies in diverse industries to provide Board oversight to all dimensions of business and Board accountability, high governance standards with an understanding of changing regulatory framework.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided at page 8 of this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection details provided in point no. 7 of this Notice. The remuneration payable to Mr. Puri shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Differential Remuneration Policy of the Company and the Members approval dated 23rd June, 2022.

Mr. Puri, being the appointee, is interested in the resolution set out at Item No.2 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that the expertise and the experience that Mr. Puri brings to the Board deliberations would be of significant value in Company's transformational journey and would make his continued association as an Independent Director of immense benefit to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Leo Puri as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 2 for approval of Members.

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

By Order of the Board

Mumbai: 20th July, 2023

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



### Details of Directors seeking Appointment/Re-appointment

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings]

Name of Director	Ms. Neelam Dhawan	Mr. Leo Puri
<b>DIN</b>	00871445	01764813
<b>Date of Birth</b>	22.10.1959	03.01.1961
<b>Age</b>	63	62
<b>Date of first appointment on the Board</b>	1st August, 2023	12th October, 2018
<b>Qualifications</b>	<ul style="list-style-type: none"> <li>◆ Economics Graduate from St. Stephen's College, Delhi University</li> <li>◆ MBA degree from Faculty of Management Studies, Delhi University</li> </ul>	<ul style="list-style-type: none"> <li>◆ Master's degree in P.P.E. from University of Oxford</li> <li>◆ Master 's degree in Law from University of Cambridge</li> </ul>
<b>Expertise in specific functional areas</b>	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
<b>Skills and capabilities required for the role and the manner in which the Directors meet the requirements</b>		
<b>Terms and conditions of appointment/re-appointment</b>	Appointment as an Independent Director for a period of 5 consecutive years effective from 1st August, 2023 to 31st July, 2028 (for further details refer Item No. 1 of Notice and Explanatory Statement).	Re-appointment as an Independent Director for a period of 5 consecutive years effective from 12th October, 2023 to 11th October, 2028 (for further details refer Item No. 2 of Notice and Explanatory Statement).
<b>Details of remuneration last drawn (FY 2022-23)</b>	Not Applicable	Sitting Fees: Rs. 3,60,000 Commission: Rs. 22,00,000
<b>Details of remuneration sought to be paid</b>	The remuneration payable to Ms. Neelam Dhawan shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Differential Remuneration Policy of the Company and the Members approval dated 23rd June, 2022.	The remuneration payable to Mr. Leo Puri shall be linked to the factors like chairmanship of committees, membership of committees etc. and shall be governed by the Differential Remuneration Policy of the Company and the Members approval dated 23rd June, 2022.
<b>Directorships in other listed Companies (excluding foreign companies)</b>	ICICI Bank Limited	Dr. Reddy's Laboratories Limited
<b>Membership/ Chairpersonship of Committees in other listed companies (excluding foreign companies)</b>	ICICI Bank Limited <ul style="list-style-type: none"> <li>◆ Board Governance, Remuneration &amp; Nomination Committee;</li> <li>◆ Fraud Monitoring Committee;</li> <li>◆ Information Technology Strategy Committee</li> </ul>	Dr. Reddy's Laboratories Limited <ul style="list-style-type: none"> <li>◆ Risk Management Committee;</li> <li>◆ Science, Technology &amp; Operations Committee</li> </ul>
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	None	None
<b>No. of Board Meetings attended during FY 2022-23</b>	Not Applicable	Attended all 8 Board Meetings held during the period
<b>Inter-se relationship with other Directors and Key Managerial Personnel of the Company</b>	None	None
<b>No. of shares held:</b>		
<b>(a) Own</b>	454	Nil
<b>(b) For other persons on a beneficial basis</b>	Nil	Nil