



6th March, 2024

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: Results of Postal Ballot – Notice dated 19th January, 2024

This is further to our letter dated 2nd February, 2024, submitting the Postal Ballot Notice for seeking approval of the Members of the Company by way of Special Resolutions for:

1. Introduction and Implementation of Hindustan Unilever Limited Performance Share Plan Scheme 2024.
2. Extension of Hindustan Unilever Limited Performance Share Plan Scheme 2024 to Employees of the Subsidiary Company(ies) 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 on 5th March, 2024. In accordance with the said Report, the members of the Company have approved the above mentioned Special Resolutions as embodied in the Postal Ballot Notice dated 19th January, 2024, with the majority of 83.89%, and 83.84% votes, as detailed under:-

Item No.1: Introduction and Implementation of Hindustan Unilever Limited Performance Share Plan Scheme 2024.

Particulars	Number
Number of valid Electronic Votes received	1,97,10,78,205
Votes in favour of the resolution	1,65,34,59,932
Votes against the resolution	31,76,18,273



Item No. 2: Extension of Hindustan Unilever Limited Performance Share Plan Scheme 2024 to Employees of the Subsidiary Company(ies) of the Company

Particulars	Number
Number of valid Electronic Votes received	1,96,96,94,498
Votes in favour of the resolution	1,65,14,72,569
Votes against the resolution	31,82, 21,929

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Results of Postal Ballot;
- Scrutinizer's Report;
- Certified True Copy of the resolutions as approved by the Members.

You are requested to kindly 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 / FCS No.: 3354

Encl: as above



Results of Postal Ballot

(As per Regulation 44(3) of Listing Regulations)

Name of the Company	Hindustan Unilever Limited
Date of Postal Ballot Notice	19th January, 2024
Voting Start Date	5th February, 2024
Voting End Date	5th March, 2024
Total number of Members as on record date	11,59,063 as on 30th January, 2024
No. of Members present in the meeting either in person or through proxy	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable
No. of Members attended the meeting through Video Conferencing	
Promoters & Promoter Group	Not Applicable
Public	Not Applicable



Agenda wise disclosure:

Resolution required (Ordinary / Special)			Special Resolution: Introduction and Implementation of 'Hindustan Unilever Limited Performance Share Plan Scheme 2024'					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstanding shares	No. of Votes – in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,45,44,12,858	1,45,44,12,858	100.00	1,45,44,12,858	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1,45,44,12,858	1,45,44,12,858	100.00	1,45,44,12,858	0.00	100.00
Public - Institutions	E-voting	61,11,24,685	51,49,86,659	84.27	19,74,59,029	31,75,27,630	38.34	61.66
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		61,11,24,685	51,49,86,659	84.27	19,74,59,029	31,75,27,630	38.34
Public – Non - Institutions	E-voting	28,40,53,719	16,78,688	0.59	15,88,045	90,643	94.60	5.40
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		28,40,53,719	16,78,688	0.59	15,88,045	90,643	94.60
Total		2,34,95,91,262	1,97,10,78,205	83.89	1,65,34,59,932	31,76,18,273	83.89	16.11



Resolution required (Ordinary / Special)			Special Resolution: Extension of 'Hindustan Unilever Limited Performance Share Plan Scheme 2024' to Employees of Subsidiary Company(ies) of the Company.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on Outstand -ing shares	No. of Votes – in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	6)=[(4)/(2)] 100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	1,45,44,12,858	1,45,44,12,858	100.00	1,45,44,12,858	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		1,45,44,12,858	1,45,44,12,858	100.00	1,45,44,12,858	0.00	100.00
Public - Institutions	E-voting	61,11,24,685	51,36,03,364	84.04	19,54,75,698	31,81,27,666	38.06	61.94
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		61,11,24,685	51,36,03,364	84.04	19,54,75,698	31,81,27,666	38.06
Public – Non - Institutions	E-voting	28,40,53,719	16,78,276	0.59	15,84,013	94,263	94.38	5.62
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00
	Total		28,40,53,719	16,78,276	0.59	15,84,013	94,263	94.38
Total		2,34,95,91,262	1,96,96,94,498	83.83	1,65,14,72,569	31,82,21,929	83.84	16.16



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,

Thane (W) - 400 601

T: +91 22 25345648 | +91 22 25432704

E: snaco@snaco.net | W: www.snaco.net

ICSI Unique Code: P1991MH040400

SCRUTINIZER'S REPORT

To,

The Chairman

Hindustan Unilever Limited

CIN: L15140MH1933PLC002030

Unilever House, B D Sawant Marg,

Chakala, Andheri East, Mumbai – 400 099.

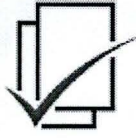
Dear Sir,

We are pleased to present the report on the Postal Ballot conducted by **Hindustan Unilever Limited** ("the Company") seeking consent of its Members for the Special Resolutions as contained in the Notice of Postal Ballot dated **19th January, 2024**.

1. In terms of provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company on 19th January 2024 to conduct the Postal Ballot as contained in the Notice dated 19th January, 2024 ("Postal Ballot Notice").
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in accordance with the relevant circulars issued by Ministry of Corporate Affairs (MCA) from time to time, in relation to "Clarification on passing of Member's resolution by companies under the Companies Act, 2013" read with rules made thereunder, Members' approval was sought for the Special Resolutions as contained in the Postal Ballot Notice through e-voting only.
3. **Notice of the Postal Ballot.**
 - 3.1. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **Tuesday, 30th January, 2024** ("the cut-off date"), the Company had completed the dispatch of Postal Ballot Notice on **2nd February, 2024** through e-mail to **10,98,159** Members who had registered their email-ids with the Company/ Depositories/ Depository Participants/ Registrar and Share Transfer Agents (RTA).

*Scrutinizer's Report on Postal Ballot conducted by Hindustan
Unilever Limited vide Notice dated January 19, 2024.*





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- 3.2. The Company had hosted the Postal Ballot Notice on its website and the website of KFin Technologies Limited ("KFintech") (e-voting Agency) and also intimated the same to BSE Limited and National Stock Exchange of India Limited on **2nd February, 2024.**
- 3.3. Pursuant to Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the relevant MCA Circulars, an advertisement regarding the Postal Ballot was published on **3rd February, 2024** in all editions of **Business Standard** (English Newspaper) and **Navshakti** (Marathi Newspaper).
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, only through e-voting system, on e-voting platform provided by KFintech from **9:00 a.m. (IST) on Monday, 05th February, 2024 to 5:00 p.m. (IST) on Tuesday, 05th March, 2024.**
5. Member's demographic details and voting rights were downloaded by us from e-voting platform provided by KFintech.
6. After the scrutiny of the votes cast file downloaded from e-voting platform provided by KFintech:
- 6.1. We found that all the votes cast by the Members were valid; and
- 6.2. We report that the 02 (Two) Special Resolutions as contained in the Postal Ballot Notice has been passed with requisite majority.

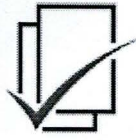
We have annexed with this report, the analysis of the result of the Special Resolutions as contained in the Postal Ballot Notice.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 5218/2023

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206E003543643
05th March, 2024 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 1: Introduction and Implementation of “Hindustan Unilever Limited Performance Share Plan Scheme 2024”.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	4,087	1,65,34,59,932	83.8860
Dissent	1,249	31,76,18,273	16.1140
Total	5,336	1,97,10,78,205	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 1 of the Postal Ballot Notice has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206E003543643
05th March, 2024 | Thane



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Result of Postal Ballot

Item No. 2: Extension of 'Hindustan Unilever Limited Performance Share Plan Scheme 2024' to Employees of Subsidiary Company (ies) of the Company.

Particulars	Number of valid		Percentage (%)
	Voters	Votes	
Assent	4,010	1,65,14,72,569	83.8440
Dissent	1,319	31,82,21,929	16.1660
Total	5,329	1,96,96,94,498	100.0000

Based on the aforesaid result, we report that the **Special Resolution** as contained in the Item No. 2 of the Postal Ballot Notice has been passed with **requisite majority**.

For S. N. ANANTHASUBRAMANIAN & CO.
Company Secretaries

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Founding Partner
FCS: 4206 | COP No.: 1774
ICSI UDIN: F004206E003543643
05th March, 2024 | Thane



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 5TH MARCH, 2024

INTRODUCTION AND IMPLEMENTATION OF 'HINDUSTAN UNILEVER LIMITED PERFORMANCE SHARE PLAN SCHEME, 2024

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable Regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the introduction and implementation of ‘Hindustan Unilever Limited Performance Share Plan Scheme 2024’ (HUL PSP 2024 or Scheme), the salient features of which are detailed in the Explanatory Statement to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 20,00,000 (Twenty lakh) Stock Options convertible into 20,00,000 (Twenty lakh) equity shares of face value of Re. 1 /- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Non-Executive Chairman, Independent Directors of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of



acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1 /- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the HUL PSP 2024 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the HUL PSP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate HUL PSP 2024, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to HUL PSP 2024 and to do all other things incidental to and ancillary thereof.”

**CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED**

**DEV BAJPAI
EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS
AND COMPANY SECRETARY
DIN:00050516 / FCS NO. : 3354**



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF THE COMPANY THROUGH POSTAL BALLOT ON 5TH MARCH, 2024

EXTENSION OF 'HINDUSTAN UNILEVER LIMITED PERFORMANCE SHARE PLAN SCHEME 2024' TO EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules thereunder, applicable regulations of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof] (hereinafter referred to as SBEB Regulations), the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification(s) or reenactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to extend the benefits of the 'Hindustan Unilever Limited Performance Share Plan Scheme 2024' (HUL PSP 2024 or Scheme) referred to in Resolution No. 1 above, and authorize the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 20,00,000 (Twenty lakh) Stock Options convertible into 20,00,000 (Twenty lakh) equity shares of face value of Re. 1 /- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Subsidiary Company(ies) (present and future, if any) of the Company, including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Subsidiary Company(ies) and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), on such terms and conditions as the Board may decide under the Scheme in accordance with the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and its Subsidiary Company(ies) under the Scheme shall not cumulatively exceed 20,00,000 (Twenty lakh) Stock Options convertible into 20,00,000 (Twenty lakh) equity shares of face value of Re. 1 /- (Rupee One only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock



Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s)

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or subdivided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Re. 1 /- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the HUL PSP 2024 on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the SEBI Listing Regulations, the SBEB Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the HUL PSP 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate HUL PSP 2024, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to HUL PSP 2024 and to do all other things incidental to and ancillary thereof."

**CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED**

**DEV BAJPAI
EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS
AND COMPANY SECRETARY
DIN:00050516 / FCS NO. : 3354**



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

ITEM NO.1 & 2

The Company believes that Equity based compensation schemes are an effective tool to reward the talent working with the Company and its Subsidiary Company(ies) (present and future, if any). It provides an opportunity to employees to share the growth of the Company and to create long-term wealth in the hands of the employees. With a view to motivate employees seeking their contribution to the corporate growth, to create an employee ownership culture, to attract new talents and to retain them for ensuring sustained growth, to reward for loyalty, to link interests of employees with shareholders, the Company intends to implement Stock Option Scheme namely 'Hindustan Unilever Limited Performance Share Plan Scheme 2024' (HUL PSP 2024 or Scheme) for the employees of the Company and its Subsidiary Company(ies) (present and future, if any).

Based on the recommendation of the Nomination and Remuneration Committee (Committee), the Board of Directors of the Company at their meeting held on Friday, 19th January, 2024, had approved the HUL PSP 2024, subject to the approval of Members, for the benefit of the employees, exclusively working in India or outside India, who are in the employment of the Company and its Subsidiary Company(ies) (present and future, if any) including any Director, whether Whole-Time or otherwise (other than the employee who is Promoter or person belonging to the Promoter Group, Independent Directors of the Company, Non-Executive Chairman of the Company and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), under the Scheme in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and other applicable laws.

Under HUL PSP 2024, the eligible employees shall be granted Stock Options which will be exercisable into equity shares of Re. 1/- (Rupee One only) each of the Company. HUL PSP 2024 shall be implemented by the Nomination and Remuneration Committee of the Board which will also act as Compensation Committee (Committee) as per the provisions of SBEB Regulations.

Disclosure/main features of HUL PSP 2024 pursuant to the SBEB Regulations are as under:

a) Brief description of the Scheme

The Scheme shall be called as Hindustan Unilever Limited Performance Share Plan Scheme 2024. The Scheme contemplates grant of Stock Options to the employees of the Company and its Subsidiary Company(ies) (present and future, if any).

After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the Scheme.



The objectives of the Scheme are:

- To provide means to enable the Company to attract and retain appropriate human talent;
- To motivate the employees with incentives and reward opportunities;
- To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees which will lead to long-term wealth creation; and
- To create a sense of ownership and participation amongst the employees or otherwise increase their proprietary interest.

b) Total number of Stock Options to be offered and granted

The total number of Stock Options to be granted under the Scheme shall not exceed 20,00,000 (Twenty Lakh). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- (Rupee One only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

c) Identification of classes of Employees entitled to participate in the Scheme

Following classes of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a Director of the Company, whether a Whole-Time director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group or Non-Executive Chairman of the Company, but excluding an Independent Director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company(ies) (present and future), in India or outside India, of the Company,



but shall not include –

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who, either himself or through his relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the Committee, in its absolute discretion from time to time.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter subject to maximum period of 3 years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options. Subject to the terms of the Scheme, the Vesting of Stock Options shall be time based (period of service) and / or Performance based (market capitalization, revenue, EBITDA, Return on capital employed, underlying sales growth, free-cash flow, underlying operating profit, market share and such other parameters as may be determined by the Committee) as mentioned in the Grant Letter.

e) Maximum period (subject to Regulation 18(1) of SBEB Regulations) within which the Stock Options shall be vested

All the Stock Options granted on any date shall vest not later than 3 years from the date of grant of Stock Options.

f) Exercise price

The exercise price for the purpose of grant of Stock Options shall be the face value of equity shares or such higher value as may be determined by the Committee.

g) Exercise period and the process of exercise

The exercise period would commence from the date of vesting and will expire on completion of maximum exercise period of 3 years from the date of respective vesting or such lesser period as may be decided by the Committee at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Stock Options will be exercised by the Employees by submitting an Exercise Letter as prescribed by the Committee.

The Stock Options will lapse if not exercised within the specified exercise period.



h) The appraisal process for determining the eligibility of the Employees for the Scheme

The Scheme shall apply to all the Employees engaged in such Grades and Levels as may be decided at the discretion of the Committee from time to time. The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to future-fit potential, individual performance, merit, grade, conduct and length of service of the Employee, performance of business of the Company and its Group Companies) would be determined by the Committee, in its absolute discretion from time to time.

i) Maximum number of Stock Options to be issued per Employee and in aggregate under the Scheme

The maximum number of Stock Options granted per Employee will be determined by the Committee on a case to case basis and the aggregate number of Stock Options that may be granted to an identified Employee under the Scheme shall be less than 1% of the issued capital of the Company in any one year at the time of Grant, unless a separate specific approval from shareholders of the Company through Special Resolution is obtained for granting Stock Options that are 1% or more of the issued capital of the Company.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 20,00,000 (Twenty lakh). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.

j) Maximum quantum of benefits to be provided per Employee under the Scheme

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust

The Scheme is proposed to be implemented directly by the Company through the Board / Committee.

l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition or both

The Scheme contemplates only new / fresh / primary issue of equity shares by the Company.



m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

Not applicable as the Scheme is not implemented through Trust.

n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme

Not Applicable as the Scheme is not implemented through Trust.

o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SBEB Regulations

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SBEB Regulations and any other authorities as applicable, from time to time.

p) Method of valuation of Stock Options by the Company

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

q) Declaration

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

r) Period of lock-in

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.



s) Terms & conditions for buyback, if any, of specified securities covered under SBEB Regulations

The Board in accordance with Applicable Laws shall lay down the procedure for buy-back of specified securities issued under this Scheme, to be undertaken by the Company at any time under the SEBI (Buyback of Securities) Regulations, 2018, which shall also include:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.

Pursuant to the provisions of Sections 62(1)(b) of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations, the implementation of the Scheme and the grant of Stock Options to Employees of the Company and its Subsidiary Company(ies), approval of the Members by Special Resolutions which are proposed at Item Nos.1 and 2 of this Notice respectively.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in these resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Stock Options which may be granted to them, if any, pursuant to implementation of the Scheme.

The Board recommends the Special Resolutions set out in Item Nos. 1 and 2 of this Notice for approval of the Members.

**CERTIFIED TO BE TRUE COPY
HINDUSTAN UNILEVER LIMITED**

**DEV BAJPAI
EXECUTIVE DIRECTOR, LEGAL & CORPORATE AFFAIRS
AND COMPANY SECRETARY
DIN:00050516 / FCS NO.: 3354**



ADDENDUM TO EXPLANATORY STATEMENT- FREQUENTLY ASKED QUESTIONS

1. Whether the new HUL PSP 2024 will lead to higher compensation for employees?

The new Scheme does not lead to increase in remuneration of any employee of Hindustan Unilever Limited and its subsidiaries including its Executive Directors. Currently the employees of the Company are eligible for Unilever PLC (parent company) share awards namely the Unilever Performance Share Plan (UL PSP). Under UL PSP eligible employees receive performance conditions which include individual contribution, future potential and business performance. The proposed Hindustan Unilever Limited Performance Share Plan Scheme 2024 (HUL PSP) partly substitutes compensation of eligible employees under the UL PSP Scheme, which is presently fully denominated in 100% Unilever PLC Shares, to a new ratio of 62% in Unilever PLC Shares and 38% in HUL Shares. This shift reflects the share holding pattern of Unilever in HUL.

2. Are Executive Directors of HUL and members of HUL Management Committee (Senior Management) eligible for HUL shares under the new Scheme?

Yes, eligible Members of HUL Management Committee, will receive 38% of their Performance Share Grant as HUL Shares, instead of the present structure where the entire Performance share grant is denominated in Unilever PLC Shares.

3. What are the conditions of grants and vesting for HUL shares?

The grant and vesting conditions would be a combination of one or more of the below factors as determined and approved by the Nomination and Remuneration Committee (NRC) taking into consideration the operating environment:

- Eligible employees would receive shares, the quantum of which is determined basis Business performance, Individual's performance and future-fit potential.
- The Business performance criteria presently includes factors such as Underlying sales growth, Free-Cash flow, Operating Profit, Competitiveness and Progress on Sustainability Agenda. This is subject to review and approval by NRC annually.
- The shares under the Scheme would vest at the end of 3 years post grant subject to employee being on the rolls of the Company / Subsidiary Company (ies), as the case maybe, and applicable Company policy.

4. What is the quantum of shares being allocated under the Scheme?

The total number of Stock Options to be granted under the Scheme shall not exceed 20,00,000 (Twenty Lakhs). Each Stock Option when exercised would be converted into one equity share of Re. 1/- (Rupee One only) each fully paid-up and shall be issued by the Company to the employee.



The above quantum of shares should be sufficient to meet the needs under the Scheme for the coming 4 to 5 years. HUL currently has ~235 crores equity shares which are paid up and fully subscribed. This one-time issuance of 20,00,000 (Twenty Lakhs) shares would lead to a dilution of 0.08% for all the existing shareholders.

5. Impact of corporate actions/capital restructuring on the grants under the Scheme?

Employee shares will be treated at par with listed equity shares of the Company and would be treated in the same manner as the rest of the equity shares during any future corporate action.

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