



Hindustan Unilever Limited

11th December, 2017

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

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

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

Dear Sirs,

Sub: Results of Postal Ballot – Notice dated 25th November, 2017

This is further to our letter dated 8th November, 2017 intimating the completion of dispatch of Postal Ballot Notice along with the Postal Ballot Form to the members 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 members of the Company have approved the Ordinary Resolution as embodied in the Postal Ballot Notice dated 25th October, 2017, for appointment of Mr. Srinivas Phatak as Whole-time Director of the Company with effect from 1st December, 2017, with an overwhelming majority of 99% votes as detailed under:-

Votes in favour of the resolution	1,74,05,53,119
Votes against the resolution	1,75,38,035

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 resolution as approved by the members

You are requested to kindly take 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.: F3354



Encl: as above



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Results of Postal Ballot

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

Name of the Company	Hindustan Unilever Limited
Date of Postal Ballot Notice	25th October, 2017
Voting Start Date	9th November, 2017
Voting End Date	8th December, 2017
Total number of Members as on record date	3,21,346 as on 2nd November, 2017
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



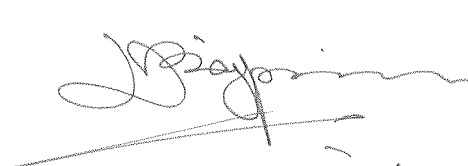


Hindustan Unilever Limited

Agenda wise disclosure:

Resolution required (Ordinary/Special)		Ordinary Resolution: Appointment of Mr. Srinivas Phatak as Whole-time Director of the Company w.e.f. 1st December, 2017						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled (2)	% of Votes Polled on Outstan d-ing 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	E-Voting	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutions	E-Voting	414119508	285148416	68.86	267640221	17508195	93.86	6.14
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	414119508	285148416	68.86	267640221	17508195	93.86	6.14
Public – Non Institutions	E-Voting	295946205	16402449	5.54	16373957	28492	99.83	0.17
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		2127431	0.72	2126083	1348	99.94	0.06
	Total	295946205	18529880	6.26	18500040	29840	99.84	0.16
Total		2164478571	1758091154	81.22	1740553119	17538035	99.00	1.00

Shareholding as on 2nd November, 2017




S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

Firm Registration No. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email sna@snaco.net | Website www.snaco.net

SCRUTINIZER'S REPORT

To,

The Chairman,

Hindustan Unilever Limited

CIN: L15140MH1933PLC002030

Unilever House, B D Sawant Marg,

Chakala, Andheri (East), Mumbai - 400099

I am pleased to present the report on the **POSTAL BALLOT** conducted by Hindustan Unilever Limited ("the Company/HUL") to pass an Ordinary Resolution as contained in the Notice of Postal Ballot dated 25th October, 2017.

1. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as the Scrutinizer by the Company on 25th October, 2017 to conduct the Postal Ballot.
2. Members approval was sought for appointment of Mr. Srinivas Phatak as a Whole-time Director of the Company.
3. The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the Depositories viz., **National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)**, as on **8th November, 2017**, the Company completed dispatch of the Notice of Postal Ballot as under:
 - On **8th November, 2017** , by email to **1,67,589** Members who had registered their email IDs with the Company/ Depositories;
 - On **8th November, 2017** , to **439** Members by Air Mail; and

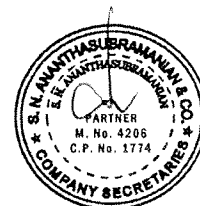


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- On 8th November, 2017, to **1,53,318 Members in physical form by courier.**
4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, as the case may be, as under:
- a. In case of Postal Ballot Form of the Company, in pre-paid envelopes addressed to me, upto **5:00 p.m. on Friday, 8th December, 2017.**
- b. In case of remote e-Voting, votes to be cast electronically on the e-voting platform provided by Karvy Computershare Private Limited upto **5:00 p.m. on Friday, 8th December, 2017.**
5. I received **1009** Postal Ballot Forms and **1173** Members had cast their votes on the remote e-Voting platform, till **5:00 p.m. on Friday, 8th December, 2017.**
6. With the support of **M/s. Karvy Computershare Private Limited**, the Registrar & Transfer Agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members verified with their specimen signatures registered with RTA as provided by the Depositories.
7. In case of remote e-Voting, Members' demographic details, their voting rights and voting pattern were provided by RTA.
8. The votes, if any, cast by a Member(s) both in physical form and remote e-Voting having been identified, votes cast through remote e-Voting only were considered valid.



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9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the remote e-Voting result, I report that, the Ordinary Resolution as contained in the notice of Postal Ballot dated 25th October, 2017 has been passed with requisite majority.
10. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairman/Person authorized by him for keeping in safe custody.

I have annexed with this report, details of the Postal Ballot Forms & remote e-Voting and an analysis of the Result of the Ordinary Resolution as contained in the said Notice.

For S. N. Ananthasubramanian & Co.
Company Secretaries

S.N. Ananthasubramanian



S.N. Ananthasubramanian

CP No: 1774

Date : 11th December, 2017

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO.
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Details of the Postal Ballot & Remote e-Voting

A	Postal Ballot	
1	Number of Forms received from Members	1009
2	Number of Forms rejected / not considered for reasons as stated below:-	
	a. Signature mismatch	20
	b. Duplicate (Remote e-Voting done)	1
	c. Not signed	1
	d. Not Voted	26
	e. Voted both 'For' and 'Against'	1
	Total Invalid Forms	49
3	Number of Valid Forms (A)	960
B	Remote e-Voting	
1	Number of Members who participated in e-Voting.	1173
2	Number of Invalid e-Votes/not voted	15
3	Number of Valid e-Voters (B)	1158
C	Total Valid Voters (A+B)	2118



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Result of Postal Ballot

Item No. 1: Approval for appointment of Mr. Srinivas Phatak as Whole-time Director of the Company.						
Particulars	Number of Valid			Number of Votes contained in		
	Remote e-Votes	Postal Ballot Forms	Total	Remote e-Votes	Postal Ballot Forms	Percentage (%)
Received (Valid)	1158	960	2118	1,75,59,63,723	21,27,431	
Assent	*1043	945	*1988	1,73,84,27,036	21,26,083	99.00
Dissent	*118	15	*133	1,75,36,687	1,348	1.00
Total	1161	960	2121	1,75,59,63,723	21,27,431	100.00

*3 members have not cast their votes in same manner.

Based on the aforesaid result, I report that, the Ordinary Resolution as contained in the Notice of Postal Ballot dated, 25th October, 2017 has been passed with requisite majority.



S.N. Ananthasubramanian
S.N. Ananthasubramanian
 CP No: 1774

Date : 11th December, 2017
 Place : Thane



Hindustan Unilever Limited

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CIN: L15140MH1933PLC002030

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY MEMBERS OF THE COMPANY
THROUGH POSTAL BALLOT ON 11TH DECEMBER, 2017**

"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. Srinivas Phatak (DIN : 02743340), who was appointed as an Additional Director of the Company with effect from 1st December, 2017 pursuant to Section 161 and Article 145 of the Articles of Association of the Company to act as Executive Director, Finance & IT and Chief Financial Officer 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 subject to approval of the Central Government, such consents and permissions, as may be required, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Srinivas Phatak as a Whole-time Director of the Company, in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), for a period of 5 (five) years with effect from 1st December, 2017, 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."

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



DEV BAJPAI

**EXECUTIVE DIRECTOR (LEGAL & CORPORATE AFFAIRS)
AND COMPANY SECRETARY
DIN:00050516 / FCS NO. : F3354**



Hindustan Unilever Limited

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

Consequent to the resignation of Mr. P. B. Balaji, Executive Director, Finance & IT and Chief Financial Officer of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors had, vide circular resolution dated 13th October, 2017, approved the appointment of Mr. Srinivas Pathak as the Additional Director of the Company succeeding Mr. P. B. Balaji as Executive Director, Finance & IT and Chief Financial Officer with effect from 1st December, 2017. The Company has received notice under Section 160 of the Act from Mr. Srinivas Phatak signifying his candidature as a Director of the Company.

The proposed resolution seeks the approval of members, subject to approval of the Central Government, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Srinivas Phatak as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 1st December, 2017 liable to retire by rotation,

Mr. Srinivas Phatak (45 years), a qualified Chartered Accountant joined the Company in 1999 after a 3-year stint with an external organization. He has worked in various roles in the Company including Commercial Manager Chiplun Factory, Head of Treasury, followed by leadership roles such as General Manager Finance for Foods & Refreshments and Head, Investor Relations for the Company. He was then seconded to Unilever as the Global Finance VP for Deodorants, followed by VP Finance Supply Chain Americas and most recently as VP Business Finance.

Mr. Srinivas Phatak holds 10,208 equity shares of the face value of Re. 1/- each in the Company.

Mr. Srinivas Phatak is not a Director in any other Listed Company and is not inter-se related with any other Director of the Company.

As Mr. Srinivas Phatak has been residing abroad in the previous twelve months in terms of Part I of Schedule V to the Act, his appointment as a Whole-time Director is subject to the approval of the Central Government. The Company will be making requisite application to the Central Government in this regard.

The Shareholders had, vide a Special Resolution at the Annual General Meeting held on 30th June, 2017, approved the maximum limits of remuneration for managerial personnel including the Managing and Whole-time Director(s) of the Company, within which the authority has been delegated to the Board or a duly constituted Committee of the Board. Thus, Mr. Srinivas Phatak shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee of the Company within the overall limits approved by the Shareholders.





Hindustan Unilever Limited

The current maximum limits of remuneration approved by the Members for Whole-time Director(s) is as follows:

(Rs. in Lakhs)

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of other than Whole-time Director(s)	250	As per the Rules of the Company and within limits of Section 197 of the Act

Other terms and conditions:

a) Performance linked bonus / commission on profits

The Managing Director(s) / Whole-time Director(s) shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to all the Managing / Whole-time Director(s) shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

b) Perquisites/ Benefits

The Managing / Whole-time Director(s) shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, company car with chauffeur, telephone at residence/cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.

The total remuneration and perquisites / benefits contemplated above, including contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. payable to all the Managing / Whole-time Director(s) of the Company shall not exceed 5%, where there is only one Managing / Whole-time Director(s), and 10% where there are more than one Managing / Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

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





Hindustan Unilever Limited

The Board commends the Ordinary Resolution set out in the Postal Ballot Notice, for approval of the Members.

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

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



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EXECUTIVE DIRECTOR (LEGAL & CORPORATE AFFAIRS)
AND COMPANY SECRETARY
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