

**Hindustan Unilever Foundation**

Unilever House - B. D. Sawant Marg  
Chakala, Andheri East

Mumbai 400 099

CIN:U93090MH2010NPL201468

Tel: +91 (22) 39830000 / +91 (22) 5043 3000

Web: [www.huf.co.in](http://www.huf.co.in)

Email Id: Comsec.HUL@unilever.com

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**NOTICE OF 15TH ANNUAL GENERAL MEETING**

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Notice is hereby given that the 15th Annual General Meeting of Hindustan Unilever Foundation will be held on Monday, 30th June, 2025 at 09:30 a.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400099, to transact the following businesses:

**ORDINARY BUSINESS**

- I. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of the Board of Directors and Auditors' thereon;
- II. To appoint a Director in place of Mr. Ritesh Tiwari (DIN: 05349994), who retires by rotation and being eligible, offers himself for re-appointment;

**SPECIAL BUSINESS**

- III. To appoint Mr. Biddappa Ponnappa Bittianda (DIN: 06586886) as a Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 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), Mr. Biddappa Ponnappa Bittianda (DIN: 06586886), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company with effect from 22nd October, 2024 under Section 161 of the Act and Article 45 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.



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**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to sign and file all the necessary forms and documents as may be required by the statutory authorities and to do such acts, deeds, matters and things that may be required to give effect to the said appointment.”

- IV. To appoint Mr. Sashidhar Vempala (DIN: 08221413) as a Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 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), Mr. Sashidhar Vempala (DIN: 08221413), who was appointed by the Board of Directors as an Additional (Non-Executive) Director of the Company with effect from 22nd October, 2024 under Section 161 of the Act and Article 45 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorised to sign and file all the necessary forms and documents as may be required by the statutory authorities and to do such acts, deeds, matters and things that may be required to give effect to the said appointment.”

**NOTES**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM/Meeting) is annexed hereto. The Board of Directors have considered and decided to include the Item No. III & IV given above as Special Business in the AGM.



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2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY SHALL BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 (the Act), a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy form is annexed to the notice.
3. Members and / or proxies should bring the attendance slips duly filled in at the Meeting to avoid any inconvenience. A copy of the Attendance Slip is enclosed.
4. Corporate Members intending to send their Authorised Representatives to attend the Annual General Meeting, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.
5. The Members of the Company at the 14th AGM held on 21st June, 2024 had approved the appointment of M/s. Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the 19th AGM.
6. The voting at the Meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Act is demanded by any Member.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and all the other relevant documents in relation to the items of the Agenda will be made available for inspection during the office hours.



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8. Brief profile as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India on appointment / re-appointment of a Director(s) is being provided as a part of this Notice.
9. Route Map for the location of the aforesaid Meeting is enclosed.

**Registered Office:**

**Unilever House,**

**B. D. Sawant Marg, Chakala,  
Andheri (East), Mumbai - 400099**

Mumbai, 6th June, 2025

**BY ORDER OF THE BOARD**

**Ritesh Tiwari**

**Director**

**DIN:** 05349994

**Place:** Unilever House,  
B. D. Sawant Marg, Chakala,  
Andheri (East), Mumbai - 400099

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**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. III**

The Board of Directors had appointed Mr. Biddappa Ponnappa Bittianda (58 years) as an Additional (Non-Executive) Director of the Company with effect from 22nd October, 2024. The Board further appointed him as the Chairman of the Board and of all the meetings of the Board with effect from 17th January, 2025. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Biddappa Ponnappa Bittianda shall hold office as an Additional (Non-Executive) Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received Notice under Section 160 of the Companies Act, 2013 from the Director himself, proposing his appointment as a Director of the Company, liable to retire by rotation.

Mr. Biddappa Ponnappa Bittianda holds a Bachelor's Degree in Economics from Delhi University and Masters in Business Administration Degree from XLRI, Jamshedpur. He is currently the Executive Director and Chief People, Transformation and Sustainability Officer for Hindustan Unilever Limited ('HUL'), the Holding Company and Unilever, South Asia. He is also a Whole-time Director on the Board of HUL. He is responsible for leading the people agenda for Unilever in South Asia and driving the transformation interventions from a business, organisation, and sustainability perspective. In his previous role, he was the Chief Human Resource Officer for Global Home Care and Head of Global Employee Relations for Unilever. During this tenure, he also led two critical expertise functions for Unilever globally: Organisational Development & People Analytics and Global Employee Relations. He was also instrumental in helping build Unilever's Health and wellbeing business. He has earlier led the Human Resource function for HUL and Unilever South Asia as the Executive Director between 2013 to 2019. He set up the Winning in Many Indias approach, creating a more agile and focused business unit framework in South Asia. On the sustainability front, Prabhat, HUL's community development initiative that touches millions of lives across India was launched under his leadership.

Mr. Biddappa Ponnappa Bittianda is a Non-Executive Director of the Company and does not draw any remuneration from the Company and does not hold any shares in the Company. Mr. Biddappa Ponnappa Bittianda was appointed as an Additional Director of the Company on 22nd October, 2024 and hence he has attended one (1) Board Meeting held on 17th January, 2025 during the financial year 2024-25. Mr. Biddappa Ponnappa Bittianda is not disqualified from being appointed as a

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Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The terms and conditions of appointment / reappointment shall be as decided between the Board of Directors and Mr. Biddappa Ponnappa Bittianda.

Details of Directorship(s) / ~~Memberships~~ ~~of Committees~~ in other Companies of Mr. Biddappa Ponnappa Bittianda are as under:

Sr. No.	Name of the Companies	Designation
1.	Hindustan Unilever Limited	Whole-time Director
2.	Levers Associated Trust Limited	Director

Taking into consideration the vast experience and knowledge of Mr. Biddappa Ponnappa Bittianda, the Board considers it in the interest of the Company to appoint Mr. Biddappa Ponnappa Bittianda as a Director of the Company. In accordance with the provisions of Section 160 of the Act, the Board recommends the appointment of Mr. Biddappa Ponnappa Bittianda to the Members.

None of the Directors of the Company are inter-se related to each other. None of the Directors or Key Managerial Personnel or their relatives except Mr. Biddappa Ponnappa Bittianda, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in item No. III for approval of the Members.

**Item No. IV**

The Board of Directors had appointed Mr. Sashidhar Vempala (51 years) as an Additional (Non-Executive) Director of the Company with effect from 22nd October, 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Sashidhar Vempala shall hold office as an Additional (Non-Executive) Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received Notice under Section 160 of the Companies Act, 2013 from the Director himself, proposing his appointment as a Director of the Company, liable to retire by rotation.

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Mr. Sashidhar Vempala had been appointed as Head – Sustainability, South Asia at Hindustan Unilever Limited ('HUL'), the Holding Company. He leverages his experience to shape a holistic sustainability agenda which is commercially integrated with HUL's business priorities. He was previously working with Pernod Ricard India where he led their Sustainability and CSR agenda. With experience in advertising and marketing across telecom, media and consumer durables at Lintas, Ogilvy, Tata Teleservices, Reliance and Nokia, he joined Pernod Ricard in 2011 and led the business for Indian-made scotches category before finding his passion for sustainability. In the last 6 years, he has led the Sustainability, CSR and communications agenda for Pernod Ricard India and has driven key interventions around Carbon Neutrality, Environment Management, ESG Reporting, and Community Development.

Mr. Sashidhar Vempala is a Non-Executive Director of the Company and does not draw any remuneration from the Company and does not hold any shares in the Company. Mr. Sashidhar Vempala was appointed as an Additional (Non-Executive) Director of the Company on 22nd October, 2024 and hence he has attended the one (1) Board Meetings held on 17th January, 2025 during the financial year 2024-25. Mr. Sashidhar Vempala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The terms and Conditions of appointment / reappointment shall be as decided between the Board of Directors and Mr. Sashidhar Vempala.

Details of Directorship(s) / ~~Memberships(s) of Committee(s)~~ in other Companies of Mr. Sashidhar Vempala are as under:

Sr. No.	Name of the Companies	Designation
1.	Bharat Nature Forum	Director
2.	Guardbook Conservation Foundation	Director
3.	Bharat Climate Forum	Director

Taking into consideration the vast experience and knowledge of Mr. Sashidhar Vempala, the Board considers it in the interest of the Company to appoint Mr. Sashidhar Vempala as a Director of the Company. In accordance with the provisions of Section 160 of the Act, the Board recommends the appointment of Mr. Sashidhar Vempala to the Members.

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None of the Directors of the Company are inter-se related to each other. None of the Directors or Key Managerial Personnel or their relatives except Mr. Sashidhar Vempala, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in item No. IV for approval of the Members.

**Registered Office:**

**Unilever House,**

**B. D. Sawant Marg, Chakala,**

**Andheri (East), Mumbai - 400099**

Mumbai, 6th June, 2025

**BY ORDER OF THE BOARD**

**Ritesh Tiwari**

**Director**

**DIN:** 05349994

**Place:** Unilever House,

B. D. Sawant Marg, Chakala,

Andheri (East), Mumbai - 400099





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## **PROXY FORM - FORM NO. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member	
Registered address	
Folio No./ DP ID / Client No.	
Email ID	

I / We, being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;
2. Name: \_\_\_\_\_ Email ID: \_\_\_\_\_  
Address: \_\_\_\_\_ Signature: \_\_\_\_\_.

as my / our proxy to attend and vote for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Monday, 30th June, 2025 at 09:30 a.m. at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	Adoption of audited Financial Statements for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors' thereon		
2.	To approve appointment of a Director in place of Mr. Ritesh Tiwari (DIN: 05349994), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Mr. Biddappa Ponnappa Bittianda (DIN: 06586886) as a Director of the Company.		
4.	Appointment of Mr. Sashidhar Vempala (DIN: 08221413) as a Director of the Company		

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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

**Signature of Member(s)** \_\_\_\_\_

Affix  
revenue  
stamp

**Notes:**

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy shall be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400099 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid Meeting.



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**ATTENDANCE SLIP FOR 15TH ANNUAL GENERAL MEETING**

Folio No.	:
Name	:
Address	:
Joint Name(s)	:

I hereby record my / our presence at the **15TH ANNUAL GENERAL MEETING** of the Company on Monday, 30th June, 2025 at 09:30 a.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai – 400099.

\_\_\_\_\_  
**First / Sole Holder / Proxy**

\_\_\_\_\_  
**Second Holder / Proxy**



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**ROUTE MAP TO THE VENUE OF 15TH ANNUAL GENERAL MEETING**

