



Hindustan Unilever Limited

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

CIN: L15140MH1933PLC002030, Web: [www.hul.co.in](http://www.hul.co.in), Email: [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com), Tel: +91 22 39832285 / 39832452

## NOTICE

### of the Annual General Meeting

Notice is hereby given that the 81st Annual General Meeting of Hindustan Unilever Limited will be held on Monday, 30th June, 2014 at 2.00 p.m. at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099, to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares for the financial year ended 31st March, 2014.
3. To elect and appoint Directors in place of those retiring by rotation.
4. To appoint M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company in place of M/s. Lovelock & Lewes, the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting, until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2015.

#### SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Aditya Narayan (DIN : 00012084), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th June, 2014."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. S. Ramadorai (DIN : 00000002), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th June, 2014."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. O. P. Bhatt (DIN : 00548091), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th June, 2014."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Dr. Sanjiv Misra (DIN : 03075797), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th June, 2014."



## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
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 NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a 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 this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th June, 2014 to Monday, 30th June, 2014 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The Final Dividend for the financial year ended 31st March, 2014, as recommended by the Board, if approved by the Members, will be paid on or after Friday, 4th July, 2014 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
5. In accordance with the Articles of Association of the Company, all Directors (except Mr. Sanjiv Mehta, who has been appointed as the Managing Director for a term of five years effective 10th October, 2013) retire every year and, if eligible, offer themselves for re-appointment at the AGM. Consequent to the elevation of Mr. Sridhar Ramamurthy as the Senior Vice President, Finance for Global Markets, Unilever, he will cease to be a Director of the Company with effect from 30th June, 2014 and will not offer himself for re-appointment. The Company had issued a Postal Ballot Notice dated 24th March, 2014 proposing appointment of Mr. P. B. Balaji as Executive Director, Finance & IT and Chief Financial Officer with effect from 1st July, 2014 to succeed Mr. Sridhar Ramamurthy. The results of the Postal Ballot were declared on 5th May, 2014 and the Special Resolution as set out in the said Postal Ballot Notice has been passed by the Members with an overwhelming majority of 99.76% of votes in favour of the Resolution. The appointment of

Mr. P. B. Balaji as Executive Director, Finance & IT and Chief Financial Officer is subject to requisite approval from the Central Government.

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of upto five consecutive years and are not liable to retire by rotation. Accordingly, resolutions proposing appointment of Independent Directors are given at item nos. 5 to 8. The relevant details of Directors seeking appointment / re-appointment under item no. 3, 5, 6, 7 and 8 of this Notice are provided at page nos. 26 - 29 of the Annual Report.

6. The Company had received Special Notice dated 22nd April, 2014 under Section 140(4) read with Section 115 of the Companies Act, 2013 from Unilever PLC, in its capacity as a Member of the Company recommending appointment of M/s. BSR & Co. LLP, Chartered Accountants, as Statutory Auditors in place of M/s. Lovelock & Lewes, Chartered Accountants, the retiring Statutory Auditors. The change in the Statutory Auditor is proposed in order to remain at the forefront of good governance and in recognition of regulatory changes under the Companies Act, 2013. The Company has sent a copy of the said Special Notice to the retiring Statutory Auditors.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form', available on the website of the Company [www.hul.co.in](http://www.hul.co.in), to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly



filled in Attendance Slip at the registration counter to attend the AGM.

9. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 12th June, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Tuesday, 24th June, 2014 and will end at 5.00 p.m. on Thursday, 26th June, 2014. The Company has appointed Mr. S. N. Ananthasubramanian, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### PROCEDURE FOR E-VOTING

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

##### (a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file 'HUL e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' of Hindustan Unilever Limited.

- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

##### (b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

- (i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com).
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV. The voting rights shall be as per the number of equity share held by the Member(s) as on Thursday, 12th June, 2014. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall be completed three days prior to the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on Tuesday, 24th June, 2014 and will end at 5.00 p.m. on Thursday, 26th June, 2014. The e-voting module shall be disabled by NSDL at 5.00 p.m. on the same day.



VI. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and the Certificate from the Auditors of the Company certifying that the '2001 HLL Stock Option Plan', '2006 HLL Performance Share Scheme' and '2012 HUL Performance Share Scheme' are being implemented in accordance with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, will be available for inspection at the AGM.
11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company immediately.
13. Members are requested to share their valuable feedback by filling 'Shareholders' Satisfaction Survey' given at the end of this Report. Members can also provide their feedback online, using the 'Shareholders' Satisfaction Survey' form available on the 'Investor Centre' page on the website of the Company [www.hul.co.in](http://www.hul.co.in). This feedback will help the Company improve Shareholder Service Standards.
14. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed

within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

15. The status of dividends remaining unclaimed / unpaid with the respective due dates of transfer to IEPF is provided at page no. 66 of this Annual Report. Members are requested to contact M/s. Karvy Computershare Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company.
17. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

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

Mumbai : 16th May, 2014

By Order of the Board



**Dev Bajpai**  
Executive Director (Legal &  
Corporate Affairs) and Company  
Secretary



## EXPLANATORY STATEMENT

### Item No. 5 to 8

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Aditya Narayan, Mr. S. Ramadorai, Mr. O. P. Bhatt and Dr. Sanjiv Misra, Independent Directors were appointed / re-appointed by the Members of the Company in the 80th AGM held on 26th July, 2013. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

Mr. Aditya Narayan, Mr. S. Ramadorai, Mr. O. P. Bhatt and Dr. Sanjiv Misra, will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Aditya Narayan, Mr. S. Ramadorai, Mr. O. P. Bhatt and Dr. Sanjiv Misra, being eligible, offer themselves for appointment as Independent Directors on

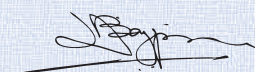
the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Aditya Narayan, Mr. S. Ramadorai, Mr. O. P. Bhatt and Dr. Sanjiv Misra, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 30th June, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided at page no. 26 to 29 of this Annual Report.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Aditya Narayan, Mr. S. Ramadorai, Mr. O. P. Bhatt and Dr. Sanjiv Misra fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.hul.co.in](http://www.hul.co.in).

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 5 to 8 for approval of the Members.

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

By Order of the Board



**Dev Bajpai**

Executive Director (Legal &  
Corporate Affairs) and Company  
Secretary

Mumbai : 16th May, 2014



# PROFILE OF DIRECTORS

## and other Directorships

### HARISH MANWANI (DIN : 00045160)

Mr. Harish Manwani (60) assumed charge as the Non-Executive Chairman of the Company with effect from 1st July, 2005. He is also the Chief Operating Officer of Unilever and a member of Unilever Leadership Executive (ULE).

Mr. Manwani joined the Company in 1976. He joined the Board of the Company in 1995 as a Director responsible for the Personal Products business. In addition, he held regional responsibility as the Category Leader for Personal Products for the then Central Asia & Middle East (CAME) Group.

In 2000, Mr. Manwani moved to UK as Senior Vice President for the Global Hair Care and Oral Care Categories and in early 2001, he was appointed as President - Home & Personal Care (HPC), Latin America Business Group. He has also served as the Chairman of Unilever's Latin America Advisory Council. In 2004, he was appointed President and CEO of the HPC North America Business Group and in April 2005 was elevated to the Unilever Executive as the President - Asia & Africa. In 2008, Mr. Manwani received the CNBC Asia Business Leader of the Year Award and as a part of the Singapore National Day Awards 2012, Mr. Manwani was conferred the Public Service Medal (Friends of Singapore) by the Singapore Government.

Mr. Manwani is an Honours Graduate from the Mumbai University and holds a Master Degree in Management Studies. He has also attended the Advanced Management Programme (AMP) at Harvard Business School.

Mr. Manwani is a member of the Nomination and Remuneration Committee of the Company.

#### Directorship in other Companies

Indian School of Business

Whirlpool Corporation

Pearson PLC

Qualcomm Inc.

#### Membership / Chairmanship of Board Committees in other Companies

Whirlpool Corporation

*Corporate Governance and Nominating Committee – Member  
Finance Committee – Member*

Pearson PLC

*Nomination Committee – Member*

### SANJIV MEHTA (DIN : 06699923)

Mr. Sanjiv Mehta (53) joined the Board of the Company in October 2013. He is also the Executive Vice President for Unilever in South Asia and a member of Unilever's Global Market Executive.

Mr. Mehta joined Unilever in October 1992. He has led several Unilever businesses across South Asia, South East Asia and Middle East. He was appointed Chairman and Managing Director of Unilever Bangladesh in 2002. In 2007, he was appointed as Chairman and CEO of Unilever Philippines. In 2008, he took up responsibility as the Chairman of Unilever North Africa and Middle East (NAME), leading a multi country organisation spanning 20 countries in the region.

During his tenure as the head of various Unilever Companies, the business achieved significant success accelerating both growth and profitability. Importantly, he has been instrumental in building leadership talent and substantially strengthening organisational capabilities.

Before joining Unilever, Mr. Mehta worked for Union Carbide India. He is a Commerce graduate and a Chartered Accountant. He has also completed Advanced Management Program from Harvard Business School.

He is a Member of the Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.

#### Directorship in other Companies

Kimberly Clark Lever Private Limited

Hindustan Unilever Foundation

Bombay Chamber of Commerce and Industry

Breach Candy Hospital Trust

Federation of Indian Chamber of Commerce and Industry

#### Membership / Chairmanship of Board Committees in other Companies

Nil

### ADITYA NARAYAN (DIN : 00012084)

Mr. Aditya Narayan (62) began his career as a Management Trainee with ICI India Limited (now Akzo Nobel India Limited) in 1973. He grew through diverse functions and businesses including a role as a Corporate Planning Manager at ICI Group HQ in London. He served as the Managing Director of ICI India during 1996 - 2003 and then as its Non-Executive Chairman over 2003 - 2010. He also served as the President and CEO of BHP Billiton India during 2005 - 2009.



Mr. Narayan is a B. Tech. from IIT Kanpur and also has formal qualifications in Law. He was a Fellow in Interdisciplinary Sciences at the University of Rochester, USA. He was a Commonwealth Scholar at the Manchester Business School in 1991 and a Fellow at the Aspen Institute, Colorado, USA in 1998.

Mr. Narayan joined the Board of the Company as an Independent Director in 2001. He is the Chairman of the Audit Committee and a Member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

#### Directorship in other Companies

Linde India Limited

#### Membership / Chairmanship of Board Committees in other Companies

Linde India Limited

*Audit Committee – Member*

*Shareholders' / Investors' Grievance Committee – Chairman*

#### S. RAMADORAI (DIN : 00000002)

Mr. S. Ramadorai (69) has been in public service since February 2011, currently acting as Chairman of National Skill Development Agency (NSDA) in the rank of a Cabinet Minister. The NSDA is a newly formed autonomous body which will coordinate and harmonise the skill development efforts of the Government and the private sector to achieve the skilling targets of the nation. He is also Chairman of the National Skill Development Corporation (NSDC), a Public Private Partnership arm of the Government of India for creating large, for-profit vocational institutions. Mr. Ramadorai continues as the Vice Chairman of Tata Consultancy Services Limited.

In recognition of Mr. Ramadorai's commitment and dedication to the IT industry he was awarded the Padma Bhushan, India's third highest civilian honour, in January 2006. In April 2009, he was awarded the CBE (Commander of the Order of the British Empire) by Her Majesty Queen Elizabeth II for his contribution to the Indo-British economic relations.

Mr. Ramadorai's academic credentials include a Bachelor degree in Physics from Delhi University, a Bachelor of Engineering, degree in Electronics and Telecommunications from Indian Institute of Science, Bengaluru and a Master degree in Computer Science from the University of California, USA. Mr. Ramadorai attended the MIT Sloan School of Management's highly acclaimed Senior Executive Development Programme in 1993.

Mr. Ramadorai joined the Board of the Company as an Independent Director in May 2002. He is a Member of the Audit Committee and the Chairman of the Nomination and Remuneration Committee of the Company.

#### Directorship in other Companies

Tata Consultancy Services Limited

Tata Industries Limited

Tata Technologies Limited

CMC Limited

Piramal Enterprises Limited

Tata Elxsi Limited

Tata Teleservices (Maharashtra) Limited

Tata Communications Limited

Tata Advanced Systems Limited

Asian Paints Limited

BSE Limited

Tata Lockheed Martin Aerostructures Limited

Tara Aerospace Systems Limited

Air Asia (India) Private Limited

Tata Communication International Pte. Limited

Tata America International Corporation

Computational Research Laboratories Inc.

#### Membership / Chairmanship of Board Committees in other Companies

Tata Consultancy Services Limited

*Shareholders' / Investors' Grievance Committee – Member*

*Remuneration Committee – Member*

*Executive Committee – Member*

*Ethics and Compliance Committee – Member*

*Risk Management Committee – Member*

Tata Industries Limited

*Remuneration Committee – Member*

Tata Technologies Limited

*Audit Committee – Member*

*Compensation and Remuneration Committee – Chairman*

CMC Limited

*Governance Committee – Member*

*Executive Committee – Chairman*

Piramal Enterprises Limited

*Nomination and Remuneration Committee – Member*



### Membership / Chairmanship of Board Committees in other Companies (Contd.)

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Tata Elxsi Limited  
*Executive Committee – Chairman*  
*Audit Committee – Member*  
*Remuneration Committee – Member*  
*Nomination Committee – Member*

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Tata Teleservices (Maharashtra) Limited  
*Audit Committee – Member*  
*Ethics and Compliance Committee – Member*  
*Executive Committee – Member*

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Tata Communications International Pte. Limited  
*Remuneration Committee – Chairman*

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Tata Advanced Systems Limited  
*Audit Committee – Chairman*  
*Remuneration Committee – Chairman*

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BSE Limited  
*Advisory Committee – Chairman*  
*Audit Committee – Member*  
*Share Allotment and Shareholders' / Investors' Grievance Committee – Chairman*  
*Trading and Surveillance Function Committee – Chairman*  
*Compensation Committee – Chairman*  
*Public Interest Director Committee – Chairman*  
*Defaulters' Committee – Member*  
*Listing Function Committee – Member*  
*Ethics Committee – Chairman*  
*Membership Selection Committee – Chairman*  
*Standing Committee Technology – Chairman*  
*Sub-Committee for Monitoring Compliance of suggestion given in SEBI inspection report – Chairman*  
*Arbitration Committee – Member*

### O. P. BHATT (DIN : 00548091)

Mr. O. P. Bhatt (63) is the former Chairman of SBI (State Bank of India). In the 36 years that Mr. Bhatt served at SBI, he worked on several important national and international assignments. Mr. Bhatt led SBI through challenging times by capitalising on the bank's strengths. As Chairman of SBI, he was heading the largest financial group in India, comprising, in addition to SBI, seven associate banks, five international banking subsidiaries and nine financial services companies in India. Under his leadership, SBI rose on the Global List rankings of Fortune 500.

Mr. Bhatt was nominated 'Banker of the Year' by Business Standard and CNN – IBN Indian of the Year for Business in 2007. Mr. Bhatt was Chairman of the Indian Banks' Association. He has also been a part of India's eco-diplomacy as member of the Indo-US, Indo- Russia and Indo-French CEOs Forum. Presently, he is the Governor on the Board of Centre for Creative Leadership, USA.

Mr. Bhatt holds a Graduate degree in Physics and a Post Graduate degree in English literature (Gold Medal).

Mr. Bhatt was appointed as an Independent Director on the Board of the Company in December 2011. He is a Member of the Audit Committee and Nomination and Remuneration Committee of the Company. He is the Chairman of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.

### Directorship in other Companies

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Oil and Natural Gas Corporation Limited

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Tata Consultancy Services Limited

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Tata Steel Limited

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Standard Chartered PLC, London

### Membership / Chairmanship of Board Committees in other Companies

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Oil and Natural Gas Corporation Limited  
*Audit and Ethics Committee – Member*  
*Shareholders' / Investors' Grievances Committee – Member*  
*Project Appraisal Committee – Chairman*  
*Health, Safety and Environment Committee – Member*  
*Financial Management Committee – Member*

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Tata Consultancy Services Limited  
*Audit Committee – Member*  
*Risk Management Committee – Member*  
*Shareholders' / Investors' Grievances Committee – Member*

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Tata Steel Limited  
*Audit Committee – Member*  
*Remuneration Committee – Member*

### DR. SANJIV MISRA (DIN : 03075797)

Dr. Sanjiv Misra (66) is a retired Indian Administrative Services (IAS) officer and a former member of the 13th Finance Commission, a constitutional position with the rank of a Minister of State. Prior to joining the Finance Commission, Dr. Misra has served in a wide range of key positions in the Federal and State Governments, including as Managing Director of the Gujarat Industrial Development Corporation and stints at senior levels in the Government of India in the Cabinet Office, the Ministry of Petroleum, the Ministry of Health & Family Welfare and the Ministry of Finance. He served as a Secretary in the Ministry of Finance till his superannuation.

Dr. Misra has represented India in various international conferences, seminars and negotiations. Till recently, Dr. Misra was a Member of the Advisory Council of the Asian Development



Bank Institute, Tokyo. He was also a member of the Committee on Fiscal Consolidation (Kelkar Committee) set up by the Finance Minister in August 2012 to chart out a road map for fiscal consolidation for the Indian economy.

Dr. Misra graduated in Economics from St. Stephen's College, Delhi. He has a Master's degree in Economics from the Delhi School of Economics, a Master's degree in Public Administration from John F Kennedy School of Government, Harvard University, USA and a Ph. D. from the Jawaharlal Nehru University, New Delhi. In recognition of exceptional academic strengths and leadership qualities, Dr. Misra was designated as Lucius N Littauer Fellow of 1987 at Harvard University.

Dr. Misra was appointed as an Independent Director on the Board of the Company in April 2013. He is a Member of the Audit Committee and Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

#### Directorship in other Companies

Akzo Nobel India Limited

BSE Limited

Axis Bank Limited

#### Membership / Chairmanship of Board Committees in other Companies

BSE Limited

*Audit Committee – Chairman*

*Public Interest Director Committee – Member*

*Defaulters' Committee – Member*

*Ethics Committee – Member*

*Disciplinary Action Committee – Member*

*Compensation Committee – Member*

*Oversight Committee (Member Regulation) – Member*

*Oversight Committee (Listing Function) – Member*

*Inspection and Compliance Committee – Member*

*IPO Committee – Member*

Akzo Nobel India Limited

*Audit Committee – Member*

*Shareholders' / Investors' Grievances Committee – Chairman*

*Remuneration and Nomination Committee – Member*

Axis Bank Limited

*Risk Management Committee – Member*

*Customer Service Committee – Member*

#### PRADEEP BANERJEE (DIN : 02985965)

Mr. Pradeep Banerjee (55) joined the Company as a Management Trainee in 1980. He has held a series of assignments in Supply Chain, Research & Development and Categories. Mr. Banerjee became the Vice President - Technical (Home & Personal Care) in 2003 and later moved to UK in 2005 as Vice President - Global Supply Chain for Personal Care Category. He served as the Vice President for Global Procurement in Singapore.

Mr. Banerjee was appointed as Executive Director - Supply Chain of the Company in March 2010. He holds a Bachelor degree in Engineering (Chemical) from IIT Delhi.

#### Directorship in other Companies

Unilever Nepal Limited

Unilever India Exports Limited

#### Membership / Chairmanship of Board Committees in other Companies

Nil

#### DIRECTORS' INTEREST

The Directors of the Company may be deemed to be concerned or interested to the extent of shares held by them in the Company as given in the table below:

Name of the Director	No. of Shares	% Holding
Harish Manwani	22,130	0.0010
Sanjiv Mehta	Nil	NA
Aditya Narayan	Nil	NA
S. Ramadorai	35	0.0000
O. P. Bhatt	Nil	NA
Sanjiv Misra	Nil	NA
Pradeep Banerjee	26,024	0.0012