



13th December, 2025

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: Allotment of Equity Shares by Kwaliti Wall's (India) Limited ("KWIL") pursuant to Scheme of Arrangement amongst Hindustan Unilever Limited ("Company"/"HUL") and KWIL and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Ref: Observation letters No. NSE/LIST/46775 dated May 14, 2025 and No. DCS/AMAL/TS/R37/3581/2025-26 dated May 14, 2025 ("Observation Letters"), issued by the National Stock Exchange of India Limited and BSE Limited (collectively the "Stock Exchanges"), respectively, received in relation to the Scheme

This is further to our letter dated 18th November, 2025, wherein it was informed that the Board of the Company and KWIL had mutually fixed Friday, 5th December, 2025 as the Record Date for the purpose of determining the Eligible Shareholders (as defined in the Scheme) of the Company entitled to receive equity shares of KWIL in accordance the Share Entitlement Ratio 1:1 as specified in Clause 9.1 of the Scheme (i.e., 1 (one) fully paid-up equity share(s) of KWIL having a face value Re. 1/- (Rupees One) of KWIL for every 1 (one) fully paid-up equity share of face value Re. 1/- (Rupees One) held in HUL).

We would like to inform you that KWIL, through its letter dated 13th December, 2025 has *inter-alia* informed the Company about the following:

- i) The Board of KWIL, at its meeting held on 12th December 2025, has allotted 2,34,95,91,262 (Two Hundred Thirty-Four Crore Ninety-Five Lakhs Ninety-One Thousand Two Hundred and Sixty-Two Only) fully paid-up equity shares of face value of Re. 1/- (Rupees One) each to the equity shareholders of the HUL as on the Record Date i.e. 5th December 2025, pursuant to the Scheme; and



- ii) Further, the Board of KWIL has also approved the cancellation and reduction of the entire pre-Scheme paid-up share capital of KWIL comprising 5,00,00,000 (Five Crore) fully paid-up equity shares of Re. 1/- (Rupee One) each, which was entirely held by HUL.

Accordingly, KWIL has ceased to be a wholly owned subsidiary of the Company with effect from 12th December, 2025.

KWIL shall take necessary steps to obtain listing and trading permission in respect of the aforesaid equity shares, as allotted, from BSE Limited and National Stock of India Limited ("**Stock Exchanges**") in due course. Such equity shares will remain frozen till the time listing and trading permission is granted to KWIL by the Stock Exchanges.

- iii) Other material updates, as captured in KWIL's letter dated 13th December, 2025, enclosed as Annexure 1.

This disclosure is being made in respect of KWIL, pursuant to the requirement in the Observation Letters requiring HUL to disclose material information about KWIL to the Stock Exchanges on a continuous basis, read with the provisions of Regulation 30 and Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended till date), and the SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

We kindly request you to take the above information on record.

Thanking You.

Yours faithfully,

For Hindustan Unilever Limited

Radhika

Kartik Shah

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Radhika Kartik Shah
Date: 2025.12.13
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Radhika Shah

Company Secretary & Compliance Officer

Membership No: A19308

Encl.: As above



Annexure 1

Date: 13th December 2025

To,
Hindustan Unilever Limited,
Unilever House, B. D. Sawant Marg,
Chakala, Andheri (East), Mumbai - 400099.

Sub: Material update in connection with the Scheme of Arrangement amongst Hindustan Unilever Limited ("HUL") and Kwality Wall's (India) Limited ("the Company/ KWIL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

Dear Sir/ Madam,

This is to inform you that the Board of Directors of the Company, at its meeting held on 12th December 2025, *inter-alia*, considered and approved the following matters:

- 1) Allotment of 2,34,95,91,262 (Two Hundred Thirty-Four Crore Ninety-Five Lakhs Ninety-One Thousand Two Hundred and Sixty-Two Only) fully paid-up equity shares of face value of Re. 1/- (Rupees One) each to the equity shareholders of the HUL as on the Record Date i.e. 5th December 2025.

This is in terms of the Share Entitlement Ratio of 1:1 as specified in Clause 9.1 of the Scheme of Arrangement between HUL, KWIL and their respective shareholders, (i.e., 1 (one) fully paid-up equity share(s) of KWIL having a face value Re. 1/- (Rupees One) for every 1 (one) fully paid-up equity share of face value Re. 1/- (Rupees One) fully paid-up held in HUL); and

- 2) Cancellation and reduction of the entire pre-Scheme paid-up share capital of KWIL comprising 5,00,00,000 (Five Crore) fully paid-up equity shares of Re. 1/- (Rupees One) each, which was entirely held by HUL.

Accordingly, the KWIL has ceased to be a wholly owned subsidiary of HUL.

The Company shall take necessary steps to obtain listing and trading permission in respect of the aforesaid equity shares, as allotted, from BSE Limited and National Stock

Kwality Wall's (India) Limited

Registered Office: 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Off Western Express Highway, Goregaon East, Mumbai 400 063, Maharashtra, India

CIN - U10505MH2025PLC437886 | Website – www.kwalitywallsindia.com | Email ID: kwalitywalls.india@unilever.com



of India Limited ("**Stock Exchanges**") in due course. Such equity shares will remain frozen till the time listing and trading permission is granted to the Company by the Stock Exchanges.

- 3) Authorized Prashant Premrajka, Additional (Executive) Director and Chief Financial Officer of the Company and Mr. Chitrang Goel, Additional (Executive) Director Designated as Deputy Managing Director for determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, in accordance with the Materiality Policy approved by the Board.

Contact details: cs.kwil@unilever.com

- 4) Constitution and composition of Audit Committee, Nomination and Remuneration Committee, Risk Management and Stakeholders' Relationship Committees, of the Directors of the Company is enclosed in **Annexure A**.
- 5) Adoption of new set of Articles of Association to align with the requirements applicable to a listed company. The brief details of new set of Articles of Association are mentioned in **Annexure B**.
- 6) Designation of the following individuals as Senior Managerial Personnel (SMP) of the Company:
 - Mr. Harshal Marathe, General Counsel
 - Mr. Shivraj Betkikar, IT Head
 - Ms. Sanghamitra Das, Manufacturing Head
 - Mr. Monosij Bandyopadhyay, Marketing Head
 - Ms. Sonali Rajpurohit, HR Head

Brief details of the SMPs in terms of Regulation 30 of SEBI Listing Regulations is enclosed in **Annexure C**.

- 7) Appointment of Mr. Prashant Premrajka, Additional (Executive) Director and Chief Financial Officer as the "Nodal Officer" of the Company to deal with matters relating to Investor Education and Protection Fund. The contact details of the Nodal Officer are provided in Sr. No. 3 above, and the same will be uploaded on the Company's website in due course.

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Please take on record the above information.

Thanking You.

Yours faithfully,

For Kwality Wall's (India) Limited

Prashant
Premrajka

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by Prashant
Premrajka
Date: 2025.12.13
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Prashant Premrajka
Additional (Executive) Director & Chief Financial Office
DIN: 11065666

Encl: As above

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Constitution of Board Committees.

The Board of the Company has approved constitution of following statutory committees of the Board of Directors effective from 12th December 2025:

a. Audit Committee

SR	Name of Director	Designation in Committee	Category (Independent/non independent)
1	Mr. Madhavan Hariharan	Chairperson	Additional Director (Non-Executive, Independent Director)
2	Mr. JV Raman	Member	Additional Director (Non-Executive, Independent Director)
3	Ms. Shukla Wassan	Member	Additional Director (Non-Executive, Independent Director)

b. Nomination and Remuneration Committee

SR	Name of Director	Designation in Committee	Category (independent/non independent)
1	Mr. Ravindra Pisharody	Chairperson	Additional Director (Non-Executive, Independent Director)
2	Mr. Madhavan Hariharan	Member	Additional Director (Non-Executive, Independent Director)
3	Mr. JV Raman	Member	Additional Director (Non-Executive, Independent Director)

c. Stakeholder Relationship Committee

SR	Name of Director	Designation in Committee	Category (independent/non independent)
1	Ms. Shukla Wassan	Chairperson	Additional Director (Non-Executive, Independent Director)
2	Mr. Ravindra Pisharody	Member	Additional Director (Non-Executive, Independent Director)
3	Mr. Chitrang Goel	Member	Additional Director designated as Deputy Managing Director

d. Risk Management Committee

SR	Name	Designation in Committee	Category (independent/non independent)
1	Mr. JV Raman	Chairperson	Additional Director (Non-Executive, Independent Director)
2	Mr. Madhavan Hariharan	Member	Additional Director (Non-Executive, Independent Director)
3	Mr. Chitrang Goel	Member	Additional Director designated as Deputy Managing Director

Annexure B

Adoption of Articles of Association (AOA) of the Company

Particular	Brief Details
Changes in Articles of association	<p>The Company, pursuant to the Scheme of Arrangement for demerger of the Ice Cream Business Undertaking between HUL and the Company and their respective shareholders, which was approved by Hon'ble National Company Law Tribunal, Mumbai Bench, vide its Order dated 30th October 2025 read with rectification order dated 6th November 2025, is in the process of listing its equity shares on the Stock Exchange.</p> <p>In view of the proposed listing and to ensure compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, and other applicable laws, and pursuant to Clause 13 of the Scheme of Arrangement for Demerger and other approvals required, if any, the Board of Directors of the Company, at its meeting held on 12th December 2025, approved the adoption of a new set of Articles of Association in substitution of the existing Articles.</p> <p>The revised Articles, <i>inter alia</i>, align with the Companies Act, 2013 and SEBI regulations, incorporate provisions on dematerialisation, dividend, Board composition shall be in accordance with the requirements of SEBI Listing Regulations, and postal ballot, and provide that SEBI laws to prevail over provisions of Articles, thereby ensuring alignment of the Company's constitutional document with regulatory norms applicable to listed entities.</p>

Annexure C

Senior Managerial Personnel(s):

A) Mr. Harshal Marathe, General Counsel:

Sr. no	Particulars	Description
1	Reason for change viz. appointment	Mr. Harshal Marathe, General Counsel, has been designated as Senior Managerial Personnel of the Company with effect from 12th December 2025
2	Date of appointment & term of appointment	
3	Brief Profile	Mr. Harshal Marathe serves as the Legal Counsel of the Company. He holds a degree in law and has an overall experience of 20 years, including 17 years in the consumer goods industry. He possesses extensive expertise in litigation, contract drafting, and regulatory compliance.
4	Disclosure of relationships between directors	Not Applicable

B) Mr. Shivraj Betkikar, IT Head:

Sr. no	Particulars	Description
1	Reason for change viz. appointment	Mr. Shivraj Betkikar IT head, has been designated as Senior Managerial Personnel of the Company with effect from 12th December 2025
2	Date of appointment & term of appointment	
3	Brief Profile	Mr. Shivraj Betkikar is the IT head of the Company. He holds a Post Graduation Degree in Supply Chain Management (SCDL) and a Diploma in Computer Engineering from Goa University. With 24 years of experience at Unilever, he has undertaken various roles in both IT and business.
4	Disclosure of relationships between directors	Not Applicable

Kwality Wall's (India) Limited

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C) Ms. Sanghamitra Das, Manufacturing Head:

Sr. no	Particulars	Description
1	Reason for change viz. appointment	Ms. Sanghamitra Das Manufacturing Head, has been designated as Senior Managerial Personnel of the Company with effect from 12th December 2025
2	Date of appointment & term of appointment	
3	Brief Profile	Ms. Sanghamitra Das is the Manufacturing Head of the Company. She holds a Bachelor of Technology (B.Tech) degree in Chemical Engineering from the National Institute of Technology, Durgapur. She has over 13 years of extensive experience in manufacturing, quality, and safety management within the fast-moving consumer goods (FMCG) industry.
4	Disclosure of relationships between directors	Not Applicable

D) Mr. Monosij Bandyopadhyay Marketing Head:

Sr. n	Particulars	Description
1	Reason for change viz. appointment	Mr. Monosij Bandyopadhyay Marketing Head, has been designated as Senior Managerial Personnel of the Company with effect from 12th December 2025
2	Date of appointment & term of appointment	
3	Brief Profile	Mr. Monosij Bandyopadhyay is the Marketing Head of the Company. He holds a master's degree in business management from IIM Ahmedabad, and a bachelor's degree in engineering from IEST, Shibpur. He has over 16 years of work experience, primarily in food, home and personal care categories
4	Disclosure of relationships between directors	Not Applicable

E) Ms. Sonali Rajpurohit, HR Head

Sr. n	Particulars	Description
1	Reason for change viz. appointment	

2	Date of appointment & term of appointment	Ms. Sonali Rajpurohit HR Head, has been designated as Senior Managerial Personnel of the Company with effect from 12th December 2025
3	Brief Profile	Ms. Sonali Rajpurohit is the HR Lead of the Company effective. She holds a master's degree in human resource management from XLRI, Jamshedpur and a bachelor's degree in computer science engineering from Dehradun Institute of Technology. She has over 9 years of experience as an HR professional across FMCG, manufacturing and e-commerce industries.
4	Disclosure of relationships between directors	Not Applicable