



Unilever

UNILEVER NEPAL LIMITED

**TWENTY-SEVENTH ANNUAL GENERAL MEETING
(17th July 2019 – 15th July 2020)**

Dear Shareholder,

Please find the enclosed Annual Report (for which the respective link was published thrice on 8th, 9th and 10th of November, 2020), Proxy form and Explanatory Note to Special Agendas to be discussed and be passed in upcoming 27th AGM of UNL for your reference. Additionally, For your convenience in attending the meeting and voting (to resolution), please find below the guidelines:

GUIDELINES FOR ATTENDING AND VOTING IN THE 27th AGM OF UNL (VIRTUAL)

1. Due to the current outbreak of the COVID-19 and in further compliance with the current restrictions on public gatherings enforced by a notice dated 2077-05-31 issued by the Government of Nepal, the 27th (Twenty Seventh) Annual General Meeting (AGM) of Unilever Nepal Limited (UNL) will be held on Tuesday, 01st December 2020 (16th of Mangsir 2077) at 3:45 p.m. (NST) through Video Conference (Live Webcast) medium. The manner of attending the meeting shall be strictly virtual (i.e. by online participation).
2. The Notice calling for the AGM has been duly published on 08th November, 09th November and 10th November, 2020 (23, 24, 25 Kartik, 2077) respectively in the national dailies, Kantipur Daily and Arthik Abhyan. The said notice and the Annual Report for the financial year ended 15th July 2020 can also be accessed from the website of the Nepal Stock Exchange Limited (NEPSE) website, www.nepalstock.com.
3. The Members can join the Video Conference (Live Webcast) 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through Video Conference (Live Webcast) will be made available for 1000 members on first come first served basis. This will not include Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members attending the AGM through Video Conferencing (Live Webcast) shall be counted for the purpose of reckoning the quorum under Section 73 of the Companies Act, 2063.
5. In harmonization with the relevant provisions of the Companies Act and its Articles of Association, the Company, is pleased to provide the facility to Members to exercise their right to vote (incl. proxy) on the resolutions proposed to be passed at AGM by electronic means (e-voting) in the duration of the meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means and provide the platform for Video Conference (Live Webcast). The results for the voting shall be collated and verified by a Scrutinizer and communicated to the concerned authorities.

6. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 12th November , 2020 (27 Kartik, 2077), i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote (incl. through proxy) on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date but became a Member until 22nd November, 2020 (7th Mangsir 2077) can only attend the AGM through the online login credentials being circulated to them on the email id that they have registered with the Company.
7. AGM is being convened through Video Conferencing (Live Webcast) in consultation and under necessary guidance of the relevant authorities in Nepal.

This document provides simple guidance on the steps to be followed by the shareholder to attend the virtual meeting and exercise their right to vote (incl. proxy) vide e-voting mechanism.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING (LIVE WEBCAST) ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through Video Conferencing (Live Webcast) through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the e-voting credentials. The link for Video Conferencing (Live Webcast) will be available in shareholder/members login where the EVEN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Members are encouraged to express their views / send their queries in advance mentioning their name DEMAT account number / BOID number/ Folio number, email id, mobile number only at UNL.shareholderconnect@unilever.com . Questions / queries received by the Company till 5.00 p.m. on Sunday, 22nd November 2020 (7th Mangsir 2077) shall only be considered and responded during the AGM. During this time Members may also record their questions by texting or calling at [+977 9801053674](tel:+9779801053674). The Company reserves the right to restrict the number of questions to be responded and consolidate similar questions to respond, depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING IN THE DURATION OF THE MEETING ARE AS UNDER: -

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

4. Your User ID and Password details are given below:

Manner of holding shares i.e. Demat or Physical	Your User ID is:
Both	####

Initial Passwords	####
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5. Your password details are given below:
 - a) If you are using NSDL e-Voting system for the first time, please refer the 'initial password' as above. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - b) d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - c) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account) option available on www.evoting.nsdl.com.
 - d) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password you can send a request at UNL.shareholderconnect@unilever.com mentioning your demat account number/BO IDr/folio number, your PAN and self- attested copy of any document (eg: Citizenship Card, Driving License, Election Identity Card, Passport), your name and your registered address.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines of Nomination of Proxy

1. Any shareholder unable to attend the General Meeting may appoint any person as proxy to attend and cast vote in the general meeting.
2. If a share is held jointly, only one joint shareholder appointed by the joint shareholders from amongst themselves may exercise the right to vote being present either in person or by proxy.
3. The instrument appointing a proxy (Annexure) has to be duly filled and mailed to UNL.shareholderconnect@unilever.com, the email of the Company not less than 144 hours before the time specified for holding the meeting.

4. Upon receipt of the complete authorisation, the Company shall share the USERID and PASSWORD to the nominated proxy who shall follow the above steps to attend and vote during the meeting.
5. Subject to the above requirement, if any shareholder appoints more than one person as his proxy, the appointment of that proxy who has been appointed on the latest date shall be valid, and the appointment made on earlier date shall, ipso facto, be invalid.

General Guidelines for shareholders

1. 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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Sanjeev.dhakal@pkf.com.np with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to contact the Company by sending a mail at UNL.shareholderconnect@unilever.com or contact [+977 9801053674](tel:+9779801053674).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Members who have not registered / updated their email addresses with the Company are requested to update their email addresses by writing to the Company at UNL.shareholderconnect@unilever.com along with the copy of the signed request letter mentioning the name and address of the Shareholder, self-attested copy of the PAN card, and self- attested copy of any document (e.g.: Citizenship Card, Driving License, Election Identity Card, Passport) in support of the address of the Shareholder on or before 5:00 PM of 22nd November 2020. In case of any queries / difficulties in registering the e-mail address, Members may write to UNL.shareholderconnect@unilever.com

Thanks and Regards
Elina Acharya
Company Secretary
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