

## Hindlever Managers Stock Grant Scheme 2001 (MCIP Scheme)

Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999

1.	Name of the Issuer	Hindustan Unilever Limited( Formerly Hindustan Lever Limited)
2.	Name of the Scheme:	Hindlever Managers Stock Grant Scheme 2001 (MCIP Scheme)
3.	Date of Implementation	1 <sup>st</sup> June 2001
4.	Mode of Implementation (Trust/Direct):	Trust
5.	5. Brief particulars about the Scheme (modus operandi): Details of Trust, Trustees, and their relationship with Promoters or Directors of the company	<p>Hindlever Managers Stock Grant Scheme 2001</p> <p>Following are the Trustees of the Trust as on date :</p> <p>Mr. Ajay Lalvani  Mr. Dev Bajpai  Mr. Ritesh Tiwari  Ms. Leena Nair  Mr. Dinesh Thapar</p> <p>The trustees are employees of the Company (Settlor) who were appointed as trustees to hold and administer the trust.</p> <p>None of these employees hold any relationship with the promoters or directors of the Company other than the employer and employee relationship.</p> <p><b><u>Scheme Details:</u></b> Under the MCIP scheme, a Manager of the Company can opt to invest a portion of his/her gross Annual Bonus ranging from 10-60% to buy 'HUL shares'.</p> <p>The Company will provide a share-for-share match on this investment, in the form of conditional shares called "MCIP Match Shares".</p>

		<p>MCIP Match Shares will vest in the range from 0-200% at the end of 3 years. This vesting will be based on the three-year performance conditions of Unilever.</p> <p>The Manager will be eligible for the vesting of MCIP Match Shares only if he/she has not sold, transferred or dealt in HUL Shares during the vesting period and remained employed with Unilever at the end of the vesting period.</p> <p>During the three-year vesting period, actual dividends will be paid on HUL Shares. The dividend equivalents, earned on MCIP Match Shares will be reinvested as additional MCIP match shares.</p> <p>The MCIP Match Shares will be converted into HUL shares bought by the Company at market price prevailing at the time of vesting. The applicable perquisite tax will be recovered from the Manager.</p>
6.	Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements:	<p>Promoter were not beneficiaries under this scheme.</p> <p>Employee Director(s) who opted for participation in scheme were beneficiaries by virtue of their participation as employee of the Company.</p>
7.	No. of shares held by Trust/any other agency managing the scheme as on the date of the circular	Currently the shares that is in the trust account is 20 nos.
8.	How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013 :	Currently the trust holds shares which are subject to reconciliation. The Company is in the process of reconciling the entitlements and the resultant excess / shortfall will be dealt accordingly.

9.	<p>Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:</p> <p>Name of the employee</p> <p>Whether falling Under Promoter/promoter group/directors</p> <p>No. of entitled shares % of such entitlement over the paid-up share capital</p> <p>No. of shares transferred/allotted to them/benefits of which is passed on to them out of (3)</p>	None
10.	<p>Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format:</p> <p>Sl Date/time Type of Transaction (Purchase/Sale)</p> <p>No. of Securities</p> <p>Price at which Purchased/sold</p>	No purchases and sales was made since April 1 <sup>st</sup> 2012.