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**IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 346 of 2016**

In the matter of the Companies Act, 1956 or any re-enactment thereof;

And

In the matter of Application under Section 391 and other relevant provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable, and any amendments thereto or re-enactments thereof;

And

In the matter of Hindustan Unilever Limited [CIN: L15140MH1933PLC002030], a company, incorporated under the Indian Companies Act of 1913, having its registered office at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099, Maharashtra;

And

In the matter of Scheme of Arrangement amongst Hindustan Unilever Limited and its members.

Hindustan Unilever Limited  
[CIN: L15140MH1933PLC002030], a  
company incorporated under the  
Indian Companies Act of 1913, having  
its registered office at Unilever House,  
B. D. Sawant Marg, Chakala, Andheri  
(East), Mumbai 400 099, Maharashtra

...Applicant Company

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY**

Notice is hereby given that by an order made on Friday, the 29<sup>th</sup> day of April, 2016, the Hon'ble High Court of Judicature at Bombay has directed a meeting of the equity shareholders of the Applicant Company to be convened and held at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400099, on Thursday, the 30<sup>th</sup> day of June, 2016 at 2.00 p.m. (1400 hours), for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Hindustan Unilever Limited and its members (the "Scheme" or the "Scheme of Arrangement") to reclassify and transfer the amounts lying to the credit of the General Reserves to the 'Profit and Loss Account' of the Applicant Company.

In pursuance of the said order and as directed therein, further notice is hereby given that the aforesaid meeting of the equity shareholders of the Applicant Company will be held at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400099, on Thursday, the 30<sup>th</sup> day of June, 2016 at 2.00 p.m. (1400 hours), at which place, date and time, the said equity shareholders of the Applicant Company are requested to attend.

Copies of the Scheme and Explanatory Statement under Section 393 of the Companies Act, 1956 read with Section 102 of Companies Act, 2013 can be obtained free of charge at the Registered Office of the Applicant Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099 or at the office of its Advocates, Cyril Amarchand Mangaldas, at 5th Floor, Peninsula Chambers, Peninsula Corporate Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013.

Persons entitled to attend and vote at the meeting may vote in person or by proxy, provided that all instruments of proxy in the prescribed form, duly signed by the person entitled to vote and attend at the aforesaid meeting or by his/her authorised representative are deposited at the Registered Office of the Applicant Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai 400 099, not later than 48 hours before the scheduled time of the commencement of the aforesaid meeting. Form of proxy can be obtained free of charge at the Registered Office of the Applicant Company.

The Hon'ble High Court of Judicature at Bombay, vide its order, has appointed Mr. Harish Manwani, Non-Executive Chairman of the Applicant Company and in his absence Mr. Sanjiv Mehta, Managing Director and Chief Executive Officer of the Applicant Company and in his absence, Mr. P. B. Balaji, Executive Director (Finance & IT) and Chief Financial Officer of the Applicant Company, to be the Chairman of the said meeting.

In compliance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company is pleased to provide to its equity shareholders, the facility of E-voting (including remote e-voting and e-voting through tablet / computer at the venue of the meeting). Shareholders attending the meeting who have not cast their vote by remote e-voting shall be eligible to vote at the venue of the meeting.

The Applicant Company has appointed Mr. S. N. Ananthasubramanian, Practicing Company Secretary and Mr. P. D. Vora, Shareholder of the Company as the Scrutinizers for the meeting to conduct E-voting process in a fair and transparent manner.

The Applicant Company has engaged the services of M/s. Karvy Computershare Private Limited (Karvy) for facilitating the E-voting process for the said meeting to be held on 30th June, 2016. The remote e-voting period will commence at 9.00 a.m. on Sunday, 26th June, 2016 and will end at 5.00 p.m. on Wednesday, 29th June, 2016. During this period, equity shareholders of the Applicant Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. Thursday, 23rd June, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting on Wednesday, 29th June, 2016 at 5:00 p.m. and remote e-voting shall not be allowed beyond the said date and time.

The casting of votes by remote e-voting does not disentitle equity shareholders from attending and participating in the Court Convened Meeting, however, the equity shareholders who have not cast their vote by remote e-voting shall be eligible to vote at the venue of the meeting.

Any person, who acquires the shares of the Applicant Company and becomes an equity shareholder of the Applicant Company after the dispatch of the Notice, may cast their vote by following the instructions for 'Voting through Electronic Means' included in the Notice available at [www.hul.co.in](http://www.hul.co.in). An equity shareholder whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.

The Notice including the e-voting instructions is available on the Applicant Company's website at [www.hul.co.in](http://www.hul.co.in) and on the website of Karvy at <https://evoting.karvy.com>. Copy of the notice is also available at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

In case of any queries or issues regarding e-voting, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting manual' available in the downloads section of the e-voting website of Karvy <http://evoting.karvy.com> or contact Mr. V. Rajendra Prasad at telephone no. 040-67161510 or at toll free no. 1-800-3454-001 or e-mail id [evoting@karvy.com](mailto:evoting@karvy.com).

The Scheme, if approved in the aforesaid meeting, shall be subject to the subsequent approval of the Hon'ble Court.

Dated at Mumbai on this 1st day of June, 2016

**Registered Office:**

**Hindustan Unilever Limited**

**CIN:L15140MH1933PLC002030**

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

**Mr. Harish Manwani**

**Chairman appointed for the meeting**