

NOTICE

of the Annual General Meeting

Notice is hereby given that the 80th Annual General Meeting of Hindustan Unilever Limited will be held on Friday, 26th July, 2013 at 3.30 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 Profit and Loss Account for the financial year ended 31st March, 2013, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim & Special Dividend and to declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2013.
3. To elect and appoint Directors in place of the Directors retiring by rotation.
4. To appoint M/s. Lovelock & Lewes, Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration for the financial year ending 31st March, 2014.

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 Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Dr. Sanjiv Misra, who was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.”

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

“RESOLVED THAT in supersession of the resolution passed by the Members at the Annual General Meeting held on 27th July, 2010 and pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956 and Article 114 of the Articles of Association, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director(s) and Wholtime Directors of the Company), for a period of five years commencing 1st April 2013, such sum by way of

commission as the Board and / or a Committee thereof may, from time to time determine, not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 1956 from time to time and computed in the manner provided in Section 198(1) of the Companies Act, 1956 or Rs. 150 lakhs in aggregate whichever is lower.”

Notes:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Businesses to be transacted at the Annual General Meeting 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. 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, 12th July, 2013 to Friday, 26th July, 2013 (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, 2013, as recommended by the Board, if approved at the meeting, will be paid on or after Tuesday, 30th July, 2013 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. Nitin Paranjpe, who has been re-appointed as the Managing Director for a term of 5 years effective 4th April, 2013), retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. As per the Company policy, the Independent Directors retire at the Annual General Meeting held after attaining the age of seventy years, by not offering themselves for re-appointment at such Annual General Meeting. Dr. R. A. Mashelkar, Non-Executive Independent Director of the Company has attained the age of seventy years on 1st January, 2013 and therefore, will not be offering himself for re-appointment at the ensuing Annual General Meeting. The relevant details of Directors seeking re-appointment under item no. 3 of the Notice are provided at page nos. 24-27 of this Annual Report.

6. The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 and the Certificate from 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 Annual General Meeting.
7. In accordance with the requirements of Listing Agreement, the designated e-mail address of Investor Service Department and Compliance Officer of the Company is levercare.shareholder@unilever.com. Members are requested to note the change in the designated e-mail address.
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the 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 of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate immediately to M/s. Karvy Computershare Private Limited / Investor Service Department of the Company.
10. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their e-mail address with the Company can now register the same by submitting duly filled in 'E-Communication Registration Form' available on the website of the Company 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 Participants only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.
11. 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. This feedback will help the Company improve Shareholder Service Standards.
12. Members are requested to note that dividends not encashed / claimed within seven years from the date of declaration will, as per Section 205A of the Companies Act, 1956, 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.

The status of dividends remaining unclaimed / unpaid with the respective due dates of transfer to IEPF is provided at page no. 60 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.
13. The Securities and Exchange Board of India (SEBI) 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 are maintaining their 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.
14. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
15. 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

By Order of the Board



Dev Bajpai
Executive Director, Legal &
Corporate Affairs and
Company Secretary

Mumbai : 29th April, 2013

EXPLANATORY STATEMENT

Item No. 5

The Board of Directors of the Company had appointed Dr. Sanjiv Misra as an Additional Director of the Company with effect from 8th April, 2013. As per the provisions of Section 260 of the Companies Act, 1956, Dr. Sanjiv Misra will hold office upto the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received notices under Section 257 of the Companies Act, 1956 from certain Members along with the requisite amount, proposing the appointment of Dr. Sanjiv Misra as Director of the Company liable to retire by rotation.

A brief profile of Dr. Sanjiv Misra, including nature of his expertise, is provided at page no. 27 of this Annual Report.

A copy of the relevant resolution of the Board with respect to appointment of Dr. Sanjiv Misra is available for inspection by Members at the Registered Office of the Company during business hours on any working day till the date of the forthcoming Annual General Meeting.

None of the Directors, other than Dr. Sanjiv Misra, is concerned or interested in this Resolution. The Board commends the Ordinary Resolution set out at item no. 5 for approval of the Members.

Item No. 6

The Members of the Company, at the Annual General Meeting held on 27th July, 2010, had approved the payment of remuneration by way of commission on profits to Non-Executive Directors of the Company upto a maximum of Rs. 90 lakhs in aggregate, to be allocated in such manner as the Board may determine, from time to time, with effect from 1st January, 2011 for a period of five years.

In accordance with the approval of the Board, all the Non-Executive Independent Directors are currently paid a remuneration of Rs. 10 lakhs per annum by way of commission on profits, apart from sitting fees for attending the meetings of the Board or Committees thereof. Mr. Harish Manwani, who is a Non-Executive Chairman of the Company, does not receive any commission or sitting fees from the Company.

With the changes in the Corporate Governance norms, the role of the Non-Executive Independent Directors and the level of their engagement has undergone significant qualitative changes over a period of time. Further, in order to be consistent with the globally accepted governance practices, it is proposed to adopt a 'Differential Remuneration Policy' for Non-Executive Directors. As per the proposed Differential Remuneration Policy, the Non-Executive Directors will be paid remuneration linked to

their attendance at the meetings of the Board or Committees thereof and depending upon their position in various Committees of the Board, whether that of the Chairman or member of the Committees.

In order to adopt the new policy and for the remuneration to be commensurate with enhanced role and engagement of the Non-Executive Directors of the Company, it is proposed to revise the maximum limit of remuneration payable to Non-Executive Directors from the existing Rs. 90 lakhs to Rs. 150 lakhs. The revised limits shall be made effective 1st April, 2013 for a period of five years. The remuneration payable to each Non-Executive Director shall be determined by the Board or Committee thereof within the overall limits.

The aforesaid maximum limit is enabling in nature to accommodate the increase on account of implementation of Differential Remuneration Policy and to take care of future revisions, bearing in mind that the approval of Members is valid for a period of five years commencing 1st April, 2013 upto 31st March, 2018.

The approval of Members under Section 309(4) of the Companies Act, 1956 is required for payment of commission, if any, to the Non-Executive Directors. The Board, therefore, commends the Special Resolution set out at item no. 6 of the accompanying Notice for the approval of Members.

All Non-Executive Independent Directors of the Company may be deemed to be concerned or interested in this resolution.

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Mumbai : 29th April, 2013

By Order of the Board



Dev Bajpai
Executive Director, Legal &
Corporate Affairs and
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