

Notice

Of the Annual General Meeting

Notice is hereby given that the 77th Annual General Meeting of Hindustan Unilever Limited will be held on Tuesday, 27th July, 2010 at 3.00 P.M. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai- 400 020, 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, 2010, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2010.
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, 2011.

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, Mr. Pradeep Banerjee, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director 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 an Ordinary Resolution:

"Resolved that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Act, as amended, the approval of Members of the Company be and is hereby accorded to the appointment of Mr. Pradeep Banerjee as the Wholetime Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.

Resolved further that the remuneration of Mr. Pradeep Banerjee in his capacity as a Wholetime Director be fixed by the Board or a duly constituted Committee thereof and thereafter be revised from time to time, within the limits as approved by the Members by way of a Special Resolution adopted at their meeting held on 4th April, 2008."

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

"Resolved that 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 of the Company, the Company be and is hereby authorised to pay to its Directors (other than the Managing Director and Wholetime Directors of the Company), for a period of five years commencing from 1st January, 2011, such sum by way of commission as the Board 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 by 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. 90 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 meeting is annexed hereto.
2. In accordance with the Articles of Association of the Company, all Directors (except Mr. Nitin Paranjpe, who has been elected as the Managing Director for a term of 5 years effective from 4th April, 2008), retire every year and, if eligible, offer themselves for re-appointment at the Annual General Meeting. The relevant details of Directors seeking appointment/ re-appointment as Directors under item nos. 3 and 5 above, are provided at page nos. 13 to 15 of this Report.
The details of Directorships and Committee Memberships of members of the Board of Directors is provided at page nos. 20 and 21 of this Report.
3. 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 herewith. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 10th July, 2010 to Monday, 26th July, 2010 (both days inclusive).

Notice

Of the Annual General Meeting (Contd.)

5. The final dividend for the financial year ended 31st March, 2010 as recommended by the Board, if approved at the meeting, will be paid on or after Friday, 30th July, 2010 to those Members whose names appear in the Company's Register of Members as on the book closure dates.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
7. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, 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 lie against IEPF or the Company.

The status of the dividends remaining unclaimed/unpaid with the respective due dates of transfer is provided at page no. 54 to this Report. Members are requested to contact M/s. Karvy Computershare Private Limited/Investors Service Department of the Company for encashing the unclaimed dividend standing to the credit of their account.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company/ Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited.
10. For convenience of Members and for proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip, which is enclosed with the 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.

11. Shareholders desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

Registered Office :

165/166, Backbay Reclamation,
Mumbai - 400 020.

25th May, 2010

By Order of the Board



Sridhar Ramamurthy
CFO & Company Secretary

EXPLANATORY STATEMENT Item No. 5 and 6

The Board of Directors of the Company had appointed Mr. Pradeep Banerjee as Additional Director of the Company with effect from 1st March, 2010. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Pradeep Banerjee will hold office only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Board had also appointed Mr. Pradeep Banerjee as Executive Director, Supply Chain with effect from 1st March, 2010, which is subject to the approval of the Members.

The Company has received Notices under Section 257 of the Companies Act, 1956 from certain members of the Company along with the requisite amount, proposing appointment of Mr. Pradeep Banerjee as Director of the Company, liable to retire by rotation.

A brief resume of the Mr. Pradeep Banerjee and nature of his expertise in specific functional areas is provided at page no. 15 of this Report.

In so far as the remuneration of Mr. Pradeep Banerjee as a Wholetime Director of the Company is concerned, the shareholders have by a Special Resolution at the Annual General Meeting held on 4th April, 2008 approved the maximum limits within which the authority has been delegated to the Board to fix the remuneration of the Wholetime and Managing Directors of the Company.

None of the Directors, except Mr. Pradeep Banerjee, are concerned or interested in the appointment and remuneration payable to him as a Wholetime Director of the Company. The terms of appointment of Mr. Pradeep Banerjee, as stated in this notice, may be treated as the abstract of terms and conditions of appointment and memorandum of interest under Section 302 of the Companies Act, 1956.

The copy of relevant resolution of the Board with respect to his appointment 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.

Notice

Of the Annual General Meeting (Contd.)

The Board accordingly recommends the Ordinary Resolutions set out at item nos. 5 and 6 of the accompanying Notice for the approval of the Members.

Item No. 7

The Members of the Company at the Annual General Meeting of the Company held on 24th June, 2005 had approved the payment of remuneration by way of commission on profits to Non-Executive Directors of the Company upto a maximum of Rs. 60 lakhs in aggregate, to be allocated in such manner as the Board may determine, effective from 1st January, 2006 for a period of five years. The validity of this resolution is due to expire on 31st December, 2010.

The Company at present has four Non-Executive Independent Directors on its Board, namely Mr. D. S. Parekh, Mr. A. Narayan, Mr. S. Ramadorai and Dr. R. A. Mashelkar. Each of these Directors is currently being paid a remuneration of Rs. 5 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.

The role and level of involvement of Non-Executive Independent Directors has undergone significant

qualitative changes, over a period of time, with the changes in the Corporate Governance norms. Your Board is of the view that there is a need to revise their remuneration on the expiry of the current shareholders resolution on 31st December, 2010 so that it is commensurate with their enhanced role and involvement in the corporate governance of the Company.

This is an enabling resolution and while there are no immediate plans to enhance the remuneration of the existing Non-Executive Independent Directors, an enhanced limit is proposed to take care of the future revisions, bearing in mind that the resolution is valid for a period of five years commencing 1st January, 2011 upto 31st December, 2015.

The approval of the 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, recommends the Special Resolution set out at item no. 7 of the accompanying Notice for the approval of the Members.

Mr. D. S. Parekh, Mr. A. Narayan, Mr. S. Ramadorai and Dr. R. A. Mashelkar, Non-Executive Independent Directors of the Company, may be deemed to be concerned or interested in this Resolution.

DIRECTORS' INTEREST

The Directors of the Company may be deemed to be concerned or interested in the Special Businesses as set out in the Notice to the extent of shares held by them in the Company as per the table below :

Name of the Director	No. of Shares	% Holding
Harish Manwani	22,130	0.001
Nitin Paranjpe	41,731	0.002
Sridhar Ramamurthy	1,146	0.00
D. S. Parekh	38,250	0.002
A. Narayan	Nil	N. A.
S. Ramadorai	35	0.00
R. A. Mashelkar	Nil	N. A.
Gopal Vittal	9,405	0.00
Pradeep Banerjee	10,787	0.00

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25th May, 2010

By Order of the Board



Sridhar Ramamurthy
CFO & Company Secretary