



Notice

of the Annual General Meeting

Notice is hereby given that the 78th Annual General Meeting of Hindustan Unilever Limited will be held on Thursday, 28th July, 2011 at 3.30 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, 2011, 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, 2011.
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, 2012.
4. 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 re-appointment under item no. 3 above, are provided at page no. 23 to 27 of this Report.
5. Members holding shares in demat/electronic form are hereby informed that bank particulars registered with 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 demat/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.

Notes:

1. 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 the limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 12th July, 2011 to Wednesday, 27th July, 2011 (both days inclusive). The book closure date has been fixed in consultation with the Stock Exchanges.
3. The final dividend for the financial year ended 31st March, 2011 as recommended by the Board, if approved at the meeting, will be paid on or after Monday, 1st August, 2011 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 requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change of address immediately to M/s. Karvy Computershare Private Limited/ Investors Service Department of the Company.
7. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. **Shareholders 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' attached at the end of this report (also available on our website www.hul.co.in), with M/s. Karvy Computershare Private Limited / Investors Service Department of the Company.** The Members holding shares in electronic form are requested to register their e-mail addresses with their Depository Participants only.



Even after registering for E-Communication the Shareholders of the Company are entitled to receive such communication in physical form, upon request.

8. Members are requested to share their valuable feedback by filling 'Shareholders' Satisfaction Survey' given at the end of this report and send it back in the Postage Prepaid Envelope enclosed to this Annual Report. This will help to improve Shareholders' Service Standards of the Company.

9. Members are requested to note that dividends not encashed/ claimed within seven years from the date of declaration of dividend 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 the dividends remaining unclaimed/ unpaid with the respective due dates of transfer to IEPF is provided at page no. 58 of 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.

10. 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 M/s. Karvy Computershare Private Limited/Investors Service Department.

11. 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.

12. 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.

By Order of the Board

Dev Bajpai
Executive Director - Legal
and Company Secretary

9th May, 2011