



Hindustan Unilever Limited

Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

15th January, 2016

Stock Code BSE : 500696
NSE : HINDUNILVR
ISIN : INE030A01027

BSE Limited,
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub: Outcome of the Board Meeting held on January 15, 2016

We wish to inform you that the Board of Directors of the Company has at its meeting held today, considered and approved a Scheme of Arrangement under Sections 391-394 of the Companies Act, 1956, between the Company and its members ("**Scheme**") to reclassify and transfer the amounts lying to the credit of the General Reserve to the Profit & Loss Account of the Company. A Press Release in this regard is attached, the contents of which are self-explanatory.

The Scheme does not contemplate any separate benefits for the promoter/promoter group/group companies other than the eligibility as shareholders. Upon the Scheme becoming effective, there will be no change in the shareholding pattern of the Company pursuant to the Scheme.

You are requested to take this information on record.

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

Dev Bajpai
Executive Director, Legal & Corporate Affairs
And Company Secretary
Membership No. F3354

Cc: National Securities Depository Limited
Central Depository Services (India) Limited



Hindustan Unilever Limited

HUL BOARD APPROVES 'SCHEME OF ARRANGEMENT' FOR THE PROPOSED TRANSFER OF THE BALANCE IN THE GENERAL RESERVES TO THE PROFIT AND LOSS ACCOUNT

Mumbai, January 15th, 2016: The Board of Directors have at their meeting today, considered and approved, a Scheme of Arrangement ('Scheme') which envisages the transfer of the entire balance of Rs 2187.33 crores standing to the credit of the General Reserves to the Profit and Loss Account.

The Scheme, under relevant sections of the Companies Act 1956 and 2013, is subject to the approval of the shareholders, sanction of the Court and such other approvals as are prescribed. The approval by the Board is the first step to proceed with the requisite formalities. The Company will make necessary applications to the Hon'ble High Court of Mumbai for its directions to convene a meeting of Shareholders/Creditors to seek their consent, after obtaining the necessary clearances from the Stock Exchanges to the Scheme. Upon the Scheme becoming effective, the amount so transferred is proposed to be returned to the shareholders in accordance with the terms of the Scheme.

The Company has built up significant reserves over the years through the transfer of profits to the General Reserves pursuant to the provisions of the erstwhile Companies Act, 1956. Given HUL's strong financial position and track record of cash generation, the funds represented by such accumulated General Reserves is seen to be in excess of the Company's current and anticipated needs. In view of this and to uphold good corporate governance, HUL has proposed a Scheme between the Company and its shareholders to give effect to the proposed transfer and its subsequent payout. Accordingly, the Board has approved the Scheme. The Scheme, besides being shareholder friendly, will also drive the efficiency of the Company's Balance Sheet.

About Hindustan Unilever Limited

Hindustan Unilever Limited (HUL) is India's largest Fast Moving Consumer Goods Company with a heritage of over 80 years in India and touches the lives of nine out of ten Indian households. HUL works to create a better future every day and helps people feel good, look good and get more out of life with brands and services that are good for them and good for others.

