



Hindustan Unilever Limited

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

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

14th June, 2010

Bombay Stock Exchange 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

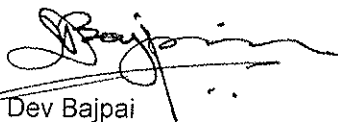
Dear Sir,

This is further to our letter dated 11th June, 2010. In Compliance with Regulation 5A of Securities Exchange Board of India (Buy-back of Securities) Regulation, 1998, we are enclosing the Certified True Copy of the resolution passed at the meeting of Board of Directors held on 11th June, 2010 for approving the Buy-back of Company's shares.

Request you to take the above information on your records.

Thanking you.

Yours faithfully,
For Hindustan Unilever Limited



Dev Bajpai
Executive Director – Legal &
Company Secretary

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



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

Certified Copy of Resolution passed at the meeting of the Board of Directors of Hindustan Unilever Limited held at Mumbai on 11th June, 2010

"Resolved that in accordance with Article 169A of the Articles of Association of the Company and pursuant to the provisions of Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 ("Act") and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, including any statutory modifications or re-enactments thereof ("Buy-back Regulations") and subject to the approval of members of the Company and such other approvals, permissions and sanctions as may be necessary, the consent of the Board be and is hereby accorded for the purchase of the Company's fully paid-up Equity Shares of a face value of Re. 1/- each to the extent not exceeding 25% of the Company's paid-up Equity Share Capital at a price not exceeding Rs. 280/- per Equity Share from the Open Market through the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited ("Buy-back") and the total aggregate amount to be expended by the Company for the Buy-back shall not exceed Rs. 630 Crores, that is within 25% of the Company's fully paid-up Equity Share Capital and Free Reserves as per audited the Balance Sheet as on 31st March, 2010.

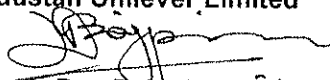
Resolved further that the draft report of the Statutory Auditors of the Company, M/s. Lovelock & Lewes, as placed before the Board, inter alia, on the permissible capital amount towards Buy-back of equity shares based on the audited accounts for the year ended 31st March, 2010, and their opinion be and is hereby taken on record and approved for the purpose of the total capital amount to be invested for purchase of Company's shares.

Resolved further that the Board do hereby take on record and approve the draft of the declaration of solvency in the prescribed format, as placed on the table to confirm that there is no default in repayment of deposits, redemption of debentures/preference shares and /or repayment of term loans to any financial institutions or banks, and that the Board of Directors confirm their opinion based on a full enquiry conducted into the affairs and prospects of the Company, taking into account all the liabilities, including prospective and contingent liabilities, payable as if the Company were being wound up under the Companies Act, 1956, that there are no grounds on which the Company can be found unable to pay its tax, and further confirm that the prospects for the year immediately following the date of the approval of the shareholders for Buy-back, in their opinion, having regard to their intention with respect to the management of the Company's business during the said year, and to the amount and character of the financial resources which will be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due, and will not be rendered insolvent within a period of one year from that date.

Resolved further that any two Directors including the Managing Director, be and are hereby authorised to sign the declaration of solvency along with an affidavit in support of the declaration of solvency, in terms of the resolution passed and as per the draft placed on the table and initialed by the Chairman for the purpose of identification.

Resolved further that Mr. Sridhar Ramamurthy, Executive Director – Finance & IT and Chief Financial Officer and Mr. Dev Bajpai, Executive Director – Legal and Company Secretary, be and are hereby authorised to file the same with the Registrar of Companies and the Securities and Exchange Board of India, after shareholders' approval, in terms of the Buy-back Regulations."

**Certified To Be True Extract
Hindustan Unilever Limited**


Dev Bajpai
**Executive Director – Legal &
Company Secretary**

Regd. Office:
Hindustan Unilever Limited
165/166, Backbay Reclamation
Mumbai 400 020