

Meeting the **everyday** needs
of people **everywhere**

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HINDUSTAN LEVER LIMITED

Our Corporate Purpose

Our purpose in Hindustan Lever is to meet the everyday needs of people everywhere - to anticipate the aspirations of our consumers and customers and to respond creatively and competitively with branded products and services which raise the quality of life.

Our deep roots in local cultures and markets are our unparalleled inheritance and the foundation for our future growth.

We will bring our wealth of local knowledge and international expertise to the service of our consumers.

Our long-term success requires a total commitment to exceptional standards of performance and productivity, to working together effectively and to a willingness to embrace new ideas and learn continuously.

We believe that to succeed requires the highest standards of corporate behaviour towards our employees, consumers and the societies and world in which we live.

This is Hindustan Lever's road to sustainable, profitable growth for our business and long-term value creation for our shareholders and employees.



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of people **everywhere**



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ome of Hindustan Lever's most valuable assets do not appear regularly in our balance sheets.

These are its brands - amongst the most powerful in India, used by millions and creating an equity that never ceases to amaze.

In keeping with our corporate purpose of meeting the everyday needs of people everywhere, HLL has continually focussed on understanding and meeting changing consumer needs and aspirations through relevant innovation. Be it health and hygiene, taste and nutrition, home and garment cleaning or beauty-care. It is this focus that has contributed in no small measure to the Company's success.

We are now aligning our resources behind some of our strongest brands.

This single-minded focus on these **Strong Brands**, and our constant emphasis on value-addition and innovation will help us continue to delight our consumers, customers and stakeholders, for a long time to come.

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power brands

at home, at work, in the kitchen, at the dining table, or in the bathroom, you keep encountering our Power Brands. From Lux and Ponds to Surf and Vim, to Red Label, Kissan and many more, HLL's Brands are an essential part of daily life for millions of households across the country.

We have selected 30 national "Power Brands" to lead our growth in the future. Through aligning our resources behind these Power Brands, we will strengthen their equities further.

We will leverage these strong equities to bring to the market big, bold innovations that are consumer relevant. With these innovations we will lead market development and we will gain market share. Further we will also extend these brands across categories, creating fresh opportunities for growth in the marketplace.

Over time some of these brands will offer consumer services which will be a completely new growth opportunity. One such example is the Lakme Beauty Salons currently being opened in several cities.

We will use the best of global and local technologies to ensure that these "Power Brands" meet the aspirations of our consumers through relevant innovations at affordable prices.

We will also distribute our brands very widely reaching into new markets especially in rural India and pioneer new channels of distribution, to make sure that they are available within arms length of our consumers.



health and hygiene

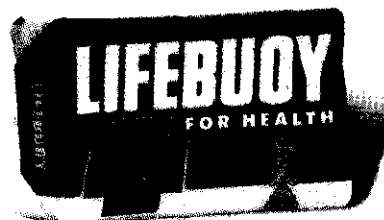
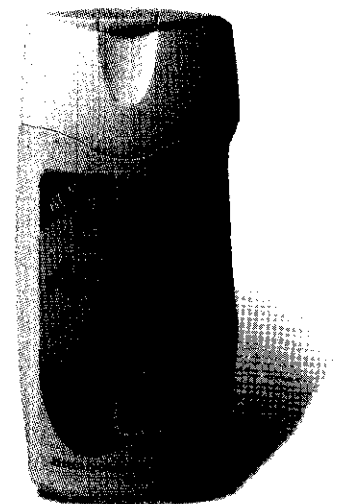
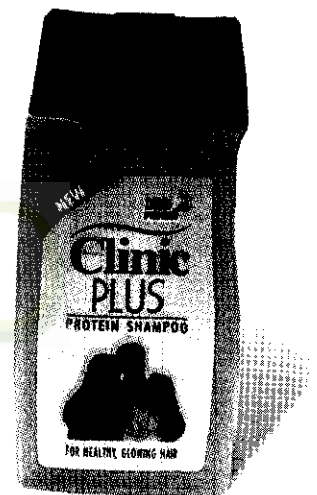
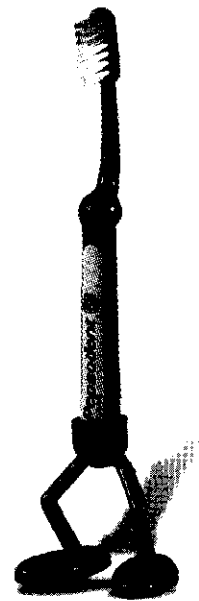
indians have always been health and hygiene conscious.

As literacy and educational levels rise, more and more people are focussing on health related issues especially the physical and mental well being of young children.

To keep pace with the ever evolving preferences and needs of these consumers, HLL places a strong emphasis on health and hygiene.

The consequent success of this emphasis is amply proven by the strong consumer loyalty towards Brands like Lifebuoy, Pepsodent and Clinic to name a few.

By further exploiting the area of Health and Hygiene through focussed innovations based on technology, we plan on strengthening our position in this need segment.







IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO. 258 OF 2001

IN THE MATTER of the Companies Act, 1956;

AND

IN THE MATTER of Sections 391 to 394 of the Companies Act, 1956;

AND

IN THE MATTER of Hindustan Lever Limited;

AND

IN THE MATTER of the Scheme of Amalgamation of International Bestfoods Limited and Aviance Limited with Hindustan Lever Limited.

Hindustan Lever Limited, a Company incorporated under the Indian Companies Act, VII of 1913 and having its Registered Office at Hindustan Lever House, 165/166, Backbay Reclamation, Mumbai 400 020.

..... Applicant

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF
HINDUSTAN LEVER LIMITED, THE APPLICANT**

To

The Equity Shareholders of the Applicant

TAKE NOTICE that by an Order made on the 26th day of April, 2001, in the above Company Application, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the Equity Shareholders of the Applicant Company be convened and held at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400 020, on Friday, the 22nd day of June, 2001 at 4.30 p.m. for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation proposed to be made between International Bestfoods Limited, Aviance Limited and Hindustan Lever Limited, the Applicant Company for transfer of the Undertakings of International Bestfoods Limited and Aviance Limited to the Applicant Company.

TAKE FURTHER NOTICE that in pursuance of the said Order, a meeting of the Equity Shareholders of the Applicant Company will be held at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400 020, on Friday, the 22nd day of June, 2001 at 4.30 p.m. at which time and place you are requested to attend.

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you, is deposited at the Registered Office of the Applicant Company at Hindustan Lever House, 165/166 Backbay Reclamation, Mumbai 400 020 not later than 48 hours before the meeting.

The Court has appointed Mr. M.S. Banga, failing him Mr. M.K. Sharma and failing him Mr. D. Sundaram to be the Chairman of the said meeting.

A copy of the Scheme of Amalgamation, the Statement under Section 393 of the Companies Act, 1956 and a Form of Proxy are enclosed.

Dated this 8th day of May, 2001.

(M.S. BANGA)

Chairman appointed for the meeting

Note : All alterations made in the form of proxy should be initialled.



SCHEME OF ARRANGEMENT
BETWEEN
INTERNATIONAL BESTFOODS LIMITED AND ITS MEMBERS
AND
AVIANCE LIMITED AND ITS MEMBERS
AND
HINDUSTAN LEVER LIMITED AND ITS MEMBERS
FOR AMALGAMATION OF
INTERNATIONAL BESTFOODS LIMITED
AND
AVIANCE LIMITED
WITH
HINDUSTAN LEVER LIMITED

I. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 "IBFL" means International Bestfoods Limited, a Company incorporated under the Indian Companies Act, 1913, whose Registered Office is situated at Shree Niwas House, H. Somani Marg, Mumbai 400 001.
- 1.2 "Aviance" means Aviance Limited, a Company incorporated under the Indian Companies Act, 1913, whose Registered Office is situated at 165/166, Backbay Reclamation, Mumbai 400 020.
- 1.3 "The Transferor Companies" means 'IBFL' and 'Aviance' or any one or more of them as the context requires.
- 1.4 "The Transferee Company" means Hindustan Lever Limited, a Company incorporated under the Companies Act, 1913, whose Registered Office is situated at 165/166, Backbay Reclamation, Mumbai 400 020.
- 1.5 "The said Act" means the Companies Act, 1956.
- 1.6 "The Appointed Date" means 1st January, 2001 or such other date as the High Court at Bombay may direct.
- 1.7 "The Effective Date/Transfer Date" means the later of the dates on which certified copies of the Order(s) of the High Court at Bombay vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, Maharashtra after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary therefor.
- 1.8 "Undertakings" shall mean
 - (a) all the assets and properties of the Transferor Companies as on the Appointed Date;
 - (b) all the debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date (hereinafter referred to as "the said Liabilities");
 - (c) Without prejudice to the generality of sub-clause (a) above, the Undertakings of the Transferor Companies shall include all the Transferor Companies' reserves, movable and immovable properties, assets, including lease-hold rights, tenancy rights, industrial and other licenses, permits,