



# 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

10th April, 2018

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

Dear Sir,

**Sub.: Quarterly Compliance Report on Corporate Governance**

Pursuant to the requirements of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2018.

You are requested to kindly take the above information on record.

Thanking You,

Yours faithfully,  
For Hindustan Unilever Limited



**Dev Bajpai**  
**Executive Director (Legal & Corporate Affairs)**  
**and Company Secretary**  
DIN: 00050516 / Membership No. F3354

Encl. as above

Corporate Governance Report

Name of Listed Entity: Hindustan Unilever Limited  
 Quarter ending: 31st March, 2018

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the Current term	Tenure	No Directorship listed including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in Entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Harish Manwani	PAN: AAUPM6399J DIN: 00045160	Non-Executive - Chairman	29.04.2005	-	1	-	-	
Mr.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive	01.10.2013	-	1	1	-	
Mr.	Srinivas Phatak	PAN: AGBPP6162F DIN: 02743340	Executive	01.12.2017	-	1	1	-	
Mr.	Pradeep Banerjee	PAN: AACPB1896P DIN: 02985965	Executive	01.03.2010	-	2	-	-	
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23.01.2017	-	1	-	-	
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Independent	30.06.2014	3	4	4	2	
Mr.	S. Ramadorai	PAN: AAAPR0024R DIN: 00000002	Independent	30.06.2014	3	3	1	-	
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30.06.2014	3	4	6	2	
Dr.	Sanjiv Misra	PAN: AAAAPM1646G DIN: 03075797	Independent	30.06.2014	3	3	2	1	
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09.10.2014	3	2	1	1	



**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
<b>1. Audit Committee</b>	"Same as Previous Quarter"	
<b>2. Nomination &amp; Remuneration Committee</b>	" Same as Previous Quarter"	
<b>3. Risk Management Committee (if applicable)</b>	" Same as Previous Quarter"	
<b>4. Stakeholders Relationship Committee</b>	" Same as Previous Quarter"	
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
25.10.2017		46 days
11.12.2017	17.01.2018	36 days
<b>IV. Meeting of Committees - Audit Committee</b>		
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter
17.01.2018	Yes - 4/4	25.10.2017
		11.12.2017
<b>V. Related Party Transactions</b>		
<b>Subject</b>		<b>Compliance status</b>
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration committee
  - c. Stakeholders Relationship committee
  - d. Risk management committee
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report shall be placed in the next meeting of Board of Directors. The report submitted in the previous quarter was placed before Board of Directors. There were no comments/observations/ advice of Board of Directors on the aforesaid report.

Name & Designation:  Dev Bajpai

Executive Director (Legal & Corporate Affairs) and Company Secretary  
DIN : 00050516 / FCS No. : F3354

Date: 10th April, 2018



## Corporate Governance Report

Name of Listed Entity: **Hindustan Unilever Limited**  
Year Ending: **31st March, 2018**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes

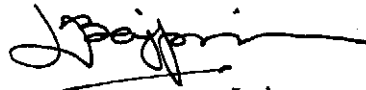
*(Signature)*



Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

  
**Name & Designation:** Dev Bajpai  
Executive Director, Legal & Corporate Affairs  
and Company Secretary  
DIN: 00050516 / FCS No. : F3354

