



Hindustan Unilever Limited

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

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

6th April, 2017

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 and Annual 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 Compliance Report on Corporate Governance in respect of the following:

1. Quarter ended 31st March, 2017;
2. Financial Year ended 31st March, 2017.

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

Encl. as above

Corporate Governance Report

Name of Listed Entity: Hindustan Unilever Limited
 Quarter ending: 31st March, 2017

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 in listed entities 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 listed 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.	P. B. Balaji	PAN: AAEPB3486B DIN: 02762983	Executive	01.07.2014	-	1	1	-		
Mr.	Pradeep Banerjee	PAN: AACPB1896P DIN: 02985965	Executive	01.03.2010	-	1	-	-		
Mr.	Devopam Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23.01.2017	-	1	-	-		
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Independent	30.06.2014	2	4	4	2		
Mr.	S. Ramadorai	PAN: AAAPR0024R DIN: 00000002	Independent	30.06.2014	2	3	1	-		
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30.06.2014	2	3	5	1		
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30.06.2014	2	3	2	1		
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09.10.2014	2	2	3	1		



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	"Same as Previous Quarter"	
2. Nomination & Remuneration Committee	" Same as Previous Quarter"	
3. Risk Management Committee (if applicable)	" Same as Previous Quarter"	
4. Stakeholders Relationship Committee	" Same as Previous Quarter"	
III. Meeting of Board of Directors		
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)
26.10.2016		57 days
23.12.2016	23.01.2017	30 days
	21.03.2017-23.03.2017	58 days
IV. Meeting of Committees - Audit Committee		
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
	Yes - 5/5	26.10.2016
23.01.2017		23.12.2016
V. Related Party Transactions		
Subject		Compliance status
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




[Handwritten Signature]

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

Date: 6th April, 2017



Corporate Governance Report

Name of Listed Entity: Hindustan Unilever Limited

Year Ending: 31st March, 2017

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
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.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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



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**

