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

Tel: +91 (22) 50433000 | Web: www.hul.co.in | CIN: L15140MH1933PLC002030



20th April,2022

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 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78, dated 16th July, 2019, we are hereby enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2022.

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

Thanking You,

Yours faithfully, For Hindustan Unilever Limited

DEVOPAM NARENDRA BAJPAI DEVOPAM NARENDRA BAJPAI Date: 2022.04.21 11:01:01 +05'30'

Dev Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354

Encl. as above

				Corpor	Corporate Governance Report	nce Repo	irt					
Name c Quarter	Name of Listed Entity : <u>Hindustar</u> Quarter ending : 31st March, 2022	Name of Listed Entity : <u>Hindustan Unilever Limited</u> Quarter ending : 31st March, 2022				N						
I. Comp.	L. Composition of Board of Directors	ectors										
Title (Mr/ Ms.)	Name of the Director	WIQ %	Category (Chairperson /Executive/ Non- Beceutive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure 1 (In Months)	Date of Birth D	No. of Directorship in listed entities including this including the entity fin reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed including this listed including the listed proviso to regulation 17A(1)]	bs (st	No. of post of Chairperson in Audiy Stakeholder Committee held in listed entities including this listed entity (Refer Regulation Ze(1) of Listing Regulations)
Mr.	Nitin Paranjpe	PAN: AEPP2626E DIN: 00045204	Non - Executive Chairperson	31-03-2022		1		04-03-1963	1	0	0	0
Mr.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive	01-10-2013	1	ı		09-07-1960	1	0	1	0
Mr.	Ritesh Tiwari	PAN: ABWPT0938K DIN: 05349994	Executive	01-05-2021	1			04-12-1975	1	0	1	0
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23-01-2017	1	ı		14-11-1965	1	0	0	0
Mr.	Wilhelmus Uijen	PAN: ALDPU3229M DIN: 08614686	Executive	01-01-2020	1	1		12-05-1975	1	0	0	0
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019	ļ	93	07-03-1951	4	4	ю	7
Dr.	Sanjiv Misra		Independent	30-06-2014	30-06-2019	ı	93	16-12-1947	1	-	1	0
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	09-10-2019	ļ	68	30-05-1949	2	2	3	2
Mr.	Leo Puri	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018	1	I	41	03-01-1961	2	2	1	0
Dr.	Ashish Gupta	PAN: AHEPG4579R DIN: 00521511	Independent	31-01-2020	1	ļ	26	18-12-1966	2	2	1	0
Ms.	Ashu Suyash	PAN: AKWPS0982M DIN: 00494515	Independent	12-11-2021	ı	ļ	2	02-02-1967	2	2	2	0
Whether	Whether Regular chairperson appointed		Yes					5				
Whether	r Chairperson is related	Whether Chairperson is related to managing director or CEO	No									
*Note: T Paranjpe	The Board of Directors of e as a Non- Executive Di	*Note: The Board of Directors of the Company at their meeting held on 24th February, 2022, had approved the appointment of Mr. Nitin Paranjpe as a Non-Executive Director and Non-Executive Chairperson of the Company. The appointment of Mr. Nitin Paranjpe as a Non- Executive Director and Non-Executive Chairperson of the Company was approved by the shareholders vide a Resolution passed by Postal Ballot on 16th April, 2022 and is effective from 31st March, 2022.	t February, 2022, had 1e Company was apf	l approved the app proved by the shart	ointment of Mr. Nitii sholders vide a Resol	n Paranjpe as é lution passed t	ı Non- Executi y Postal Ballo	ive Director ar t on 16th Apri	ld Non-Executive 1, 2022 and is effe	Chairperson of the Co ctive from 31st March	unpany. The appoint 1, 2022.	nent of Mr. Nitin

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/ Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Kalpana Morparia	Chairperson- Non-Executive - Independent	02-02-2021	I
		O. P. Bhatt	Non-Executive - Independent	30-06-2014	I
		Dr. Sanjiv Misra	Non-Executive - Independent	30-06-2014	I
		Ashish Gupta	Non-Executive - Independent	30-04-2020	I
		Ashu Suyash#	Non-Executive - Independent	20-01-2022	I
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022	nember w.e.f. 20th January, 2	022			
2. Nomination & Remuneration	Yes	Dr. Sanjiv Misra	Chairperson - Non-Executive - Independent	30-06-2014	1
Committee		O. P. Bhatt	Non-Executive - Independent	30-06-2014	I
		Kalpana Morparia	Non-Executive - Independent	02-02-2021	1
		Sanjiv Mehta^	Executive	30-06-2018	20-01-2022
		Ashu Suyash#	Non-Executive - Independent	20-01-2022	I
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022	nember w.e.f. 20th January, 2	022			
^Mr. Sanjiv Mehta ceased to be a member of the Committee w.e.f. 20th January, 2022	er of the Committee w.e.f. 20t	h January, 2022.			
3. Corporate Social Responsibility	Yes	O. P. Bhatt	Chairperson - Non-Executive - Independent	30-06-2014	1
Committee		Dr. Sanjiv Misra	Non-Executive - Independent	30-06-2014	I
		Kalpana Morparia	Non-Executive - Independent	09-10-2014	1
		Sanjiv Mehta	Executive	01-10-2013	I
		Leo Puri	Non-Executive - Independent	01-05-2021	I
		Ritesh Tiwari	Executive	01-05-2021	I
				L	
4. Stakeholders Relationship Committee	Yes	O. P. Bhatt	Chairperson - Non-Executive - Independent	30-06-2014	I
		Sanjiv Mehta	Executive	01-10-2013	I
		Leo Puri	Non-Executive - Independent	01-05-2021	-
		Ritesh Tiwari	Executive	01-05-2021	I
5. Risk Management Committee	Yes	Sanjiv Mehta	Chairperson - Executive	27-10-2014	I
		Wilhelmus Uijen	Executive	01-01-2020	I
		Dev Bajpai	Executive	27-10-2014	I
		Ashish Gupta	Non-Executive - Independent	01-05-2021	I
		Ritesh Tiwari	Executive	01-05-2021	I
		Ravishankar A.	Executive	01-05-2021	I
		Ashu Suyash#	Non-Executive - Independent	20-01-2022	1
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022	nember w.e.f. 20th January, 2	022			

19:11:2021 20:01:2021 Yes 10 6 92 IN Metting of three 24:02:3023 Yes 10 6 92 IN Metting of three Mathemet of Independent Directors present Directors present Directors present Mathemet of Independent Committee 00 A ddf Committee Mathemet of Kennetors Number of Members present Number of Independent Date(s) of meeting of the constants 00 A ddf Committee Mathemet of Committee Mathemet of Committee Mathemet of Committee 10 00 A ddf Committee Mathemet of Committee Mathemet of Committee 10 00 00 A ddf Committee Mathemet of Committee 1 2 2 2 2 3 00 33 C Risk Matagement Committee No 2 2 2 3 </th <th>Yes</th> <th></th> <th>-</th> <th>two consecutive (in number of days)</th>	Yes		-	two consecutive (in number of days)
IV. Meetings of Committees 24-02-2022 IV. Meetings of Committees 24-02-2022 IV. Meetings of Committees 24-02-2022 Date(s) of meeting of the volume of the relevant quarter Quorum met (details) A Audit Committee 20-01-2022 A. Audit Committee Yes 20-01-2022 Yes B. Nomination and Remuneration Committee 20-01-2022 20-01-2022 Yes B. Nomination and Remuneration Committee 20-01-2022 Subject Yes C. Risk Management Committee Yes 24-02-2022 Yes 29-01-2022 Yes 29-02-2022 Yes C. Risk Management Committee Yes 29-02-2022 Yes C. Risk Management Committee Yes C. Risk Management Committee Yes C. Risk Management Committee Yes D. Stakeholder approval of Audit Committee Yes Muether shareholder approval obtained for material RPT Whether shareholder approval obtained for material RPT Whether details of RPT entered into pursuant to omnibus approval have bee C. The composition of the following Co	Yes	10	y	92
IV. Meetings of Committees Date(s) of meeting of the committees Whether requirement of quarter Date(s) of meeting of the committee Whether requirement of quarter Date(s) of meeting of the committee Whether requirement of quarter A. Audit Committee Yes A. Audit Committee Yes Description and Remuneration Committee Yes 20-01-2022 Yes B. Nomination and Remuneration Committee Yes 20-01-2022 Yes B. Nomination and Remuneration Committee Yes C. Risk Management Committee Yes D. Stakeholders Relationship Committee Yes D. Stakeholders Relations of Audit Committee Yes D. Stakeholders Relationship Committee Yes D. Stakeholders Relationship Committee Yes D. Stakeholders Relationship Committee Yes I. The composition of the following Committe		10	6	34
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 The meetings of the Board of Directors and the above Committees have bee This report and / or the report submitted in the previous quarter has been Name & Designation: Dev Bajpai 	nd responsibilities as st	pecified in SEBI (Listing Obligation	ns and Disclosure Requirements)]	kegulations, 2015.
3. LINS report and / or the report submitted in the previous quarter has been Name & Designation: Dev Bajpai	been conducted in the	manner as specified in SEBI (Listi	ng Obligations and Disclosure Rec	uirements) Regulations, 2015.
Name & Designation: Dev Bajpai	ell placeu velore poaru	TOLDHERMIS WILL COMMENTS ODS	ervanoris/ auvice of the board of t	אוברנסוא חומל עב חובונוטונבת חבוב.
Executive Directory, Legal & Corporate Arrairs and Company Secretary DIN : 00050516/ FCS : F3354	nd Company Secretary	DEVOPAM NARENDRA	Digitally signed by DEVOPAM NARENDRA BAIPAI	
Place : Mumbai Date: 20-04-2022		BAJPAI 600	+05'30'	

Corporate Governance Report

Corporate Governance Report as on 31st March, 2022 (Half Yearly) Name of Listed Entity : Hindustan Unilever Limited

I. Disclosure of Loans/guarantees/comfort letters/securities etc.refer

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six Balance outstanding at the end of six	Balance outstanding at the end of six
	months	months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)	
Promoter or any other entity controlled by them	0	0	0	
Promoter Group or any other entity controlled by them	Ð	0	0	
Directors (including relatives) or any other entity controlled by them	٥	0	0	
KMPs or any other entity controlled by them	0	0	0	
(C) Any security provided by the	e listed entity directly or indirectly, in con	(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:	of debt availed by:	_

(C) Any security provided by the	e listed entity directly or indirectly, in con	(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:	of debt availed by:
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided Balance outstanding at the end of six during six months months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	Ð	0	O
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations:

All loans (or notine form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company. Name & Designation: Ritesh Tiwari RITESH Definition a RMMRISHNA RMARI Place: Mumbal Defector 202042111130015 Date: 202042011130015 Date: 2020420411130015 Date: 20204204111130015 Date: 2020420411130015 Date: 20204204111130015 Date: 20204204

Corporate Governance Report

Name of Listed Entity : <u>Hindustan Unilever Limited</u> Corporate Governance Report as on 31st March, 2022 L Disclosure on website in terms of Listing Regulations

I. Disclosure on website in terms of Listing Regulations		
	Compliance status	
ltem	(Kes/No/NA)	If Yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.hul.co.in/our-company/
b) Terms and conditions of appointment of independent directors	Yes	https://www.hul.co.in/files/origin/567045a278a4671f33ec59f8e3afeefba027aca4.pdf/letter-of-appointment- for-independent-directors-tcm1235-561977-1-en.pdf
c) Composition of various committees of board of directors	Yes	https://www.hul.co.in/about/our-leadership/
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
f) Criteria of making payments to non-executive directors	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
g) Policy on dealing with related party transactions	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
h) Policy for determining 'material' subsidiaries	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
j) Email address for grievance redressal and other relevant details	Yes	https://www.hul.co.in/investor-relations/investor-contacts/
 c) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances 	Yes	https://www.hul.co.in/investor-relations/investor-contacts/
1) Financial results	Yes	https://www.hul.co.in/investor-relations/guarterly-results/
m) Shareholding pattern	Yes	https://www.hul.co.in/investor-relations/shareholder-and-agm-information/shareholding-pattern/
 n) Details of agreements entered into with the media companies and/or their associates 		N.A.
 c) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange 	Yes	https://www.hul.co.in/investor-relations/presentations/
p) New name and the old name of the listed entity		N.A.
q) Advertisements as per regulation 47 (1)	Yes	https://www.hul.co.in/investor-relations/news/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
 Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year 	Yes	https://www.hul.co.in/investor-relations/annual-reports/hul-annual-report-related-documents/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
b) Materiality Policy as per Regulation 30	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
It is certified that these contents on the website of the listed entity are correct.		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes

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Poncy for Keunea Party Transaction	22(1)'(0)'(C)'(1) Q (g)	Ies
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.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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
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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.

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

Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2022.04.21 11:01:47 +05'30'