



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

Digitally signed by
DEVOPAM
NARENDRA BAJPAI
Date: 2022.04.21
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Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN : 00050516 / FCS : F3354

Encl. as above

Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited

Quarter ending : 31st March, 2022

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (In Months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. 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.	Nitin Paranjpe	PAN: AEPP72626E DIN: 00045204	Non - Executive Chairperson	31-03-2022	-	-	-	04-03-1963	1	0	0	0
Mr.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive	01-10-2013	-	-	-	09-07-1960	1	0	1	0
Mr.	Ritesh Tiwari	PAN: ABWPT0938K DIN: 05349994	Executive	01-05-2021	-	-	-	04-12-1975	1	0	1	0
Mr.	Dev Bajpai	PAN: AAPB0651N DIN: 00050516	Executive	23-01-2017	-	-	-	14-11-1965	1	0	0	0
Mr.	Wilhelmus Uijen	PAN: ALDPU3229M DIN: 08614686	Executive	01-01-2020	-	-	-	12-05-1975	1	0	0	0
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019	-	93	07-03-1951	4	4	5	2
Dr.	Sanjiv Misra	PAN: AAPMH1646G DIN: 03075797	Independent	30-06-2014	30-06-2019	-	93	16-12-1947	1	1	1	0
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	09-10-2019	-	89	30-05-1949	2	2	3	2
Mr.	Leo Puri	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018	-	-	41	03-01-1961	2	2	1	0
Dr.	Ashish Gupta	PAN: AHPCG4579R DIN: 00521511	Independent	31-01-2020	-	-	26	18-12-1966	2	2	1	0
Ms.	Ashu Suyash	PAN: AKWPS0982M DIN: 00494515	Independent	12-11-2021	-	-	5	02-02-1967	2	2	2	0
Whether Regular chairperson appointed			Yes									
Whether Chairperson is related to managing director or CEO			No									

*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.

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 O. P. Bhatt Dr. Sanjiv Misra Ashish Gupta Ashu Suyash#	Chairperson- Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	02-02-2021 30-06-2014 30-06-2014 30-04-2020 20-01-2022	- - - - -	
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022						
2. Nomination & Remuneration Committee	Yes	Dr. Sanjiv Misra O. P. Bhatt Kalpana Morparia Sanjiv Mehta ^ Ashu Suyash#	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Non-Executive - Independent	30-06-2014 30-06-2014 02-02-2021 30-06-2018 20-01-2022	- - - 20-01-2022 -	
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022						
^Mr. Sanjiv Mehta ceased to be a member of the Committee w.e.f. 20th January, 2022.						
3. Corporate Social Responsibility Committee	Yes	O. P. Bhatt Dr. Sanjiv Misra Kalpana Morparia Sanjiv Mehta Leo Puri Ritesh Tiwari	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Non-Executive - Independent Executive	30-06-2014 30-06-2014 09-10-2014 01-10-2013 01-05-2021 01-05-2021	- - - - - -	
4. Stakeholders Relationship Committee	Yes	O. P. Bhatt Sanjiv Mehta Leo Puri Ritesh Tiwari	Chairperson - Non-Executive - Independent Executive Non-Executive - Independent Executive	30-06-2014 01-10-2013 01-05-2021 01-05-2021	- - - -	
5. Risk Management Committee	Yes	Sanjiv Mehta Wilhelmus Ujjen Dev Bajpai Ashish Gupta Ritesh Tiwari Ravishankar A. Ashu Suyash#	Chairperson - Executive Executive Executive Non-Executive - Independent Executive Executive Non-Executive - Independent	27-10-2014 01-01-2020 27-10-2014 01-05-2021 01-05-2021 01-05-2021 20-01-2022	- - - - - - -	
# Ms. Ashu Suyash was appointed as a member w.e.f. 20th January, 2022						

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
19-10-2021	20-01-2022	Yes	10	6	92
-	24-02-2022	Yes	10	6	34
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Members present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
A. Audit Committee					
20-01-2022	-	-	-	19-10-2021	61
	Yes	4	4	20-12-2021	30
B. Nomination and Remuneration Committee					
20-01-2022	Yes	4	3	23-07-2021	180
24-02-2022	Yes	4	4	-	34
C. Risk Management Committee					
24-02-2022	Yes	7	2	23-09-2021	153
D. Stakeholders Relationship Committee					
-	Yes	-	-	18-10-2021	-
E. Corporate Social Responsibility Committee					
-	Yes	-	-	18-10-2021	-
V. Related Party Transactions					
Subject					Compliance status (Yes/No/NA)
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 the 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 (applicable to the top 100 listed entities)					
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 and / or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of the Board of Directors may be mentioned here.					
Name & Designation: Dev Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354			Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2022.04.21 11:01:28 +05'30'		
Place : Mumbai Date: 20-04-2022					

Corporate Governance Report

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

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

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:
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	

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
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 of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six 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

(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:

II. Affirmations:	
All loans (or other 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 promoters(s), 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	Digitally signed by RITESH RAMKRISHNA TIWARI Date: 2022.04.11 11:00:15 +05'30'
Chief Financial Officer	RITESH
Place: Mumbai	RAMKRISHNA
Date: 20-04-2022	TIWARI

Corporate Governance Report

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

Item	I. Disclosure on website in terms of Listing Regulations	
	Compliance status (Yes/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/567045a278a4671f33ec598e3afeefba027ac4.pdf/letter-of-appointment-for-independent-directors-tcm1235-5619771-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/
k) 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/
l) Financial results	Yes	https://www.hul.co.in/investor-relations/quarterly-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	Yes	N.A.
o) 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	Yes	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/
s) 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

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.
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

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

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DEVOPAM NARENDRA
BAJPAI
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