



*Hindustan Unilever Limited*

**DIRECTOR'S INDUCTION &  
TRAINING  
AND  
FAMILIARISATION PROGRAMME**

## **DIRECTOR'S INDUCTION & TRAINING AND FAMILIARISATION PROGRAMME**

This document is divided into 2 parts as given herein:

Part A covers Directors Induction & Training

Part B covers Familiarisation Program for Independent Directors

### **Part – A - DIRECTOR'S INDUCTION AND TRAINING**

#### **Background**

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor to the maintenance of high corporate governance standards of the Company. The Chief Executive Officer and Managing Director and the Company Secretary are jointly responsible for ensuring that such induction and training programmes are provided to Directors.

The Independent Directors also request management to provide detailed understanding of any specific project, activity or process of Hindustan Unilever Limited (HUL/Company). The management provides such information and training either at the meeting of Board of Directors or otherwise.

#### **Induction**

The induction process is designed to:

- a. build an understanding of HUL, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;
- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of Company's people and its key stakeholder relationships.

The Company Secretary shall provide new Directors, both Executive and Non-Executive, with a briefing on their legal and regulatory responsibilities as Directors. This includes provision of a Directors' Induction kit containing general information on Company's Structure, Key Policies of the Company, Brief profile of the Board of Directors, Role and Responsibility of the Directors and necessary disclosure forms. The Chief Executive Officer provides a briefing on Company's current structure and performance of business.

The induction briefing for Non-Executive Independent Directors includes interactive sessions with Management Committee Members, Business and Functional heads, Auditors and a visit to market or any plant.

## **Training**

The Company Secretary keeps the Board briefed on legal and regulatory development relevant to the Company and the Directors. The Company Secretary ensures that the programme to familiarise the Non-Executive Directors with the business is maintained over time and kept relevant to the needs of the individuals involved and the Board as a whole. Based on the yearly performance evaluation of the Board and individual Directors, the Chairperson shall in consultation with the Chairperson of the Nomination & Remuneration Committee agree on the Training and Development needs of the Board as a whole and decide on action plan for each year. The Company Secretary shall be responsible for implementation of such plan and Chairperson of the Company shall regularly review the same.

In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy.

## **PART – B - FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Board familiarisation programme comprises the following:

- Induction programme for new Independent Directors,
- Immersion sessions on business and functional issues,
- Strategy sessions

All Directors on their appointment are taken through a detailed induction and familiarisation programme when they join the Board of your Company. The induction programme is an exhaustive one that covers the history, culture and background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions. The programme also covers the Unilever Compass Commitments.

The Chief Executive Officer and Managing Director and the Company Secretary are jointly responsible for ensuring that induction and training programmes are conducted for Directors. The Chief Executive Officer and Managing Director, provides an overview of the organisation, its history, culture, values and purpose. The Management Committee Members and Functional Heads take the Directors through their respective businesses and functions. As a part of induction programme, the Directors also visit the Company's manufacturing locations and undertake market visits to understand the operations of the Company. The Directors are exposed to the Board constitution, procedures, matters reserved for the Board and major risks facing the business and mitigation programs. The Independent Directors are made aware of their roles and responsibilities at the time of their appointment and a detailed Letter of Appointment is issued to them.

In the Board Meetings, immersion sessions deal with different parts of the business and bring out all facets of the business besides the shape of the business. These immersion sessions provide a good understanding of the business to the Directors. Similar immersion sessions are also convened for various functions of the Company. These sessions are also an opportunity for the Board to interact with the next level of management. To make these sessions meaningful and insightful, pre-reads are circulated in advance. Deep dive sessions are also organised on specific subjects for better appreciation by the Board of its impact on the business. There are opportunities for Independent Directors to interact amongst themselves every quarter and many themes for such immersion sessions come through on account of these structured interactions and meetings of Independent Directors. The process of Board Evaluation also throws up areas where the Board desires focused sessions.

Every year, Strategy Board Meeting is organised generally at a location where the Company has an office or an establishment. It provides the Board an opportunity to understand Company's footprint in that market and also interact with Company's leadership and business teams in that market. The strategy session focuses on the strategy for the future and covers all parts of the business and functions, the course corrections, if any, required to be undertaken and gives a good perspective of the future opportunities and challenges.

For the financial year 2021-22, two full day Board Strategy Meeting was conducted which included detailed presentation on key topics concerning the overall Company's strategy including consumer & market insights, strategy for the business divisions of the Company i.e. Food & Refreshments, Beauty & Personal Care and Home Care as well as key updates on Customer Development, Supply Chain, Research & Development function. An update on the Compass Sustainability Priorities and the Company's Environmental, Social and Governance (ESG) strategy were made to the Board. In addition, an update on Corporate Governance, Digital Impact on Indian landscape, Re-imagine HUL's journey to an 'Intelligent Enterprise', Talent Capabilities were also presented to the Board.

In order for the Directors to exercise their judgement and discharge their duties with sufficient knowledge, the Directors are updated with changes in laws, regulations, relevant judicial or regulatory orders, and compliance requirements during the Board meetings.

The details of training programme attended by Independent Directors forms part of the document as Annexure A:

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**Annexure A**

*(in hours)*

<b>Independent Directors</b>	<b>2021-2022</b>		<b>Cumulative till date (From Oct 2015 till March 2021)</b>	
	<b>Business Presentations and immersion sessions</b>	<b>Factory / Market Visits / Strategy Meetings</b>	<b>Business Presentations and immersion sessions</b>	<b>Factory / Market Visits/Strategy Meetings</b>
Sanjiv Misra	11.00	14.00	31.20	103.70
O. P. Bhatt	11.00	14.00	31.20	103.70
Kalpana Morparia	11.00	14.00	28.50	103.70
Leo Puri	03.30	14.00	17.30	39.55
Ashish Gupta	10.00	14.00	11.30	11.55
Ashu Suyash	07.00	14.00	-	-