



12th October, 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/Madam,

Sub.: Quarterly and Yearly 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 (as amended), we are hereby enclosing the Quarterly and Half-Yearly Compliance Report on Corporate Governance for the quarter and half - year ended 30th September, 2022.

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

Thanking You,

Yours faithfully,
For Hindustan Unilever Limited

DEVOPAM Digitally signed by
DEVOPAM
NARENDRA NARENDRA BAJPAI
A BAJPAI Date: 2022.10.12
18:30:24 +05'30'

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 : **30th September, 2022**

I. Composition of Board of Directors

| Title (Mr./ Ms.) | Name of the Director | PAN & DIN | Category (Chairperson /Executive of Non-Executive of Independent/ Nominee) | Initial Date of Appointment | Whether Special Resolution passed under Regulation 17 (1A) of Listing Regulations | Date of passing Special Resolution | Date of Re-appointment | Date of Cessation | Tenure (In Months) | Date of Birth | No. of Directorships in listed entities including this listed entity [in reference to Regulation 17A(1)] | No. of Independent Directorships in listed entities including this listed entity [in reference 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: AEPPP2626E DIN: 00045204 | Non-Executive - Chairperson | 31-03-2022 | NA | - | - | - | - | 04-03-1963 | 1 | 0 | 0 | 0 |
| Mr. | Sanjiv Mehta | PAN: AANPM7571K DIN: 06699923 | Executive | 01-10-2013 | NA | - | 29-06-2018 | - | - | 09-07-1960 | 1 | 0 | 1 | 0 |
| Mr. | Ritesh Tiwari | PAN: ARWPT0938K DIN: 05349994 | Executive | 01-05-2021 | NA | - | - | - | - | 04-12-1975 | 1 | 0 | 1 | 0 |
| Mr. | Dev Bajpai | PAN: AAAFB0651N DIN: 00030516 | Executive | 23-01-2017 | NA | - | 23-01-2022 | - | - | 14-11-1965 | 1 | 0 | 0 | 0 |
| Mr. | Wilhelmus Uijen | PAN: ALDPU3229M DIN: 08614686 | Executive | 01-01-2020 | NA | - | - | 31-08-2022 | - | 12-05-1975 | 0 | 0 | 0 | 0 |
| Mr. | O. P. Bhatt | PAN: AGPPP89727Q DIN: 00548091 | Independent | 30-06-2014 | NA | - | 30-06-2019 | - | 99 | 07-03-1951 | 4 | 4 | 5 | 1 |
| Dr. | Sanjiv Misra | PAN: AAAPM1646G DIN: 03075797 | Independent | 30-06-2014 | Yes | 29-06-2019 | 30-06-2019 | - | 99 | 16-12-1947 | 1 | 1 | 1 | 0 |
| Ms. | Kalpana Morparia | PAN: AAGPM5926M DIN: 00046081 | Independent | 09-10-2014 | Yes | 29-06-2019 | 09-10-2019 | - | 95 | 30-05-1949 | 3 | 3 | 3 | 2 |
| Mr. | Leo Puri | PAN: AALPP0852A DIN: 01764813 | Independent | 12-10-2018 | NA | - | - | - | 47 | 03-01-1961 | 2 | 2 | 1 | 0 |
| Dr. | Ashish Gupta | PAN: AHEPC4579R DIN: 00521511 | Independent | 31-01-2020 | NA | - | - | - | 32 | 18-12-1966 | 2 | 2 | 1 | 0 |
| Ms. | Ashu Suyash | PAN: AKWFS0982M DIN: 00494515 | Independent | 12-11-2021 | NA | - | - | - | 10 | 02-02-1967 | 2 | 2 | 2 | 0 |

Whether Regular chairperson appointed

Yes

Whether Chairperson is related to managing director or CEO

No

Note : Mr.Wilhelmus Uijen ceased to be the Whole-time Director of the Company w.e.f 31-08-2022

| 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 | Chairperson- Non-Executive - Independent | 02-02-2021 | – |
| | | O. P. Bhatt | Non-Executive - Independent | 30-06-2014 | – |
| | | Dr. Sanjiv Misra | Non-Executive - Independent | 30-06-2014 | – |
| | | Dr. Ashish Gupta | Non-Executive - Independent | 30-04-2020 | – |
| | | Ashu Suyash | Non-Executive - Independent | 20-01-2022 | – |
| 2. Nomination & Remuneration Committee | Yes | Dr. Sanjiv Misra | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | O. P. Bhatt | Non-Executive - Independent | 30-06-2014 | – |
| | | Kalpana Morparia | Non-Executive - Independent | 02-02-2021 | – |
| | | Ashu Suyash | Non-Executive - Independent | 20-01-2022 | – |
| 3. Corporate Social Responsibility Committee | Yes | O. P. Bhatt | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | Dr. Sanjiv Misra | Non-Executive - Independent | 30-06-2014 | – |
| | | Kalpana Morparia | Non-Executive - Independent | 09-10-2014 | – |
| | | Sanjiv Mehta | Executive | 01-10-2013 | – |
| | | Leo Puri | Non-Executive - Independent | 01-05-2021 | – |
| | | Ritesh Tiwari | Executive | 01-05-2021 | – |
| 4. Stakeholders Relationship Committee | Yes | O. P. Bhatt | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | Sanjiv Mehta | Executive | 01-10-2013 | – |
| | | Leo Puri | Non-Executive - Independent | 01-05-2021 | – |
| | | Ritesh Tiwari | Executive | 01-05-2021 | – |
| 5. Risk Management Committee | Yes | Sanjiv Mehta | Chairperson - Executive | 27-10-2014 | – |
| | | Wilhelmus Uijen | Executive | 01-01-2020 | 31-08-2022 |
| | | Dev Bajpai | Executive | 27-10-2014 | – |
| | | Dr. Ashish Gupta | Non-Executive - Independent | 01-05-2021 | – |
| | | Ritesh Tiwari | Executive | 01-05-2021 | – |
| | | Ravishankar A. | Senior Executive | 01-05-2021 | – |
| Ashu Suyash | Non-Executive - Independent | 20-01-2022 | – | | |

Note : Mr. Wilhelmus Uijen ceased to be the member of Risk Management Committee w.e.f 31-08-2022

| 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) |
| 04-04-2022 to 05-04-2022 | - | Yes | 11 | 6 | - |
| 27-04-2022 | - | Yes | 11 | 6 | 22 |
| - | 19-07-2022 | Yes | 11 | 6 | 82 |
| 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 | | | | | |
| 18-07-2022 | Yes | 5 | 5 | 27-04-2022 | 81 |
| 19-07-2022 | Yes | 5 | 5 | - | 0 |
| B. Nomination and Remuneration Committee | | | | | |
| 19-07-2022 | Yes | 4 | 4 | 26-04-2022 | 83 |
| 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 | | | | | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>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.</p> | | | | | |
| Name & Designation: Dev Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354 | | | DEVOPAM NARENDRA BAJPAI Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2022.10.12 18:30:51 +05'30' | | |
| Place : Mumbai Date: 12-10-2022 | | | | | |

Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited
Corporate Governance Report as on 30th September, 2022 (Half Yearly)

| Affirmations | | |
|--|--------------------------------------|--------------------------------------|
| Broad heading | Regulation Number | Compliance status (Yes/No/NA) |
| Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website | 46(2) | Yes |
| Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes |
| Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting | 19(3) | Yes |
| Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting | 20(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |

| | | |
|--|--------------------------------|---|
| Name & Designation: Dev Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354 | DEVOPAM NARENDRA BAJPAI | Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2022.10.12 18:31:09 +05'30' |
| Place : Mumbai Date: 12-10-2022 | | |

Corporate Governance Report

Name of Listed Entity : **Hindustan Unilever Limited**
Corporate Governance Report as on 30th September, 2022 (Half Yearly)

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 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 |

(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 |
| 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:

| 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 |

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 promoter(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

Chief Financial Officer

Place: Mumbai

Date: 12-10-2022

RITESH

RAMKRISH

NA TIWARI

Digitally signed by
RITESH RAMKRISHNA
TIWARI
Date: 2022.10.12
18:31:33 +05'30'