



11th July, 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 30th June, 2022.

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

Thanking You,

Yours faithfully,

For Hindustan Unilever Limited

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DEVOPAM
NARENDRA NARENDRA BAJPAI
BAJPAI Date: 2022.07.11
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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 : 30th June, 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	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 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 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: ABWPT0938K DIN: 05349994	Executive	01-05-2021	NA	-	-	-	-	04-12-1975	1	0	1	0
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN: 00050516	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	-	-	-	-	12-05-1975	1	0	0	0
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	NA	-	30-06-2019	-	96	07-03-1951	4	4	5	1
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: D3075797	Independent	30-06-2014	Yes	29-06-2019	30-06-2019	-	96	16-12-1947	1	1	1	0
Ms.	Kalpana Morparia	PAN: AAKPM5926M DIN: 00046681	Independent	09-10-2014	Yes	29-06-2019	09-10-2019	-	92	30-05-1949	2	2	3	2
Mr.	Leo Puri	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018	NA	-	-	-	44	03-01-1961	2	2	1	0
Dr.	Ashish Gupta	PAN: AHFPG4579K DIN: 00521511	Independent	31-01-2020	NA	-	-	-	29	18-12-1966	2	2	1	0
Ms.	Ashu Suyash	PAN: AKWPS0982M DIN: 00494515	Independent	12-11-2021	NA	12-01-2022	-	-	8	02-02-1967	2	2	2	0
Whether Regular chairperson appointed			Yes											
Whether Chairperson is related to managing director or CEO			No											

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	-
		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	-
		Dev Bajpai	Executive	27-10-2014	-
		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	-		

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)
20-01-2022	-	-	-	-	-
24-02-2022	-	-	-	-	34
-	04-04-2022 to 05-04-2022	Yes	11	6	38
-	27-04-2022	Yes	11	6	21

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					
27-04-2022	Yes	5	5	20-01-2022	96
B. Nomination and Remuneration Committee					
-	-	-	-	20-01-2022	34
26-04-2022	Yes	4	4	24-02-2022	60
C. Risk Management Committee*					
26-04-2022	Yes	7	6	24-02-2022	60
D. Stakeholders Relationship Committee					
26-04-2022	Yes	4	2	18-10-2021	189
E. Corporate Social Responsibility Committee					
26-04-2022	Yes	6	4	18-10-2021	189

* In accordance with the BSE FAQs dated 07-07-2022, for Risk Management Committee Meetings, we have provided the total no. of members of RMC present for the meeting (Including Board of Directors) in the field 'Number of Directors present' and total no. of members of Board of Directors present in the field 'Number of Independent Directors attending the meeting'.

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

- VI. Affirmations**
- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 100 listed entities)
 - The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - 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.
 - 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

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NARENDRA
BAJPAI
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DEVOPAM NARENDRA
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Date: 2022.07.11
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Place : Mumbai
Date: 11-07-2022

Details of Material Related Party Transactions

Sr No.	Particulars	Details
1.	Name of the Related Party	PT. Unilever Oleochemical Indonesia
2.	Nature of Relationship with the Company	Fellow Subsidiary
3.	Type, material terms and particulars of the transaction for which the approval is taken from the shareholders ('Transaction')	Purchase of raw-material/ semi-finished goods
4.	Tenure of the transaction	Recurring Transactions for a duration of three financial years commencing from financial year 2022-23 to financial year 2024-25
5.	Value of the transaction	Not exceeding Rs.1,250 crores in a financial year
6.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the transaction	2.4%
7.a.	Details of the source of funds in connection with the transaction	Not Applicable, as the transaction does not relate to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.
7.b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
7.c.	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	
7.d.	Purpose for which funds will be utilised	
8.	Justification as to why the RPT is in the interest of the Company	<p>The Company sources raw-materials/semi-finished goods primarily Palm Oil and its derivatives from its fellow subsidiary PT. Unilever Oleochemicals Indonesia (UOI). This helps the Company achieve its sustainability commitments while sourcing quality products at market competitive rates.</p> <ul style="list-style-type: none"> • Quality and Innovation: Backward integration and flexibility in blends provides assured quality and speed of innovation. • Competitive Pricing: Rates are competitive and at arm's length while providing the assurance of quality and sustainability. • Resilience backup: UOI also provides flexibility to our sourcing plans and works as resilience backup during supply volatility.
9.	Details about valuation, arm's length and ordinary course of business	Arm's length pricing; combination of cost-plus markup and market benchmarking
10.	Valuation or other external report, if any, relied upon by the listed entity in relation to the transaction	Not Applicable

	Particulars	Details
11.	Date of Approval by the shareholders	23rd June, 2022
12.	Value of the transaction during the	The transaction has been approved by the shareholders on 23rd June, 2022. The details of transaction undertaken during the reporting period will only be available post approval of the financial results for the quarter ended 30th June, 2022.