

## **Quarterly Compliance Report on Corporate Governance**

**Name of the Company : HINDUSTAN UNILEVER LIMITED**  
**Quarter ended : 31<sup>st</sup> December, 2013**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	49(I)(D)(ii) complied in the Annual Report of F.Y. 2012-13
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	
(B) Meeting of Audit Committee	49 (II B)	Yes	
(C) Powers of Audit Committee	49 (II C)	Yes	
(D) Role of Audit Committee	49 (II D)	Yes	
(E) Review of Information by Audit Committee	49 (II E)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	49(IV)(E) complied in the Annual Report of F.Y. 2012-13

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
(F) Management	49 (IV F)	Yes	49(IV)(F)(i) complied in the Annual Report of F.Y. 2012-13
(G) Shareholders	49 (IV G)	Yes	49(IV)(G)(i) complied in the Annual Report of F.Y. 2012-13
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Complied in the Annual Report of F.Y. 2012-13
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	49(VI) complied in the Annual Report of F.Y. 2012-13
<b>VII. Compliance</b>	49 (VII)	Yes	49(VII) complied in the Annual Report of F.Y. 2012-13

**Sd/-**

**Dev Bajpai**

**Executive Director, Legal & Corporate Affairs and Company Secretary**