

Quarterly Compliance Report on Corporate Governance**Name of the Company : HINDUSTAN UNILEVER LIMITED****Quarter ended : 31st December, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Refer Note. 1
(F) Whistle Blower Policy	49 (IIF)	Yes	Refer Note. 1
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	Refer Note. 1
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	There were no material Related Party Transactions in this quarter
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions in this quarter

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Refer Note. 1
(C) Remuneration of Directors	49 (VIII C)	Yes	Refer Note. 1
(D) Management	49 (VIII D)	Yes	49 (VIII)(D)complied in the Annual Report of F.Y. 2013-14
(E) Shareholders	49 (VIII E)	Yes	49 (VIII)(E)complied in the Annual Report of F.Y. 2013-14
(I) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	Complied in the Annual Report of F.Y. 2013-14
X. Report on Corporate Governance	49 (X)	Yes	Refer Note. 1
XI. Compliance	49 (XI)	Yes	49(XI) complied in the Annual Report of F.Y. 2013-14

Note 1: The Annual Report disclosure requirements shall be complied in the Annual Report for F.Y. 2014 - 15

Sd/-

Dev Bajpai

Executive Director (Legal & Corporate Affairs) and Company Secretary