Hindustan Unilever Limited

**Hindustan Unilever Limited**
Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099

Tel: +91 (22) 5043 3000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

9th January, 2020

*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 31st December, 2019.

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

Thanking You,

Yours faithfully,
**For Hindustan Unilever Limited**

Hindustan Unilever Limited Mumbai 400 099.

**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 : **31st December, 2019**

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 | 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 proviso 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. | Sanjiv Mehta | PAN: AANPM7571K DIN: 06699923 | Executive - Chairperson | 01-10-2013 | | | | 09-07-1960 | 1 | 0 | 1 | 0 |
| Mr. | Srinivas Phatak | PAN: AGBPP6162F DIN: 02743340 | Executive | 01-12-2017 | | | | 25-10-1971 | 1 | 0 | 1 | 0 |
| Mr. | Pradeep Banerjee* | PAN: AACPB1896P DIN: 02985965 | Executive | 01/03/2010 | | 31/12/2019 | | 19-10-1958 | 4 | 3 | 4 | 0 |
| Mr. | Dev Bajpai | PAN: AAAPB0651N DIN:00050516 | Executive | 23-01-2017 | | | | 14-11-1965 | 1 | 0 | 0 | 0 |
| Mr. | Aditya Narayan | PAN: ACWPN9272B DIN: 00012084 | Independent | 30-06-2014 | 30-06-2019 | | 66 | 08-01-1952 | 2 | 2 | 1 | 1 |
| Mr. | O. P. Bhatt | PAN: AGPPB9727Q DIN: 00548091 | Independent | 30-06-2014 | 30-06-2019 | | 66 | 07-03-1951 | 4 | 4 | 5 | 2 |
| Dr. | Sanjiv Misra | PAN: AAAPM1646G DIN: 03075797 | Independent | 30-06-2014 | 30-06-2019 | | 66 | 16-12-1947 | 1 | 1 | 1 | 0 |
| Ms. | Kalpana Morparia | PAN: AAGPM5926M DIN: 00046081 | Independent | 09-10-2014 | 09/10/2019 | | 62 | 30-05-1949 | 2 | 2 | 1 | 1 |
| Mr. | Leo Puri | PAN: AALPP0852A DIN: 01764813 | Independent | 12-10-2018 | | | 14 | 03-01-1961 | 2 | 2 | 1 | 0 |

*Mr. Pradeep Banerjee ceased to be the Director of the Company with effect from 31.12.2019

Hindustan Unilever Limited Mumbai 400 099.

**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 | Aditya Narayan | Chairperson- Non-Executive - Independent | 30-06-2014 | – |
| | | O. P. Bhatt | Non-Executive - Independent | 30-06-2014 | – |
| | | Sanjiv Misra | Non-Executive - Independent | 30-06-2014 | – |
| | | Leo Puri | Non-Executive - Independent | 12-10-2018 | – |
| | | | | | |
| 2. Nomination & Remuneration Committee | Yes | Dr. Sanjiv Misra | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | Aditya Narayan | Non-Executive - Independent | 30-06-2014 | – |
| | | O. P. Bhatt | Non-Executive - Independent | 30-06-2014 | – |
| | | Leo Puri | Non-Executive - Independent | 12-10-2018 | – |
| | | Sanjiv Mehta | Executive | 30-06-2018 | – |
| | | | | | |
| 3. Corporate Social Responsibility Committee | Yes | O. P. Bhatt | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | Aditya Narayan | 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 | – |
| | | Srinivas Phatak | Executive | 01-12-2017 | – |
| | | | | | |
| 4. Stakeholders Relationship Committee | Yes | O. P. Bhatt | Chairperson - Non-Executive - Independent | 30-06-2014 | – |
| | | Sanjiv Mehta | Executive | 01-10-2013 | – |
| | | Srinivas Phatak | Executive | 01-12-2017 | – |
| | | | | | |
| 5. Risk Management Committee | Yes | Sanjiv Mehta | Chairperson - Executive | 27-10-2014 | – |
| | | Srinivas Phatak | Executive | 01-12-2017 | – |
| | | Pradeep Banerjee* | Executive | 27-10-2014 | 31/12/2019 |
| | | Dev Bajpai | Executive | 27-10-2014 | |
| | | Suman Hegde | Executive | 01-04-2018 | |

*Mr. Pradeep Banerjee ceased to be the Director of the Company with effect from 31.12.2019

### 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) |
|---|---|---|---|---|---|
| 23/07/2019 | 14/10/2019 | Yes | 9 | 5 | 82 |

### IV. Meetings of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Number of Directors 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 |
|---|---|---|---|---|---|
| 14/10/2019 | Yes | 4 | 4 | 23/07/2019 | 82 |
| 19/12/2019 | Yes | 3 | 3 | | 65 |

### 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

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
    a. Audit Committee
    b. Nomination & Remuneration Committee
    c. Stakeholders Relationship Committee
    d. Risk management committee (applicable to the top 100 listed entities)
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.
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.
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.

Name & Designation: Dev Bajpai
Executive Director, Legal & Corporate Affairs and Company Secretary
DIN : 00050516 / FCS : F3354

Place : Mumbai
Date: 09-01-2020

Hindustan Unilever Limited
Mumbai
400 099