

Quarterly Compliance Report on Corporate Governance**Name of the Company : HINDUSTAN UNILEVER LIMITED****Quarter ended : 30th June, 2015**

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	Complied in Annual Report of F.Y, 2014-15
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied in Annual Report of F.Y, 2014-15
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	Complied in Annual Report of F.Y. 2014-15
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)		

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(A) Related party transactions	49 (VIII A)	Yes	There were no material Related Party Transactions in this quarter
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Complied in Annual Report of F.Y. 2014-15
(C) Remuneration of Directors	49 (VIII C)	Yes	Complied in Annual Report of F.Y. 2014-15
(D) Management	49 (VIII D)	Yes	Complied in the Annual Report of F.Y. 2014-15
(E) Shareholders	49 (VIII E)	Yes	Complied in the Annual Report of F.Y. 2014-15
(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. 2014-15
X. Report on Corporate Governance	49 (X)	Yes	Complied in Annual Report of F.Y. 2014-15
XI. Compliance	49 (XI)	Yes	Complied in the Annual Report of F.Y. 2014-15

Sd/-

Dev Bajpai

Executive Director (Legal & Corporate Affairs) and Company Secretary