Hindustan Unilever Limited

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

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

July 5, 2018

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.: <u>Quarterly Compliance Report on Corporate Governance</u>

Pursuant to the requirements of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2018.

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

Thanking You,

Yours faithfully,
For Hindustan Unilever Limited

HINDUSTAN UNILEVER LTD. MUMBAI

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, 2018**

I. Composition of Board of Directors

Title (Mr. /Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the Current term	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number 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.	Harish Manwani*	PAN: AAUPM6399J DIN: 00045160	Non-Executive – Chairman	29.04.2005	-	1	-	-
Mr.	Sanjiv Mehta*	PAN: AANPM7571K DIN: 06699923	Executive - Chairman	01.10.2013	-	1	1	-
Mr.	Srinivas Phatak	PAN: AGBPP6162F DIN: 02743340	Executive	01.12.2017	-	1	1	-
Mr.	Pradeep Banerjee	PAN: AACPB1896P DIN: 02985965	Executive	01.03.2010	-	2	-	-
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN:00050516	Executive	23.01.2017	-	1	-	-
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Independent	30.06.2014	4	3	2	1
Mr.	S. Ramadorai	PAN: AAAPR0024R DIN: 00000002	Independent	30.06.2014	4	3	1	-
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30.06.2014	4	4	6	2
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30.06.2014	4	3	2	1
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09.10.2014	4	2	1	1

*Mr. Harish Manwani retired as Non-Executive Chairman of the Company with effect from 29th June, 2018 and Mr. Sanjiv Mehta has been appointed as the Chairman of the Board with effect from 30th June, 2018.

HINDUSTAN UNILEVER LTD. MUMBAI

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Aditya Narayan	Chairman - Non-Executive - Independent
	Mr. S. Ramadorai	Non-Executive - Independent
	Mr. O. P. Bhatt	Non-Executive - Independent
	Dr. Sanjiv Misra	Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. S. Ramadorai	Chairman - Non-Executive - Independent
	Mr. Aditya Narayan	Non-Executive - Independent
	Mr. O. P. Bhatt	Non-Executive - Independent
	Dr. Sanjiv Misra	Non-Executive - Independent
	Mr. Sanjiv Mehta	Executive
Mr. Harish Manwani retired as the Non-Executive Director of the Company with effect from 29th June, 2018, hence ceased to be the Member of the Nomination and Remuneration Committee of the Company. Mr. Sanjiv Mehta was appointed as the Member of Nomination and Remuneration Committee of the Company with effect from 30th June, 2018.		
3. Risk Management Committee (if applicable)	Mr. Sanjiv Mehta	Chairman - Executive
	Mr. Srinivas Phatak	Executive
	Mr. Pradeep Banerjee	Executive
	Mr. Dev Bajpai	Executive
	Ms. Suman Hegde	Senior Manager [Group Controller]
4. Stakeholders Relationship Committee	Mr. O. P. Bhatt	Chairman - Non-Executive - Independent
	Mr. Sanjiv Mehta	Executive
	Mr. Srinivas Phatak	Executive
5. Corporate Social Responsibility Committee	Mr. O. P. Bhatt	Chairman - Non-Executive - Independent
	Mr. Aditya Narayan	Non-Executive - Independent
	Dr. Sanjiv Misra .	Non-Executive - Independent
	Ms. Kalpana Morparia	Non-Executive - Independent
	Mr. Sanjiv Mehta	Executive
	Mr. Srinivas Phatak	Executive

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	Maximum gap between any two consecutive meetings (in number of days)
17.01.2018	11.04.2018 and 12.04.2018	83 days
	14.05.2018	32 days

HINDUSTAN UNILEVER LTD. MUMBAI

IV. Meeting of Committees – Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
12.04.2018	Yes – 4/4	17.01.2018	84 days
14.05.2018	Yes – 4/4		31 days
28.06.2018	Yes – 4/4	-	44 days

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
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 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
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 shall be placed in the next meeting of Board of Directors. The report submitted in the previous quarter was been placed before Board of Directors. There were no comments/observations/advice of Board of Directors on the aforesaid report.

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

HINDUSTAN UNILEVER LTD. MUMBAI

Place : Mumbai
Date: 05/07/2018