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

9th July, 2019

*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. CIR/CFD/CMD/ 5 /2015, dated 24th September, 2015, we are hereby enclosing the Quarterly Compliance Report on Corporate Governance for 30th June, 2019.

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

Thanking You,

Yours faithfully,
**For Hindustan Unilever Limited**

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

AsJ

Encl. as above

Hindustan Unilever Limited
Mumbai
400 099.

# Corporate Governance Report

Name of Listed Entity: **Hindustan Unilever Limited**
Quarter ending: **30th June, 2019**

**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 (in moths) | 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. | 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 | - | 3 | 4 | - |
| Mr. | Dev Bajpai | PAN: AAAPB0651N DIN:00050516 | Executive | 23.01.2017 | - | 1 | - | - |
| Mr. | Aditya Narayan | PAN: ACWPN9272B DIN: 00012084 | Independent | 30.06.2014 | 60 | 2 | 1 | 1 |
| Mr. | S. Ramadorai* | PAN: AAAPR0024R DIN: 00000002 | Independent | 30.06.2014 | 60 | 2 | 1 | - |
| Mr. | O. P. Bhatt | PAN: AGPPB9727Q DIN: 00548091 | Independent | 30.06.2014 | 60 | 4 | 5 | 2 |
| Dr. | Sanjiv Misra | PAN: AAAPM1646G DIN: 03075797 | Independent | 30.06.2014 | 60 | 2 | 1 | - |
| Ms. | Kalpana Morparia | PAN: AAGPM5926M DIN: 00046081 | Independent | 09.10.2014 | 56 | 2 | 1 | 1 |
| Mr. | Leo Puri | PAN: AALPP0852A DIN: 01764813 | Independent | 12.10.2018 | 8 | 2 | 1 | - |

*Mr. S. Ramadorai ceased to be an Independent Director of the Company with effect from 29th June, 2019.

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**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 |
| | S. Ramadorai* | Non-Executive - Independent |
| | Mr. O. P. Bhatt | Non-Executive - Independent |
| | Dr. Sanjiv Misra | Non-Executive - Independent |
| | Mr. Leo Puri | Non-Executive - Independent |

*Mr. S. Ramadorai ceased to be an Independent Director of the Company with effect from 29th June, 2019, hence ceased to be the member of Audit Committee of Company.

| Name of Committee | Name of Committee members | Category |
|---|---|---|
| 2. *Nomination & Remuneration Committee* | S. Ramadorai* | Chairman - Non-Executive - Independent |
| | Dr. Sanjiv Misra# | Chairman - Non-Executive - Independent |
| | Mr. Aditya Narayan | Non-Executive - Independent |
| | Mr. O. P. Bhatt | Non-Executive - Independent |
| | Mr. Leo Puri | Non-Executive - Independent |
| | Mr. Sanjiv Mehta | Executive |

*Mr. S. Ramadorai ceased to be an Independent Director of the Company with effect from 29th June, 2019, hence ceased to be the Chairman of Nomination and Remuneration Committee of the Company.

#Dr. Sanjiv Misra was appointed as a Chairman of the Nomination and Remuneration Committee with effect from 30th June, 2019.

| Name of Committee | Name of Committee members | Category |
|---|---|---|
| **3. 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 |
| | | |
| **4. Stakeholders Relationship Committee** | Mr. O. P. Bhatt | Chairman - Non-Executive - Independent |
| | Mr. Sanjiv Mehta | Executive |
| | Mr. Srinivas Phatak | Executive |
| | | |
| 5. *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] |

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**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) |
|---|---|---|
| 17.01.2019 | 03.05.2019 | 49 days |
| 14.03.2019 | 29.05.2019 to 31.05.2019 | 25 days |

**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 |
|---|---|---|---|
| 03.05.2019 | Yes – 4/5 | 17.01.2019 | 105 days |
| 28.06.2019 | Yes – 5/5 | | 55 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 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**

**Place : Mumbai**
**Date: 09/07/2019**

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