



15th July, 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 30th June, 2020.

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

Thanking You,

Yours faithfully,

**For Hindustan Unilever Limited**

DEVOPA M  
NARENDRA BAJPAI  
Date: 2020.07.15  
19:26:19 +05'30'

**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, 2020

### 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: AGBPT6162F DIN: 02743340	Executive	01-12-2017	-	-	-	25-10-1971	1	0	1	0
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23-01-2017	-	-	-	14-11-1965	1	0	0	0
Mr.	Wilhelmus Uijen	PAN: ALDPU3229M DIN: 08614686	Executive	01.01.2020	-	-	-	12-05-1975	1	0	0	0
Mr.	Aditya Narayan*	PAN: ACWPN9272B DIN: 00012084	Independent	30-06-2014	30-06-2019	29-06-2020	72	08-01-1952	2	2	2	1
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019	-	72	07-03-1951	4	4	5	2
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30-06-2014	30-06-2019	-	72	16-12-1947	1	1	1	0
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	09-10-2019	-	68	30-05-1949	2	2	1	1
Mr.	Leo Puri#	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018	-	-	20	03-01-1961	2	2	2	1
Dr.	Ashish Gupta	PAN: AHEFG4579R DIN: 00521511	Independent	31-01-2020	-	-	5	18-12-1966	2	2	1	0

\*Mr. Aditya Narayan ceased to be an Independent Director of the Company with effect from 29th June, 2020.

#Mr. Leo Puri was appointed as Chairman of the Audit Committee of the Company with effect from 30th June, 2020.

III. 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	Leo Puri# Aditya Narayan* O. P. Bhatt Sanjiv Misra Ashish Gupras	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	12-10-2018 30-06-2014 30-06-2014 30-06-2014 30-04-2020	- 29-06-2020 - - -
*Mr. Aditya Narayan ceased to be an Independent Director of the Company with effect from 29th June, 2020, hence ceased to be the Chairman of the Audit Committee of the Company. #Mr. Leo Puri was appointed as Chairman of the Audit Committee of the Company with effect from 30th June, 2020. § Dr. Ashish Gupta was appointed as a Member of the Audit Committee of the Company with effect from 30th April, 2020.					
2. Nomination & Remuneration Committee	Yes	Sanjiv Misra Aditya Narayan* O. P. Bhatt Leo Puri Sanjiv Mehta	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive	30-06-2014 30-06-2014 30-06-2014 12-10-2018 30-06-2018	- 29-06-2020 - - -
*Mr. Aditya Narayan ceased to be an Independent Director of the Company with effect from 29th June, 2020, hence ceased to be a Member of the Nomination and Remuneration Committee of the Company.					
3. Corporate Social Responsibility Committee	Yes	O. P. Bhatt Aditya Narayan* Dr. Sanjiv Misra Kalpana Morparia Sanjiv Mehta Srinivas Phatak	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Executive	30-06-2014 30-06-2014 30-06-2014 09-10-2014 01-10-2013 01-12-2017	- 29-06-2020 - - - -
*Mr. Aditya Narayan ceased to be an Independent Director of the Company with effect from 29th June, 2020, hence ceased to be a Member of the Corporate Social Responsibility Committee of the Company.					
4. Stakeholders Relationship Committee	Yes	O. P. Bhatt Sanjiv Mehta Srinivas Phatak	Chairperson - Non-Executive - Independent Executive Executive	30-06-2014 01-10-2013 01-12-2017	- - -
5. Risk Management Committee	Yes	Sanjiv Mehta Srinivas Phatak Wilhelmus Uijen Dev Bajpai Amit Sood#	Chairperson - Executive Executive Executive Executive Executive	27-10-2014 01-12-2017 01-01-2020 27-10-2014 30-04-2020	- - - - -
#Mr. Amit Sood has been appointed as a Member of the Risk Management Committee replacing Ms. Suman Hegde with effect from 30th April, 2020					

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)	
31-01-2020	01-04-2020	Yes	10	6	36	
24-02-2020	30-04-2020	Yes	10	6	28	
	15-05-2020	Yes	10	6	14	
	22-06-2020	Yes	10	6	37	
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	
01-04-2020	Yes	4	4	31-01-2020	36	
30-04-2020	Yes	4	4	24-02-2020	28	
15-05-2020	Yes	5	5		14	
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.						
<div><div>DEVOPAM NARENDRA BAJPAI</div><div><div>Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2020.07.15 19:26:36 +0530</div></div></div> <div><b>Name &amp; Designation: Dev Bajpai</b> <b>Executive Director, Legal &amp; Corporate Affairs and Company Secretary</b> <b>DIN : 00050516 / FCS : F3354</b></div> <div><b>Place : Mumbai</b> <b>Date: 15-07-2020</b></div>						