



14h April, 2021

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 and Yearly 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 and Yearly Compliance Report on Corporate Governance for the quarter and year ended 31st March, 2021.

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

Thanking You,

Yours faithfully,

For Hindustan Unilever Limited

DEVOPAM NARENDRA
BAJPAI
Digitally signed by
DEVOPAM NARENDRA
BAJPAI
Date: 2021.04.14
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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 March, 2021

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.	Dev Bajpai	PAN: AAAAP80651N DIN: 00905016	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.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019	-	81	07-03-1951	4	4	5	2
Dr.	Sanjiv Misra	PAN: AAAPMI1646G DIN: 03075797	Independent	30-06-2014	30-06-2019	-	81	16-12-1947	1	1	1	0
Ms.	Kalpana Morparia	PAN: AAGPME5926M DIN: 00046081	Independent	09-10-2014	09-10-2019	-	77	30-05-1949	2	2	3	2
Mr.	Leo Puri	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018	-	-	29	03-01-1961	2	2	0	0
Dr.	Ashish Gupta	PAN: AHIEPG4579R DIN: 00521511	Independent	31.01.2020	-	-	14	18-12-1966	2	2	1	0

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	Kalpana Morparia# O. P. Bhatt Sanjiv Misra Ashish Gupta Leo Puri##	Chairperson- Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	02-02-2021 30-06-2014 30-06-2014 30-04-2020 12-10-2018	- - - - 02-02-2021
# Ms. Kalpana Morparia was appointed as the Chairman and Member of the Committee w.e.f. 02.02.2021 ## Mr. Leo Puri ceased to be Chairman and Member of the Committee w.e.f. 02.02.2021					
2. Nomination & Remuneration Committee	Yes	Dr. Sanjiv Misra O. P. Bhatt Kalpana Morparia# Sanjiv Mehta Leo Puri##	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Non-Executive - Independent	30-06-2014 30-06-2014 02-02-2021 30-06-2018 12-10-2018	- - - - 02-02-2021
# Ms. Kalpana Morparia was appointed as the Member of the Committee w.e.f. 02.02.2021 ## Mr. Leo Puri ceased to be the Member of the Committee w.e.f. 02.02.2021					
3. Corporate Social Responsibility Committee	Yes	O. P. Bhatt Dr. Sanjiv Misra Kalpana Morparia Sanjiv Mehta Srinivas Phatak	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Executive	30-06-2014 30-06-2014 09-10-2014 01-10-2013 01-12-2017	- - - - -
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	- - - - -

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)
20-10-2020	-	Yes	9	5	58
16-12-2020 to 18-12-2020	27-01-2021	Yes	9	5	39

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Members 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
27-01-2021	Yes	4	4	20-10-2020	48
	Yes	4	4	08-12-2020	49

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

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 100 listed entities)
- The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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.

DEVOPAM Digitally signed by
 DEVOPAM
 NARENDRA NARENDRA BAJPAI
 BAJPAI Date: 2021.04.14
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Name & Designation: Dev Bajpai
 Executive Director, Legal & Corporate Affairs and Company Secretary
 DIN : 00050516 / FCS : F3354

Place : Mumbai
 Date: 14-04-2021

Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited
 Corporate Governance Report as on 31st March, 2021

Item	I. Disclosure on website in terms of Listing Regulations	
	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.hul.co.in/about/our-company/
b) Terms and conditions of appointment of independent directors	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
c) Composition of various committees of board of directors	Yes	https://www.hul.co.in/about/our-leadership/
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
e) Details of establishment of 'vigil mechanism' / Whistle Blower policy	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
f) Criteria of making payments to non-executive directors	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
g) Policy on dealing with related party transactions	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
h) Policy for determining 'material' subsidiaries	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
i) Details of familiarization programmes imparted to independent directors	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
j) Email address for grievance redressal and other relevant details	Yes	https://www.hul.co.in/investor-relations/investor-contacts/
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.hul.co.in/investor-relations/investor-contacts/
l) Financial results	Yes	https://www.hul.co.in/investor-relations/quarterly-results/
m) Shareholding pattern	Yes	https://www.hul.co.in/investor-relations/shareholder-and-agm-information/shareholding-pattern/
n) Details of agreements entered into with the media companies and/or their associates		N.A.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	https://www.hul.co.in/investor-relations/presentations/
p) New name and the old name of the listed entity		N.A.
q) Advertisements as per regulation 47 (1)	Yes	https://www.hul.co.in/investor-relations/news/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.hul.co.in/investor-relations/annual-reports/
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
b) Materiality Policy as per Regulation 30	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.hul.co.in/investor-relations/corporate-governance/
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes

Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of Unlisted Material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

DEVOPAM
NARENDRA BAJPAL

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NARENDRA BAJPAL
Date: 2023.06.14 17:36:16
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Name & Designation: Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS No. : F3354