



Hindustan Unilever Limited

20th April, 2023

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 – 400001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400051

Dear Sir/Madam,

Sub.: Quarterly Compliance Report on Corporate Governance - Regulation 27(2) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the requirements of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable SEBI circulars, we are hereby enclosing the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2023.

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

Thanking You,

Yours faithfully,

For Hindustan Unilever Limited

DEVOPAM
NARENDRA
BAJPAI

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DEVOPAM
NARENDRA BAJPAI
Date: 2023.04.20
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Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS: F3354

Encl. as above

Quarter ending : 31st March, 2023

Title	Name of the	PAN & DIN	Category	Initial Date of	Whether Special	Date of passing	Date of	Date of	Tenure	Date of Birth	No. of Directorship	No. of Independent	No. of Memberships	No. of post of
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(Mr./Ms.)	Director		(Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Appointment	Resolution passed under Regulation 17 (1A) of Listing Regulations	Special Resolution	Re-appointment	Cessation	(In Months)		in listed entities including this listed entity [in reference to Regulation 17A(1)]	Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nitin Paranjpe	PAN: AEPPP2626E DIN: 00045204	Non - Executive Chairperson	31-03-2022	NA	-	-	-	-	04-03-1963	1	0	0	0
Mr.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive	01-10-2013	NA	-	10-10-2018	-	-	09-07-1960	1	0	2	0
Mr.	Ritesh Tiwari	PAN: ABWPT0938K DIN: 05349994	Executive	01-05-2021	NA	-	-	-	-	04-12-1975	1	0	1	0
Mr.	Devopam Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23-01-2017	NA	-	23-01-2022	-	-	14-11-1965	1	0	0	0
Mr.	Om Prakash Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	NA	-	30-06-2019	-	105	07-03-1951	4	4	6	1
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30-06-2014	Yes	29-06-2019	30-06-2019	-	105	16-12-1947	1	1	1	0
Ms.	Kalpna Jaisingh Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	Yes	29-06-2019	09-10-2019	-	101.23	30-05-1949	2	2	3	2
Mr.	Leo Puri	PAN: AALP0852A DIN: 01764813	Independent	12-10-2018	NA	-	-	-	53.2	03-01-1961	2	2	1	0
Dr.	Ashish Gupta	PAN: AHEPG4579R DIN: 00521511	Independent	31-01-2020	NA	-	-	-	38	18-12-1966	2	2	1	0
Ms.	Ashu Suyash	PAN: AKWPS0982M DIN: 00494515	Independent	12-11-2021	NA	-	-	-	16.19	02-02-1967	2	2	3	1

Whether Chairperson is related to managing director or	No
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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 Jaisingh Morparia	Chairperson- Non-Executive - Independent	02-02-2021	–
		Om Prakash Bhatt	Non-Executive - Independent	30-06-2014	–
		Dr. Sanjiv Misra	Non-Executive - Independent	30-06-2014	–
		Dr. Ashish Gupta	Non-Executive - Independent	30-04-2020	–
		Ashu Suyash	Non-Executive - Independent	20-01-2022	–
2. Nomination & Remuneration Committee	Yes	Dr. Sanjiv Misra	Chairperson - Non-Executive - Independent	30-06-2014	–
		Om Prakash Bhatt	Non-Executive - Independent	30-06-2014	–
		Kalpana Jaisingh Morparia	Non-Executive - Independent	02-02-2021	–
		Ashu Suyash	Non-Executive - Independent	20-01-2022	–
3. Corporate Social Responsibility Committee	Yes	Om Prakash Bhatt	Chairperson - Non-Executive - Independent	30-06-2014	–
		Dr. Sanjiv Misra	Non-Executive - Independent	30-06-2014	–
		Kalpana Jaisingh Morparia	Non-Executive - Independent	09-10-2014	–
		Sanjiv Mehta	Executive	01-10-2013	–
		Leo Puri	Non-Executive - Independent	01-05-2021	–
		Ritesh Tiwari	Executive	01-05-2021	–
4. Stakeholders Relationship Committee	Yes	Om Prakash Bhatt	Chairperson - Non-Executive - Independent	30-06-2014	–
		Sanjiv Mehta	Executive	01-10-2013	–
		Leo Puri	Non-Executive - Independent	01-05-2021	–
		Ritesh Tiwari	Executive	01-05-2021	–
5. Risk Management Committee	Yes	Sanjiv Mehta	Chairperson - Executive	27-10-2014	–
		Devopam Bajpai	Executive	27-10-2014	–
		Dr. Ashish Gupta	Non-Executive - Independent	01-05-2021	–
		Ritesh Tiwari	Executive	01-05-2021	–
		Ashu Suyash	Non-Executive - Independent	20-01-2022	–
		Ravishankar Ambalaparambil	Senior Executive	01-05-2021	–
6. Environmental, Social and Governance Committee	Yes	Ashu Suyash	Chairperson - Non-Executive - Independent	01-12-2022	–
		Kalpana Jaisingh Morparia	Non-Executive - Independent	01-12-2022	–
		Dr. Ashish Gupta	Non-Executive - Independent	01-12-2022	–
		Om Prakash Bhatt	Non-Executive - Independent	01-12-2022	–
		Sanjiv Mehta	Executive	01-12-2022	–

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)
21-10-2022	-	Yes	10	6	-
24-11-2022	-	Yes	8	4	-
-	19-01-2023	Yes	9	5	55
-	17-02-2023	Yes	10	6	28
-	10-03-2023	Yes	10	6	20
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
A. Audit Committee					
-	Yes	5	5	21-10-2022	-
19-01-2023	Yes	4	4	02-12-2022	47
B. Nomination and Remuneration Committee					
-	Yes	4	4	02-12-2022	-
17-02-2023	Yes	4	4	-	76
10-03-2023	Yes	4	4	-	20
C. Risk Management Committee					
17-02-2023	Yes	6	2	21-10-2022	118
D. Stakeholders Relationship Committee					
19-01-2023	Yes	4	2	26-04-2022	267
E. Corporate Social Responsibility Committee					
-	Yes	6	4	21-10-2022	-
F. Environmental, Social and Governance Committee					
17-02-2023	Yes	5	4	-	-
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.					
Name & Designation: Devopam Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354			DEVOPAM NARENDRA BAJPAI		
Place : Mumbai Date: 20-04-2023			Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2023.04.20 17:53:05 +05'30'		

Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited
Corporate Governance Report as on 31st March, 2023 (Half Yearly)

I. Disclosure of Loans / guarantees / comfort letters / securities etc.refer

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the Company.

Name & Designation : Ritesh Tiwari

Chief Financial Officer

Place: Mumbai

Date: 20-04-2023

RITESH

RAMKRISHNA

TIWARI

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RAMKRISHNA TIWARI

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Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited
Corporate Governance Report as on 31st March, 2023

I. Disclosure on website in terms of Listing Regulations	
<i>Item</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:	
a) Details of business	https://www.hul.co.in/our-company/
b) Terms and conditions of appointment of independent directors	https://www.hul.co.in/files/origin/567045a278a4671f33ec59f8e3afeefba027aca4.pdf/letter-of-appointment-for-independent-directors-tcm1255-561977-1-en.pdf
c) Composition of various committees of board of directors	https://www.hul.co.in/our-company/our-leadership/ https://www.hul.co.in/files/e766a60a-c14d-46e2-921a-d23389769eca/risk-management-committee.pdf
d) Code of conduct of board of directors and senior management personnel	https://www.hul.co.in/files/9b53c226-1e0d-44b6-af3c-c51886301672/code-of-conduct-mixtef.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	https://www.hul.co.in/files/59136646-77ad-4fe4-9770-8bf08914296c/whistle-blower-policy-g8d7ff.pdf
f) Criteria of making payments to non-executive directors	https://www.hul.co.in/files/origin/644460cd481b1ac3a803ff89dbed7cb04bfe9964.pdf/differential-remuneration-policy-tcm1255-561939-1-en.pdf
g) Policy on dealing with related party transactions	https://www.hul.co.in/files/92ui5egz/production/97fc3212ee5c0d79fa6c8676aa8e1b9f791372a9.pdf
h) Policy for determining 'material' subsidiaries	https://www.hul.co.in/files/31ffb312-6ffa-4012-9df5-bfacc0ba01cd/policy-on-material-subsidiaries---governance-framework-for-all-subsidiaries-s5mctx.pdf
i) Details of familiarization programmes imparted to independent directors	https://www.hul.co.in/files/a8bb1b42-e88e-4fd6-bf57-84a019229a14/director-s-induction-and-familiarization-programme-40o8l8.pdf
j) Email address for grievance redressal and other relevant details	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	https://www.hul.co.in/investor-relations/investor-contacts/
l) Financial results	https://www.hul.co.in/investor-relations/quarterly-results/
m) Shareholding pattern	https://www.hul.co.in/investor-relations/shareholder-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	https://www.hul.co.in/investor-relations/shareholder-information/stock-exchange-filings/ https://www.hul.co.in/investor-relations/quarterly-results/
p) New name and the old name of the listed entity	N.A.
q) Advertisements as per regulation 47 (1)	https://www.hul.co.in/investor-relations/shareholder-information/stock-exchange-filings/ https://www.hul.co.in/investor-relations/recent-news/
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	https://www.hul.co.in/files/a074f9f3-29fb-45d6-891c-38ce4a60ddb7/credit-rating-cvotjr.pdf
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	https://www.hul.co.in/files/92ui5egz/production/7496c1fa319560600819b887c3ab0e7dc6eed482.pdf
As per other regulations of the LODR:	
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	https://www.hul.co.in/investor-relations/corporate-governance/
b) Materiality Policy as per Regulation 30	https://www.hul.co.in/files/c403d5a7-a147-4684-bc19-8cebed789149/policy-on-determination-of-materiality-of-events-b1neyg.pdf
c) Dividend Distribution policy as per Regulation 43A (as applicable)	https://www.hul.co.in/files/origin/3707fbeb5efc83526a0541d8d0fb449c4fd06f1a.pdf/dividend-distribution-policy-tcm1255-537138-1-en.pdf
<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)
<i>Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of Board of Directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	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)	Yes
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.

Name & Designation: Devopam Bajpai

**Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS No. : F3354**

**DEVOPAM
NARENDRA
BAJPAI**

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