



28th April, 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 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, 2020.

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

Thanking You,

Yours faithfully,  
**For Hindustan Unilever Limited**

DEVOPA  
M  
BAJPAI  
Digitally signed  
by DEVOPAM  
BAJPAI  
Date: 2020.04.28  
18:13:53 +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 : 31st March, 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: AGBPP6162F DIN: 02743340	Executive	01-12-2017	-	-	-	25-10-1971	1	0	1	0
Mr.	Wilhelmus Uijen*	PAN: ALDPU3229M DIN: 08614686	Executive	01.01.2020	-	-	-	12-05-1975	1	0	0	0
Mr.	Dev Bajpai	PAN: AAPB0651N DIN: 00050516	Executive	23-01-2017	-	-	-	14-11-1965	1	0	0	0
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Independent	30-06-2014	30-06-2019	-	69	08-01-1952	2	2	2	1
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019	-	69	07-03-1951	4	4	4	2
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30-06-2014	30-06-2019	-	69	16-12-1947	1	1	1	0
Ms.	Kalpna Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	09/10/2019	-	65	30-05-1949	2	2	1	1
Mr.	Leo Puri	PAN: AALPF0852A DIN: 01764813	Independent	12-10-2018	-	-	17	03-01-1961	2	2	1	0
Dr.	Ashish Gupta#	PAN: AHEPG4579R DIN: 00521511	Independent	31.01.2020	-	-	2	18-12-1966	2	2	0	0

\* Mr. Wilhelmus Uijen was appointed as a Whole-time Director w.e.f. 01.01.2020

#Dr. Ashish Gupta was appointed as Non-Executive Director w.e.f. 31.01.2020

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	Aditya Narayan O. P. Bhatt Sanjiv Misra Leo Puri	Chairperson- Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	30-06-2014 30-06-2014 30-06-2014 12-10-2018	- - - -
2. Nomination & Remuneration Committee	Yes	Dr. 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	- - - - -
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	- - - - - -
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 Suman Hegde	Chairperson - Executive Executive Executive Executive Executive	27-10-2014 01-12-2017 01.01.2020 27-10-2014 01-04-2018	- - - - -

\*Mr. Wilhelmus Uijen is appointed as Whole-time Director of the Company w.e.f. 01.01.2020

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)	
14/10/2019	31/01/2020	Yes	9	5	108	
	24/02/2020	Yes	10	6	23	
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	
31/01/2020	Yes	4	4	14/10/2019	65	
24/02/2020	Yes	4	4	19/12/2019	42	
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 style="display: flex; justify-content: space-between;"> <div>  <p><b>DEVOPAM BAJPAI</b></p> <p>Digitally signed by DEVOPAM BAJPAI Date: 2020.04.28 18:14:43 +05'30'</p> </div> <div> <p><b>Name &amp; Designation: Dev Bajpai</b>  Executive Director, Legal &amp; Corporate Affairs and Company Secretary  DIN : 00050516 / FCS : F3354</p> <p><b>Place : Mumbai</b>  Date: 28-04-2020</p> </div> </div>						

## Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited  
Corporate Governance Report as on 31st March, 2020

I. Disclosure on website in terms of Listing Regulations		
Item	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	<a href="https://www.hul.co.in/about/">https://www.hul.co.in/about/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.hul.co.in/about/who-we-are/our-leadership/">https://www.hul.co.in/about/who-we-are/our-leadership/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.hul.co.in/investor-relations/investor-contacts/">https://www.hul.co.in/investor-relations/investor-contacts/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.hul.co.in/investor-relations/investor-contacts/">https://www.hul.co.in/investor-relations/investor-contacts/</a>
l) Financial results	Yes	<a href="https://www.hul.co.in/investor-relations/quarterly-results/">https://www.hul.co.in/investor-relations/quarterly-results/</a>
m) Shareholding pattern	Yes	<a href="https://www.hul.co.in/investor-relations/shareholder-and-agm-information/shareholding-pattern/">https://www.hul.co.in/investor-relations/shareholder-and-agm-information/shareholding-pattern/</a>
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	<a href="https://www.hul.co.in/investor-relations/presentations/">https://www.hul.co.in/investor-relations/presentations/</a>
p) New name and the old name of the listed entity		N.A.
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.hul.co.in/investor-relations/news/">https://www.hul.co.in/investor-relations/news/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>

s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.hul.co.in/investor-relations/annual-reports/">https://www.hul.co.in/investor-relations/annual-reports/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://www.hul.co.in/investor-relations/corporate-governance/">https://www.hul.co.in/investor-relations/corporate-governance/</a>
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
<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 &amp; 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 &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; 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
<i>Policy for Related Party Transaction</i>	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

<b>III Affirmations:</b>	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	
<b>DEVOPA</b> <b>M BAJPAI</b>	<small>Digitally signed by DEVOPAM BAJPAI Date: 2020.04.28 18:15:10 +05'30'</small>
<b>Name &amp; Designation: Dev Bajpai</b> <b>Executive Director, Legal &amp; Corporate Affairs</b> <b>and Company Secretary</b> <b>DIN: 00050516 / FCS No. : F3354</b>	