

**SACHIN CHHADAWA**

B.Sc, LL.B, FCS  
Practicing Company Secretary

48, Ultimate Business Centre, 111-A, M. G. Road,  
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**CERTIFICATE (RECONCILIATION OF SHARE CAPITAL AUDIT)**  
*[As per regulation 55A of the SEBI (Depositories & Participants) Regulations, 1996]*

To,  
The Board of Directors,  
Hindustan Unilever Limited  
Unilever House, B. D. Sawant Marg, Chakala,  
Andheri (East), Mumbai - 400 099.

I have examined the Register of Members, beneficiary details furnished by the Depositories and other records/ documents maintained by **Hindustan Unilever Limited** (hereinafter referred to as "the Company") and its Registrars and Share Transfer Agents, Karvy Computershare Private Limited, for issuing this certificate, in accordance with Circular No. D&CC/ FITTC/ CIR-16/ 2002 dated December 31, 2002 and CIR/ MRD/ DP/ 30/ 2010 dated 6<sup>th</sup> September, 2010 issued by the Securities and Exchange Board of India.

In my opinion and to the best of my knowledge and according to the information and explanations given to me and based on such verification as considered necessary, I hereby certify as follows:

1. For the quarter ended:	30 <sup>th</sup> September, 2015
2. ISIN:	INE030A01027
3. Face Value:	Re.1/- per Equity Share
4. Name of the Company:	Hindustan Unilever Limited
5. Registered office address:	Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai- 400 099
6. Correspondence address:	Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai- 400 099
7. Telephone & Fax Nos.	Ph +91-22-39832557, +91-22-3983 2794, +91- 22-39832532, Fax +91-22-28249457
8. Email Id:	<a href="mailto:levercare.shareholder@unilever.com">levercare.shareholder@unilever.com</a> <a href="mailto:comsec.hul@unilever.com">comsec.hul@unilever.com</a>
9. Name of the Stock Exchanges where the Company's securities are listed:	The National Stock Exchange of India Limited and BSE Limited



	Number of shares/Units	% of Total Issued Capital
10. Issued Capital:	2,21,69,87,623.00	100.00
11. Listed Capital (Exchange wise): (As per company records)	2,16,38,68,647.00	97.60
12. Held in dematerialized form in CDSL:	2,70,34,145.00	1.22
13. Held in dematerialized form in NSDL:	2,08,49,45,372.00	94.04
14. Physical:	5,18,89,130.00	2.34
15. Total No. of shares (12+13+14):	2,16,38,68,647.00	97.60

16. Reason for difference, if any, between (10 & 11), (10 & 15): The difference between the Issued Capital and Listed Capital is due to the buyback of 3,02,35,772 Equity Shares of Re. 1/- each during the Financial Year 2007-08 and Buy Back of 2,28,83,204 Equity Shares of Re. 1/- each during the Financial Year 2010-11.

17. Certifying the details of changes in share capital during the quarter under consideration as per table below:

Particulars ***	No. of shares	Applied / not applied for listing	Listed on Stock Exchange (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In principal approval pending for SE (Specify names)
Allotment of shares under ESOP on 21 <sup>st</sup> August, 2015	41,334	Applied and Approved	BSE & NSE	Yes	Yes	N.A.
Allotment of shares under ESOP on 24 <sup>th</sup> September, 2015	14733	Applied and Approved	BSE & NSE	Yes	Yes	N.A.

\*\*\* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Education Forfeiture, Any other (to specify).

18. Register of Members is updated (Yes/No):  
If not, updated up to which date.

Yes
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19. Reference of previous quarter with regards to excess dematerialized shares, if any:  
N.A.

20. Has the company resolved the matter mentioned in point no. 19 above in current quarter? If not, reason why? N.A.

21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat requests	No. of requests	No. of shares	Reason for delay
Confirmed after 21 days	Nil	Nil	Nil
Pending for more than 21 days	Nil	Nil	Nil

22. Name, telephone & fax no. of the Compliance Officer of the Company:

Mr. Dev Bajpai, Executive Director, Legal & Corporate Affairs and Company Secretary  
Tel.: 022 - 39832358  
Fax: 022 - 28249457

23. Name, Address, Tel. & Fax No., Regn. No. of the Auditor:


Mr. Sachin Chhadawa  
48 & 61, Ultimate Business Centre,  
111-A, Ground Floor, M. G. Road,  
Opp. Mumbai University, Fort. Mumbai- 400 023  
Tel: 91-22-2267 2626  
Fax: 91-22-2267 6188  
Membership No. FCS 5619, C. P. No. 4617

24. Appointment of common agency for share registry work, if yes, name & address:

M/s. Karvy Computershare Private Limited,  
Plot 31-32, Gachibowli Financial District,  
Nanakramguda, Hyderabad- 500 032  
Phone: 91-40-6716 1500, 33211000  
Fax No.: 91-40-23420814, 23001153

25. Any other detail that the CA/CS may like to provide (e.g. BIFR Company, delisting form SE, etc.....): N.A.

Place: Mumbai.  
Date: 07.10.2015

  
Sachin Chhadawa  
Practicing Company Secretary  
FCS: 5619 - C. P. No.: 4617

