

Corporate Governance Report

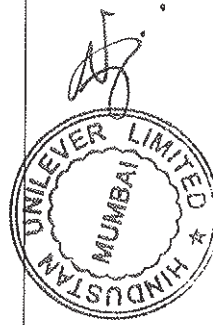
Name of Listed Entity: Hindustan Unilever Limited
 Quarter ending: 31st December, 2015

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the Current term/cessation	Tenure	No of Directorship in listed entities including listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/Stakeholder Committees) 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 entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Harish Manwani	PAN: AAUPM6399J DIN: 00045160	Non-Executive - Chairman	29.04.2005	-	1	-	-	
Mr.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive	01.10.2013	-	1	1	-	
Mr.	P. B. Balaji	PAN: AAEPB3486B DIN: 02762983	Executive	01.07.2014	-	1	1	-	
Mr.	Pradeep Banerjee	PAN: AACPB1886P DIN: 02985965	Executive	01.03.2010	-	1	-	-	
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Non-Executive - Independent	29.06.2001	14	3	4	2	
Mr.	S. Ramadorai	PAN: AAAPR0024R DIN: 00000002	Non-Executive - Independent	20.05.2002	13	3	1	-	
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Non-Executive - Independent	20.12.2011	4	3	5	1	
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Non-Executive - Independent	08.04.2013	2	3	2	1	
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Non-Executive - Independent	09.10.2014	1	2	3	1	



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s
1. Audit Committee	Mr. Aditya Narayan Mr. S. Ramadorai Mr. O. P. Bhatt Dr. Sanjiv Misra Ms. Kalpana Morparia	Chairman - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	Mr. S. Ramadorai Mr. Aditya Narayan Mr. O. P. Bhatt Dr. Sanjiv Misra Mr. Harish Manwani	Chairman - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive
3. Risk Management Committee (if applicable)	Mr. Sanjiv Mehta Mr. P. B. Bataji Mr. Pradeep Banerjee Mr. Dev Bajpai Mr. V. Hariharan	Chairman - Executive Executive Executive - -
4. Stakeholders Relationship Committee	Mr. O. P. Bhatt Mr. Sanjiv Mehta Mr. P. B. Bataji	Chairman - Non-Executive - Independent Executive Executive
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	Maximum gap between any two consecutive meetings (in number of days)
21.07.2015	14.10.2015	85 days
	18.12.2015	64 days



IV. Meeting of Committees – Audit Committee

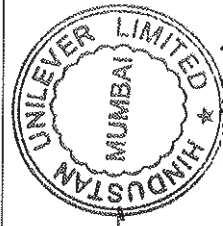
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.10.2015	Yes - 5/5	21.07.2015	85 days
18.12.2015	Yes - 5/5		64 days

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 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 Board of Directors may be mentioned here: **N.A.**



Dev Bajpai

Name & Designation: Dev Bajpai
Executive Director (Legal & Corporate Affairs) and Company Secretary

Date: 14/01/2016