

B S R & Co. LLP

Chartered Accountants

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Private and confidential

The Board of Directors
Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri - East
MUMBAI 400 099

15 January 2016

We, B S R & Co. LLP, the statutory auditors of Hindustan Unilever Limited ('the Company'), have been requested to examine the proposed accounting treatment specified in clause 6 of the Draft Scheme of arrangement between the Company and its members (hereinafter referred to as 'the Draft Scheme') in terms of the provisions of sections 391 to 394 of the Companies Act, 1956 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

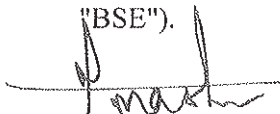
The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation of the Draft Scheme.

Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity as the statutory auditors of financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates issued for Special Purpose issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express an opinion

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange Limited (the "NSE") and the BSE Limited (the "BSE").



B S R & Co (a partnership firm with
Registration No. BA61223) converted into
B S R & Co LLP (a Limited Liability, Partnership
with LLP Registration No. AAB-8181)
with effect from October 14, 2013

Registered Office.
5th Floor, Lodha Excelus
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N.M. Joshi Marg, Mahalaxmi
Mumbai - 400 011

B S R & Co. LLP

Hindustan Unilever Limited
15 January 2016
Page 2 of 2

This certificate has been solely issued in connection with the above mentioned purpose. It must not be copied, disclosed, quoted or circulated, or referred to, in correspondence or discussion, in whole or in part or distributed to anyone other than the NSE and BSE without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022



Akeel Master
Partner
Membership No: 046768