



18th October, 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 and Half-Yearly 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 Compliance Report on Corporate Governance for the quarter and half-year ended 30th September, 2023.

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

Thanking You,

Yours faithfully,

For **Hindustan Unilever Limited**

DEVOPAM  
NARENDRA  
BAJPAI

Digitally signed by  
DEVOPAM  
NARENDRA BAJPAI  
Date: 2023.10.18  
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**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 : 30th September, 2023

Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

### I. Composition of Board of Directors

Title (Mr./ Ms./ Dr.)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of appointment	Whether Special Resolution passed under Regulation 17 (1A) of Listing Regulations	Date of passing Special Resolution	Date of Re-appointment	Date of Cessation	Tenure of Director (In Months)	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number 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.	Nitin KeshavParanjpe	AEPFP2626E	00045204	Non-Executive Chairperson	31-03-2022	NA	NA	-	-	-	04-03-1963	1	0	0	0
Mr.	Rohit Jawa #	AAKPF4365R	10063590	Executive Director	01-04-2023	NA	NA	-	-	-	18-09-1966	1	0	1	0
Mr.	Ritesh Ramkrishna Tiwari	ABWPT0958K	05349994	Executive Director	01-05-2021	NA	NA	-	-	-	04-12-1975	1	0	0	0
Mr.	Devopam Bajpai	AAAPB0651N	00030516	Executive Director	23-01-2017	NA	NA	23-01-2022	-	-	14-11-1965	1	0	0	0
Mr.	Om Prakash Bhatt	AGFPPB9727Q	00548091	Non-Executive - Independent Director	30-06-2014	NA	NA	30-06-2019	-	111	07-03-1951	3	3	5	1
Dr.	Sanjiv Misra	AAAPM1646G	03075797	Non-Executive - Independent Director	30-06-2014	Yes	29-06-2019	30-06-2019	-	111	16-12-1947	1	1	1	0
Ms.	Kalpana Jaisingh Morparia	AAGPM5926M	00046081	Non-Executive - Independent Director	09-10-2014	Yes	29-06-2019	09-10-2019	-	107.23	30-05-1949	2	2	3	2
Mr.	Leo Puri *	AALPP0852A	01764813	Non-Executive - Independent Director	12-10-2018	NA	NA	12-10-2023	-	59.20	03-01-1961	2	2	1	0
Ms.	Ashu Suyash	AKWPS0982M	00494515	Non-Executive - Independent Director	12-11-2021	NA	NA	-	-	22.19	02-02-1967	2	2	3	1
Mr.	Ranjay Satya Gulati	ALAPG9837C	10053369	Non-Executive - Independent Director	01-04-2023	NA	NA	-	-	6	10-08-1962	1	1	1	0
Ms.	Neelam Dhawan ^	AAAFD3690L	00071445	Non-Executive - Independent Director	01-08-2023	NA	NA	-	-	2	22-10-1959	3	3	3	1

# Mr. Rohit Jawa was appointed as Whole-Time Director of the Company effective 1st April, 2023 till 26th June, 2023 and as the Managing Director and Chief Executive Officer of the Company effective 27th June, 2023 till 26th June, 2028. The appointments were approved by the Shareholders at the 90th Annual General Meeting of the Company held on 26th June, 2023.

\* Mr. Leo Puri was re-appointed as an Independent Director of the Company with effect from 12th October, 2023 till 11th October, 2028 by the Shareholders vide Postal Ballot dated 7th September, 2023.

^ Ms. Neelam Dhawan was appointed as an Independent Director of the Company with effect from 1st August, 2023 till 31st July, 2028. The appointment was approved by the Shareholders vide Postal Ballot dated 7th September, 2023.

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	Remarks
1. Audit Committee	Yes	Kalpana Jaisingh Morparia	Chairperson - Non-Executive - Independent Director	02-02-2021	-	-
		Om Prakash Bhatt	Non-Executive - Independent Director	30-06-2014	-	-
		Sanjiv Misra	Non-Executive - Independent Director	30-06-2014	-	-
		Ashu Suyash	Non-Executive - Independent Director	20-01-2022	-	-
		Ranjay Satya Gulati	Non-Executive - Independent Director	01-04-2023	21-07-2023	Mr. Ranjay Satya Gulati ceased to be a Member of the Audit Committee w.e.f. 21st July, 2023.
		Leo Puri	Non-Executive - Independent Director	21-07-2023	-	Mr. Leo Puri was appointed as a Member of the Audit Committee w.e.f. 21st July, 2023.
		Neelam Dhawan	Non-Executive - Independent Director	01-08-2023	-	Ms. Neelam Dhawan was appointed as a Member of the Audit Committee w.e.f. 1st August, 2023.
2. Nomination & Remuneration Committee	Yes	Sanjiv Misra	Chairperson - Non-Executive - Independent Director	30-06-2014	-	-
		Om Prakash Bhatt	Non-Executive - Independent Director	30-06-2014	-	-
		Kalpana Jaisingh Morparia	Non-Executive - Independent Director	02-02-2021	-	-
		Ashu Suyash	Non-Executive - Independent Director	20-01-2022	-	-
		Ranjay Satya Gulati	Non-Executive - Independent Director	21-07-2023	-	Mr. Ranjay Satya Gulati was appointed as a Member of the Nomination & Remuneration Committee w.e.f. 21st July, 2023.
		Neelam Dhawan	Non-Executive - Independent Director	01-08-2023	-	Ms. Neelam Dhawan was appointed as a Member of the Nomination & Remuneration Committee w.e.f. 1st August, 2023.
3. Stakeholders Relationship Committee	Yes	Om Prakash Bhatt	Chairperson - Non-Executive - Independent Director	30-06-2014	-	-
		Rohit Jawa	Executive Director	21-07-2023	-	Mr. Rohit Jawa was appointed as a Member of the Stakeholders Relationship Committee w.e.f. 21st July, 2023.
		Ranjay Satya Gulati	Non-Executive - Independent Director	21-07-2023	-	Mr. Ranjay Satya Gulati was appointed as a Member of the Stakeholders Relationship Committee w.e.f. 21st July, 2023.
		Leo Puri	Non-Executive - Independent Director	01-05-2021	21-07-2023	Mr. Leo Puri ceased to be a Member of the Stakeholders Relationship Committee w.e.f. 21st July, 2023.
		Ritesh Ramkrishna Tiwari	Executive Director	01-05-2021	21-07-2023	Mr. Ritesh Ramkrishna Tiwari ceased to be a Member of the Stakeholders Relationship Committee w.e.f. 21st July, 2023.

II. Composition of Committees						
Name of Committee	Whether Regular	Name of Committee Members	Category (Chairperson/Executive/ Non-Director)	Date of	Date of	Remarks
4. Risk Management Committee	Yes	Leo Puri	Chairperson - Non-Executive - Independent Director	21-07-2023	-	Mr. Leo Puri was appointed as Chairperson and a Member of the Risk Management Committee w.e.f. 21st July, 2023.
		Rohit Jawa	Executive Director	21-07-2023	-	Mr. Rohit Jawa was appointed as a Member of the Risk Management Committee w.e.f. 21st July, 2023.
		Devopam Bajpai	Executive Director	27-10-2014	21-07-2023	Mr. Devopam Bajpai ceased to be a Member of the Risk Management Committee w.e.f. 21st July, 2023.
		Ritesh Ramkrishna Tiwari	Executive Director	01-05-2021	21-07-2023	Mr. Ritesh Ramkrishna Tiwari ceased to be a Member of the Risk Management Committee w.e.f. 21st July, 2023.
		Neelam Dhawan	Non-Executive - Independent Director	01-08-2023	-	Ms. Neelam Dhawan was appointed as a Member of the Risk Management Committee w.e.f. 1st August, 2023.
		Ashu Suyash	Non-Executive - Independent Director	20-01-2022	-	-
		Ravishankar Ambalaparambil	Senior Executive	01-05-2021	21-07-2023	Mr. Ravishankar Ambalaparambil ceased to be a Member of the Risk Management Committee w.e.f. 21st July, 2023.
5. Corporate Social Responsibility Committee	Yes	Om Prakash Bhatt	Chairperson - Non-Executive - Independent	30-06-2014	-	-
		Sanjiv Misra	Non-Executive - Independent Director	30-06-2014	-	-
		Kalpna Jaisingh Morparia	Non-Executive - Independent Director	09-10-2014	-	-
		Ritesh Ramkrishna Tiwari	Executive Director	01-05-2021	21-07-2023	Mr. Ritesh Ramkrishna Tiwari ceased to be a Member of the Corporate Social Responsibility Committee w.e.f. 21st July, 2023.
		Leo Puri	Non-Executive - Independent Director	01-05-2021	21-07-2023	Mr. Leo Puri ceased to be a Member of the Corporate Social Responsibility Committee w.e.f. 21st July, 2023.
		Ranjay Satya Gulati	Non-Executive - Independent Director	21-07-2023	-	Mr. Ranjay Satya Gulati was appointed as a Member of the Corporate Social Responsibility Committee w.e.f. 21st July, 2023.
6. Environmental, Social and Governance Committee	Yes	Ashu Suyash	Chairperson - Non-Executive - Independent	01-12-2022	-	-
		Kalpna Jaisingh Morparia	Non-Executive - Independent Director	01-12-2022	-	-
		Rohit Jawa	Executive Director	21-07-2023	-	Mr. Rohit Jawa was appointed as Member of the Environmental, Social and Governance Committee w.e.f. 21st July, 2023.
		Leo Puri	Non-Executive - Independent Director	21-07-2023	-	Mr. Leo Puri was appointed as Member of the Environmental, Social and Governance Committee w.e.f. 21st July, 2023.
		Om Prakash Bhatt	Non-Executive - Independent Director	01-12-2022	-	-
		Neelam Dhawan	Non-Executive - Independent Director	01-08-2023	-	Ms. Neelam Dhawan was appointed as Member of the Environmental, Social and Governance Committee w.e.f. 1st August, 2023.

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter and current quarter in chronological order	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Number of Directors present (All directors including Independent Directors)	Number of Independent Directors present
10-04-2023 and 11-04-2023	-	Yes	12	7
27-04-2023	16	Yes	12	7
20-07-2023	83	Yes	9	5
Note: The Board Meeting held on 10.04.2023 continued till 11.04.2023 and the gap between the Board Meeting held on 10.04.2023 and on 27.04.2023 should accordingly be 15 days.				
IV. Meetings of Committees				
Date(s) of Meeting (if any) in the previous quarter and current quarter in chronological order	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Number of Members present	Number of Independent Directors present
A. Audit Committee #				
26-04-2023 and 27-04-2023	-	Yes	5	5
19-07-2023	83	Yes	2	2
20-07-2023	0	Yes	4	4
B. Nomination and Remuneration Committee (NRC)				
17-02-2023	-	Yes	4	4
10-03-2023	20	Yes	4	4
20-07-2023	131	Yes	4	4
C. Risk Management Committee (RMC)				
17-02-2023	-	Yes	6	2
19-07-2023	151	Yes	4	1
D. Stakeholders Relationship Committee (SRC) *				
19-01-2023	-	Yes	4	2
E. Corporate Social Responsibility (CSR) Committee				
21-10-2022	-	Yes	6	4
18-07-2023	269	Yes	5	4

F. Environmental, Social and Governance (ESG) Committee *				
17-02-2023	-	Yes	5	4
Notes: # The Audit Committee Meeting held on 26.04.2023 continued till 27.04.2023 and the gap between the Audit Committee Meeting held on 27.04.2023 and on 19.07.2023 should accordingly be 82 days. * For Stakeholders Relationship Committee and ESG Committee, no meetings have been held in the relevant quarter or the immediately previous quarter. Hence, only the details of the last meetings held have been provided.				

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

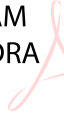
<b>VI. Affirmations</b> 1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee 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: Dev Bajpai Executive Director, Legal & Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354 Place: Mumbai Date: 18-10-2023	DEVOPAM NARENDRA BAJPAI Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2023.10.18 19:07:09 +05'30'

Details of Cyber security incidence				
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter				No
Date of the event	NA	Brief details of the event	NA	

## Corporate Governance Report

Name of Listed Entity : **Hindustan Unilever Limited**

**Corporate Governance Report as on 30th September, 2023 (Half Yearly)**

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<div><div><b>Name &amp; Designation: Dev Bajpai</b> Executive Director, Legal &amp; Corporate Affairs and Company Secretary DIN : 00050516 / FCS : F3354  Place: Mumbai Date: 18-10-2023</div><div><b>DEVOPAM NARENDRA BAJPAI</b> <div>Digitally signed by DEVOPAM NARENDRA BAJPAI Date: 2023.10.18 19:06:49 +05'30'</div></div></div>		



## Corporate Governance Report

Name of Listed Entity : Hindustan Unilever Limited  
Corporate Governance Report as on 30th September, 2023 (Half Yearly)

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

(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:** 18-10-2023

RITESH  
RAMKRISHNA  
TIWARI

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RAMKRISHNA TIWARI  
Date: 2023.10.18 19:06:20  
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