

Quarterly Compliance Report on Corporate Governance

Name of the Company : HINDUSTAN UNILEVER LIMITED

Quarter ended : 30th September, 2013

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|------------------------------------|---------------------------------|--|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | 49(I)(D)(ii) complied in the Annual Report of F.Y. 2012-13 |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (II A) | Yes | |
| (B) Meeting of Audit Committee | 49 (II B) | Yes | |
| (C) Powers of Audit Committee | 49 (II C) | Yes | |
| (D) Role of Audit Committee | 49 (II D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (II E) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | |

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|--|------------------------------------|---------------------------------|--|
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | 49(IV)(E) complied in the Annual Report of F.Y. 2012-13 |
| (F) Management | 49 (IV F) | Yes | 49(IV)(F)(i) complied in the Annual Report of F.Y. 2012-13 |
| (G) Shareholders | 49 (IV G) | Yes | 49(IV)(G)(i) complied in the Annual Report of F.Y. 2012-13 |
| V. CEO/CFO Certification | 49 (V) | Yes | Complied in the Annual Report of F.Y. 2012-13 |
| VI. Report on Corporate Governance | 49 (VI) | Yes | 49(VI) complied in the Annual Report of F.Y. 2012-13 |
| VII. Compliance | 49 (VII) | Yes | 49(VII) complied in the Annual Report of F.Y. 2012-13 |

Sd/-

Dev Bajpai

Executive Director, Legal & Corporate Affairs and Company Secretary