



Hindustan Unilever Limited

Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

10th October, 2019

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 – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub.: Quarterly and Half Yearly Compliance Report on Corporate Governance

Pursuant to the requirements of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/78, dated 16th July, 2019, we are hereby enclosing the quarterly and half yearly Compliance Report on Corporate Governance for 30th September, 2019.

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

Thanking You,

Yours faithfully,
For Hindustan Unilever Limited

Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN : 00050516 / FCS : F3354

Encl. as above

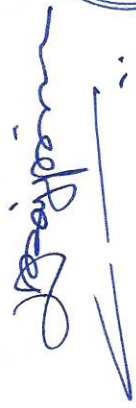


Corporate Governance Report

Name of Listed Entity: Hindustan Unilever Limited
Quarter ending: 30th September, 2019

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to regulation 17A(1)]	No. 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.	Sanjiv Mehta	PAN: AANPM7571K DIN: 06699923	Executive - Chairperson	01-10-2013				09-07-1960	1	0	1	0
Mr.	Srinivas Phatak	PAN: AGBPP6162F DIN: 02743340	Executive	01-12-2017				25-10-1971	1	0	1	0
Mr.	Pradeep Banerjee	PAN: AACPB1896P DIN: 02985965	Executive	01-03-2010				19-10-1958	3	2	4	0
Mr.	Dev Bajpai	PAN: AAAPB0651N DIN: 00050516	Executive	23-01-2017				14-11-1965	1	0	0	0
Mr.	Aditya Narayan	PAN: ACWPN9272B DIN: 00012084	Independent	30-06-2014	30-06-2019		63	08-01-1952	2	2	1	1
Mr.	O. P. Bhatt	PAN: AGPPB9727Q DIN: 00548091	Independent	30-06-2014	30-06-2019		63	07-03-1951	4	4	5	2
Dr.	Sanjiv Misra	PAN: AAAPM1646G DIN: 03075797	Independent	30-06-2014	30-06-2019		63	16-12-1947	1	1	1	0
Ms.	Kalpana Morparia	PAN: AAGPM5926M DIN: 00046081	Independent	09-10-2014	09-10-2019		59	30-05-1949	2	2	1	1
Mr.	Leo Puri	PAN: AALPP0852A DIN: 01764813	Independent	12-10-2018			11	03-01-1961	2	2	1	0




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
1. Audit Committee	Yes	Aditya Narayan O. P. Bhatt Dr. Sanjiv Misra Leo Puri	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent	30-06-2014 30-06-2014 30-06-2014 12-10-2018	
2. Nomination & Remuneration Committee	Yes	Dr. Sanjiv Misra* Aditya Narayan O. P. Bhatt Leo Puri Sanjiv Mehta	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive	30-06-2014 30-06-2014 30-06-2014 12-10-2018 30-06-2018	
*Dr. Sanjiv Misra was appointed as a Chairman of the Nomination and Remuneration Committee with effect from 30th June, 2019.					
3. Corporate Social Responsibility Committee	Yes	O. P. Bhatt Aditya Narayan Dr. Sanjiv Misra Kalpana Morparia Sanjiv Mehta Srinivas Phatak	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Executive Executive	30-06-2014 30-06-2014 30-06-2014 09-10-2014 01-10-2013 01-12-2017	
4. Stakeholders Relationship Committee	Yes	O. P. Bhatt Sanjiv Mehta Srinivas Phatak	Chairperson - Non-Executive - Independent Executive Executive	30-06-2014 01-10-2013 01-12-2017	
5. Risk Management Committee	Yes	Sanjiv Mehta Srinivas Phatak Pradeep Banerjee Dev Bajpai Suman Hegde	Chairperson - Executive Executive Executive Executive Executive	27-10-2014 01-12-2017 27-10-2014 27-10-2014 01-04-2018	



[Signature]

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
03-05-2019					
29-05-2019	23-07-2019	Yes	9	5	54

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
23-07-2019	Yes	4	4	03-05-2019 28-06-2019	24

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 the Audit Committee	Yes

VI. Affirmations	
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: 10-10-2019
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Corporate Governance Report

Name of Listed Entity: Hindustan Unilever Limited
Corporate Governance Report as on 30th September, 2019 (Half Yearly)

Affirmations		Regulation Number	Compliance status (Yes / No / NA)
Broad heading	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)	No*
	Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note

*Mr. S. Ramadorai, Independent Director and Chairman of Nomination and Remuneration Committee had expressed his inability to attend the Annual General Meeting of the Company held on 29th June, 2019 due to his pre-commitments and personal reasons. Leave of absence was granted to Mr. S. Ramadorai.



Name & Designation: Dev Bajpai
 Executive Director, Legal & Corporate Affairs and Company Secretary
 DIN : 00050516 / FCS : F3354

Place : Mumbai
 Date: 10-10-2019

