



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

July 5, 2016

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 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, we are forwarding the Quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2016.

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
Membership No. F3354



Encl. as above

CC: National Securities Depository Limited
CC: Central Depository Services (India) Limited

Corporate Governance Report

Name of Listed Entity: **Hindustan Unilever Limited**
 Quarter ending: **30th June, 2016**

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 | Tenure | No of Directorship in listed entities including this listed entity (Refer Regulation 25(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. | 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: AACPB1896P DIN: 02985965 | Executive | 01.03.2010 | - | 1 | - | - |
| Mr. | Aditya Narayan | PAN: ACWPN9272B DIN: 00012084 | Independent | 30.06.2014 | 2 | 4 | 4 | 2 |
| Mr. | S. Ramadorai | PAN: AAAPR0024R DIN: 00000002 | Independent | 30.06.2014 | 2 | 3 | 1 | - |
| Mr. | O. P. Bhatt | PAN: AGPPB9727Q DIN: 00548091 | Independent | 30.06.2014 | 2 | 3 | 5 | 1 |
| Dr. | Sanjiv Misra | PAN: AAAPM1646G DIN: 03075797 | Independent | 30.06.2014 | 2 | 3 | 2 | 1 |
| Ms. | Kalpana Morparia | PAN: AAGPM5926M DIN: 00046081 | Independent | 09.10.2014 | 1 | 2 | 3 | 1 |



(Signature)

| II. Composition of Committees | | |
|---|---|--|
| Name of Committee | Name of Committee members | |
| 1. Audit Committee | Mr. Aditya Narayan | Chairman - Non-Executive - Independent |
| | Mr. S. Ramadorai | Non-Executive - Independent |
| | Mr. O. P. Bhatt | Non-Executive - Independent |
| | Dr. Sanjiv Misra | Non-Executive - Independent |
| | Ms. Kalpana Morparia | Non-Executive - Independent |
| 2. Nomination & Remuneration Committee | Mr. S. Ramadorai | Chairman - Non-Executive - Independent |
| | Mr. Aditya Narayan | Non-Executive - Independent |
| | Mr. O. P. Bhatt | Non-Executive - Independent |
| | Dr. Sanjiv Misra | Non-Executive - Independent |
| | Mr. Harish Manwani | Non-Executive |
| 3. Risk Management Committee (if applicable) | Mr. Sanjiv Mehta | Chairman - Executive |
| | Mr. P. B. Balaji | Executive |
| | Mr. Pradeep Banerjee | Executive |
| | Mr. Dev Bajpai | Senior Executive [Executive Director, (Legal & Corporate Affairs) and Company Secretary] |
| | Mr. V. Hariharan | Senior Executive [Head Control Assurance] |
| 4. Stakeholders Relationship Committee | Mr. O. P. Bhatt | Chairman - Non-Executive - Independent |
| | Mr. Sanjiv Mehta | Executive |
| | Mr. P. B. Balaji | 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) |
| 15.01.2016 | 09.05.2016 | 53 days |
| 17.03.2016 & 18.03.2016 | | |



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 |
|---|---|---|--|
| 09.05.2016 | Yes – 5/5 | 15.01.2016 | 114 days |

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA) <small>refer note below</small> |
|--|---|
| 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

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
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 shall be placed in the next meeting of Board of Directors. The report submitted in the previous quarter was been placed before Board of Directors. There were no comments/observations/advice of Board of Directors on the aforesaid report.

Name & Designation: Dev Bajpai**Executive Director (Legal & Corporate Affairs) and Company Secretary****Date: 05/07/2016**

A handwritten signature in black ink, appearing to be "Dev Bajpai".