



12th July, 2024

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 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 quarterly Compliance Report on Corporate Governance for the quarter ended 30th June, 2024.

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: 2024.07.12
12:36:24 +05'30'

Dev Bajpai
Executive Director, Legal & Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS: 3354

Encl. as above

General information about company

Scrip code	500696
NSE Symbol	HINDUNILVR
MSEI Symbol	NOTLISTED
ISIN	INE030A01027
Name of the entity	Hindustan Unilever Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Quarterly
Date of Report	30-06-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr /Ms)	Name of the Director	PAN	DIN	Category I of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Nitin Paranjpe	██████████	00045204	Non-Executive - Non Independent Director	Chairperson		04-03-1963
2	Mr	RohitJawa	██████████	10063590	Executive Director	Not Applicable	CEO-MD	18-09-1966
3	Mr	Ritesh Ramkrishna Tiwari	██████████	05349994	Executive Director	Not Applicable		04-12-1975
4	Mr	Devopam Bajpai	██████████	00050516	Executive Director	Not Applicable		14-11-1965
5	Mr	Biddappa Ponnappa Bittianda	██████████	06586886	Executive Director	Not Applicable		13-12-1966
6	Mr	Om Prakash Bhatt	██████████	00548091	Non-Executive - Independent Director	Not Applicable		07-03-1951
7	Mr	Sanjiv Misra	██████████	03075797	Non-Executive - Independent Director	Not Applicable		16-12-1947
8	Ms	Kalpana Jaisingh Morparia	██████████	00046081	Non-Executive - Independent Director	Not Applicable		30-05-1949
9	Mr	Leo Puri	██████████	01764813	Non-Executive - Independent Director	Not Applicable		03-01-1961
10	Ms	Ashu Suyash	██████████	00494515	Non-Executive - Independent Director	Not Applicable		02-02-1967
11	Mr	Ranjay Satya Gulati	██████████	03627064	Non-Executive - Independent Director	Not Applicable		10-08-1962
12	Ms	Neelam Dhawan	██████████	00871445	Non-Executive - Independent Director	Not Applicable		22-10-1959
13	Mr	Tarun Bajaj	██████████	02026219	Non-Executive - Independent Director	Not Applicable		09-11-1962

I. Composition of Board of Directors**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		31-03-2022	31-03-2022			2	1	0	0			
2	NA		01-04-2023	01-04-2023			1	0	1	0			
3	NA		01-05-2021	01-05-2021			1	0	0	0			
4	NA		23-01-2017	23-01-2022			1	0	0	0			
5	NA		01-06-2024	01-06-2024			1	0	0	0			
6	NA		30-06-2014	30-06-2019	30-06-2024	120	4	4	7	2	Tenure Completion		
7	Yes	29-06-2019	30-06-2014	30-06-2019	30-06-2024	120	1	1	1	0	Tenure Completion		
8	Yes	29-06-2019	09-10-2014	09-10-2019		116.23	2	2	3	2			
9	NA		12-10-2018	12-10-2023		68.2	2	2	1	0			
10	NA		12-11-2021	12-11-2021		31.19	3	3	4	1			
11	NA		01-04-2023	01-04-2023		15	1	1	1	0			
12	NA		01-08-2023	01-08-2023		11	4	3	4	2			
13	NA		01-12-2023	01-12-2023		7	3	3	2	0			

Text Block

Textual Information(1)

1. Mr. Biddappa Bittianda Ponnappa was appointed as a Whole-Time Director of the Company w.e.f. 1st June, 2024 till 31st May, 2029. The appointment was approved by the Shareholders at the 91st Annual General Meeting of the Company held on 21st June, 2024.
2. Mr. O.P Bhatt and Mr. Sanjiv Misra ceased to be Independent Directors of the Board of the Company w.e.f. close of business hours on 29th June, 2024.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Mr. Sanjiv Misra and O.P Bhatt have completed their second term as Independent Directors of the Company with effect from close of business hours on 29th June, 2024, consequent to the above change they ceased to be the Chairperson/Member of the respective Committees of the Board.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00046081	Kalpana Jaisingh Morparia	Non-Executive - Independent Director	Chairperson	02-02-2021		
2	00548091	Om Prakash Bhatt	Non-Executive - Independent Director	Member	30-06-2014	30-06-2024	
3	03075797	Sanjiv Misra	Non-Executive - Independent Director	Member	30-06-2014	30-06-2024	
4	00494515	Ashu Suyash	Non-Executive - Independent Director	Member	20-01-2022		
5	01764813	Leo Puri	Non-Executive - Independent Director	Member	21-07-2023		
6	00871445	Neelam Dhawan	Non-Executive - Independent Director	Member	01-08-2023		
7	02026219	Tarun Bajaj	Non-Executive - Independent Director	Member	02-12-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03075797	Sanjiv Misra	Non-Executive - Independent Director	Chairperson	30-06-2014	30-06-2024	
2	00548091	Om Prakash Bhatt	Non-Executive - Independent Director	Member	30-06-2014	30-06-2024	
3	00046081	Kalpana Jaisingh Morparia	Non-Executive - Independent Director	Member	02-02-2021		
4	00494515	Ashu Suyash	Non-Executive - Independent Director	Member	20-01-2022		
5	03627064	Ranjay Satya Gulati	Non-Executive - Independent Director	Member	21-07-2023		
6	00871445	Neelam Dhawan	Non-Executive - Independent Director	Member	01-08-2023		Textual Information(1)

Sr Text Block

Textual Information(1)

Consequent to the retirement of Mr. Sanjiv Misra, Ms. Neelam Dhawan has been appointed as the Chairperson of Nomination and Remuneration Committee w.e.f. 01.07.2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00548091	Om Prakash Bhatt	Non-Executive - Independent Director	Chairperson	30-06-2014	30-06-2024	
2	10063590	Rohit Jawa	Executive Director	Member	21-07-2023		
3	03627064	Ranjay Satya Gulati	Non-Executive - Independent Director	Member	21-07-2023		Textual Information(1)
4	02026219	Tarun Bajaj	Non-Executive - Independent Director	Member	02-12-2023		

Sr Text Block

Textual Information(1)

Consequent to the retirement of Mr. O.P. Bhatt, Mr. Ranjay Gulati has been appointed as the Chairperson of Stakeholders Relationship Committee w.e.f. 01.07.2024.

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01764813	Leo Puri	Non-Executive - Independent Director	Chairperson	21-07-2023		
2	10063590	Rohit Jawa	Executive Director	Member	21-07-2023		
3	00871445	Neelam Dhawan	Non-Executive - Independent Director	Member	01-08-2023		
4	00494515	Ashu Suyash	Non-Executive - Independent Director	Member	20-01-2022		
5	02026219	Tarun Bajaj	Non-Executive - Independent Director	Member	02-12-2023		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00548091	Om Prakash Bhatt	Non-Executive - Independent Director	Chairperson	30-06-2014	30-06-2024	
2	03075797	Sanjiv Misra	Non-Executive - Independent Director	Member	30-06-2014	30-06-2024	
3	00046081	Kalpana Jaisingh Morparia	Non-Executive - Independent Director	Member	09-10-2014		
4	03627064	Ranjay Satya Gulati	Non-Executive - Independent Director	Member	21-07-2023		
5	02026219	Tarun Bajaj	Non-Executive - Independent Director	Member	02-12-2023		Textual Information(1)

Sr Text Block

Textual Information(1)

Consequent to the retirement of Mr. O.P. Bhatt, Mr. Tarun Bajaj has been appointed as the Chairperson of Corporate Social Responsibility Committee w.e.f. 01.07.2024

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00494515	Ashu Suyash	Enviromental, Social and Governance Committee	Non-Executive - Independent Director	Chairperson	
2	00046081	Kalpana Jaisingh Morparia	Enviromental, Social and Governance Committee	Non-Executive - Independent Director	Member	
3	10063590	Rohit Jawa	Enviromental, Social and Governance Committee	Executive Director	Member	
4	01764813	Leo Puri	Enviromental, Social and Governance Committee	Non-Executive - Independent Director	Member	
5	00548091	Om Prakash Bhatt	Enviromental, Social and Governance Committee	Non-Executive - Independent Director	Member	
6	00871445	Neelam Dhawan	Enviromental, Social and Governance Committee	Non-Executive - Independent Director	Member	

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-01-2024				Yes	12	12	8
2	19-01-2024		2		Yes	12	12	8
3		24-04-2024	95		Yes	12	12	8

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							Textual Information(1)			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-01-2024				Yes	7	7	7	0
2	Audit Committee	23-04-2024	94			Yes	7	7	7	0
3	Nomination and remuneration committee	20-02-2024				Yes	6	5	5	0
4	Nomination and remuneration committee	24-04-2024	63			Yes	6	6	6	0

Text Block

1. Audit Committee Meeting was held on 23rd April, 2024 and continued & concluded on 24th April, 2024.

2. Further, the following Committee Meetings were held in the quarter:

Meetings of Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee and Environmental Social and Governance Committee were held on 23rd April, 2024.

However, due to the restrictions defined in the XBRL utility, the details of the same have not been entered.

Textual Information(1)

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Devopam Bajpai
2	Designation	Company Secretary and Compliance Officer

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Devopam Bajpai
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	12-07-2024

DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS

The Shareholders of the Company at the 91st Annual General Meeting held on 21st June, 2024, had approved the proposal for entering into material related party transaction with PT. Unilever Oleochemical Indonesia, fellow subsidiary of the Company. Key details of the transaction are as under:

Sr. No.	Particulars	Details
1.	Name of the Related Party	PT. Unilever Oleochemical Indonesia
2.	Nature of Relationship with the Company	Fellow subsidiary
3.	Type, material terms and particulars of the proposed transaction.	Purchase of Raw material/semi-finished goods
4.	Tenure of the proposed transaction.	Recurring Transactions for a duration of three financial years commencing from financial year 2024-2025 to financial year 2026-2027
5.	Value of the proposed Transaction.	Not exceeding Rs. 3,000 cores in a financial year. The upper limit mentioned is an enabling limit to help the business operate smoothly without interruptions.
6.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	c.5% (basis the upper limit of Rs. 3000 crores and using annual consolidated turnover of FY' 24)
7.	<p>a. Details of the source of funds in connection with the proposed transaction.</p> <p>b. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>c. Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured</p> <p>d. Purpose for which funds will be utilised</p>	Not applicable, as the transaction does not relate to any loan, inter-corporate deposits, advances, or investments made or given by listed entity or its subsidiary.
8.	Justification as to why the RPT is in the interest of the Company.	<ul style="list-style-type: none"> • The Company sources raw materials/semi-finished goods primarily Palm Oil and its derivatives from its fellow subsidiary PT. Unilever Oleochemical Indonesia (UOI). This

		<p>helps the Company achieve its sustainability commitments while sourcing quality products at market competitive rates.</p> <ul style="list-style-type: none"> • Sustainability Commitments: Procuring NDPE certified palm oil helps company meet its ESG commitments at competitive prices. • Quality and Innovation: Backward integration and flexibility in blends provides assured quality and speed of innovation. • Competitive Pricing: Rates are competitive and at arm's length, leveraging Unilever's global scale and proximity to source of supply.
9.	Details about valuation, arm's length and ordinary course of business	An independent external review was conducted covering the functional profile of the Company and UOI, economic analysis and review of costs and benchmarking of proposed mark-up. The review exercise concluded that the transaction is adhering to arm's length principle.
10.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction	External report by an independent consultant was considered besides detailed evaluation and due diligence led by Senior HUL Management
11.	Any other information relevant	All relevant information forms a part of the Explanatory Statement of the 91st Annual General Meeting setting out material facts.
