



30th May, 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: Annual Secretarial Compliance Report for the Financial Year 2023-24**

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the Annual Secretarial Compliance Report for the Financial Year 2023-24.

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 No: 3354**

Encl.: as above



**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

10/25-26, 2nd Floor, Brindaban,  
Thane (W) - 400 601  
T: +91 22 25345648 | +91 22 25432704  
E: [snaco@snaco.net](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

To,  
**The Board of Directors,**  
**Hindustan Unilever Limited**  
**CIN: L15140MH1933PLC002030**  
Unilever House, B D Sawant Marg,  
Chakala, Andheri (East), Mumbai – 400099

Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2023-24**

We have been engaged by **Hindustan Unilever Limited** (hereinafter referred to as 'the Company') bearing CIN: **L15140MH1933PLC002030** whose equity shares are listed on National Stock Exchange of India Limited (Symbol: HINDUNILVR) and BSE Limited (Security Code: 500696) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

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NARAYANAN SATYAMANGALAM  
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**S. N. Ananthasubramanian**  
**Founding Partner**  
**FCS: 4206 | COP No.: 1774**  
**24<sup>th</sup> April, 2024 | Thane**



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF HINDUSTAN UNILEVER LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Hindustan Unilever Limited** ('the listed entity');
- (b) filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

**for the financial year ended 31<sup>st</sup> March, 2024** ('review period'), in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the review period;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;





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- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not Applicable as there was no reportable event during the review period;**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued there under;

and based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (~~b~~) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure – A** to the report.
- (c) The listed entity has taken the following actions to comply with the observations made in previous reports – **Not Applicable.**
- (d) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18<sup>th</sup> October, 2019 in terms of appointment of Statutory Auditors of Listed Entity.
- (e) Our affirmations, as required, in terms of the NSE Circular Ref No: NSE/CML/ 2023/21 dated March 16, 2023 and the BSE Circular No: 20230316-14 dated March 16, 2023 and amendments therein, are annexed as **Annexure – B** to the report.

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

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**S. N. Ananthasubramanian**  
**Founding Partner**

**FCS: 4206 | COP No.: 1774**

**ICSI UDIN: F004206F000224426**

**24<sup>th</sup> April, 2024 | Thane**





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Annexure – A

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per Regulation 30(4) and Schedule III – Part A – 20 read with SEBI Circular dated 13th July, 2023, Events which shall be disclosed without any	Regulation 30(4) of LODR and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July, 2023	The Company has disclosed many of the Orders received from Statutory / Regulatory authorities with delay	–	–	The disclosures about the Orders received from Statutory /Regulatory Authorities were not made within the	–	The Disclosure about the Orders received from Statutory /Regulatory Authorities which were required to be filed within a period of 24 hours from the	Reasons for delay in filing of intimation has been duly submitted to the stock exchanges. “There are instances where the intimation of demand and	–

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**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) are as follows: 1..... 2..... ..... ..... 20. Action(s) taken or orders passed by any regulatory, statutory, enforcement					prescribed time lines		receipt were filed with delay extending to periods from 1 day to 55 days.	penalty are raised by the relevant authorities on the portal. However, the complete order is uploaded / sent only later in time.  The Company only files the intimation on receipt of the complete order after duly verifying	

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**S. N. ANANTHASUBRAMANIAN & CO**  
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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity, in respect of the following: a... b. Imposition of fine or penalty;								the veracity of the same. Further, there are instances (as referred to in Sr. No.8) where the matter relates to penalty imposed on detention of truck, Here the penalty is imposed on account of third party negligence: For eg. : the truck driver	

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Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	shall be disclosed to the Stock Exchanges within 24 hours of the event.								not carrying the relevant documents. The instance of imposition of penalty is intimated to the Company by the third party only later in time once the penalty is paid by them.	

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We hereby report that, during the review period, the compliance status of the listed entity is as given hereunder:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
1)	<b>Secretarial Standard</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
2)	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by the SEBI.</li></ul>	Yes	–
3)	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents / information under a separate section on the website.</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which</li></ul>	Yes	–





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**Company Secretaries**

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	re- directs to the relevant document(s)/ section of the website.		
4)	<b>Disqualification of Director:</b> None of the Directors of the Company is/are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	—
5)	a) <b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> Identification of material subsidiary companies. b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	—
6)	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	—
7)	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	—
8)	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, or.	Yes	—





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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
	b) The Listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.		
9)	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	—
10)	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	—
11)	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	—

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Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
12)	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	–

**For S. N. ANANTHASUBRAMANIAN & Co.**  
**Company Secretaries**

**ICSI Unique Code: P1991MH040400**

**Peer Review Cert. No.: 5218/2023**

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NARAYANAN SATYAMANGALAM  
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**Founding Partner**

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**ICSI UDIN: F004206F000224426**

**24<sup>th</sup> April, 2024 | Thane**

