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

23rd 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 Certificate on ESOP Allotment

Please find enclosed a Certificate dated 18th October, 2019 issued by M/s. B S R & Co. LLP, Chartered Accountants confirming that the money on account of ESOP Allotments has been received and credited to Company's account before allotment of shares, as detailed in the said certificate.

This certificate is for the quarter 1st July, 2019 to 30th September, 2019.

You are requested to take the above information on record.

Yours faithfully,

For Hindustan Unilever Limited

Saif Jamali
Manager – Corporate Secretarial

Hindustan Unilever Limited
Mumbai
400 099.

B S R & Co. LLP
Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011
India

Telephone +91 (22) 4345 5300
Fax +91 (22) 4345 5399

Private and confidential

The Board of Directors
Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri - East
Mumbai 400 099

18 October 2019

Independent Auditor's Certificate on amount received from the applicants in connection with the allotment of shares issued by Hindustan Unilever Limited (the 'Company') under the Company's Employee Stock Option Scheme.

1. This Certificate is issued in accordance with the terms of our engagement letter dated 29 July 2019.

2. Pursuant to the in-principle approvals from the National Stock Exchange Limited (the 'NSE') and the Bombay Stock Exchange Limited (the 'BSE'), as set out in their letters dated 2 September 2005 and 27 February 2013 received from NSE and letters dated 30 August 2005 and 1 April 2013 received from BSE (collectively referred to as the 'Letters') issued under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 which is now been replaced with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as the 'Regulations'), Company's Management has prepared the accompanying statement of allotment of shares and receipt of the allotment money thereon from the applicants to the shares (the 'Applicants') issued under 2001 HLL Stock Option Plan, as amended and modified by 2006 HLL Performance Share Scheme and further amended and modified by 2012 HUL Performance Share Scheme (collectively referred to as the 'Company's Employee Stock Option Scheme') during the quarter ended 30 September 2019 (hereinafter referred to as the 'Statement'), which has been initialed by us for identification purposes only.

Management's Responsibility for the Statement

3. The Statement, including the maintenance of all accounting and other records supporting its contents, is solely the responsibility of the Company's Management. The Company's Management is responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Company's Management is solely responsible for ensuring that the Company complies with the requirements of the Letters and the Regulations and for providing all relevant information to the Securities Exchange Board of India, the NSE and the BSE.

Auditor's Responsibility

5. Pursuant to the requirement of the Letters, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination of unaudited books and records as to whether the Company has received the allotment money from applicants in connection with the allotment of shares, prior to such allotment, as set out in the accompanying Statement.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination, as above, and the information and explanations given to us, we confirm that the Company, during the quarter ended 30 September 2019, has received the allotment money from applicants in connection with the allotment of shares, prior to such allotment, as set out in the accompanying Statement.

Restriction on Use

9. This certificate is addressed to and provided to the Board of Directors for distribution to NSE and BSE pursuant to requirement of the Letters and should not be used for any other purpose or distributed to any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Akeel Master
Partner
Membership No: 046768
ICAI UDIN: 19046768AAABNE1019

Mumbai
18 October 2019

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Statement of allotment of shares and receipt of the allotment money thereon from the applicants to the shares issued under Company's Employee Stock Option Scheme (Refer Note below) during the quarter ended 30 September 2019

Receipt of allotment money through deduction in salary

Name of Employee	No. of Shares allotted	Amount Credited (Rs.)	Salary for the month	Allotment
Dr. Janhavi Sanjay Raut	658	658	August 2019	105th Allotment
Dr. Vibhav Sanzgiri	1,150	1,150	August 2019	105th Allotment
Manish Gangopadhyay	658	658	August 2019	105th Allotment
Shruti Bharadwaj	658	658	August 2019	105th Allotment
Satyendu Krishna	658	658	August 2019	105th Allotment
Kabir Mohan Gossain	658	658	August 2019	105th Allotment
Ankush Wadhera	658	658	August 2019	105th Allotment
Himanshu Kanwar	658	658	August 2019	105th Allotment
Amit Agarwal	658	658	August 2019	105th Allotment
Avinava Banerjee	658	658	August 2019	105th Allotment
Prasad Neginhal	658	658	August 2019	105th Allotment
Sindhu Ravindranathan	658	658	August 2019	105th Allotment
Reema Jain	658	658	August 2019	105th Allotment
Vivek Sharma	658	658	August 2019	105th Allotment
Suresh Nediyedath	658	658	August 2019	105th Allotment
Amit Bhasin	658	658	August 2019	105th Allotment
Total	**11,020**	**11,020**		

Note: All the above allotments have been made under "2001 HLL Stock Option Plan", post amendment vide Shareholder's resolution dated 29th May 2006 known as "2006 HLL Performance Share Scheme", further amended vide Shareholder's Resolution dated 23rd July, 2012 known as "2012 HUL Performance Share Scheme".

For Hindustan Unilever Limited

Nitin Vyas
Authorised signatory

Mumbai, 18 October 2019

SIGNED FOR IDENTIFICATION
BY

For B S R & CO. LLP