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

27th July, 2018

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 27th July, 2018 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 April, 2018 to 30th June, 2018.

You are requested to take the above information on record.

Yours faithfully,

For Hindustan Unilever Limited

Saif Jamali
Manager – Corporate Secretarial

HINDUSTAN UNILEVER LTD. MUMBAI

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

27 July 2018

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 5 July 2018.

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 June 2018 (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 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 June 2018, 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

Mumbai, 27 July 2018

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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 30th June 2018

A. Receipt of allotment money through credit in Deutsche bank account no. 10538000

Date of Credit	Amount Credited (Rs.)	Allotment
24-May-18	1,196	98th Allotment
19-Mar-18	201	98th Allotment
15-May-18	799	98th Allotment
15-May-18	1,395	98th Allotment
03-Apr-18	290	98th Allotment
17-May-18	1,196	98th Allotment
18-May-18	1,196	98th Allotment
18-May-18	878	98th Allotment
18-May-18	2,333	98th Allotment
18-May-18	799	98th Allotment
18-May-18	998	98th Allotment
18-May-18	767	98th Allotment
24-May-18	638	98th Allotment
18-May-18	1,196	98th Allotment
18-May-18	998	98th Allotment
18-May-18	400	98th Allotment
21-May-18	591	98th Allotment
21-May-18	799	98th Allotment
19-May-18	558	98th Allotment
21-May-18	567	98th Allotment
23-Mar-18	799	98th Allotment
24-Apr-18	2,850	98th Allotment
02-Jun-18	598	99th Allotment
24-May-18	799	99th Allotment
24-May-18	799	99th Allotment
31-May-18	301	99th Allotment
31-May-18	799	99th Allotment
31-May-18	569	99th Allotment
04-Jun-18	799	99th Allotment
04-Jun-18	878	99th Allotment
23-May-18	428	99th Allotment
05-Jun-18	251	99th Allotment
15-Jun-18	998	99th Allotment
06-Jun-18	400	99th Allotment
06-Jun-18	1,196	99th Allotment
Total (A)	**30,259**	

SIGNED FOR IDENTIFICATION BY

For **B S R & CO. LLP**

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B. Receipt of allotment money through deduction in salary for the month of May 2018

Salary for the month	Amount Credited (Rs.)	Allotment
May 2018	2,591	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	878	98th Allotment
May 2018	2,591	98th Allotment
May 2018	1,196	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	598	98th Allotment
May 2018	998	98th Allotment
May 2018	878	98th Allotment
May 2018	799	98th Allotment
May 2018	3,239	98th Allotment
May 2018	799	98th Allotment
May 2018	1,196	98th Allotment
May 2018	998	98th Allotment
May 2018	1,196	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	201	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	718	98th Allotment
May 2018	878	98th Allotment

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May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	598	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	878	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	998	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	998	98th Allotment
May 2018	2,333	98th Allotment
May 2018	799	98th Allotment
May 2018	3,239	98th Allotment
May 2018	799	98th Allotment
May 2018	598	98th Allotment
May 2018	3,239	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
May 2018	799	98th Allotment
~~Total (B)~~	~~74,770~~	
Total (A + B)	**105,029**	

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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

Mumbai, 27 July 2018

Authorized Signatory

SIGNED FOR IDENTIFICATION
BY

For B S R & CO. LLP