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 April, 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 23rd April, 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 January, 2018 to 31st March, 2018.

You are requested to take the above information on record.

Yours faithfully,

For Hindustan Unilever Limited

HINDUSTAN UNILEVER LTD. MUMBAI

Dev Bajpai
Executive Director, Legal and Corporate Affairs
and Company Secretary
DIN: 00050516 / FCS No: F3354
ASJ

Encl. as above

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

23 April 2018

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

1. This Certificate is issued in accordance with the terms of our engagement letter dated 21 July 2017.

2. As directed by the National Stock Exchange Limited (the "NSE") and the Bombay Stock Exchange Limited (the "BSE") within Item 6 of Annexure A of the in-principle approvals from the NSE and the BSE, as set out in their letters dated 2 September 2005 and 22 February 2013 received from NSE and letters dated 30 August 2005 and 1 April 2013 received from BSE (together, 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"), the management of the Company 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 Company's Employee Stock Option Scheme (as listed in the statement) during the quarter ended 31 March 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 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 Regulations, 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.

Auditor's Responsibility *(Continued)*

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes 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 31 March 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 Guidelines 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

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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 31st March 2018

Date of Credit in Deutsche bank account no. 10538000	Amount Credited (Rs.)	Allotment
21-Feb-18	799	96th Allotment
21-Feb-18	799	96th Allotment
21-Feb-18	190	96th Allotment
21-Feb-18	998	96th Allotment
22-Feb-18	2,591	96th Allotment
22-Feb-18	400	96th Allotment
23-Feb-18	998	96th Allotment
23-Feb-18	799	96th Allotment
23-Feb-18	2,591	96th Allotment
23-Feb-18	998	96th Allotment
23-Feb-18	2,333	96th Allotment
23-Feb-18	2,333	96th Allotment
23-Feb-18	799	96th Allotment
26-Feb-18	3,239	96th Allotment
26-Feb-18	799	96th Allotment
27-Feb-18	458	97th Allotment
28-Feb-18	1,196	97th Allotment
28-Feb-18	455	97th Allotment
02-Mar-18	598	97th Allotment

SIGNED FOR IDENTIFICATION BY

For B S R & Co. LLP

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Date of Credit in Deutsche bank account no. 10538000	Amount Credited (Rs.)	Allotment
03-Mar-18	998	97th Allotment
03-Mar-18	799	97th Allotment
04-Mar-18	998	97th Allotment
06-Mar-18	598	97th Allotment
06-Mar-18	998	97th Allotment
06-Mar-18	1,196	97th Allotment
07-Mar-18	799	97th Allotment
07-Mar-18	2,591	97th Allotment
07-Mar-18	1,625	97th Allotment
07-Mar-18	633	97th Allotment
07-Mar-18	799	97th Allotment
07-Mar-18	2,333	97th Allotment
07-Mar-18	617	97th Allotment
07-Mar-18	1,196	97th Allotment
07-Mar-18	998	97th Allotment
07-Mar-18	799	97th Allotment
07-Mar-18	92	97th Allotment
08-Mar-18	598	97th Allotment
08-Mar-18	2,180	97th Allotment
09-Mar-18	799	97th Allotment
13-Mar-18	878	97th Allotment
14-Mar-18	799	97th Allotment
14-Mar-18	598	97th Allotment

SIGNED FOR ... ATION
BY

For B ... LLP

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Date of Credit in Deutsche bank account no. 10538000	Amount Credited (Rs.)	Allotment
14-Mar-18	799	97th Allotment
14-Mar-18	799	97th Allotment
16-Mar-18	118	97th Allotment
28-Mar-18	1,196	97th Allotment
Total	**50,206**	

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

Place: Mumbai
Date: 23 April 2018

Authorized Signatory

SIGNED FOR IDENTIFICATION BY

For B S R & Co. LLP