B S R & Co. LLP
Chartered Accountants

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Private and confidential

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

15 January 2015

We, B S R & Co. LLP, the statutory auditors of Hindustan Unilever Limited ('the Company'), have been requested to issue a certificate on whether the Company has received the allotment monies from the applicants in connection with the allotments of shares as set out in the statement based on the unaudited books and records of the Company for the quarter ended 31 December 2014.

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 (hereinafter referred to as the "Guidelines"), 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 December 2014 (hereinafter referred to as the "Statement"), which has been initialed by us for identification purposes only.

The Statement, including the maintenance of all accounting and other records supporting its contents, is solely the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement.

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

We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates issued for Special Purpose issued by the Institute of Chartered Accountants of India.

On the basis of the examination carried out by us and on the basis of information and explanations given to us, we confirm that the Company during the quarter ended 31 December 2014 has received the allotment monies from applicants in connection with the allotment of shares, prior to such allotment, as set out in the accompanying Statement.

This certificate has been solely issued in connection with the above mentioned purpose. It must not be copied, disclosed, quoted or circulated, or referred to, in correspondence or discussion, in whole or in part or distributed to anyone other than the NSE and BSE without our prior written consent.

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

Akeel Master
Partner
Membership No: 046768

Hindustan Unilever Limited

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Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099
CIN: L15140MH1933PLC002030

Tel: +91 (22) 3983 0000
Web: www.hul.co.in

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 31 December 2014

Date of Credit in HSBC Bank Account No 002-434132-002	**Amount Credited (Rs.)**
17-Nov-14	1,661
18-Nov-14	3,829
19-Nov-14	581,020
20-Nov-14	1,194,637
28-Nov-14	1,661
03-Dec-14	4,660
09-Dec-14	1,661
10-Dec-14	831
11-Dec-14	515,710
12-Dec-14	593,194
Total	**2,898,864**

Note: All the above allotments have been made under '2001 HUL 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

Authorised Signatory

Mumbai , 15th January , 2015 .

SIGNED FOR IDENTIFICATION BY

For B S R & Co. LLP