



# 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

28th July, 2017

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 28th July, 2017 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, 2017 to 30th June, 2017.

You are requested to take the above information on record.

Yours faithfully,

**For Hindustan Unilever Limited**

  
**Amit Bhasin**  
Deputy Company Secretary  
Membership No: A16804



# 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

28 July 2017

## 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.

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

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 30 June 2017 (hereinafter referred to as the "Statement"), which has been initialed by us for identification purposes only.

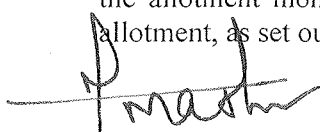
## Management's Responsibility for the Statement

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.

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

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.



B S R & Co (a partnership firm with  
Registration No. BA61223) converted into  
B S R & Co. LLP (a Limited Liability, Partnership  
with LLP Registration No. AAB-8181)  
with effect from October 14, 2013

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

Hindustan Unilever Limited  
28 June 2017  
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**Auditor's Responsibility (Continued)**

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.

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.

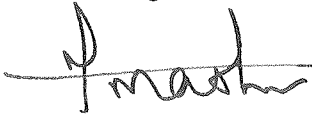
**Opinion**

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 2017 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**

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 30th June 2017**

Date of Credit in Deutsche bank account no. 10538000	Amount Credited (Rs.)	Allotment
11-Apr-17	1,441	92nd Allotment
21-Apr-17	5,280	92nd Allotment
3-May-17	741	92nd Allotment
6-May-17	1,167	92nd Allotment
12-May-17	1,235	92nd Allotment
16-May-17	1,482	92nd Allotment
19-May-17	94,652	92nd Allotment
19-May-17	1,235	93rd Allotment
20-May-17	988	92nd Allotment
20-May-17	1,235	92nd Allotment
23-May-17	1,235	92nd Allotment
23-May-17	1,976	92nd Allotment
24-May-17	247	92nd Allotment
25-May-17	741	92nd Allotment
2-Jun-17	741	93rd Allotment
6-Jun-17	494	93rd Allotment
<b>Total</b>	<b>114,890</b>	

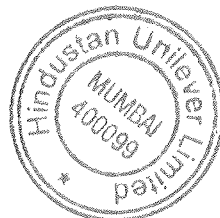
**Note:** All the above allotments have been made under "2001 HLL Stock Option Plan", post amendment vide Shareholder's resolution dated 29th May 2006 known as "2006 HLL Performance Share Scheme", further amended vide Shareholder's Resolution dated 23rd July, 2012 known as "2012 HUL Performance Share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

SIGNED FOR IDENTIFICATION  
BY

For B S R & Co. LLP

Place: Mumbai

Date: 28 July 2017



For, Hindustan Unilever Limited

  
Authorized Signatory