

### General information about company

Scrip code	500790
NSE Symbol	
MSEI Symbol	
ISIN	INE239A01016
Name of the entity	NESTLE INDIA LIMITED
Date of start of financial year	01-01-2018
Date of end of financial year	31-12-2018
Reporting Quarter	Yearly
Date of Report	31-12-2018
Risk management committee	Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

No

Wether the listed entity has a Regular Chairperson

Yes

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter Yes

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00916746	Ashok Kumar Mahindra	Non-Executive - Independent Director	Chairperson	21-04-2011		
2	02790744	Rakesh Mohan	Non-Executive - Independent Director	Member	12-05-2017		
3	00003792	Rajya Vardhan Kanoria	Non-Executive - Independent Director	Member	13-05-2014		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00003792	Rajya Vardhan Kanoria	Non-Executive - Independent Director	Chairperson	13-05-2014		
2	00916746	Ashok Kumar Mahindra	Non-Executive - Independent Director	Member	30-10-2013		
3	02790744	Rakesh Mohan	Non-Executive - Independent Director	Member	12-05-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00001835	Rama Bijapurkar	Non-Executive - Independent Director	Chairperson	12-05-2017		
2	00003792	Rajya Vardhan Kanoria	Non-Executive - Independent Director	Member	13-05-2014		
3	00039580	Shobinder Duggal	Executive Director	Member	13-05-2014		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00039580	Shobinder Duggal	Executive Director	Chairperson	28-10-2014		
2	07761271	Martin Roemkens	Executive Director	Member	01-04-2017		
3	99999999	Anurag Dikshit	Member	Member	28-10-2014		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00067125	Swati A. Piramal	Non-Executive - Independent Director	Chairperson	30-10-2013		
2	00001835	Rama Bijapurkar	Non-Executive - Independent Director	Member	12-05-2017		
3	07246738	Suresh Narayanan	Executive Director	Member	29-10-2015		



Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

## Annexure 1

### Annexure 1

#### III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	03-08-2018		
2	14-09-2018		41
3		26-10-2018	41
4		05-12-2018	39

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	26-10-2018	Yes	3	02-08-2018	84	
2	Nomination and remuneration committee	26-10-2018	Yes	3			
3	Stakeholders Relationship Committee	26-10-2018	Yes	3	03-08-2018	83	
4	Risk Management Committee	06-12-2018	Yes	3	21-09-2018	75	
5	Corporate Social Responsibility Committee		Yes		03-08-2018		

## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

### Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	B. Murli
2	Designation	Company Secretary

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.nestle.in
2	Terms and conditions of appointment of independent directors	Yes		www.nestle.in
3	Composition of various committees of board of directors	Yes		www.nestle.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.nestle.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.nestle.in
6	Criteria of making payments to non-executive directors	Yes		www.nestle.in
7	Policy on dealing with related party transactions	Yes		www.nestle.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.nestle.in

## Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.nestle.in
11	email address for grievance redressal and other relevant details	Yes		www.nestle.in
12	Financial results	Yes		www.nestle.in
13	Shareholding pattern	Yes		www.nestle.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	B. Murli
2	Designation	Company Secretary

## Annexure II

### III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	B. Murli
2	Designation	Company Secretary

### Signatory Details

Name of signatory	B. Murli
Designation of person	Company Secretary
Place	Gurugram
Date	11-01-2019

