

## Quarterly Compliance Report on Corporate Governance

Name of the Company : Nestlé India Limited  
 Quarter ended on : 31<sup>st</sup> March, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	The structure of the Board of Directors of the Company comprises of three Executive Directors and five Non-Executive Directors, out of which four are Independent Directors. The Chairman of the Board is a Non-Executive Director.
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	During the quarter the Board of Directors met on 14 <sup>th</sup> February, 2014. In the fourth quarter the Board met on 30 <sup>th</sup> October, 2013 and the maximum time gap between any two Board Meetings was less than four months. The Board periodically reviews the compliance reports, as stipulated.
(D) Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	The Audit Committee comprises of three Non-Executive Independent Directors. All members of the Audit Committee are financially literate and two members of the Audit Committee have related financial management expertise. The Company Secretary acts as the Secretary to the Committee.
(B) Meeting of Audit Committee	49(IIB)	Yes	During the quarter the Audit Committee met on 13 <sup>th</sup> February, 2014. In the fourth quarter the Audit Committee met on 30 <sup>th</sup> October, 2013 and the maximum time gap between any two Audit Committee Meetings was less than four months.

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*[Handwritten Signature]*



Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
(C) Powers of Audit Committee	49(II C)	Yes	The powers of the Audit Committee cover all the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.
(D) Role of Audit Committee	49(II D)	Yes	The role of the Audit Committee includes all requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.
(E) Review of Information by Audit Committee	49(II E)	Yes	The Audit Committee reviews the relevant information as required under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.
<b>III. Subsidiary Companies</b>	49(III)	Not Applicable	The Company does not have any subsidiary.
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	
(C) Board Disclosures	49(IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues, etc	49(IV D)	Not Applicable	
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49(V)	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	

**Note: -**

The Compliance status indicated is for the quarter ended 31<sup>st</sup> March, 2014 or as on 31<sup>st</sup> March, 2014, as relevant.

Details of compliance have been mentioned in the "Remarks" column for clarity and it is requested that the same be read along with the compliance status indicated.

DATE: 15.04.2014



NESTLÉ INDIA LIMITED

  
 PRAMOD KUMAR RAI  
 DEPUTY COMPANY SECRETARY