

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Nestlé India Limited**
 Quarter ended on : **31st December, 2014**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The structure of the Board of Directors of the Company comprises of three Executive Directors and six Non-Executive Directors, out of which five are Independent Directors including a woman director. The Chairman of the Board is a Non-Executive Director.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	During the quarter the Board of Directors met on 28 th October, 2014 and 3 rd December, 2014. In the third quarter the Board met on 7 th August, 2014 and the maximum time gap between any two Board Meetings was less than 120 days. The Board periodically reviews the compliance reports, as stipulated.
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee comprises of four Non-Executive Independent Directors. All members of the Audit Committee are financially literate and three 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 (IIIB)	Yes	During the quarter the Audit Committee met on 27 th October, 2014. In the third quarter the Audit Committee met on 7 th August, 2014 and the maximum time gap between any two Audit Committee Meetings was less than four months.
(C) Powers of Audit Committee	49 (IIIC)	Yes	The powers of the Audit Committee cover all the requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and Rules thereunder.
(D) Role of Audit Committee	49 (III D)	Yes	The role of the Audit Committee includes all requirements of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and Rules thereunder.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	The Audit Committee reviews the relevant information as required under Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013 and Rules thereunder.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	The Nomination and Remuneration Committee comprises of four Non-Executive Independent Directors. The role of the Nomination and Remuneration Committee includes all requirements of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 and Rules thereunder.
V. Subsidiary Companies	49 (V)	Not Applicable	The Company does not have any subsidiary.




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Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
VI. Risk Management	49 (VI)	Yes	The Risk Management Committee comprises of three members with majority being Directors of the Company. The role of the Risk Management Committee includes all requirements of Clause 49 of the Listing Agreement.
VII. Related Party transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	There is no material related party transaction. The Policy on dealing with Related Party Transactions is disclosed on the website of the Company.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	For Financial Year ended 31 st December, 2014, the disclosure will be made in the Annual Report 2014.
(C) Remuneration of Directors	49 (VIII C)	Yes	For Financial Year ended 31 st December, 2014, the disclosure will be made in the Annual Report 2014.
(D) Management	49 (VIII D)	Yes	For Financial Year ended 31 st December, 2014, the disclosure will be made in the Annual Report 2014. Code of conduct is disclosed on the website of the Company.
(E) Shareholders	49 (VIII E)	Yes	For Financial Year ended 31 st December, 2014, the disclosure will be made in the Annual Report 2014. Quarterly Results and presentation to analysts is on the website of the Company. Stakeholders Relationship Committee (SRC) comprises two non-executive independent Directors and one executive Director. One of the non-executive independent Directors is the Chairman of SRC.
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII F)	Not Applicable	
IX. CEO/CFO Certification	49 (IX)	Yes	For Financial Year ended 31 st December, 2014, the same will be complied in the Annual Report 2014.
X. Report on Corporate Governance	49 (X)	Yes	For Financial Year ended 31 st December, 2014, the same will be part of the Annual Report 2014.
XI. Compliance	49 (XI)	Yes	For Financial Year ended 31 st December, 2014, the same will be complied in the Annual Report 2014.

Note: -

The Compliance status indicated is for the quarter ended 31st December, 2014 or as on 31st December, 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.

NESTLÉ INDIA LIMITED




B. MURLU

SR. VICE PRESIDENT - LEGAL & COMPANY SECRETARY

DATE: 15.01.2015