

General information about company

Scrip code	500790
NSE Symbol	
MSEI Symbol	
ISIN	INE239A01016
Name of the entity	NESTLE INDIA LTD
Date of start of financial year	01-01-2019
Date of end of financial year	31-12-2019
Reporting Quarter	Yearly
Date of Report	31-12-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Suresh Narayanan	07246738	Executive Director	Chairperson	MD	19-03-1960	NA		01-08-2015				2	1	1	0		
2	Mr	Shobinder Duggal	00039580	Executive Director	Not Applicable		01-03-1958	NA		10-05-2004	10-05-2019	31-12-2019		1	0	1	0		
3	Mr	Martin Roemkens	07761271	Executive Director	Not Applicable		01-11-1969	NA		01-04-2017				1	0	0	0		
4	Mrs	Rama Bijapurkar	00001835	Non-Executive - Independent Director	Not Applicable		12-02-1957	NA		01-05-2017			32	5	5	5	3		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Rajva Vardhan Kanoria	00003792	Non-Executive - Independent Director	Not Applicable		23-02-1955	NA		13-05-2014	13-05-2019		67	4	2	6	1		
6	Mrs	Roopa Kudva	00001766	Non-Executive - Independent Director	Not Applicable		02-11-1963	NA		01-01-2019			12	2	2	4	1		
7	Mr	Rakesh Mohan	02790744	Non-Executive - Independent Director	Not Applicable		14-01-1948	NA		01-05-2016			44	2	2	2	0		
8	Mrs	Swati Ajay Piramal	00067125	Non-Executive - Independent Director	Not Applicable		28-03-1956	NA		02-08-2010	01-04-2019		113	2	1	0	0		

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	00003792	Rajya Vardhan Kanoria	Non-Executive - Independent Director	Chairperson	13-05-2014		
2	00001766	Roopa Kudva	Non-Executive - Independent Director	Member	14-02-2019		
3	02790744	Rakesh Mohan	Non-Executive - Independent Director	Member	12-05-2017		

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	00001766	Roopa Kudva	Non-Executive - Independent Director	Member	14-02-2019		
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	00039580	Shobinder Duggal	Executive Director	Member	13-05-2014	31-12-2019	Textual Information(1)
3	00003792	Rajya Vardhan Kanoria	Non-Executive - Independent Director	Member	13-05-2014		

Sr Text Block

Textual Information(1)

With effect from 1st January, 2020 Mr. Martin Roemkens appointed as a member.

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		Textual Information(1)
2	07761271	Martin Roemkens	Executive Director	Member	01-04-2017		
3	99999999	Anurag Dikshit	Member	Member	28-10-2014	31-12-2019	

Sr Text Block

Textual Information(1)

With effect from 1st January, 2020, Mr. Suresh Narayanan appointed as a member and Chairperson of the Committee. Mr. Shobinder Duggal continues as a member.

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 Ajay 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
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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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	19-07-2019				Yes		
2	02-08-2019		13		Yes		
3		08-11-2019	97		Yes	7	4
4		03-12-2019	24		Yes	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	02-08-2019				Yes	3	3
2	Audit Committee	08-11-2019	97			Yes	2	2
3	Stakeholders Relationship Committee	02-08-2019				Yes	3	2
4	Stakeholders Relationship Committee	08-11-2019	97			Yes	2	1
5	Nomination and remuneration committee	08-11-2019				Yes	2	2
6	Risk Management Committee	27-09-2019				Yes	3	0

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Risk Management Committee	18-12-2019	81			Yes	2	0
8	Corporate Social Responsibility Committee	02-08-2019				Yes	2	1

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	Yes	
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 500 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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.nestle.in
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.nestle.in
18	Credit rating or revision in credit rating obtained	Yes		www.nestle.in
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nestle.in
21	Materiality Policy as per Regulation 30	Yes		www.nestle.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.nestle.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.nestle.in

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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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	15-01-2020

