



Mr. Rajya Vardhan Kanoria

Independent Non-Executive Director – Nestlé India Limited

Mr. Rajya Vardhan Kanoria joined the Board of Directors of Nestlé India Limited as an Independent Non-Executive Director on 13th May, 2014 and re-appointed for second term of five consecutive years effective from 13th May, 2019 till 12th May, 2024. Mr. Kanoria is Chairman of the Audit Committee and the Nomination and Remuneration Committee and also member of Stakeholders Relationship Committee of the Board of Directors of the Company.

Mr. Kanoria is one of India's leading Industrialists. He is Promoter and CMD of Kanoria Chemicals. He is an MBA (Hons.) from IMD, Switzerland.

He has been instrumental in influencing trade policy both at the national and global level and has over four decades of experience in the chemicals, textiles and jute industries. He has contributed to Industry and Society immensely. He has occupied various offices in Industry Associations including the office of President of Federation of Indian Chambers of Commerce and Industry (FICCI) in 2012-13. He has also Chaired, Commission on Trade and Investment Policy of the International Chamber of Commerce, Paris during 2008 – 2011. He has been Chairman of Confederation of Indian Textile Industry and Chairman of Indian Jute Mills' Association. He has served on various Government Committees particularly on trade and investment. He has been awarded with "Swiss Ambassador's Award for Leadership and Business Ethics, 2013" and bestowed with the Distinction of Commander of the Order of Leopold II by the King of Belgium for his contribution to the development of business ties between India and Belgium.

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Nestlé India Limited

(CIN : L15202DL1959PLC003786)

Nestlé House

Jacaranda Marg

'M' Block, DLF City, Phase - II

Gurgaon - 122002 - 05, Haryana

Phone 0124 - 3940000

Fax 0124 - 2389399

E-mail corporate@IN.nestle.com

Website www.nestle.in

Your Ref.: Our Ref.: BM:RVK-19 Date: 25/04/2019

Mr. Rajya Vardhan Kanoria

A-45, Vasant Marg,

Vasant Vihar,

New Delhi - 110 057

Sub.: Re- appointment as Independent Non-Executive Director under Companies Act, 2013

Dear Sir,

We are pleased to inform you that the members of the Company, in its 60th Annual General Meeting held on 25th April, 2019, approved your re- appointment as an Independent Director of the Company for a second term of five consecutive years with effect from 13th May, 2019.

As per the requirements of the Companies Act, 2013, the above is being formalised through this letter of re- appointment. Please note that this is a contract for service and is not a contract of employment.

Re- appointment

Your re- appointment is for a second term of five consecutive years for a term up to 12th May, 2024. Further the tenure is subject to your meeting the criteria for being an Independent Director and not being disqualified to be a Director under the applicable regulations.

Role on the Board

You are expected to provide your expertise in the area of multilateral trade and investment, economic and business policy, corporate governance and social contribution of business, and your over 43 years of experience in manufacturing and service sectors including chemicals, textiles and jute industries and international trade, in the functioning of the Board and the committees of the Board to which you may be nominated. In addition to routine board meetings you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment. You may be nominated on one or more committees of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities. You are currently nominated on the following committees of the Board whose terms of reference have been provided to you:

- Chairman of the Audit Committee
- Chairman of the Nomination and Remuneration Committee
- Member of the Stakeholders Relationship Committee

Duties and Liabilities

The duties and liabilities that come with your re- appointment would be as per the applicable laws, Nestlé policies and the Articles of Association of the Company.

The laws that currently govern the duties and liabilities of an Independent Director are the Companies Act, 2013 (including Rules thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, some of which are specifically outlined below.

You will follow "the Code for Independent Director" as per Schedule IV of the Companies Act, 2013, "Nestlé Corporate Business Principles" and "Nestlé India Code of Business Conduct".

You are required to make disclosure of your interest as per the requirements of Section 184 of the Companies Act, 2013 and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed.

In case you so desire, Company would provide support to help you familiarise yourself with the relevant duties and obligations.

Technology

You may give your consent by advance notification to the Chairman or Company Secretary to participate in any meeting(s) of the board or committee of directors, when necessary through video conferencing or other audio visual means, except for matters not to be so dealt under the Companies Act, 2013. When necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every other Director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013.



Independence

The Board of Directors of the Company inter alia has given due consideration to your declaration of being qualified as 'independent' in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. You are expected to continue to be qualified as 'independent' during your tenure and provide periodic declaration to the effect as required by regulations. You will be identified as 'Independent Director' in the annual report and other documents and publications of the Company. If circumstances change and you believe it may not be possible for you to retain your independence you should discuss this with the Chairman as soon as practicable.

Evaluation Processes

Your performance evaluation shall be done by the Board of Directors annually, without your participation. You will participate in reviewing the performance of non-independent directors and the Board as a whole, performance of the Chairperson and other independent directors.

Code of Business Conduct

You will follow the Nestlé India Code of Business Conduct and furnish an annual affirmation of the same.

You will apply the highest standards of confidentiality, and not disclose to any person or company (whether during the course of the tenure as Independent Director or at any time after its cessation), any confidential information concerning the Company and any Group Companies with which you come into contact by virtue of your position as a Director, except as permitted by law or with prior clearance from the Chairman or Company Secretary.

Prohibition on Insider Trading

You will follow Nestlé India Policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter-alia requires that price-sensitive information is not used or transmitted and maintained securely. You should not make any statements that might risk a breach of these requirements without prior clearance from the Chairman or Company Secretary.

Availability of Directors and Officers Liability Insurance

The Directors would be covered/ indemnified as per the policy of the Company.

Remuneration

You will be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors on the recommendation by the Nomination and Remuneration Committee, within the overall limits approved by the shareholders and the applicable legal provisions. You will also be entitled to fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In addition to the above, you will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

General

All the terms as mentioned above including your re- appointment, remuneration, professional conduct, role and functions, duties and evaluation shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

This Letter and any non-contractual obligations arising out of or in connection with this Letter are governed by, and shall be construed in accordance with the laws of India and subject to the exclusive jurisdiction of the Courts of India.

Yours sincerely

NESTLÉ INDIA LIMITED

Suresh Narayanan
Chairman and Managing Director