

Quarterly Compliance Report on Corporate Governance

Name of the Company : **Nestlé India Limited**
 Quarter ended on : **31st March, 2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	The structure of the Board of Directors of the Company comprises of three Executive and four Non-Executive Directors. The Chairman of the Board is an Executive Director and the Board has four independent Directors.
(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 20 th February, 2013 and 22 nd March, 2013. In the fourth quarter the Board last met on 7 th December, 2012 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	
II. Audit Committee	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 19 th February, 2013. In the fourth quarter the Audit Committee met on 12 th November, 2012 and the maximum time gap between any two Audit Committee Meetings was less than four months.

Contd.. 2



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.
III. Subsidiary Companies	49(III)	Not Applicable	The Company does not have any subsidiary.
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)		
(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	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

Note: -

The Compliance status indicated is for the quarter ended 31st March, 2013 or as on 31st March, 2013, 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: 15.04.2013



NESTLÉ INDIA LIMITED



B. MURLI

 SR. VICE PRESIDENT - LEGAL &
 COMPANY SECRETARY