

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : Nestlé India Limited  
 Quarter ended on : 30<sup>th</sup> June, 2015

(Scrip Code : 500790)

Particulars	Clause of Listing Agreement	Compliance Status (Yes/ No)	Remarks
<b>II. Board of Directors</b>	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 five Non-Executive Directors, out of which four 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 15 <sup>th</sup> May, 2015 and 8 <sup>th</sup> June, 2015. In the first quarter of 2015, the Board of Directors met on 13 <sup>th</sup> February, 2015. 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	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee comprises of three Independent Non-Executive 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 (IIIB)	Yes	During the quarter, the Audit Committee met on 14 <sup>th</sup> May, 2015. In the first quarter of 2015, the Audit Committee met on 12 <sup>th</sup> February, 2015 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 (IIID)	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.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The Nomination and Remuneration Committee comprises of three Independent Non-Executive 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.
<b>V. Subsidiary Companies</b>	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
<b>VI. Risk Management</b>	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 as prescribed under Clause 49 of the Listing Agreement.
<b>VII. Related Party transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	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 www.nestle.in
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Quarterly Results and presentation to analysts are available on the website of the Company. Stakeholders Relationship Committee (SRC) comprises two Independent Non-Executive Directors and one Executive Director. One of the Independent Non-Executive Directors is the Chairman of SRC.
(F) Proceeds from public issues, rights issues, preferential issues, etc.	49 (VIII F)	Not Applicable	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

**Note: -**

The Compliance status indicated is for the quarter ended 30<sup>th</sup> June, 2015 or as on 30<sup>th</sup> June, 2015, 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. MURI

SR. VICE PRESIDENT - LEGAL &  
COMPANY SECRETARY

DATE: 15.07.2015