

Nestlé India Limited

(CIN : L15202DL1959PLC003786)

Nestlé House
Jacaranda Marg
'M'Block, DLF City, Phase – II
Gurugram – 122002, Haryana
Phone 0124 - 3940000
E-mail: investor@IN.nestle.com
Website www.nestle.in

**BM: PKR:07:21****22.02.2021**

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Scrip Code – 500790**Subject : Annual Secretarial Compliance Report for the financial year ended 31st December 2020**

Dear Sir,

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019, enclosed herewith Annual Secretarial Compliance Report for the year ended 31st December 2020 issued by M/s S N Ananthasubramanian & Co., Company Secretaries.

Please take the above document on record.

Thanking you,

Yours truly,
NESTLÉ INDIA LIMITED

PRAMOD KUMAR RAI
ASSOCIATE GENERAL COUNSEL (CORP. LEGAL, GOVERNANCE & COMPLIANCE)
& DEPUTY COMPANY SECRETARY

Encl.: As above



S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

10/25-26, 2nd Floor, Brindaban,
Thane (W) - 400 601
T: +91 22 25345648 | +91 22 25432704
E: snaco@snaco.net | W: www.snaco.net
ICSI Unique Code: P1991MH040400

To,
The Board of Directors
Nestlé India Limited
CIN: L15202DL1959PLC003786
100/101, World Trade Centre,
Barakhamba Lane,
New Delhi -110001

Sir/ Madam,

Annual Secretarial Compliance Report for the Financial Year ended
31st December 2020

We have been engaged by **Nestlé India Limited** (hereinafter referred to as 'the Company') bearing CIN: **L15202DL1959PLC003786** whose equity shares are listed on BSE Limited (Security Code: **500790**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS: 4206 | COP No.: 1774

13th February, 2021 | Thane



SECRETARIAL COMPLIANCE REPORT

OF

NESTLÉ INDIA LIMITED FOR THE FINANCIAL YEAR ENDED
31ST DECEMBER 2020

We have examined:

- (a) All the documents and records made available to us and explanations provided by **Nestlé India Limited** ("the listed entity");
- (b) The filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) Website of the listed entity;
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended **31st December, 2020** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as there was no reportable event during the period under review;**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as there was no reportable event during the period under review;**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not Applicable as there was no reportable event during the period under review;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable as there was no reportable event during the period under review;**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the period under review;**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder- **NONE**





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

(d) The listed entity has taken the following actions to comply with the observations made in previous reports- **Not Applicable.**

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400
Peer Review Cert. No.: 606/2019

S. N. Ananthasubramanian



S. N. Ananthasubramanian
Partner

FCS: 4206 | COP No.: 1774

ICSI UDIN: F004206B002851985

13th February, 2021 | Thane