

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:8:20****18.02.2020**

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

Scrip Code – 500790**Subject : Annual Secretarial Compliance Report for the financial year ended 31.12.2019**

Dear Sir,

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 8th February, 2019, enclosed herewith Annual Secretarial Compliance Report for the year ended 31.12.2019 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)



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: P1991M1H040400

To,
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 2019**

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





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Company Secretaries

manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400

S. N. Ananthasubramanian

S. N. Ananthasubramanian
Partner

FCS: 4206 | COP No.: 1774

Peer Review Cert. No.: 606/2019

ICSI UDIN : F004206B000127395

06th February, 2020

Thane





S. N. ANANTHASUBRAMANIAN & CO
Company Secretaries

Secretarial Compliance Report

of

Nestlé India Limited

(CIN: L15202DL1959PLC003786)

For the year ended 31.12.2019

We have examined:

- (a) All the documents and records made available to us and explanation 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, 2019** ("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;





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- (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 including SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 on changes in terms of appointment of statutory auditors, the Company has amended the terms of appointment of the Statutory Auditor to give effect to the said Circular.
- (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.





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- (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:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| | | | NIL | |

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: **[Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company]**

For S. N. ANANTHASUBRAMANIAN & Co.
Company Secretaries
ICSI Unique Code: P1991MH040400

S. N. Ananthasubramanian
Partner
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06th February, 2020
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