

**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:10:22**

**28.02.2022**

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<sup>st</sup> December 2021**


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 8<sup>th</sup> February 2019, enclosed herewith Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> December 2021 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)**  
**AND 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](mailto:snaco@snaco.net) | W: [www.snaco.net](http://www.snaco.net)  
ICSI Unique Code: P1991MH040400

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 2021**

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 08<sup>th</sup> 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 thereunder 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.

We have conducted our Audit remotely based on the records and information made available to us through electronic platform by the Company, due to Covid 19 pandemic induced lockdown and restrictions/Work From Home policy of the Company in place, for the purpose of issuing this report.

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ANANTHASUBRAMANIAN  
NARAYANAN SATYAMANGALAM  
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**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

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.

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ANANTHASUBRAMANIAN NARAYANAN  
SATYAMANGALAM  
Date: 2022.02.14 15:21:40 +05'30'



**S. N. Ananthasubramanian**

**Partner**

**FCS: 4206 | COP No.: 1774**

**14th February, 2022**

**Thane**



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF NESTLÉ INDIA LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2021**

We have examined:

- (a) all the documents and records made available to us and explanations provided by **Nestlé India Limited** ('the Company');
- (b) filings/ submissions made by the Company to the stock exchanges;
- (c) website of the Company;
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification;

for the financial year ended 31<sup>st</sup> December 2021('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 there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

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

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

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ANANTHASUBRAMANIAN NARAYANAN  
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**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to 12<sup>th</sup> August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (with effect from 13<sup>th</sup> August, 2021) – **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to 16<sup>th</sup> August, 2021) – **Not Applicable as there was no reportable event during the financial year under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16<sup>th</sup> August, 2021) – **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (up to 16<sup>th</sup> August, 2021)– **Not Applicable as there was no reportable event during the financial year under review**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued there under;  
and based on the above examination, we hereby report that, during the review period:
- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued there under,
- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the Company/ 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 there under – **NONE**

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ANANTHASUBRAMANIAN  
NARAYANAN SATYAMANGALAM  
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**S. N. ANANTHASUBRAMANIAN & CO**  
**Company Secretaries**

(d) The Company 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**

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ANANTHASUBRAMANIAN NARAYANAN  
SATYAMANGALAM  
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**S. N. Ananthasubramanian**  
**Partner**  
**FCS: 4206 | COP No.: 1774**

**ICSI UDIN : F004206C002575126**

**14<sup>th</sup> February, 2022**  
**Thane**