

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



PKR:SG: 37:23

5th June 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001

BSE Scrip Code - 500790

Subject: Submission of Postal Ballot Notice

Dear Madam/Sir,

In furtherance to our letter PKR:SG: 36:23 dated 1st June 2023 informing that the Company will be seeking consent of the Members by way of passing an Ordinary Resolution through Postal Ballot by way of remote electronic voting ("remote e-voting") for the appointment of Mr Satish Srinivasan (DIN: 10173407) as a Director and Whole-time Director, designated as "Executive Director-Technical" of the Company for a term of five consecutive years w.e.f. 1st July 2023 along with terms and conditions of appointment and remuneration payable to Mr Satish Srinivasan.

In this regard, please find enclosed Postal Ballot Notice dated 1st June 2023 together with the explanatory statement. The copy of the said Postal Ballot Notice is being uploaded on the website of the Company at www.nestle.in and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

In conformity with the requirements, the Postal Ballot Notice is being sent through electronic mode to all those Members whose name appears on the Register of Members/ List of Beneficial Owners and whose e-mail ID is registered with the Company/ Depositories as on Friday, 2nd June 2023 ("Cut-off Date").

The Company has engaged the services of NSDL for providing remote e-voting facility to all its Members. The remote e-voting period shall commence at 9:00 A.M. (IST) on Tuesday, 6th June 2023 and shall conclude at 5:00 P.M. (IST) on Wednesday, 5th July 2023. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting. The instructions for remote e-voting are provided in the Postal Ballot Notice.

The Result of remote e-voting shall be declared on or before 5 P.M. on Friday, 7th July 2023.

Please take the same on record.

Thanking you,

Yours truly,

NESTLÉ INDIA LIMITED

**PRAMOD KUMAR RAI
COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl.: as above

Postal Ballot Notice

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Tuesday, 6 th June 2023 at 9:00 A.M. (IST)	Wednesday, 5 th July 2023 at 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (“**the Act**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular No. 11/2022 dated 28th December 2022, issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), as amended and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice (“**Notice**”) for the appointment of Mr. Satish Srinivasan (DIN: 10173407) as a Director and Whole-time Director, designated as “Executive Director- Technical”, for a term of five consecutive years with effect from 1st July 2023 on the terms and conditions as contained in the draft agreement, is proposed to be passed as an Ordinary Resolution by members of Nestlé India Limited (“**the Company**”) through postal ballot (“**Postal Ballot**”) only by way remote e-voting (“**remote e-Voting**”) process. Members are requested to read the instructions in the Notes under the section “Voting through Electronic Means”. The communication of the assent or dissent of the members would only take place through the remote e-Voting facility.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Depositories as on Friday, 2nd June 2023 (“**Cut-off date**”). If member’s e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors (“**Board**”) of the Company, vide resolution dated 1st June 2023, has appointed Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s SCV & Co. LLP, Chartered Accountants, as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The remote e-Voting period commences at 9:00 A.M. (IST) on Tuesday, 6th June 2023 and will conclude at 5:00 P.M. (IST) on Wednesday, 5th July 2023, thereafter, the remote e-Voting will be disabled, and voting shall not be allowed beyond the said time. Based on the Scrutinizer’s Report, the Results of remote e-Voting will be declared on or before 5:00 P.M. (IST) Friday, 7th July 2023.

The declared Result, along with the Scrutinizer’s Report, will be available forthwith on the Company’s website at www.nestle.in under the ‘Investors’ Section’ and will also be communicated to the BSE Limited, where the Company’s shares are listed. National Securities Depository Limited (“**NSDL**”), engaged by the Company for facilitating remote e-Voting, will also display the Result on its website at www.evoting.nsdl.com.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 (“**the Act**”) and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and/or any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Satish Srinivasan (DIN: 10173407), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 1st July 2023 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER that pursuant to the provisions of the Sections 196, 197 of the Companies Act, 2013 (“**the Act**”) and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approval of the Central Government, the Company hereby accords its approval to the appointment of Mr. Satish Srinivasan (DIN: 10173407), as the Whole-time Director, designated as “Executive Director-Technical”, for a term of five consecutive years commencing from 1st July 2023 upto 30th June 2028, on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to by the Board of Directors and Mr. Satish Srinivasan.”

By Order of the Board
For Nestlé India Limited

Pramod Kumar Rai
Company Secretary

Place : Gurugram
Date : 1st June 2023

NOTES:

1. The explanatory statement ("**Explanatory Statement**") pursuant to Section 102 of the Act setting out all material facts concerning the Resolution in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically through remote e-Voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
3. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 2nd June 2023 ("**Cut-off date**"). Only those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-Voting.
4. The remote e-Voting period commences at 9:00 A.M. (IST) on Tuesday, 6th June 2023 and will conclude at 5:00 P.M. (IST) on Wednesday, 5th July 2023 ("**remote e-Voting Period**"), thereafter remote e-Voting module will be disabled and e-voting shall not be allowed beyond the said time. During this period, members of the Company holding shares either in physical mode or in dematerialized mode, as on the Cut-off date may cast their vote electronically. Once a member cast their vote on the Resolution, he or she will not be allowed to change it subsequently.
5. In conformity with the applicable regulatory requirements, this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on the Cut-off Date and who have registered their e-mail addresses with the Company or Depository Participant.
6. Members who have not registered their e-mail address with the Company or Depository Participant, may complete the e-mail registration process as under:
 - i) Members holding shares in physical mode and whose e-mail addresses are not registered with the Company, may register their e-mail address by sending scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company, by e-mail at investor@in.nestle.com; and
 - ii) Members holding shares in demat mode can update their e-mail address with their Depository Participant.
7. Members may note that this Notice will also be available on the website of the Company (www.nestle.in); BSE Limited (www.bseindia.com); and NSDL (www.evoting.nsdl.com).
8. The draft agreement and other documents referred to in the Notice and the Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-Voting on Wednesday, 5th July 2023.
9. Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s SCV & Co. LLP, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the remote e-Voting module in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting through remote e-Voting unblock the votes cast through remote e-Voting and make a Scrutinizer's Report of the total votes cast in favor and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before Friday, 7th July 2023. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited; displayed on the Notice Board of the Company at its Registered Office; and will be available on the Company's website at www.nestle.in. NSDL engaged by the Company for facilitating e-Voting, will also display the Results on its website at www.evoting.nsdl.com.
11. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard on the last date specified for remote e-Voting i.e., Wednesday, 5th July 2023.
12. In case any member hold shares in physical mode, The Securities and Exchange Board of India ("**SEBI**"), vide its Circulars, has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available by 1st October 2023 in the record of the Company/ Registrar Transfer Agent ("**RTA**"), our RTA will be required to freeze such members' folio(s) impending submission. We therefore request such members to take timely action to avoid inconvenience in the future. In case members hold shares in demat mode, they should keep their bank details, e-mail address, postal address and contact number updated in their account maintained with Depository Participant(s).

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Rules, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and SS-2 issued by the ICSI, the Company is pleased to provide remote e-Voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system.





Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are given below:

A) Login method for e-Voting for Individual members holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail ID in their demat account(s) to access e-Voting facility.

Login method for individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL	<p>Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit the e-Services website of NSDL i.e., https://eservices.nsd.com on the web browser either on a personal computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting Period. <p>Users not registered for NSDL IDeAS facility: Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>e-Voting website of NSDL</p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting Period. <p>e-Voting mobile application of NSDL</p> <p>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>Existing users who have opted for Easi/ Easiest facility</p> <ol style="list-style-type: none"> Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. <p>Users not registered for Easi/ Easiest facility Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>Visit the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual members (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting Period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depositories i.e., CDSL and NSDL

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 or 022-2305 8542-43

B) Login method for members other than individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c. For members holding shares in physical mode	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox from evoting@nsdl.com, open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical mode. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in **process for those members whose e-mail IDs are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One-Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle are active.
2. Select "EVEN" of Nestlé India Limited.
3. Now you are ready for e-Voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You have an option to take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-Voting for those members whose e-mail IDs are not registered with the Company/ Depositories:

1. In case shares are held in physical mode, please provide folio number, name of the member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to investor@in.nestle.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to investor@in.nestle.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for individual members holding securities in demat mode.
3. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account to access e-Voting facility.

General Guidelines for Members

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- ii. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nsdl.co.in / pallavid@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address at investor@in.nestle.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors ("Board") at its Meeting held on 1st June 2023, appointed Mr. Satish Srinivasan (DIN: 10173407) as an Additional Director and Whole-time Director, designated as "Executive Director- Technical" of the Company, for a term of five consecutive years to hold office from 1st July 2023 upto 30th June 2028, subject to the approval of the members.

Mr. Satish Srinivasan, aged 58 years, joined Nestlé India in the year 1993 and currently holds office as Head of Operations - Dairy Strategic Business Unit of Nestlé, Switzerland. He worked on various assignments across Nestlé factories in India, Philippines, Sri Lanka, Equatorial Africa Region and Indo China Region with increasing responsibilities. He holds an Engineering Degree and has over 35 years of experience. With strong expertise in the technical operations, Mr. Srinivasan has made significant contributions to Nestlé Group and is well recognised for driving the operations strategy, capital expenditure optimisation, quality, people-oriented approach, problem-solving skills and speed of execution.

Further, on the recommendations of the NRC, the Board at its meeting held on 1st June 2023, approved the terms and conditions of Mr. Satish Srinivasan's appointment, subject to approval of the members. The material terms and conditions of appointment and remuneration, as contained in the draft agreement, are as follows: -

I) Salary, Allowances and Commission ("Remuneration"):

a) Salary comprising:

- (i) Basic salary : At the rate not exceeding Rs. 11,00,000/- per month; and
- (ii) Allowances : Not exceeding one time the Basic salary,

with increments as per policy of the Company and as may be determined by the Board, from time to time, on the recommendations of the NRC, subject to a ceiling on increment of 30% in a year (following April to March year) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st July 2023. The recommendation of NRC will be based on the Company's performance and individual performance.

b) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Act as per the criteria and rate to be determined by the Board, from time to time, but not exceeding an amount equivalent to the Salary in I(a) above, for the relevant period. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board. Commission may include elements of fixed remuneration payable based on net profits as per Rules of the Company. The performance linked incentive shall also be linked to the performance during the relevant year.

II) Perquisites:

1. In addition to the Remuneration as stated above, Mr. Srinivasan shall be entitled, as per Rules of the Company, to perquisites like:
 - a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
 - b. Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
 - c. Personal accident insurance premium.
 - d. Air/ Sea passage and/or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
 - e. Use of Company maintained cars with drivers for business and personal use.
 - f. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence. Personal long distance telephone calls shall be borne by Mr. Srinivasan.
 - g. Education allowance for children, whether abroad or in India.

- h. Encashment of leave at the end of his tenure as per policy of the Company.
- i. Contributions to provident fund, superannuation or annuity fund and any other retirement benefits or any re-charge cost(s) thereof.
- j. Terminal benefits:
Air/ Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board at the time of leaving the service of the Company.
- k. Expenses on shifting of residence.
- l. Joining allowances and other benefits.
- m. Participation in any/ all employee stock option schemes/ performance stock unit plans of the Company, if any or that of Nestlé S.A.
- n. Such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board and Mr. Srinivasan.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding the Salary in I(a) above for the relevant period. The perquisites mentioned above from (h) to (m) shall be based on the actual amounts and excluded from the aforesaid perquisites limit.

- 2. The Board or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the stipulated limits.

III) Minimum Remuneration:

Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Whole-time Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Srinivasan as provided herein above.

IV) Other Terms:

Subject to the superintendence, control and direction of the Board, Mr. Srinivasan shall manage and conduct the business and affairs of the Company with respect to technical areas of the Company including all existing and future factory locations. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Srinivasan or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Mr. Srinivasan shall be liable to determination by retirement of directors by rotation. If Mr. Srinivasan is re-appointed as a Director, immediately on retirement by rotation, he shall continue to hold office of the Whole-time Director, designated as "Executive Director- Technical" and such re-appointment as a Director shall not be deemed to constitute break in his appointment as the Whole-time Director, designated as "Executive Director- Technical".

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Satish Srinivasan (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Srinivasan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as the Whole-time Director of the Company and that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Mr. Srinivasan is not a Director or a Committee Member of any other Company in India and does not hold by himself or for any other person on a beneficial basis, any equity shares in the Company.

In the opinion of NRC and the Board, Mr. Srinivasan fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his appointment as the Whole-time Director, designated as "Executive Director- Technical" of the Company and considering his expertise, knowledge and experience, his association would be of immense benefit to the Company and therefore recommends an Ordinary Resolution as set out in the accompanying Postal Ballot Notice for the approval of the members in accordance with the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Srinivasan being considered non-resident in India in terms of the Act, his appointment shall be subject to the approval of the Central Government.

Except Mr. Srinivasan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the accompanying Postal Ballot Notice. Mr. Srinivasan is not related to any Director or Key Managerial Personnel of the Company.

Copy of the draft agreement referred to in the Resolution would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto closure of remote e-Voting i.e., Wednesday, 5th July 2023.

This explanatory statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

By Order of the Board
For Nestlé India Limited

Place: Gurugram
Date: 1st June 2023

Pramod Kumar Rai
Company Secretary