

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



Good Food, Good Life

BM: PKR: 30:20

19.06.2020

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai – 400 001

Scrip Code - 500790

Subject : Regulation 44 : Voting Results of the 61st Annual General Meeting held today – All items of Agenda approved by the Members

Dear Sir,

Further to our communication BM:PKR:29:20 dated 19.06.2020, this is to inform you that at the 61st Annual General Meeting of the Company held today through Video Conferencing / Other Audio Visual Means facility, all items of business contained in the Notice of the 61st Annual General Meeting were approved by the Members. The details of voting results, as per the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed in the prescribed format.

Copy of the proceedings of the said Annual General Meeting shall be sent to you in due course.

Thanking you,

Yours very truly,

NESTLÉ INDIA LIMITED

B. MURLI

SENIOR VICE PRESIDENT – LEGAL & COMPANY SECRETARY

Encl.: as above

NESTLÉ INDIA LIMITED - AGM 2020

Date of the AGM: 19th June 2020

Total number of shareholders on record date: '138618' No. of Shares: '96415716'

No. of Shareholders present in the meeting ~~either in person or through proxy~~ through Video Conferencing / Other Audio Visual Means:

Promoters and Promoter Group :	2	No. of Shares:	60515079
Public:	203	No. of Shares:	53499

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year 2019 including Balance Sheet as at 31st December 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	15835562	77.7000	15835562	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	15835562	77.7000	15835562	0	100.0000
Public-Others	E-Voting	15521034	160563	1.0300	160560	3	99.9981	0.0019
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160563	1.0300	160560	3	99.9981
	GRAND TOTAL	96415716	76511204	79.3555	76511201	3	100.0000	0.0000

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

2. To confirm payment of three interim dividends, aggregating to Rs. 101/- per equity share, for the year 2019 out of current year profits and a special interim dividend of Rs. 180/- per equity share out of accumulated profits of previous years (surplus in the profit & loss account) and to declare a final dividend on equity shares for the financial year ended 31st December 2019.

Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16429482	80.6200	16425357	4125	99.9749	0.0300
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16429482	80.6200	16425357	4125	99.9749
Public-Others	E-Voting	15521034	160613	1.0300	157449	3164	98.0300	1.9700
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160613	1.0300	157449	3164	98.0300
GRAND TOTAL		96415716	77105174	79.9716	77097885	7289	99.9905	0.0095

Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
3. To appoint a Director in place of Mr Martin Roemkens (DIN: 07761271), who retires by rotation and being eligible, offers himself for re-appointment.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16429265	80.6200	16408949	20316	99.8800	0.1200
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16429265	80.6200	16408949	20316	99.8800
Public-Others	E-Voting	15521034	159952	1.0300	156764	3188	98.0100	1.9900
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	159952	1.0300	156764	3188	98.0100
GRAND TOTAL		96415716	77104296	79.9707	77080792	23504	99.9695	0.0305

Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
4. Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019).								
Special Business								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16383004	80.3900	16383004	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16383004	80.3900	16383004	0	100.0000
Public-Others	E-Voting	15521034	160512	1.0300	160461	51	99.9700	0.0300
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160512	1.0300	160461	51	99.9700
GRAND TOTAL		96415716	77058595	79.9233	77058544	51	99.9999	0.0001

Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
5. Re-appointment and the terms and conditions of re-appointment of Mr Suresh Narayanan (DIN: 07246738) as Managing Director for another term of five consecutive years effective from 1st August 2020.								
Special Business								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16180634	79.4000	15732168	448466	97.2300	2.7700
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16180634	79.4000	15732168	448466	97.2300
Public-Others	E-Voting	15521034	160599	1.0300	160551	48	99.9700	0.0300
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160599	1.0300	160551	48	99.9700
GRAND TOTAL		96415716	76856312	79.7135	76407798	448514	99.4164	0.5836

Detail of the Agenda:								
Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
6. Appointment and the terms and conditions of appointment of Mr David Steven McDaniel (DIN: 08662504) as Whole-time Director designated as Executive Director - Finance & Control and CFO of the Company for a term of five consecutive years effective from 1st March 2020.								
Special Business								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16383517	80.3900	16321412	62105	99.6200	0.3800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16383517	80.3900	16321412	62105	99.6200
Public-Others	E-Voting	15521034	160513	1.0300	157335	3178	98.0200	1.9800
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160513	1.0300	157335	3178	98.0200
GRAND TOTAL		96415716	77059109	79.9238	76993826	65283	99.9153	0.0847

Detail of the Agenda:

Promoter/Public	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100

7. Appointment of Mr Ramesh Prathivadibhayankara Rajagopalan (DIN: 01915274) as an Independent Non-Executive Director of the Company for a term of five years with effect from 1st July 2020.

Special Business								
Promoter and Promoter Group	E-Voting	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		60515079	60515079	100.0000	60515079	0	100.0000
Public – Institutional holders	E-Voting	20379603	16212446	79.5500	16212446	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		20379603	16212446	79.5500	16212446	0	100.0000
Public-Others	E-Voting	15521034	160213	1.0300	160168	45	99.9700	0.0300
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		15521034	160213	1.0300	160168	45	99.9700
GRAND TOTAL		96415716	76887738	79.7461	76887693	45	99.9999	0.0001

Consolidated Report of Scrutinizer(s) on voting through e-voting system and through remote e-voting

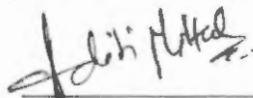
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 8.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No. 20/2020 dated 5.05.2020 as issued by MCA

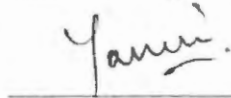
To,
The Chairman
61st Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 19th day of June, 2020 at 10:00 a.m. Indian Standard Time ("IST"),
through Video Conferencing/ Other Audio Visual Means Facility

Dear Sir,

I, Abhinav Khosla, Partner of M/s. SCV & CO. LLP, Chartered Accountants, bearing ICAI Registration No.: 000235N/N500089, having its Registered Office situated at B - 41, Lower Ground Floor, Panchsheel Enclave, New Delhi - 110017, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolution(s), through e-voting system during the 61st Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 19th day of June, 2020 through Video Conferencing and Other Audio Visual Means ("VC/OAVM") Facility and through remote e-voting during the period from 16th June, 2020 (9:00 a.m. IST) to 18th June, 2020 (5:00 p.m. IST) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per the MCA General Circular No. 14/2020 dated 8.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No. 20/2020 dated 5.05.2020 as issued by the MCA in this regard.

1. The remote e-voting period remained open from 16th June, 2020 (9:00 a.m. IST) to 18th June, 2020 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 12th June, 2020 were entitled to vote on the proposed resolutions (item no.1 to 7 as set out in the Notice of the 61st AGM of Nestlé India Limited) by remote e-voting system prior to 61st AGM and e-voting system during the 61st AGM.
3. The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.
4. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
5. After the conclusion of the e-Voting at the 61st AGM, the votes cast by the members present through VC/OAVM at the 61st AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>) on 19th June, 2020 around 1.11 p.m. in the presence of two witnesses, Mrs. Aditi Mittal (D-805, AIMS Golf Avenue I, Sector -75, Noida 201301) and Ms. Yamini Rawat, (H-705, Skytech Matrott, Sector 76, Noida 201301) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name : Aditi Mittal


Name : Yamini Rawat



6. I have scrutinized and reviewed the votes cast by the members through remote e-voting process before the AGM of the Company and through e-voting process during the AGM of the Company, based on the data downloaded from the NSDL e-voting system.

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Ludhiana

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SCV & Co. (a Partnership firm) converted into SCV & Co. LLP (a Limited Liability Partnership with LLP Identity No. AAM-5565) with effect from May 3, 2018. Post its conversion to SCV & Co. LLP, its ICAI registration number is 000235N/N500089 (ICAI registration number before conversion was 000235N)

7. The Management of the Company is responsible to ensure the compliances with regard to conducting the 61st AGM of the members of the Company through VC/OAVM and to organise the process of remote e-voting and e-voting system during the AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the MCA Circulars issued with regard.

My responsibility as a Scrutinizer for ascertaining the requisite majority on voting through e-voting system and remote e-voting is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company on the basis of the data downloaded from e-voting website of NSDL.

8. The consolidated report on the result of the voting through e-voting system and remote e-voting are as under:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the year 2019 including Balance Sheet as at 31st December 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1129	76511201	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1	3	0.01

Item No. 2: Ordinary Resolution

To confirm payment of three interim dividends, aggregating to Rs. 101/- per equity share, for the year 2019 out of current year profits and a special interim dividend of Rs. 180/- per equity share out of accumulated profits of previous years (surplus in the profit & loss account) and to declare a final dividend on equity shares for the financial year ended 31st December 2019.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1148	77097885	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6	7289	0.01



Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr Martin Roemkens (DIN: 07761271), who retires by rotation and being eligible, offers himself for re-appointment.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1137	77080792	99.97

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
12	23504	0.03

SPECIAL BUSINESS:

Item No. 4: Ordinary Resolution:

Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019)

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1136	77058544	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
11	51	0.01

Item No. 5: Ordinary Resolution:

Re-appointment of Mr Suresh Narayanan (DIN: 07246738) as Managing Director for another term of five consecutive years effective from 1st August 2020

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1094	76407798	99.42

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
54	448514	0.58



Item No. 6: Ordinary Resolution

Appointment of Mr David Steven McDaniel (DIN: 08662504) as a Whole-time Director designated as an Executive Director - Finance & Control and CFO of the Company for a term of five consecutive years effective from 1st March 2020.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1132	76993826	99.92

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
17	65283	0.08

Item No. 7: Ordinary Resolution

Appointment of Mr. Ramesh Prathivadibhayankara Rajagopalan (DIN: 01915274) as an Independent Non-Executive Director of the Company for a term of five years with effect from 1st July 2020.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1130	76887693	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
9	45	0.01

Thanking you,

Yours faithfully,



Abhinav Khosla
Abhinav Khosla
Partner, SCV & Co. LLP, Chartered Accountants
(formerly Known as S.C. Vasudeva & Co., Chartered
Accountants)
(ICAI Registration No. 000235N/N500089)
Membership No. : 087010
UDIN : 20087010AAAAAX1403

Ramesh Prathivadibhayankara
Countersign

(Person Authorised by the Chairman of the Company)

Place: Noida

Dated: 19.06.2020