

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: 84:23

8th December 2023

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400001

BSE Scrip Code: 500790

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,

G Block, Bandra-Kurla Complex,

Bandra (East), Mumbai - 400 051

NSE Symbol: NESTLEIND

Subject: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”): Intimation of Postal Ballot Results – Resolution approved by the members with requisite majority

Dear Madam/ Sir,

Further to our communication PKR:SG: 70:23 and PKR:SG: 78:23 dated 19th October 2023 and 7th November 2023, respectively, this is to inform that the Ordinary Resolution as set out in the Postal Ballot Notice dated 19th October 2023 regarding sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, will be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking pari-passu in all respects, by alteration of Clause 5 of the Memorandum of Association of the Company, has been approved by the members of the Company with requisite majority.

The details of voting results, as per the requirements of Regulation 44 of the Listing Regulations, are enclosed in the prescribed format along with the Scrutinizer's Report. The same is also being uploaded on the website of the Company i.e., www.nestle.in and on the website of National Securities Depository Limited (e-voting agency) i.e., www.evoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours truly,

NESTLÉ INDIA LIMITED

PRAMOD KUMAR RAI

COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: as above

Scrutinizer's Report

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

Sub: Scrutinizer's Report on the Postal Ballot conducted through remote e-voting facility pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of an Ordinary Resolution as set out in the Postal Ballot Notice dated 19th October, 2023

Dear Sir,

I, Abhinav Khosla, Partner of SCV & Co. LLP, a Chartered Accountant Firm, having its registered office at B-41, Panchsheel Enclave, New Delhi 110017, have been appointed as the Scrutinizer by Nestlé India Limited ("the Company") in its Board Meeting held on 19th October, 2023 for scrutinizing the postal ballot conducted through remote e-voting facility in a fair and transparent manner and ascertaining the requisite majority on the Ordinary Resolution as set out in the Postal Ballot Notice ("the Notice") dated 19th October, 2023 for the Equity Shareholders pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 ("the Act"), read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, General Circular Nos. 14/2020, 17/2020 and 09/2023 dated 8th April 2020, 13th April 2020 and 25th September, 2023, respectively, issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars").

Responsibility of the Management

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder including MCA Circulars issued by MCA relating to conducting Postal Ballot through remote e-voting facility on the resolution as set out in the Notice. As per the MCA Circulars, the Company is advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot through remote e-voting facility in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The Management of the Company is also responsible for ensuring compliance in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time relating to voting done by means of postal ballot through remote e-voting facility on the resolution as set out in the Notice.



In accordance with the MCA Circulars, the Company has sent the Notice only through electronic mode. Accordingly, the communication of the 'Assent' and 'Dissent' of the members took place through the remote e-voting facility only.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the postal ballot conducted through remote e-voting facility is to ensure that the voting process is conducted in a fair and transparent manner and is restricted/ limited to issuance of the Scrutinizers' Report on the votes cast as "Assent" or "Dissent" / "For" or "Against" for the Ordinary Resolution stated in the Notice and ascertaining the requisite majority thereon, based on the reports generated from the electronic voting facility provided by National Securities Depository Limited ("NSDL"), the authorized agency, engaged by the Company, to provide remote e-voting facility.

The Notice along with Explanatory Statement under Section 102 of the Act, was sent by the Company only through electronic mode to those members whose email addresses were registered with the Company/ Depository Participant(s) as on Wednesday, 1st November, 2023 ("cut-off date"). Further, the Company has also given an additional opportunity to its members to update their credentials with the Company by issuing a public notice on Thursday, 9th November, 2023. Further, the Company vide the Postal Ballot Notice dated 19th October, 2023 had also requested its members to register their email addresses with the Registrar and Share Transfer Agent of the Company. The members holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in the Notice and as mentioned below:

Ordinary Resolution for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking pari-passu in all respects, by alteration of Clause 5 of the Memorandum of Association of the Company.

I submit my report as under:

- i. The Company completed the dispatch of Notice (for the process of remote e-voting) on 7th November, 2023, only through electronic mode to members whose e-mail addresses were registered with the Company/ Depository Participant(s) and whose name(s) appeared in the Register of Members/ Register of Beneficial Owners as on the cut-off date. For this purpose, we have relied upon the email exchanged by NSDL with the Company to confirm that the email communication has been sent to all the members as mentioned above.
- ii. An advertisement regarding Notice/ remote e-voting was published in the newspapers i.e., English Daily "Financial Express" (Delhi and Mumbai Edition) and Hindi Daily "Jansatta" (Delhi Edition) on 9th November, 2023.
- iii. The members have cast their votes through remote e-voting facility on the designated website URL: <https://www.evoting.nsdl.com/>
- iv. The remote e-voting for postal ballot process commenced on Thursday, 9th November, 2023 (9:00 A.M. IST) and ended on Friday, 8th December, 2023 (5:00 P.M. IST).



- v. All the votes received upto 5:00 P.M. on 8th December, 2023, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny. The remote e-voting facility was disabled by NSDL immediately thereafter.
- vi. A total number of 7650 members have cast their vote on the e-voting platform.
- vii. The results of remote e-voting were unblocked by me, by accessing the data downloaded by me from the website www.evoting.nsdl.com of NSDL. The votes were then unblocked by me at 5:00 P.M. on 8th December, 2023, in the presence of two witnesses, Ms. Yamini Rawat, R/o H-705, Skytech Matrott, Sector-76, Noida 201301 and Mr. Ritik Gupta, R/o H-75, Gali No. 5, Shakarpur, Laxmi Nagar, New Delhi 110092, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Yamini

Name: Yamini Rawat

R. Gupta

Name: Ritik Gupta

- viii. The votes cast through remote e-voting facility on the Postal Ballot, as downloaded from the NSDL website were duly scrutinized.
- ix. The particulars of postal ballot received from members in e-voting report generated from NSDL have been entered in a separate Register maintained for the purpose.
- x. The report on results of the remote e-voting facility for postal ballot is as under:

Ordinary Resolution for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking pari-passu in all respects, by alteration of Clause 5 of the Memorandum of Association of the Company.

a) Voted 'in favour' of the Resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid Votes cast
7607	77657932	99.99

b) Voted 'against' the Resolution:

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid Votes cast
43	6598	0.01



- xi. Based on the aforesaid result, I report that the Ordinary Resolution as set out in the Notice dated 19th October, 2023, has been passed with the requisite majority. You may accordingly declare the result of remote e-voting facility for postal ballot.

Thanking you,

Yours faithfully,

Abhinav Khosla

Abhinav Khosla
Partner
SCV & Co. LLP
Chartered Accountants
(ICAI Registration No.
000235N/N500089)
(Membership No.: 087010)
UDIN: 23087010BGZFHI7026



Countersign
For Nestlé India Limited

Pramod Kumar Rai
Pramod Kumar Rai
Company Secretary and Compliance Officer
(Authorised by the Chairman)

Place: NOIDA
Dated: 08.12.2023

Place: Gurugram
Date: 08.12.2023

General information about company

Scrip code	500790
NSE Symbol	NESTLEIND
MSEI Symbol	NOTLISTED
ISIN	INE239A01016
Name of the company	Nestlé India Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-12-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Abhinav Khosla
Firms Name	SCV & Co. LLP
Qualification	CA
Membership Number	087010
Date of Board Meeting in which appointed	19-10-2023
Date of Issuance of Report to the company	08-12-2023

Voting results

Record date	01-11-2023
Total number of shareholders on record date	208783
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and, if thought fit, to pass an Ordinary Resolution as contained in the Postal Ballot Notice dated 19th October 2023, for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid- up, ranking pari-passu in all respects, with effect from such date as may be fixed for this purpose ("Record Date") by the Board and alteration of Clause 5 of the Memorandum of Association of the Company.					
Category	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
Promoter and Promoter Group	E-Voting	60515079	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	20531813	16935731	82.4853	16935731	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20531813	16935731	82.4853	16935731	0	100
Public-Non Institutions	E-Voting	15368824	213720	1.3906	207122	6598	96.9128	3.0872
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15368824	213720	1.3906	207122	6598	96.9128
Total		96415716	77664530	80.5517	77657932	6598	99.9915	0.0085
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	