

## 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.Nestlé.com  
Website www.nestle.in



BM: PKR: 38:22

25.07.2022

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

**BSE Scrip Code: 500790**

**Subject : Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Meeting of the equity shareholders of the Company held today through video conferencing/ other audio-visual means ("VC/ OAVM"), pursuant to the orders of the Hon'ble National Company Law Tribunal, New Delhi Bench ("Hon'ble NCLT")**

Dear Madam/ Sir,

Further to our communication BM:PKR: 31:22 dated 20<sup>th</sup> June 2022, this is to inform you that pursuant to the order dated 30<sup>th</sup> May 2022 read with order dated 6<sup>th</sup> June 2022 ("**Orders**") of the Hon'ble NCLT, a meeting of the equity shareholders of the Company was convened today i.e., 25<sup>th</sup> July 2022 through VC/ OAVM to approve the scheme of arrangement between the Company and its shareholders under Sections 230 to 232 of the Companies Act, 2013 ("**the Act**"), and other applicable provisions of the Act, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**"). In terms of Regulation 30 of the Listing Regulations, please find enclosed herewith proceedings of the said meeting.

The results of remote e-voting and e-voting during the Meeting, on the resolution as set out in the notice of the meeting, will be forwarded separately on declaration of voting results by the Chairperson appointed by the Hon'ble Tribunal for this meeting, in the format prescribed under Regulation 44 of the Listing Regulations.

The video recording of the meeting will be uploaded on the Company's website. The above is for your information and record.

Thanking you,

Yours very truly,

**NESTLÉ INDIA LIMITED**

**B. MURLI**

**GENERAL COUNSEL & COMPANY SECRETARY**

Encl: as above

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### **Summary of proceedings of the meeting of the Equity Shareholders of Nestlé India Limited ("the Company") convened pursuant to the directions of the Hon'ble National Company Law Tribunal, New Delhi Bench on 25<sup>th</sup> July 2022 at 4:00 P.M. (IST)**

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The meeting of the Equity Shareholders of the Company convened pursuant to the Order dated 30<sup>th</sup> May 2022 read with Order dated 6<sup>th</sup> June 2022 ("**Orders**") of the Hon'ble National Company Law Tribunal, New Delhi Bench ("**Hon'ble NCLT**") was held on Monday, 25<sup>th</sup> July 2022 at 4:00 P.M. (IST) through video conferencing ("**VC**")/ other audio visual means ("**OAVM**").

Present :

- Mr Abhinav Vasisht, Senior Advocate appointed as the Chairperson by the Hon'ble NCLT, participated from Delhi;
- Mr Vipul Ganda, Advocate, appointed as Alternate Chairperson by the Hon'ble NCLT, participated from Delhi;
- Mr Rajiv Adlakha, Company Secretary appointed as the Scrutinizer by the Hon'ble NCLT;
- Mr David McDaniel, Executive Director – Finance & Control and CFO of the Company, participated from Gurugram;
- Mr P R Ramesh, Independent Non-Executive Director of the Company, participated from Secunderabad;
- Mr Matthias C Lohner, Executive Director – Technical of the Company, participated from Gurugram;
- Mr B. Murli, General Counsel & Company Secretary of the Company, participated from Gurugram;
- Mr Pramod Kumar Rai, Associate General Counsel (Corp. Legal, Gov. & Compliance) & Dy. Company Secretary of the Company, participated from Gurugram;
- Auditors of the Company; and
- Equity Shareholders of the Company.

Mr Abhinav Vasisht, Senior Advocate, Chairperson for the meeting and Mr Vipul Ganda, Advocate, Alternate Chairperson for the meeting as appointed by Hon'ble NCLT, presided over the meeting.

In the absence of requisite quorum as per directions of Hon'ble NCLT, the meeting was adjourned by the Chairperson for half an hour and re-convened at 4:30 P.M. (IST).

With the Equity Shareholders present constituting requisite quorum as required pursuant to Orders of Hon'ble NCLT, the Chairperson declared the meeting as validly convened at 4:30 P.M. (IST).

The Chairperson informed the Equity Shareholders that the meeting was convened pursuant to the Orders of the Hon'ble NCLT in the matter of the Scheme of Arrangement between Nestlé India Limited and its Shareholders ("**Scheme**"). He informed to the Shareholders that the Notice of the meeting, Scheme and other accompanying documents were duly sent to the Equity Shareholders by email and registered / speed post and public notices published in newspapers. The Company has provided remote e-voting facility to the Equity Shareholders on the resolution considered at the meeting from 22<sup>nd</sup> July 2022 (9:00 A.M.) to 24<sup>th</sup> July 2022 (5:00 P.M.) on the e-voting portal of National Securities Depository Limited ("NSDL"). Further, those Equity Shareholders, who participated through VC/ OAVM and have not voted earlier, were provided facility to e-vote on NSDL portal at the meeting.

The Chairperson then invited those Equity Shareholders, who had pre-registered as a speaker, to speak and ask questions, if any, confining their questions to the Scheme. The answers to the questions were provided by the management of the Company. The Chairperson stated that the Company had tried to answer the questions to the best extent possible, however, if any of the

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questions related to the Scheme had not been answered, they could write to the designated investor email of the Company investor@in.nestle.com and the Company would respond at the earliest.

The resolution set out in the Notice was put up to the Equity Shareholders for voting. The Chairperson explained that Equity Shareholders present at the meeting but who had not cast their votes by availing the remote e-voting facility, can exercise their vote in proportion to their shareholding through electronic voting platform provided by NSDL, the icon of which was available on their screen.

Mr Rajiv Adlakha, Member of the Institute of Company Secretaries of India, will scrutinize the votes through remote e-voting and votes cast during the meeting on the e-voting platform provided by NSDL. The Equity Shareholders were further informed that the consolidated voting results along with the scrutinizers report would be disseminated through BSE Limited, uploaded on the website of the Company and the portal of NSDL (the voting agency) by 6:00 P.M. tomorrow i.e. by 26<sup>th</sup> July 2022, and will be filed with Hon'ble NCLT as per directions in the Orders in due course.

The facility of e-voting at the meeting remained open for 30 (thirty) minutes.

After 30 minutes provided for e-voting, the Chairperson stated that the eligible and willing Equity Shareholders have been given adequate time and opportunity to cast their votes and concluded the proceedings of the meeting.

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