

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: 39:22

27.07.2022

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”): Voting results of the meeting of the equity shareholders of the Company held on 25th July 2022

Dear Madam/ Sir,

Further to our communication BM:PKR: 31:22 dated 20th June 2022 and BM:PKR: 38:22 dated 25th July 2022, this is to inform you that the equity shareholders of the Company, at their meeting held on 25th July 2022 through video conferencing/ other audio-visual means, pursuant to the orders of the Hon'ble National Company Law Tribunal, New Delhi Bench (“Hon'ble NCLT”), have considered and approved the scheme of arrangement between Nestlé India Limited and its shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended from time to time with requisite majority.

The details of voting results as per the requirements of Regulation 44 of the Listing Regulations in the prescribed format and Scrutinizer Report issued by Mr Rajiv Adlakha, Practicing Company Secretary, appointed as Scrutinizer for the meeting by Hon'ble NCLT, are enclosed.

Thanking you,

Yours very truly,

NESTLÉ INDIA LIMITED

B. MURLI

GENERAL COUNSEL & COMPANY SECRETARY

Encl.: *as above*

General information about company	
Scrip code	500790
NSE Symbol	NESTLEIND
MSEI Symbol	NOT APPLICABLE
ISIN	INE239A01016
Name of the company	Nestlé India Limited
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-07-2022
Start time of the meeting	04:00 PM
End time of the meeting	05:39 PM

Scrutinizer Details	
Name of the Scrutinizer	Rajiv K Adlaka
Firms Name	Adlaka & Adlaka Associates
Qualification	CS
Membership Number	A8388
Date of Board Meeting in which appointed	30-05-2022
Date of Issuance of Report to the company	26-07-2022

Voting results	
Record date	18-07-2022
Total number of shareholders on record date	205856
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	87
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			TO CONSIDER AND APPROVE THE SCHEME OF ARRANGEMENT BETWEEN NESTLÉ INDIA LIMITED AND ITS SHAREHOLDERS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, AS AMENDED					
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							
	Postal Ballot (if applicable)							
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	20085056	13456535	66.9977	13456535	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		20085056	13456535	66.9977	13456535	0	100
Public-Non Institutions	E-Voting	15815581	39551	0.2501	38791	760	98.0784	1.9216
	Poll							
	Postal Ballot (if applicable)							
	Total		15815581	39551	0.2501	38791	760	98.0784
Total		96415716	74011165	76.7626	74010405	760	99.999	0.001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	2879099
Public - Non Insitutions	3

CONSOLIDATED SCRUTINIZER'S REPORT
(Pursuant to Section 108 of the Companies Act, 2013
and Rule 20(4)(xii) of the Companies (Management and
Administration Rules, 2014)

To,

Mr. Abhinav Vasisht

Senior Advocate.

The Hon'ble Chairman appointed for the meeting of the Equity Shareholders of Nestlé India Limited held on Monday, 25th July 2022

Sir,

Sub: Scrutinizer's Report on the Resolution passed through remote e-voting and e-voting at the meeting convened by the National Company Law Tribunal, Bench at New Delhi ("NCLT") of the Equity Shareholders of Nestlé India Limited ("Nestle") held on 25th July 2022 at 04.30 PM.

I, Rajiv K Adlakha, Company Secretary in Practice (Membership No. A8388), have been appointed by the Hon'ble NCLT as the Scrutinizer of Nestle India Limited (hereinafter referred to as "**Nestle**"), for the purpose of scrutinizing remote e-voting process and e-voting at the NCLT Convened Meeting ("**Meeting**") of the Equity Shareholders of Nestlé, convened by order dated 30th May 2022 of the NCLT and held through VC/ OAVM on Monday, 25th July, 2022 at 04:30 PM (IST), as the quorum was not present at the initial convened time of 4:00 P.M.. The Meeting

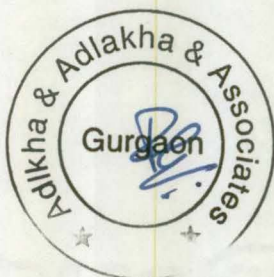




was convened pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and following the operating procedures (with appropriate modifications if required) of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 03/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs. The Meeting of the Equity Shareholders of Nestlé is for consideration of the resolution, seeking approval of the Equity Shareholders to the Scheme of Arrangement between Nestlé India Limited and its Shareholders ("**Scheme**"), in terms of the Notice dated 20th June 2022, convening the said meeting.

I do hereby submit my Report as under: -

- (i) Nestlé had appointed National Securities Depositories Limited ("**NSDL**") as the **Service Provider** for providing the facility for voting by the Equity Shareholders through remote e-voting and e-voting during the Meeting.
- (ii) Alankit Assignment Ltd. is the Registrar and Transfer Agent ("**RTA**") of NSDL.





- (iii) NSDL had provided a system for recording the votes of the Equity Shareholders electronically through remote e-voting as well as at the meeting on the item of the business sought to be transacted at the meeting of the Nestlé, which was held on Monday, 25th July 2022 at 04:30 PM.
- (iv) NSDL had set up remote e-voting facility at <https://www.evoting.nsdl.com>. Nestlé had uploaded Notice of the meeting, *inter-alia*, containing the item of the business to be transacted at the meeting on the website of Nestlé and also its Service Provider to facilitate their equity shareholders to cast their vote through remote e-voting.
- (v) The Management of Nestlé is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations relating to the voting done through the remote e-voting and e-voting at the Meeting on the resolution contained in the Notice of the Meeting.
- (vi) My responsibility as a Scrutinizer for the voting process through remote e-voting and e-voting at the Meeting, was restricted to scrutinize that the e-voting process, was carried out in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by NSDL.
- (vii) The **Cut-off date** was **18th July 2022** for the purpose of reckoning of voting rights of the equity shareholders entitled to vote through remote e-voting and e-voting at the Meeting on the resolution





- seeking their approval.
- (viii) The remote e-voting period had commenced at **09.00 A.M. (IST) on 22nd July 2022** and has closed at **05.00 P.M. (IST) on 24th July 2022.**
- (ix) The e-voting module was disabled and blocked by NSDL for voting on **24th July 2022 at 05.00 P.M. (IST).**
- (x) NSDL provided me the names, DP ID/ folio numbers and shareholding of Equity Shareholders who had cast their votes through remote e-voting.
- (xi) At the meeting of Nestlé held through VC/OAVM, on Monday, 25th July 2022, after considering the item of business, the facility to vote electronically was provided to facilitate those Equity Shareholders who are attending the meeting through VC/OAVM but could not exercise their vote through remote e-voting, to cast their votes electronically.
- (xii) On 25th July, 2022, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Riya Garg and Ms. Khushboo Gupta who acted as the witnesses, as prescribed in sub rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. They have signed below in confirmation of the votes being unblocked in their presence

Name: Riya Garg
Adhaar No. 3006 7442 6650

Name: Khushboo Gupta
Adhaar No: 7206 1850 8178





- (xiii) After the voting by electronic means, the combined votes casted through remote e-voting process as well as at the meeting was tabulated for the purpose of considering the total votes cast by the shareholders for preparation of consolidated results of voting, done by the equity shareholders of Nestlé.
- (xiv) Thereafter, I as a Scrutinizer duly compiled details of the remote e-voting carried out by the Equity Shareholders and the e-voting done at the meeting.
- (xv) The consolidated results of the voting seeking approval of the Equity Shareholders of Nestle to the Scheme are as under:

RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the provisions of the Memorandum and Articles of Association of Nestlé India Limited (“Applicant Company”) and subject to the sanction of the Hon’ble National Company Law Tribunal, New Delhi Bench (“the Hon’ble Tribunal”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble Tribunal or by any





regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/empowered/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), the Scheme of Arrangement between Nestlé India Limited and its Shareholders ("Scheme") presented in Company Application (CAA) No.30/230/232/ND/2022 filed by the Applicant Company before the Hon'ble Tribunal, be and is hereby approved and that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Consolidated Report on result of voting through remote e-voting and e-voting at the Meeting by the Equity Shareholders:

(a) Votes in favour of the Resolution:

Number of	Number of votes	% of total number
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members voted	cast by them	of valid votes cast (Favor and Against)
1497	7,40,10,405	99.9990%

(b) **Votes against the Resolution:**

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor and Against)
34	760	0.0010%

(c) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
27	28,79,102

- (xvi) The reason for declaring the above votes as Invalid was non availability of necessary resolution or authority issued by shareholder in favour of the Authorized Representatives for attending the said meeting.
- (xvii) The combined list of equity shareholders who voted "FOR/AGAINST/INVALID" for above resolution through remote e-voting process and e-voting at the meeting has been provided to the Chairperson and sent to Mr. Balasubramaniam Murli, Company Secretary of the Nestlé for records.

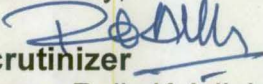




(xviii) All relevant records of the voting conducted through remote e-voting and e-voting at the meeting are handed over to the Company Secretary of Nestlé for safe keeping.

You may accordingly declare the results of the Electronic Voting conducted in the meeting & voting done by the equity shareholders through remote e-voting.

Yours truly,


Scrutinizer
Name: Rajiv K Adlakha
Company Secretary in Practice
Membership No.: A8388
UDIN: A008388D000688705



Place: Gurgaon
Date: 26/07/2022