

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:GA: 27:23

12.04.2023

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai – 400 001

BSE Scrip Code – 500790

Subject: Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Voting Results of the 64th Annual General Meeting held today - All items of Agenda approved by the Members of the Company

Dear Madam/ Sir,

Further to our communication PKA:GA: 26:23 dated 12th April 2023, this is to inform you that the Members of the Company, at the 64th Annual General Meeting ("64th AGM") held on 12th April 2023, through Video Conferencing/ Other Audio-Visual Means facility, have transacted and approved all items of business contained in the Notice of the 64th AGM dated 16th February 2023 with requisite majority, as detailed hereunder:

1. Received, considered and adopted Audited Annual Financial Statements of the Company for the financial year 2022 including Balance Sheet as at 31st December 2022, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. Confirmed payment of two Interim Dividends aggregating to Rs.145/- per equity share for the financial year 2022 and declared Final Dividend of Rs. 75/- per equity share for the financial year ended 31st December 2022;
3. Appointed Mr. Matthias Christoph Lohner (DIN: 08934420), who retired by rotation and being eligible, offered himself for re-appointment;
4. Ratified remuneration payable to M/s. Ramanath Iyer & Co, Cost Accountants (Firm Registration No.: 00019), who have been appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading 0402, manufactured by the Company for the financial year ending 31st December 2023;
5. Approved the appointment and the terms and conditions of appointment of Ms. Svetlana Leonidovna Boldina (DIN: 10044338) as a Director and as a 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 2023 until 29th February 2028, subject to the requisite approval of the Central Government; and
6. Approved to pay and distribute a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 amongst the directors other than the managing director or whole-time directors of the Company subject to the condition that none of the aforesaid directors shall receive individually a sum exceeding Rs. 1,00,00,000/- (Rupees one crore only) in a financial year, commencing from 1st January 2023.

The details of voting results, as per the requirements of Regulation 44 of the Listing Regulations in the prescribed format and Scrutinizer Report are enclosed. Copy of the proceedings of the said 64th AGM shall be sent to you in due course.

Thanking you,

Yours truly,

NESTLÉ INDIA LIMITED

PRAMOD KUMAR RAI

COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: as above

General information about company

Scrip code	500790
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE239A01016
Name of the company	NESTLE INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-04-2023
Start time of the meeting	10:00 AM
End time of the meeting	02:00 PM

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	16-02-2023
Date of Issuance of Report to the company	12-04-2023

Voting results

Record date	05-04-2023
Total number of shareholders on record date	197963
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	177
No. of resolution passed in the meeting	6
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 receive, consider and adopt the Audited Financial Statements of the Company for the financial year 2022 including Balance Sheet as at 31st December 2022, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.				
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	20495455	16564141	80.8186	16564141	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16564141	80.8186	16564141	0	100
Public- Non Institutions	E-Voting	15405182	159375	1.0346	159242	133	99.9165	0.0835
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159375	1.0346	159242	133	99.9165
Total		96415716	77238595	80.11	77238462	133	99.9998	0.0002
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm payment of two Interim Dividends aggregating to Rs. 145/- per equity share for the financial year 2022 and to declare Final Dividend on equity shares for the financial year ended 31st December 2022.				
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	20495455	16586105	80.9258	16379522	206583	98.7545	1.2455
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16586105	80.9258	16379522	206583	98.7545
Public- Non Institutions	E-Voting	15405182	159362	1.0345	159234	128	99.9197	0.0803
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159362	1.0345	159234	128	99.9197
Total		96415716	77260546	80.1327	77053835	206711	99.7324	0.2676
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Matthias Christoph Lohner (DIN: 08934420), who retires by rotation and being eligible, offers himself for re-appointment.				
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	20495455	16586104	80.9258	16490076	96028	99.421	0.579
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16586104	80.9258	16490076	96028	99.421
Public- Non Institutions	E-Voting	15405182	159362	1.0345	159098	264	99.8343	0.1657
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159362	1.0345	159098	264	99.8343
Total		96415716	77260545	80.1327	77164253	96292	99.8754	0.1246
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	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of payment of remuneration to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019), Cost Auditor of the Company, to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading 0402, manufactured by the Company for the financial year ending 31st December 2023.				
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	20495455	16586105	80.9258	16586105	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16586105	80.9258	16586105	0	100
Public- Non Institutions	E-Voting	15405182	159362	1.0345	159164	198	99.8758	0.1242
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159362	1.0345	159164	198	99.8758
Total		96415716	77260546	80.1327	77260348	198	99.9997	0.0003
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	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Ms. Svetlana Leonidovna Boldina (DIN: 10044338) as a Director and as a Whole-time Director of the Company, designated as “Executive Director - Finance & Control and Chief Financial Officer” for a term of five consecutive years effective from 1st March 2023 until 29th February 2028, subject to the requisite approval of the Central Government.				
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	20495455	16586104	80.9258	16176641	409463	97.5313	2.4687
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16586104	80.9258	16176641	409463	97.5313
Public- Non Institutions	E-Voting	15405182	159269	1.0339	158459	810	99.4914	0.5086
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159269	1.0339	158459	810	99.4914
Total		96415716	77260452	80.1326	76850179	410273	99.469	0.531
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	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To pay and distribute a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 amongst the directors other than the managing director or whole-time directors of the Company subject to the condition that none of the aforesaid directors shall receive individually a sum exceeding Rs. 1,00,00,000/- (Rupees one crore only) in a financial year, commencing from 1st January 2023.				
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	20495455	16543221	80.7165	12527942	4015279	75.7286	24.2714
	Poll							
	Postal Ballot (if applicable)							
	Total		20495455	16543221	80.7165	12527942	4015279	75.7286
Public- Non Institutions	E-Voting	15405182	159275	1.0339	45119	114156	28.3277	71.6723
	Poll							
	Postal Ballot (if applicable)							
	Total		15405182	159275	1.0339	45119	114156	28.3277
Total		96415716	77217575	80.0882	73088140	4129435	94.6522	5.3478
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	

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, General Circular No. 20/2020 dated 5.05.2020, General Circular No. 10/2022 dated 28.12.2022 and other circulars issued in this respect by MCA]

To,
The Chairman
64th Annual General Meeting of the Members
of Nestlé India Limited, held on 12th day of April, 2023 at 10:00 a.m. Indian Standard Time (“IST”),
through Video Conferencing/ Other Audio-Visual Means (“VC/ OVAM”) 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) as set out in the Notice of 64th Annual General Meeting (“64th AGM”) of the Company, through e-voting system during the 64th AGM of the Members of Nestlé India Limited, held on 12th day of April, 2023 through Video Conferencing and Other Audio Visual Means (“VC/ OAVM”) Facility and through remote e-voting during the period from 9th April, 2023 (9:00 a.m. IST) to 11th April, 2023 (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 08.04.2020, Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 10/2022 dated 28.12.2022 and other circulars issued by the MCA in this regard.

1. The remote e-voting period remained open from 9th April, 2023 (9:00 a.m. IST) to 11th April, 2023 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the “cut off” date i.e., 5th April, 2023 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of the 64th AGM of Nestlé India Limited) by remote e-voting system prior to 64th AGM and e-voting system during the 64th AGM.
3. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting prior to 64th AGM and conducting e-voting during the 64th AGM by the Members of the Company.
4. The Company had provided e-voting facility for the members to vote during the 64th AGM who attended the Meeting through VC/ OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the 64th AGM.



5. After the conclusion of the e-Voting at the 64th AGM, the votes cast by the Members present through VC/ OAVM at the 64th AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com/>) on 12th April, 2023 at around 02:03 P.M.
6. I have scrutinized and reviewed the votes cast by the members through remote e-voting process before the 64th AGM of the Company and through e-voting process during the 64th AGM of the Company, based on the data downloaded from the NSDL e-voting system.
7. The Management of the Company is responsible to ensure the compliances with regard to conducting the 64th AGM of the Members of the Company through VC/ OAVM and to organize the process of remote e-voting and e-voting system during the 64th 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 in this 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 financial year 2022 including Balance Sheet as at 31st December 2022, the Statement of Profit and Loss and Cash Flow Statement for the financial 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
7283	77238462	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
10	133	0.01

Item No. 2: Ordinary Resolution

To confirm payment of two Interim Dividends aggregating to Rs. 145/- per equity share for the financial year 2022 and to declare Final Dividend on equity shares for the financial year ended 31st December 2022.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7267	77053835	99.73



II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
25	206711	0.27

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr. Matthias Christoph Lohner (DIN: 08934420), 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
7253	77164253	99.88

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
44	96292	0.12

SPECIAL BUSINESS

Item No. 4: Ordinary Resolution:

Ratification of payment of remuneration to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019), Cost Auditor of the Company, to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading 0402, manufactured by the Company for the financial year ending 31st December 2023.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7277	77260348	99.99

II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
15	198	0.01

Item No. 5: Ordinary Resolution

To appoint Ms. Svetlana Leonidovna Boldina (DIN: 10044338) as a Director and as a Whole-time Director of the Company, designated as "Executive Director - Finance & Control and Chief Financial Officer" for a term of five consecutive years effective from 1st March, 2023 until 29th February, 2028, subject to the requisite approval of the Central Government.

I. Vote in favour of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
7205	76850179	99.47



II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
95	410273	0.53

Item No. 6: Special Resolution

To pay and distribute a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 amongst the directors other than the managing director or whole-time directors of the Company subject to the condition that none of the aforesaid directors shall receive individually a sum exceeding Rs. 1,00,00,000/- (Rupees one crore only) in a financial year, commencing from 1st January 2023.

I. Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
844	73088140	94.65

II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
6456	4129435	5.35

Thanking you,

Yours faithfully,

Abhinav Khosla

Abhinav Khosla
Partner, SCV & Co. LLP
Chartered Accountants
(FRN No. 000235N/N500089)
Membership No.: 087010
UDIN: 23087010BGZFEC7510
Place: NOIDA
Dated: 12.04.2023



Countersign
For Nestlé India Limited

Pramod Kumar Rai

Pramod Kumar Rai
Company Secretary and Compliance Officer
(Authorised by the Chairman)
Place: Gurugram
Dated: 12.04.2023