

## 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: 41:23

5<sup>th</sup> July 2023

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

**BSE Scrip Code: 500790**

**Subject : Regulation 30 and 44 of the 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:36:23 and PKR:SG:37:23 dated 1<sup>st</sup> June 2023 and 5<sup>th</sup> June 2023, respectively, this is to inform that the Ordinary Resolution as set out in the Postal Ballot Notice dated 1<sup>st</sup> June 2023 regarding appointment of Mr. Satish Srinivasan (DIN: 10173407) as a Director and Whole-time Director, designated as “Executive Director – Technical” of the Company for a term of five consecutive years with effect from 1<sup>st</sup> July 2023, on the terms and conditions as contained in the draft letter of appointment, 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 Company’s website i.e., [www.nestle.in](http://www.nestle.in) and the website of National Securities Depository Limited (e-voting agency) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and further dissemination.

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 process conducted through remote e-voting 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 the ordinary resolution contained in the Postal Ballot Notice dated 1<sup>st</sup> June, 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 1<sup>st</sup> June, 2023 for scrutinizing the postal ballot through remote e-voting 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 1<sup>st</sup> June 2023 for the Equity Shareholders pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 ("the Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time, read together with the General Circular Nos. 14/2020, 17/2020 and 11/2022 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 28<sup>th</sup> December 2022 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 process through remote e-voting on the resolution contained 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 e-voting 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 process through remote e-voting conducted through electronic voting system on the resolution contained in the Notice.



In accordance with the MCA Circulars, the Company has sent the Notice only in electronic form. Accordingly, the communication of the 'assent' and 'dissent' of the members took place through the remote e-voting system only.

### **Responsibility as a Scrutinizer**

My responsibility as a Scrutinizer for the postal ballot process through remote e-voting 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 service facility provided by National Securities Depository Limited ("NSDL"), the authorized agency, engaged by the Company, to provide e-voting facility.

The Notice along with Explanatory Statement under Section 102 of the act was sent by the Company through electronic mode to those members whose email addresses were registered with the Company/ Depositories as on Friday, 2<sup>nd</sup> June, 2023 ("cut-off date"). However, the Company has also given an additional opportunity to its members to update their credentials with the Company by issuing a public notice dated Tuesday, 6<sup>th</sup> June, 2023. Further, the Company vide the Postal Ballot Notice dated 1<sup>st</sup> June, 2023 had also requested its members to register their email addresses with the Registrar and 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 the appointment of Mr. Satish Srinivasan (DIN: 10173407) as Whole-time Director of the Company, designated as "Executive Director-Technical", for a term of five consecutive years with effect from 1<sup>st</sup> July 2023.**

The Company has availed the e-voting facility offered by NSDL for conducting remote e-voting by the members 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 5<sup>th</sup> June, 2023 only through electronic mode to member(s) whose e-mail ID(s) was registered with the Company and whose name(s) appeared on the Register of Members/ List 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/ e-voting was published in Financial Express (Delhi and Mumbai Edition) and Jansatta (Delhi Edition) on 6<sup>th</sup> June, 2023.
- iii. The members have cast their votes through e-voting facility on the designated website URL: <https://www.evoting.nsdl.com/>
- iv. The remote e-voting for postal ballot process commenced on Tuesday, 6<sup>th</sup> June 2023 (9:00 A.M. IST) and ended on Wednesday, 5<sup>th</sup> July 2023 (5:00 P.M. IST).
- v. All the votes received up to 5:00 P.M. on 5<sup>th</sup> July 2023, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny. The e-voting facility was disabled by NSDL immediately thereafter.



- vi. A total number of 8179 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](http://www.evoting.nsdl.com) of NSDL. The votes were then unblocked by me at 5:01 PM. on 5<sup>th</sup> July 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.

  
 Name: Yamini Rawat

  
 Name: Ritik Gupta

- viii. The votes cast through remote e-voting process on the Postal Ballot, as downloaded from the NSDL website were duly scrutinized.
- ix. The particulars of postal ballot received from members in electronic 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 for postal ballot process is as under:

**Ordinary Resolution for the appointment of Mr. Satish Srinivasan (DIN: 10173407) as Whole-time Director of the Company, designated as “Executive Director-Technical”, for a term of five consecutive years with effect from 1<sup>st</sup> July 2023.**

**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
8007	75935951	97.73

**b) Voted ‘against’ the Resolution**

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid Votes cast
172	1766214	2.27



- xi. Based on the aforesaid result, I report that the Ordinary Resolution as contained in the Notice dated 1<sup>st</sup> June, 2023, has been passed with the requisite majority. You may accordingly declare the result of remote e-voting for postal ballot process.

Thanking you,

Yours faithfully,

*Abhinav Khosla*

**Abhinav Khosla**  
**Partner**  
**SCV & Co. LLP**  
**Chartered Accountants**  
**(ICAI Registration No.**  
**000235N/N500089)**  
**(Membership No.: 087010)**  
**UDIN: 23087010BGZFFF8571**



**Countersign**  
**For Nestlé India Limited**  
**Pramod Kumar Rai**  
**Company Secretary and Compliance Officer**  
**(Authorised by the Chairman)**

Place: NOIDA  
Dated: 05.07.2023

Place: Gurugram  
Date: 05-07-2023

**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	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	05-07-2023
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	01-06-2023
Date of Issuance of Report to the company	05-07-2023

### Voting results

Record date	02-06-2023
Total number of shareholders on record date	193417
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 appoint Mr. Satish Srinivasan (DIN: 10173407) as a Director and as a Whole-time Director of the Company, designated as "Executive Director - Technical" for a term of five consecutive years effective from 1st July 2023 until 30th June 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		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	20614812	16971767	82.328	15207635	1764132	89.6055	10.3945
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		20614812	16971767	82.328	15207635	1764132	89.6055
Public- Non Institutions	E-Voting	15285825	215319	1.4086	213237	2082	99.0331	0.9669
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15285825	215319	1.4086	213237	2082	99.0331
Total		96415716	77702165	80.5908	75935951	1766214	97.7269	2.2731
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	