

## 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



BM:PKR:22:22

12.04.2022

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 63<sup>rd</sup> Annual General Meeting held today – All items of Agenda approved by the Members of the Company**

Dear Madam/ Sir,

Further to our communication BM:PKR: 21:22 dated 12<sup>th</sup> April 2022, this is to inform you that the Members of the Company, at the 63<sup>rd</sup> Annual General Meeting ("AGM") held on 12<sup>th</sup> April 2022, through Video Conferencing/ Other Audio-Visual Means facility, have transacted and approved all items of business contained in the Notice of the 63<sup>rd</sup> AGM dated 4<sup>th</sup> March 2022 with requisite majority, as detailed hereunder:

1. Received, considered and adopted Audited Annual Financial Statements of the Company for the financial year 2021 including Balance Sheet as at 31<sup>st</sup> December 2021, 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.135/- per equity share for the financial year 2021 and declared Final Dividend of Rs. 65/- per equity shares for the financial year ended 31<sup>st</sup> December 2021;
3. Re-appointed Mr. Matthias Christoph Lohner (DIN: 08934420), who retired by rotation and being eligible, offered himself for re-appointment;
4. Approved appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Registration No.: 301003E/ E300005), as Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of 63<sup>rd</sup> AGM (12<sup>th</sup> April 2022) till the conclusion of 68<sup>th</sup> AGM, in place of retiring Statutory Auditors. The details in terms of Regulation 30 of the Listing Regulations, has already been intimated vide our letter BM:PKR: 42:21 dated 11<sup>th</sup> November 2021;
5. 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 31<sup>st</sup> December 2022; and
6. Approved appointment of Ms. Anjali Bansal (DIN: 00207746) as an Independent Non-Executive Director of the Company for a term of five consecutive years effective from 1<sup>st</sup> May 2022 till 30<sup>th</sup> April 2027. Her details, in terms of Regulation 30 of the Listing Regulations, has already been intimated vide our letter BM:PKR: 07:22 dated 17<sup>th</sup> February 2022.

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 63<sup>rd</sup> AGM shall be sent to you in due course.

Thanking you,

Yours very truly,  
**NESTLÉ INDIA LIMITED**

**PRAMOD KUMAR RAI**  
**ASSOCIATE GENERAL COUNSEL**  
**(CORP. LEGAL, GOVERNANCE & COMPLIANCE) & DEPUTY COMPANY SECRETARY**

Encl.: as above

**General information about company**

Scrip code	500790
NSE Symbol	NESTLEIND
MSEI Symbol	
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)	12-04-2022
Start time of the meeting	10:00 AM
End time of the meeting	02:16 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	17-02-2022
Date of Issuance of Report to the company	12-04-2022

### Voting results

Record date	05-04-2022
Total number of shareholders on record date	201408
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	171
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 Annual Financial Statements of the Company for the financial year 2021 including Balance Sheet as at 31st December 2021, 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		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	19990162	15911612	79.5972	15896008	15604	99.9019	0.0981
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	15911612	79.5972	15896008	15604	99.9019
Public-Non Institutions	E-Voting	15910475	40346	0.2536	39964	382	99.0532	0.9468
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40346	0.2536	39964	382	99.0532
Total		96415716	76467037	79.3097	76451051	15986	99.9791	0.0209
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	

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 `135/- per equity share for the financial year 2021 and to declare final dividend on equity shares for the financial year ended 31st December 2021					
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	19990162	16231608	81.198	16189976	41632	99.7435	0.2565
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	16231608	81.198	16189976	41632	99.7435
Public- Non Institutions	E-Voting	15910475	40346	0.2536	39950	396	99.0185	0.9815
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40346	0.2536	39950	396	99.0185
Total		96415716	76787033	79.6416	76745005	42028	99.9453	0.0547
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 re-appoint Mr. Matthias Christoph Lohner (DIN: 08934420) as Director, 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		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	19990162	16231608	81.198	16194001	37607	99.7683	0.2317
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	16231608	81.198	16194001	37607	99.7683
Public- Non Institutions	E-Voting	15910475	40323	0.2534	39757	566	98.5963	1.4037
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40323	0.2534	39757	566	98.5963
Total		96415716	76787010	79.6416	76748837	38173	99.9503	0.0497
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				Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/E300005), as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of sixty third Annual General Meeting till the conclusion of sixty eighth Annual General Meeting of the Company to be held in the year 2027				
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	19990162	16231608	81.198	16231608	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	16231608	81.198	16231608	0	100
Public-Non Institutions	E-Voting	15910475	40320	0.2534	39880	440	98.9087	1.0913
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40320	0.2534	39880	440	98.9087
Total		96415716	76787007	79.6416	76786567	440	99.9994	0.0006
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				Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019) 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 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		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	19990162	16221108	81.1455	15716837	504271	96.8913	3.1087
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	16221108	81.1455	15716837	504271	96.8913
Public-Non Institutions	E-Voting	15910475	40320	0.2534	39870	450	98.8839	1.1161
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40320	0.2534	39870	450	98.8839
Total		96415716	76776507	79.6307	76271786	504721	99.3426	0.6574
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 appoint Ms. Anjali Bansal (DIN: 00207746) as an Independent Non-Executive Director of the Company, with effect from 1st May 2022, to hold office for a term of five consecutive years i.e. upto 30th April 2027					
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	19990162	16221108	81.1455	15556204	664904	95.901	4.099
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19990162	16221108	81.1455	15556204	664904	95.901
Public- Non Institutions	E-Voting	15910475	40323	0.2534	38989	1334	96.6917	3.3083
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		15910475	40323	0.2534	38989	1334	96.6917
Total		96415716	76776510	79.6307	76110272	666238	99.1322	0.8678
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. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021 as issued by MCA]

To,  
The Chairman  
63<sup>rd</sup> Annual General Meeting of the Equity Shareholders  
of Nestlé India Limited, held on 12<sup>th</sup> day of April, 2022 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), through e-voting system during the 63<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 12<sup>th</sup> day of April, 2022 through Video Conferencing and Other Audio Visual Means ("VC/OAVM") Facility and through remote e-voting during the period from 9<sup>th</sup> April, 2022 (9:00 a.m. IST) to 11<sup>th</sup> April, 2022 (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 8.04.2020, Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 5.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021 as issued by the MCA in this regard.

1. The remote e-voting period remained open from 9<sup>th</sup> April, 2022 (9:00 a.m. IST) to 11<sup>th</sup> April, 2022 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e., 5<sup>th</sup> April, 2022 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of the 63<sup>rd</sup> AGM of Nestlé India Limited) by remote e-voting system prior to 63<sup>rd</sup> AGM and e-voting system during the 63<sup>rd</sup> AGM.
3. The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.
4. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
5. After the conclusion of the e-Voting at the 63<sup>rd</sup> AGM, the votes cast by the members present through VC/OAVM at the 63<sup>rd</sup> AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>) on 12<sup>th</sup> April, 2022 around 02 : 18 p.m.
6. I have scrutinized and reviewed the votes cast by the members through remote e-voting process before the AGM of the Company and through e-voting process during the 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 63<sup>rd</sup> 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 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 with 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 2021 including Balance Sheet as at 31<sup>st</sup> December 2021, 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
1217	76451051	99.98

#### II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
11	15986	0.02

### Item No. 2: Ordinary Resolution

To confirm payment of two Interim Dividends aggregating to Rs. 135/- per equity share for the financial year 2021 and to declare Final Dividend of Rs. 65/- per equity share for the financial year ended 31<sup>st</sup> December, 2021.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
1219	76745005	99.95

#### II. Vote against the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
11	42028	0.05



**Item No. 3: Ordinary Resolution**

To re-appoint Mr. Matthias Christoph Lohner (DIN: 08934420) as Director, 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
1202	76748837	99.95

**II. Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
27	38173	0.05

**Item No. 4: Ordinary Resolution**

Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Registration No.: 301003E/ E300005) as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of sixty third Annual General Meeting till the conclusion of sixty eighth Annual General Meeting of the Company to be held in the year 2027

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
1212	76786567	99.99

**II. Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
16	440	0.01

**SPECIAL BUSINESS****Item No. 5: Ordinary Resolution:**

Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019) 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 2022.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
1166	76271786	99.34

**II. Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
61	504721	0.66



**Item No. 6: Special Resolution**

To appoint Ms. Anjali Bansal (DIN: 00207746) as an Independent Non-Executive Director of the Company, with effect from 1st May 2022, to hold office for a term of five consecutive years i.e., upto 30th April 2027.

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

No. of members	No. of votes cast by them	% of total number of valid votes cast
1134	76110272	99.13

**II. Vote against the Resolution:**

No. of members	No. of votes cast by them	% of total number of valid votes cast
96	666238	0.87

Thanking you,

Yours faithfully,



Abhinav Khosla  
Partner, SCV & Co. LLP, Chartered Accountants  
(ICAI Registration No. 000235N/NS00089)  
Membership No.: 087010  
UDIN: 22087010AGXFJ18698



Countersign  
(Person Authorised by the Chairman of the Company)

Place: Noida

Dated: 12.04.2022