

**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: 29:22****27.05.2022**

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”): Intimation of Postal Ballot Results - Resolution approved by the Members with requisite majority**

Dear Madam/Sir,

Further to our communications BM:PKR:25:22 and BM:PKR:26:22 dated 21<sup>st</sup> April 2022 and 26<sup>th</sup> April 2022, respectively, this is to inform that the Special Resolution as set out in the Postal Ballot Notice dated 21<sup>st</sup> April 2022 regarding appointment of Ms. Alpana Parida (DIN: 06796621) as an Independent Non-Executive Director of the Company for a term of five consecutive years with effect from 1<sup>st</sup> June 2022, 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. Details of Ms. Alpana Parida, in terms of Regulation 30 of the Listing Regulations, has already been intimated vide our letter BM:PKR: 25:22 dated 21<sup>st</sup> April 2022.

The details of voting results, as per the requirements of Regulation 44 of the Listing Regulations, in the prescribed format along with the Scrutinizer's Report, are enclosed. The same is also being uploaded on the Company's website i.e. www.nestle.in and e-voting website of National Securities Depository Limited (e-voting agency) i.e. www.evoting.nsd.com.

This is for your information and further dissemination.

Thanking you,

Yours very truly,  
**NESTLÉ INDIA LIMITED**

**B. MURLI**  
**GENERAL COUNSEL & COMPANY SECRETARY**

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 special resolution contained in the Postal Ballot Notice dated 21<sup>st</sup> April, 2022**

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 21<sup>st</sup> April, 2022 to conduct the postal ballot through the process of remote e-voting in a fair and transparent manner and ascertaining the requisite majority on postal ballot resolution through remote e-voting carried out pursuant to provisions of Section 110 and 108 of the Companies Act, 2013 (“the Act”) read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) as amended from time to time, read with Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and Circular No. 20/2021 dated 08<sup>th</sup> December, 2021 issued by Ministry of Corporate Affairs (MCA) (hereafter collectively referred to as MCA Circulars) and to the extent applicable for the Special Resolution as set out in the Notice for Postal Ballot through remote e- voting dated 21<sup>st</sup> April, 2022 (“the Notice”) for the Equity Shareholders of the Company.

**Responsibility of the Management**

The Management of the Company, is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder including MCA Circulars issued by MCA in view of the current extraordinary circumstances due to COVID-19 pandemic which requires social distancing. 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/e-voting in accordance with the provisions of the Companies Act 2013 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 compliances in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time relating to voting done through the postal ballot and e-voting conducted through electronic voting system on the resolution contained in the Postal Ballot Notice dated 21<sup>st</sup> April, 2022.

In accordance with the MCA Circulars, the Company has sent the Postal Ballot Notice 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 process of postal ballot 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 special resolution stated in the Notice of Postal Ballot 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 voting through electronic means i.e., by e-voting.

The Notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders of the Company through electronic mode to those members whose email addresses were registered with the Company/Depositories as on the cut-off date i.e., 22<sup>nd</sup> April, 2022. However, the Company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated 27<sup>th</sup> April, 2022. Further, the Company vide the Postal Ballot Notice dated April 21<sup>st</sup>, 2022, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company. The shareholders holding shares as on the cut-off date i.e., 22<sup>nd</sup> April, 2022 were entitled to vote on the proposed resolution as set out in the Notice and as mentioned below :

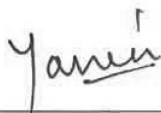
**Special resolution for the appointment of Ms. Alpana Parida (DIN: 06796621) as an Independent Non-Executive Director of the Company, with effect from 1<sup>st</sup> June 2022, to hold office for a term of five consecutive years i.e. up to 31<sup>st</sup> May 2027.**

The Company has availed of the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company.

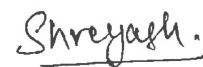


I submit my report as under:

- i. The Company completed the dispatch of postal ballot notice (for the process of remote e-voting) on 26<sup>th</sup> April, 2022 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 i.e., 22<sup>nd</sup> April, 2022. For this purpose, we have relied upon the email exchanged by NSDL with the Company for confirming that the email - communication has been sent to all the members as mentioned above.
- ii. An advertisement regarding notice of Postal Ballot/E-Voting was published in Financial Express (Delhi and Mumbai Edition) dated 27<sup>th</sup> April, 2022 and Jansatta (Delhi Edition) dated 27<sup>th</sup> April, 2022.
- iii. The shareholders 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 Thursday, 28<sup>th</sup> April, 2022 (9:00 A.M. IST) and ended on Friday, 27<sup>th</sup> May, 2022 (5:00 P.M. IST).
- v. All the votes received up to 5:00 PM on 27<sup>th</sup> May, 2022, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny. The e-voting was disabled immediately thereafter.
- vi. A total number of **2,222** shareholders 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 unblocked by me at 5:02 p.m. on 27<sup>th</sup> May, 2022, in the presence of two witnesses, Ms. Yamini Rawat R/o H-705, Skytech Matrott, Sector-76, Noida 201301 and Mr. Shreyash Singh R/o A-99, RadheyShyam Park Extension, Parwana Road, Near Krishna Nagar, Delhi – 110051, 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: Shreyash Singh**

- viii. The Postal Ballot electronic votes, 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:



**Special resolution for the appointment of Ms. Alpana Parida (DIN: 06796621) as an Independent Non-Executive Director of the Company, with effect from 1<sup>st</sup> June 2022, to hold office for a term of five consecutive years i.e. up to 31<sup>st</sup> May 2027.**

**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 |
|-------------------------|---|---------------------------------------|
| 2,100                   | 7,69,37,861                                 | 99.96 %                               |

**b) Voted 'against' the Resolution**

| Number of Members voted | Number of valid Votes cast by them (Shares) | % of total number of valid Votes cast |
|-------------------------|---|---------------------------------------|
| 122                     | 34,516                                      | 0.04 %                                |

- xi. Based on the aforesaid result, I report that the Special Resolution as contained in the Postal Ballot Notice dated 21<sup>st</sup> April, 2022 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: 22087010AJTNGM1391**



Countersigned by – *B. Murli*  
Name : B. Murli (Company Secretary)  
(Person Authorised by the Chairman of the Company)



Place: Noida  
Dated: 27.05.2022

**General information about company**

|   |                      |
|---|----------------------|
| Scrip code  | 500790               |
| NSE Symbol  | NESTLEIND            |
| MSEI Symbol   | NOTAPPLICABLE        |
| 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) | 27-05-2022           |
| Start time of the meeting   |                      |
| End time of the meeting   |                      |

**Scrutinizer Details**

|   |                 |
|---|-----------------|
| Name of the Scrutinizer                   | Abhinav Khosla  |
| Firms Name                                | S C V & Co. LLP |
| Qualification                             | CA              |
| Membership Number                         | 087010          |
| Date of Board Meeting in which appointed  | 21-04-2022      |
| Date of Issuance of Report to the company | 27-05-2022      |

### Voting results

|  |            |
|--|------------|
| Record date  | 22-04-2022 |
| Total number of shareholders on record date                                  | 198030     |
| 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)                                |                               |                    |                     | Special   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To appoint Ms. Alpana Parida (DIN: 06796621) as an Independent Non-Executive Director of the Company, with effect from 1st June 2022, to hold office for a term of five consecutive years i.e. upto 31st May 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                      | 19906009           | 16348122            | 82.1266   | 16318542                 | 29580                  | 99.8191                              | 0.1809                             |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19906009            | 16348122  | 82.1266                  | 16318542               | 29580                                | 99.8191                            |
| Public- Non Institutions   | E-Voting                      | 15994628           | 109176              | 0.6826  | 104240                   | 4936                   | 95.4789                              | 4.5211                             |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 15994628            | 109176  | 0.6826                   | 104240                 | 4936                                 | 95.4789                            |
| Total  |                               | 96415716           | 76972377            | 79.8338   | 76937861                 | 34516                  | 99.9552                              | 0.0448                             |
| 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    |              |