



**Clause 35A - Results of Postal Ballot (including e-Voting)**

Name of the Company : Nestlé India Limited (Scrip Code : 500790)  
 Date of passing of the Resolution : 17-09-2015  
 Total number of shareholders on record date/ relevant date : 70550

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : Not Applicable  
 Public : Not Applicable

No. of Shareholders present in the meeting either in person through video conferencing:

Promoters and Promoter Group : Not Applicable  
 Public : Not Applicable

**Details of the Agenda**

Type of Resolution	Item No.1	Resolution	Mode of Voting (Ballot/E-voting)
Ordinary		Appointment of Mr. Suresh Narayanan (DIN:07246738) as the Managing Director of the Company for a period of 5 (five) years with effect from 1st August, 2015 and the terms and conditions of appointment and remuneration payable to Mr. Narayanan.	E-voting and Physical Ballot

Promoter/Public	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	60515079	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	16459900	10418580	63.2967	10289831	128749	98.7642	1.2357
Public-Others	19440737	3187771	16.3973	3090669	97102	96.9539	3.0460
<b>Total</b>	<b>96415716</b>	<b>74121430</b>	<b>76.8769</b>	<b>73895579</b>	<b>225851</b>	<b>99.6952</b>	<b>0.3047</b>

**Consolidated Report on voting through postal ballot/e-voting.**

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014

To,  
The Chairman / Director – Finance & Control and CFO  
Nestlé India Limited  
CIN: L15202DL1959PLC003786  
M-5A Connaught Circus, New Delhi-110001

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer by Nestlé India Limited (“the company”) in its Board Meeting held on 29<sup>th</sup> July, 2015 to conduct the postal ballot/e-voting in a fair and transparent manner for the following resolution:

**Ordinary Resolution**

**Appointment of Mr. Suresh Narayanan (DIN 07246738) as the Managing Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> August, 2015 and the terms and conditions of appointment and remuneration payable to Mr. Narayanan.**

I submit my report as under:

1. The dispatch of postal ballot notice(s), forms/ or electronic ballot and postage prepaid business reply envelope(s) was completed on Tuesday, 18<sup>th</sup> August, 2015.
2. The members holding shares as on “relevant date” i.e. Friday, 7<sup>th</sup> August, 2015 were entitled to vote on the proposed resolution by e-voting or voting through ballot papers.
3. An advertisement regarding dispatch of postal ballot forms was published in Financial Express (English) and Jansatta (Hindi) as on Wednesday, 19<sup>th</sup> August, 2015.

**Other Offices**

**New Delhi**

D-62, Panchsheel Enclave, New Delhi-110017

Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444


**Ludhiana**


B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,

Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618



4. The shareholders of the Company had an option to vote either through the postal ballot forms or through the e - voting facility. Shareholders opting through e - voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com>
5. The voting through electronic means and postal ballot commenced on 18<sup>th</sup> August, 2015 (9:00 am IST) and ended on 17<sup>th</sup> September, 2015 (5:00 pm IST). The postal ballot forms received and e - votes cast after 17<sup>th</sup> September, 2015 (5:00 pm IST) were not considered for the purpose of this report.
6. 1,113 Postal Ballot Forms were received and 858 shareholders cast the votes on the e-voting platform. In those cases where the member cast his/her vote both through e-voting and postal ballot, the votes cast through e-voting were considered valid and the postal ballot was treated as null & void.
7. With the support of M/s. Alankit Assignments Limited, Registrar and Transfer Agent ('RTA') of the company, the Postal ballot forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by depositories.
8. A final electronic report of the e-voting was generated by me by accessing the data available to me from the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of NSDL. The votes were unblocked by me in the presence of two witnesses, Ms. Itee Singhal R/o 2A/75, Ramesh Nagar, New Delhi - 110015 and Ms. Resham Goyal R/o J3/263, DDA Flat, Kalkaji, New Delhi 110019 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
 \_\_\_\_\_  
 Name: Itee Singhal

  
 \_\_\_\_\_  
 Name: Resham Goyal

9. The particulars of postal ballot received from the Members in physical forms(s) and electronic voting report generated from NSDL (the Authorized Agency for e - voting) have been entered in a separate Register maintained for the purpose.
10. The physical postal ballots received by post/ courier/ by hand were kept under our safe custody. The electronic ballots were maintained by the NSDL in electronic registry.
11. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Details of Invalid Votes:

Total Number of invalid Postal Ballot Forms	Total No. of votes cast by them
60	29289



12. The consolidated report on the results of the voting through ballot paper and e-voting are as under:

Number of members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor on votes polled	% of votes against on votes polled
	1	2	$3 = \frac{[(2)]}{96415716} * 100$	4	5	$6 = \frac{[(4)]}{(2)]} * 100$	$7 = \frac{[(5)]}{(2)]} * 100$
<b>Resolution No: 1 - Appointment of Mr. Suresh Narayanan (DIN 07246738) as the Managing Director of the Company for a period of 5 (five) years with effect from 1<sup>st</sup> August, 2015 and the terms and conditions of appointment and remuneration payable to Mr. Narayanan.</b> <b>Type of Resolution: Ordinary</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 1053	28014836	28009398	29.05%	28008067	1331	99.99%	0.01%
<b>Mode of Voting (e-voting)</b>							
(B) 858	46258102	46112032	47.83%	45887512	224520	99.51%	0.49%
<b>Total (A+B)</b>	<b>74272938</b>	<b>74121430</b>	<b>76.88%</b>	<b>73895579</b>	<b>225851</b>	<b>99.70%</b>	<b>0.30%</b>

13. Based on the aforesaid result, I report that the Ordinary Resolution as contained in the Postal Ballot Notice dated 29<sup>th</sup> July, 2015 has been passed with requisite majority.

14. The Register, all other papers and relevant records relating to e-voting and voting through ballot papers shall remain in our safe custody until the Chairman/Director considers, approves and signs the Postal Ballot Minutes and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

*Abhinav Khosla*  
**Abhinav Khosla**  
**Partner, S.C. Vasudeva & Co.**  
**Chartered Accountants**  
**(FRN: 000235N)**  
**Membership No.:087010**



*Received 18/9/2015*

*[Handwritten signature]*



Place: New Delhi  
Dated: 18/09/2015