

Nestlé India Limited

(CIN : L15202DL1959PLC003786)

Nestlé House
Jacaranda Marg
'M' Block, DLF City, Phase - II
Gurgaon - 122002 - 05, Haryana
Phone 0124 - 3940000
E-mail corporate@IN.nestle.com
Website www.nestle.in



Your Ref :

Our Ref :

Date :

BM: PKR: 31:17

11.05.2017

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

Kind Attn. : Mr. Marian D'Souza / Mr. Jaymin Modi (DCS – CRD) Scrip Code - 500790
Subject : Regulation 44 : Voting Results of the 58th Annual General Meeting held today – All items of Agenda approved by the Shareholders

Dear Sir,

Further to our communication BM: PKR: 30:17 dated 11.05.2017, this is to inform you that at the 58th Annual General Meeting of the Company held on 11th May, 2017 at Air Force Auditorium, Subroto Park, New Delhi – 110 010, all items of business contained in the Notice of the 58th Annual General Meeting were approved by the Members. The details of voting results, as per the requirements of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are enclosed in the prescribed format.

Copy of the proceedings of the said Annual General Meeting shall be sent to you in due course.

Thanking you,

Yours very truly,
NESTLÉ INDIA LIMITED

B.MURLU
SENIOR VICE PRESIDENT – LEGAL & COMPANY SECRETARY

Encl.: as above

NESTLE INDIA LTD (AGM -2017)

Date of the AGM: 11/05/2017

Total number of shareholders on record date: '76697' No. of Shares: '96415716'

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

Promoters and Promoter Group : 2
Public : 4332

Detail of the Agenda:

Promoter/Public	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
				$(3)=[(2)/(1)]*100$			$(6)=$	$(7)=$
		(1)	(2)		(4)	(5)	$[(4)/(2)]*100$	$[(5)/(2)]*100$
1. Adoption of Financial Statements for the year ended 31st December, 2016.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15124199	78.4000	15124199	0	100.0000	0.0000
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15124199	78.4000	15124199	0	100.0000	0.0000
Public-Others	E-Voting	16608458	439582	2.6500	439580	2	100.0000	0.0000
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443157	2.6700	443155	2	99.9995	0.0005
Total		173539253	76082435	43.8416	76082433	2	100.0000	0.0000

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
2. Confirm payment of three interim dividends and declare final dividend for the year 2016.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15176497	78.6700	15176497	0	100.0000	0.0000
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15176497	78.6700	15176497	0	100.0000	0.0000
Public-Others	E-Voting	16608458	439582	2.6500	439582	0	100.0000	0.0000
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443157	2.6700	443157	0	100.0000	0.0000
Total		173539253	76134733	43.8718	76134733	0	100.0000	0.0000

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
3. To appoint a Director in place of Mr. Shobinder Duggal (DIN 00039580), who retires by Rotation, being eligible offers himself for re-appointment								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15175594	78.6600	15171015	4579	99.9700	0.0302
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15175594	78.6600	15171015	4579	99.9698	0.0302
Public-Others	E-Voting	16608458	439582	2.6500	439240	342	99.9222	0.0778
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443157	2.6700	442815	342	99.9228	0.0772
Total	173539253	76133830	43.8712	76128909	4921	99.9935	0.0065	

Promoter/Public	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
				$(3) = [(2)/(1)] * 100$			$(6) =$	$(7) =$
		(1)	(2)		(4)	(5)	$[(4)/(2)] * 100$	$[(5)/(2)] * 100$
4. Appointment of M/s. BSR & Co. LLP, Chartered Accountants (ICAI Registration No.101248W/ W-100022) as Auditors and fixing their remuneration.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0
Public – Institutional holders	E-Voting	19292179	15138720	78.4700	15129310	9410	99.9378	0.0622
	Poll*	0	0	0.0000	0	0	0.0000	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15138720	78.4700	15129310	9410	99.9378	0.0622
Public-Others	E-Voting	16608458	439513	2.6500	439498	15	100.0000	0
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443088	2.6700	443073	15	99.9966	0
Total	173539253	76096887	43.8500	76087462	9425	99.9876	0.0124	

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
5. Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019)								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.000	0.000
	Poll*	60515079	27463680	45.3800	27463680	0	100.000	0.000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.000
Public – Institutional holders	E-Voting	19292179	15138720	78.4700	15138720	0	100.000	0.000
	Poll*	0	0	0.0000	0	0	0.000	0.000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15138720	78.4700	15138720	0	100.0000	0.000
Public-Others	E-Voting	16608458	439311	2.6500	439254	57	99.9870	0.0130
	Poll*	16608458	3575	0.0200	3575	0	100.000	0.000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	442886	2.6700	442829	57	99.9871	0.0129
Total		173539253	76096685	43.8498	76096628	57	99.9999	0.0001

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
6. Appointment of Mr. Martin Roemkens (DIN : 07761271) as a Director.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15175594	78.6600	15171015	4579	99.9698	0.0302
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15175594	78.6600	15171015	4579	99.9698	0.0302
Public-Others	E-Voting	16608458	439562	2.6500	439541	21	100.0000	0.0000
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443137	2.6700	443116	21	99.9953	0.0047
Total	173539253	76133810	43.8712	76129210	4600	99.9940	0.0349	

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
7. Appointment and the terms and conditions of appointment of Mr. Martin Roemkens (DIN : 07761271) as a Whole-Time Director, designated as Director-Technical								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15175594	78.6600	15175594	0	100.0000	0.0000
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15175594	78.6600	15175594	0	100.0000	0.0000
Public-Others	E-Voting	16608458	439510	2.6500	439483	27	99.9939	0.0061
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443085	2.6700	443058	27	99.9939	0.0061
Total		173539253	76133758	43.8712	76133731	27	100.0000	0.0000

Promoter/Public	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)	[(4)/(2)]*100	[(5)/(2)]*100
8. Appointment of Ms. Rama Bijapurkar (DIN : 00001835) as an Independent Non- Executive Director.								
Ordinary Resolution								
Promoter and Promoter Group	E-Voting	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
	Poll*	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	121030158	60515079	100.0000	60515079	0	100.0000	0.0000
Public – Institutional holders	E-Voting	19292179	15150916	78.5300	15143411	7505	99.9505	0.0495
	Poll*	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19292179	15150916	78.5300	15143411	7505	99.9505	0.0495
Public-Others	E-Voting	16608458	439511	2.6500	439012	499	99.8865	0.1135
	Poll*	16608458	3575	0.0200	3575	0	100.0000	0.0000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	33216916	443086	2.6700	442587	499	99.8874	0.1126
Total	173539253	76109081	43.8570	76101077	8004	99.9895	0.0105	

* Voting through Ballot Paper at the Annual General Meeting

Consolidated Report of Scrutinizer(s) on voting through ballot paper 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

The Chairman
58th Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 11th day of May, 2017 at 10:00 am
at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm (FRN: 000235N), having its office situated at B – 41, 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 ballot paper at the 58th Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 11th day of May, 2017 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 8th May, 2017 (9:00 am) to 10th May, 2017 (5:00 pm) in a fair and transparent manner and ascertaining the requisite majority on voting through ballot paper 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.

1. The remote e-voting period remained open from 8th May, 2017 (9:00 am) to 10th May, 2017 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 4th May, 2017 were entitled to vote on the proposed resolutions (item no.1 to 8 as set out in the Notice of the 58th AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 58th AGM.
3. The members' details, such as their names, folios, number of shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>), in order to ensure that such members did not vote again through ballot paper at the 58th AGM.
4. Two ballot boxes kept for the ballot paper for the purpose of voting through ballot paper, were locked in our presence with due identification marks placed by us.
5. The locked ballot boxes were subsequently opened in our presence and ballot papers were diligently scrutinized. The ballots papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. 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 on Poll :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
15	954

7. After counting the votes cast by the members and proxy holders present at the 58th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 11th May, 2017 around 1.02 p.m. in the presence of two witnesses, Mrs. Aditi Mittal (House No. 202, First Floor, Duggal Housing Complex, Khanpur 110062) and Mr. Chetan Singh Phartiyaal, (Quarter No. 100, Sector -6, R. K. Puram, New Delhi-110022) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Other Offices

New Delhi

D-62, Panchsheel Enclave, New Delhi - 110017
Tel: +91-11- 26497629 / 30 Fax: +91-11-41749444

C-20, Panchsheel Enclave, New Delhi -110017
Tel: +91-11-41200800

Ludhiana

B-XIX-220, Rani Jhansi Road,
Near SBI Treasury Branch, Ghuma Mandi,
Ludhiana-141001, (Punjab)
Tel: +91-161-2774527 Fax: +91-161-2771618



Name : Aditi Mittal

Name : Chetan Singh Phartiyal

8. The consolidated report on the result of the voting through ballot paper and remote 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 favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[(2)/96415716]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31stDecember, 2016.							
Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 560	48615180	48615180	50.42%	48615178	2	99.99%	0.01%
Total (A+B) 663	76082441	76082435	78.91%	76082433	2	99.99%	0.01%
Resolution No: 2 - Confirmation of three interim dividends aggregating to Rs. 40 per equity share and declaration of a Final Dividend on Equity Shares for the Financial Year ending 31st December 2016.							
Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 563	48667478	48667478	50.48%	48667478	0	100.00%	0.00%
Total (A+B) 666	76134739	76134733	78.97%	76134733	0	100.00%	0.00%
Resolution No: 3 – Appointment of a Director in place of Mr. Shobinder Duggal (DIN: 00039580), who retires by rotation							
Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 562	48666575	48666575	50.48%	48661654	4921	99.99%	0.01%
Total (A+B) 665	76133836	76133830	78.96%	76128909	4921	99.99%	0.01%
Resolution No: 4 - Appointment of M/s. BSR & Co. LLP, Chartered Accountants (ICAI Registration No.101248W/ W-100022) as Statutory Auditors and fixing their remuneration.							
Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 557	48629632	48629632	50.44%	48620207	9425	99.98%	0.02%
Total (A+B) 660	76096893	76096887	78.93%	76087462	9425	99.99%	0.01%



Resolution No: 5 - Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019) for the financial year ending 31st December, 2017

Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(A) 556	48629430	48629430	50.44%	48629373	57	99.99%	0.01%
Total (A+B) 659	76096691	76096685	78.93%	76096628	57	99.99%	0.01%

Resolution No: 6 - Approval for Appointment of Mr. Martin Roemkens (DIN 07761271) as a Director of the Company. .

Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(A) 558	48666555	48666555	50.48%	48661955	4600	99.99%	0.01%
Total (A+B) 661	76133816	76133810	78.96%	76129210	4600	99.99%	0.01%

Resolution No: 7 - Approval for Appointment of Mr. Martin Roemkens (DIN 07761271) as a Whole Time Director, Designated as Director –Technical of the Company for a period of five years with effect from 1st April 2017.

Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 559	48666503	48666503	50.48%	48666476	27	99.99%	0.01%
Total (A+B) 662	76133764	76133758	78.96%	76133731	27	99.99%	0.01%

Resolution No: 8 - Appointment of Ms. Rama Bijapurkar (DIN 00001835) as an Independent Non-Executive Director of the Company.

Mode of Voting (Ballot Paper)							
(A)103	27467261	27467255	28.49%	27467255	0	100%	0.00%
Mode of Voting (Remote e-voting)							
(B) 558	48641826	48641826	50.45%	48633822	8004	99.98%	0.02%
Total (A+B) 661	76109087	76109081	78.94%	76101077	8004	99.99%	0.01%

9. The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting 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



Bommal
Countersign
(Person Authorised by the
Chairman of the Company)



Place: Camp Office Gurgaon
 Dated: 11.05.2017