

**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: 36:18**

**10.05.2018**

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

**Scrip Code - 500790**

**Subject : Regulation 44 : Voting Results of the 59<sup>th</sup> Annual General Meeting held today – All items of Agenda approved by the Members**

Dear Sir,

Further to our communication BM: PKR: 34:18 dated 10.05.2018, this is to inform you that at the 59<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> May, 2018 at Air Force Auditorium, Subroto Park, New Delhi – 110 010, all items of business contained in the Notice of the 59<sup>th</sup> 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.MURLI**  
**SENIOR VICE PRESIDENT – LEGAL & COMPANY SECRETARY**

Encl.: as above

| <b>General information about company</b>  |                      |
|---|----------------------|
| Scrip code  | 500790               |
| Name of the company   | NESTLE INDIA LIMITED |
| Type of meeting   | AGM                  |
| Date of the meeting / Date of declaration of results (in case of Postal Ballot) | 10-05-2018           |
| Start time of the meeting   | 10:00 AM             |
| End time of the meeting   | 12:00 PM             |

| <b>Voting results</b>  |            |
|--|------------|
| Record date  | 03-05-2018 |
| Total number of shareholders on record date                                  | 75442      |
| No. of shareholders present in the meeting either in person or through proxy |            |
| a) Promoters and Promoter group  | 2          |
| b) Public  | 4305       |
| No. of shareholders attended the meeting through video conferencing          |            |
| a) Promoters and Promoter group  | 0          |
| b) Public  | 0          |
| No. of resolution passed in the meeting                                      | 7          |
| 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                                     |                               |                    |                     | Adoption of Financial Statements for the year ended 31st December, 2017 |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168   | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832   | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079  | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15462004            | 78.4927   | 15462004                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15462004  | 78.4927                  | 15462004               | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 16201997           | 346123              | 2.1363  | 346122                   | 1                      | 99.9997                              | 0.0003                             |
|  | Poll                          |                    | 2470                | 0.0152  | 2470                     | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 348593  | 2.1515                   | 348592                 | 1                                    | 99.9997                            |
| Total  |                               | 96415716           | 76325676            | 79.1631   | 76325675                 | 1                      | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Resolution(1)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| Resolution(2)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Confirm payment of three interim dividends and declare final dividend for the year 2017 |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168   | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832   | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079  | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15618623            | 79.2878   | 15618623                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15618623  | 79.2878                  | 15618623               | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348723              | 2.1523  | 348711                   | 12                     | 99.9966                              | 0.0034                             |
|  | Poll                          |                    | 2470                | 0.0152  | 2470                     | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351193  | 2.1676                   | 351181                 | 12                                   | 99.9966                            |
| Total  |                               | 96415716           | 76484895            | 79.3282   | 76484883                 | 12                     | 100                                  | 0                                  |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Resolution(2)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| Resolution(3)  |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Re-appointment of Mr. Shobinder Duggal (DIN:00039580), who retires by rotation |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168  | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832  | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079   | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15618623            | 79.2878  | 15604069                 | 14554                  | 99.9068                              | 0.0932                             |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15618623   | 79.2878                  | 15604069               | 14554                                | 99.9068                            |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348692              | 2.1522   | 348543                   | 149                    | 99.9573                              | 0.0427                             |
|  | Poll                          |                    | 2470                | 0.0152   | 2470                     | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351162   | 2.1674                   | 351013                 | 149                                  | 99.9576                            |
| Total  |                               | 96415716           | 76484864            | 79.3282  | 76470161                 | 14703                  | 99.9808                              | 0.0192                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        |                                      |                                    |



| <b>Resolution(3)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| Resolution(4)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Ordinary  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No. 101248W/W-100022) as Auditors and fixing their remuneration |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168   | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832   | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079  | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15618623            | 79.2878   | 15618623                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15618623  | 79.2878                  | 15618623               | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348662              | 2.152   | 348586                   | 76                     | 99.9782                              | 0.0218                             |
|  | Poll                          |                    | 2470                | 0.0152  | 2470                     | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351132  | 2.1672                   | 351056                 | 76                                   | 99.9784                            |
| Total  |                               | 96415716           | 76484834            | 79.3282   | 76484758                 | 76                     | 99.9999                              | 0.0001                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Resolution(4)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| 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 Auditors (Firm Registration No. 00019) |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168   | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832   | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079  | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15618623            | 79.2878   | 15614773                 | 3850                   | 99.9753                              | 0.0247                             |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15618623  | 79.2878                  | 15614773               | 3850                                 | 99.9753                            |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348688              | 2.1521  | 342102                   | 6586                   | 98.1112                              | 1.8888                             |
|  | Poll                          |                    | 2470                | 0.0152  | 2468                     | 2                      | 99.919                               | 0.081                              |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351158  | 2.1674                   | 344570                 | 6588                                 | 98.1239                            |
| Total  |                               | 96415716           | 76484860            | 79.3282   | 76474422                 | 10438                  | 99.9864                              | 0.0136                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |

| <b>Resolution(5)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| Resolution(6)  |                               |                    |                     |  |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Re-appointment of Dr. (Mrs.) Swati Ajay Piramal (DIN:00067125) as an Independent non-Executive Director for another term of five onsecutive years w.e.f. 1st April, 2019 |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168  | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832  | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079   | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15523223            | 78.8035  | 15514794                 | 8429                   | 99.9457                              | 0.0543                             |
|  | Poll                          |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15523223   | 78.8035                  | 15514794               | 8429                                 | 99.9457                            |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348682              | 2.1521   | 341068                   | 7614                   | 97.8163                              | 2.1837                             |
|  | Poll                          |                    | 2470                | 0.0152   | 2467                     | 3                      | 99.8785                              | 0.1215                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0  | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351152   | 2.1673                   | 343535                 | 7617                                 | 97.8309                            |
| Total  |                               | 96415716           | 76389454            | 79.2293  | 76373408                 | 16046                  | 99.979                               | 0.021                              |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |  |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |  |                          |                        |                                      |                                    |

| <b>Resolution(6)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |

| Resolution(7)  |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | Special   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Payment of remuneration under section 197 of the Companies Act, 2013 to the non-executive directors, for a period of five financial years commencing from 1st January, 2019 |                          |                        |                                      |                                    |
| 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           | 33051399            | 54.6168   | 33051399                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 27463680            | 45.3832   | 27463680                 | 0                      | 100                                  | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 60515079            | 60515079  | 100                      | 60515079               | 0                                    | 100                                |
| Public- Institutions   | E-Voting                      | 19698640           | 15445545            | 78.4092   | 15445545                 | 0                      | 100                                  | 0                                  |
|  | Poll                          |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 19698640            | 15445545  | 78.4092                  | 15445545               | 0                                    | 100                                |
| Public- Non Institutions   | E-Voting                      | 16201997           | 348757              | 2.1526  | 348659                   | 98                     | 99.9719                              | 0.0281                             |
|  | Poll                          |                    | 2470                | 0.0152  | 2467                     | 3                      | 99.8785                              | 0.1215                             |
|  | Postal Ballot (if applicable) |                    | 0                   | 0   | 0                        | 0                      | 0                                    | 0                                  |
|  | Total                         |                    | 16201997            | 351227  | 2.1678                   | 351126                 | 101                                  | 99.9712                            |
| Total  |                               | 96415716           | 76311851            | 79.1488   | 76311750                 | 101                    | 99.9999                              | 0.0001                             |
| Whether resolution is Pass or Not.                                       |                               |                    |                     |   |                          |                        | Yes                                  |                                    |
| Disclosure of notes on resolution  |                               |                    |                     |   |                          |                        |                                      |                                    |



| <b>Resolution(7)</b>        |                               |       |
|-----------------------------|-------------------------------|-------|
| Category                    | Mode of voting                |       |
| Promoter and Promoter Group | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Institutions        | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
| Public- Non Institutions    | E-Voting                      |       |
|                             | Poll                          |       |
|                             | Postal Ballot (if applicable) |       |
|                             | Total                         |       |
|                             |                               | Total |



**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

To,  
The Chairman  
59<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of Nestlé India Limited, held on 10<sup>th</sup> day of May, 2018 at 10:00 a.m.  
at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

I, Abhinav Khosla, Partner of M/s. SCV & CO. LLP, Chartered Accountants (formerly known as S. C. Vasudeva & Co., a Chartered Accountants Firm), 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 ballot paper at the 59<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 10<sup>th</sup> day of May, 2018 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 7<sup>th</sup> May, 2018 (9:00 a.m.) to 9<sup>th</sup> May, 2018 (5:00 p.m.) 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 7<sup>th</sup> May, 2018 (9:00 a.m.) to 9<sup>th</sup> May, 2018 (5:00 p.m.) and was disabled for voting thereafter.
2. The members holding shares as on the “cut off” date i.e. 3<sup>rd</sup> May, 2018 were entitled to vote on the proposed resolutions (item no.1 to 7 as set out in the Notice of the 59<sup>th</sup> AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 59<sup>th</sup> 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 59<sup>th</sup> 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 |
|---|---------------------------------|
| 9   | 345                             |



- Branches:**
- 4/18, Asaf Ali Road, New Delhi – 110002 Tel.: 23274888, 23277410, Fax 91-11-23272805
  - B-XIX-220, Rani Jhansi Road, Ghumar Mandi, Ludhiana – 141 001 (Punjab) Tel.:2774527, Fax: 91-161-2771618
  - D-62, Panchsheel Enclave, New Delhi-110 017 Tel.: 26497629, 26497630, Fax: 91-11-41749444
  - C-20, Panchsheel Enclave, New Delhi-110 017 Tel.: 41200800, Fax: 91-11-41749444

7. After counting the votes cast by the members and proxy holders present at the 59<sup>th</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 10<sup>th</sup> May, 2018 around 1.20 p.m. in the presence of two witnesses, Mrs. Aditi Mittal (House No. 202, First Floor, Duggal Housing Complex, School Road, Khanpur 110062) and Mr. Chetan Singh Phartiyal, (House No. SRA 51-B, Shipra Riviera, Gyan Khand 3, Indirapuram, Ghaziabad 201014 Uttar Pradesh) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



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                   | $3 = \frac{(2)/96415716}{*100}$         | 4                      | 5                    | $6 = \frac{(4)/(2)}{*100}$           | $7 = \frac{(5)/(2)}{*100}$         |
| <b>Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> December, 2017.</b>  |                    |                     |   |                        |                      |                                      |                                    |
| <b>Mode of Voting (Ballot Paper)</b>  |                    |                     |   |                        |                      |                                      |                                    |
| (A)82   | 27466150           | 27466150            | 28.49%                                  | 27466150               | 0                    | 100%                                 | 0%                                 |
| <b>Mode of Voting (Remote e-voting)</b>   |                    |                     |   |                        |                      |                                      |                                    |
| (B) 639   | 48995548           | 48859526            | 50.68%                                  | 48859525               | 1                    | 99.99%                               | 0.01%                              |
| <b>Total (A+B)721</b>   | <b>76461698</b>    | <b>76325676</b>     | <b>79.16%</b>                           | <b>76325675</b>        | <b>1</b>             | <b>99.99%</b>                        | <b>0.01%</b>                       |
| <b>Resolution No: 2 - Confirmation of three interim dividends aggregating to Rs. 63 per equity share and declaration of a Final Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> December 2017.</b> |                    |                     |   |                        |                      |                                      |                                    |
| <b>Mode of Voting (Ballot Paper)</b>  |                    |                     |   |                        |                      |                                      |                                    |
| (A)82   | 27466150           | 27466150            | 28.49%                                  | 27466150               | 0                    | 100%                                 | 0%                                 |
| <b>Mode of Voting (Remote e-voting)</b>   |                    |                     |   |                        |                      |                                      |                                    |
| (B) 647   | 49154767           | 49018745            | 50.84%                                  | 49018733               | 12                   | 99.99%                               | 0.01%                              |
| <b>Total (A+B)729</b>   | <b>76620917</b>    | <b>76484895</b>     | <b>79.33%</b>                           | <b>76484883</b>        | <b>12</b>            | <b>99.99%</b>                        | <b>0.01%</b>                       |
| <b>Resolution No: 3 - Appointment of a Director in place of Mr. Shobinder Duggal (DIN: 00039580), who retires by rotation and, being eligible, offers himself for re-appointment.</b>                                     |                    |                     |   |                        |                      |                                      |                                    |
| <b>Mode of Voting (Ballot Paper)</b>  |                    |                     |   |                        |                      |                                      |                                    |
| (A)82   | 27466150           | 27466150            | 28.49%                                  | 27466150               | 0                    | 100%                                 | 0%                                 |
| <b>Mode of Voting (Remote e-voting)</b>   |                    |                     |   |                        |                      |                                      |                                    |
| (B) 645   | 49154736           | 49018714            | 50.84%                                  | 49004011               | 14703                | 99.97%                               | 0.03%                              |
| <b>Total (A+B) 727</b>  | <b>76620886</b>    | <b>76484864</b>     | <b>79.33%</b>                           | <b>76470161</b>        | <b>14703</b>         | <b>99.98%</b>                        | <b>0.02%</b>                       |
| <b>Resolution No: 4 - Ratification of appointment of M/s. BSR &amp; Co. LLP, Chartered Accountants (ICAI Registration No.101248W/W-100022) as Statutory Auditors of the Company and fixing their remuneration.</b>        |                    |                     |   |                        |                      |                                      |                                    |
| <b>Mode of Voting (Ballot Paper)</b>  |                    |                     |   |                        |                      |                                      |                                    |
| (A)82   | 27466150           | 27466150            | 28.49%                                  | 27466150               | 0                    | 100%                                 | 0%                                 |



| Mode of Voting (Remote e-voting)   |          |          |        |          |       |        |       |
|--|----------|----------|--------|----------|-------|--------|-------|
| (B) 643  | 49154706 | 49018684 | 50.84% | 49018608 | 76    | 99.99% | 0.01% |
| Total<br>(A+B)725  | 76620856 | 76484834 | 79.33% | 76484758 | 76    | 99.99% | 0.01% |
| <b>Resolution No: 5 - Ratification of remuneration of M/s. Ramanath Iyer &amp; Co., Cost Accountants(Firm Registration No. 00019) as the Cost Auditors for the Financial Year ending 31<sup>st</sup> December, 2018</b>  |          |          |        |          |       |        |       |
| Mode of Voting (Ballot Paper)  |          |          |        |          |       |        |       |
| (A)82  | 27466150 | 27466150 | 28.49% | 27466148 | 2     | 99.99% | 0.01% |
| Mode of Voting (Remote e-voting)   |          |          |        |          |       |        |       |
| (B)645   | 49154732 | 49018710 | 50.84% | 49008274 | 10436 | 99.98% | 0.02% |
| Total<br>(A+B)727  | 76620882 | 76484860 | 79.33% | 76474422 | 10438 | 99.99% | 0.01% |
| <b>Resolution No: 6 – Re-Appointment of Dr. (Mrs.) Swati Ajay Piramal (DIN: 00067125) as an Independent Non-Executive Director for another term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 of the Company.</b> |          |          |        |          |       |        |       |
| Mode of Voting (Ballot Paper)  |          |          |        |          |       |        |       |
| (A)82  | 27466150 | 27466150 | 28.49% | 27466147 | 3     | 99.99% | 0.01% |
| Mode of Voting (Remote e-voting)   |          |          |        |          |       |        |       |
| (B)641   | 49059326 | 48923304 | 50.74% | 48907261 | 16043 | 99.97% | 0.03% |
| Total<br>(A+B)723  | 76525476 | 76389454 | 79.23% | 76373408 | 16046 | 99.98% | 0.02% |
| <b>Resolution No: 7 – For Payment of remuneration under Section 197 of the Companies Act, 2013 to the non-executive directors , for a period of five financial years commencing from 1<sup>st</sup> January, 2019.</b>   |          |          |        |          |       |        |       |
| Mode of Voting (Ballot Paper)  |          |          |        |          |       |        |       |
| (A)82  | 27466150 | 27466150 | 28.49% | 27466147 | 3     | 99.99% | 0.01% |
| Mode of Voting (Remote e-voting)   |          |          |        |          |       |        |       |
| (B)641   | 48981723 | 48845701 | 50.66% | 48845603 | 98    | 99.99% | 0.01% |
| Total<br>(A+B)723  | 76447873 | 76311851 | 79.15% | 76311750 | 101   | 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**  
Partner, SCV & Co. LLP, Chartered Accountants  
(formerly Known as S.C.Vasudeva & Co.,  
Chartered Accountants Firm)  
(ICAI Registration No. 000235N/N500089)  
Membership No. : 087010





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

Place: Gurugram  
Dated: 10.05.2018