

Nestlé India Limited

(CIN : L15202DL1959PLC003786)

Nestlé House
Jacaranda Marg
'M' Block, DLF City, Phase - II
Gurgaon - 122002 - 05, Haryana
Phone 0124 - 3940000
Fax 0124 - 2389399
E-mail corporate@IN.nestle.com
Website www.nestle.in



Good Food, Good Life

Your Ref :

Our Ref :

BM: PKR: 28:16

Date :

12.05.2016

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 57th Annual General Meeting held today – All items of Agenda approved by the Shareholders

Dear Sir,

Further to our communication BM: PKR: 26:16 dated 12.05.2016, this is to inform you that at the 57th Annual General Meeting of the Company held on 12th May, 2016 at Air Force Auditorium, Subroto Park, New Delhi – 110 010, all items of business contained in the Notice of the 57th 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

NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING



Date of the AGM : 12th May 2016
 Total number of shareholders on record date: 83,796
 No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 2
 Public : 4400

No. of Shareholder attended the meeting through Video Conferencing :

Promoters and Promoter Group : Not Applicable
 Public : Not Applicable

Agenda- wise disclosure

Adoption of Financial Statements for the year ended 31 st December, 2015.										
Resolution required : (Ordinary)	No									
	Whether promoter / promoter group are interested in the agenda / resolution?	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	$[(2)/(1)]*100$	3	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$	(7)=
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-	-	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-	-	-
Public – Institutional holders	E-Voting	19,424,094	15,699,095	80.8228	15,699,095	-	100.0000	-	-	-
	Poll*	19,424,094	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-
	Total		15,699,095	80.8228	15,699,095	-	100.0000	-	-	-
Public-Others	E-Voting	16,476,543	354,664	2.1525	354,632	32	99.9909	0.0001	-	-
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-
	Total		364,182	1.1052	364,150	32	99.9912	0.0001	-	-
Total		96,415,716	76,578,356	44.1610	76,578,324	32	100.0000	0.0000	-	-

NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)		Confirm two interim dividends already paid during the year 2015 and declare final dividend.									
Whether promoter / promoter group are interested in the agenda / resolution?		No									
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	$=(2)/(1)*100$	3	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$	(7)=	
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-	-		
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-	-		
	Postal Ballot (if applicable)	-	-	0.0000	-	-	-	-	-		
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-	-		
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,737,716	-	100.0000	-	-		
	Poll*	19,424,094	-	0.0000	-	-	-	-	-		
	Postal Ballot (if applicable)	-	-	0.0000	-	-	-	-	-		
	Total		15,737,716	81.0216	15,737,716	-	100.0000	-	-		
Public-Others	E-Voting	16,476,543	354,664	2.1525	354,659	5	99.9986	0.0000	-		
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-	-		
	Postal Ballot (if applicable)	-	-	0.0000	-	-	-	-	-		
	Total		364,182	1.1052	364,177	5	99.9986	0.0000	-		
Total		96,415,716	76,616,977	44.1832	76,616,972	5	100.0000	0.0000	-		



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)		Re-appointment of Mr. Shobinder Duggal (DIN:00039580), who retires by rotation.									
Whether promoter / promoter group are interested in the agenda / resolution?		No									
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	$[(2)/(1)]*100$	3	4	$[(4)/(2)]*100$	$[(5)/(2)]*100$	(7)=		
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-			
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-			
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,723,727	13,989	99.9111	0.0009			
	Poll*	19,424,094	-	-	-	-	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		15,737,716	81.0216	15,723,727	13,989	99.9111	0.0009			
Public-Others	E-Voting	16,476,543	354,634	2.1524	354,441	193	99.9456	0.0005			
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		364,152	1.1051	363,959	193	99.9470	0.0005			
Total		96,415,716	76,616,947	44.1832	76,602,765	14,182	99.9815	0.0002			



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)		Appointment of M/s. A.F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W), as Auditors and fixing their remuneration.									
Whether promoter / promoter group are interested in the agenda / resolution?		No									
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	$[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$			
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-			
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-			
Public – Institutional holders	E-Voting	19,424,094	15,685,695	80.7538	15,675,085	10,610	99.9324	0.0007			
	Poll*	19,424,094	-	-	-	-	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		15,685,695	80.7538	15,675,085	10,610	99.9324	0.0007			
Public-Others	E-Voting	16,476,543	354,654	2.1525	354,577	77	99.9783	0.0002			
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		364,172	1.1051	364,095	77	99.9789	0.0002			
Total		96,415,716	76,584,946	44.1532	76,554,259	10,687	99.9860	0.0001			



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)		Ratification of remuneration of M/s Ramanathiyer & Co., Cost Auditors (Firm Registration No. 00019)										
Whether promoter / promoter group are interested in the agenda / resolution?		No										
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	$[(2)/(1)]*100$	3	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$			
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-	-			
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-			
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-	-			
Public - Institutional holders	E-Voting	19,424,094	15,713,616	80.8975	15,713,616	-	100.0000	-	-			
	Poll*	19,424,094	-	-	-	-	-	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-			
	Total		15,713,616	80.8975	15,713,616	-	100.0000	-	-			
Public-Others	E-Voting	16,476,543	354,309	2.1504	354,200	109	99.9692	0.0003	-			
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-			
	Total		363,827	#DIV/0!	363,718	109	99.9700	0.0003	-			
Total		96,415,716	76,592,522	79.4399	76,592,413	109	99.9999	0.0000	-			



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)		Approval for Appointment of Dr. Rakesh Mohan(DIN:02790744) as an Independent Non-Executive Director.									
Whether promoter / promoter group are interested in the agenda / resolution?		No									
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			
									(6)=	(7)=	
		1	2	=[(2)/(1)]*100	4	5	[(4)/(2)]*100	[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-			
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		60,515,079	50.0000	60,515,079	-	100.0000	-	100.0000	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,737,716	-	100.0000	-			
	Poll*	19,424,094	-	-	-	-	-	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total		15,737,716	81.0216	15,737,716	-	100.0000	-	100.0000	99.8435	0.1565
Public-Others	E-Voting	16,476,543	354,584	2.1521	354,029	555	99.8435	0.1565			
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-			
	Postal Ballot (if applicable)	-	-	-	-	-	-	-			
	Total	96,415,716	364,102	1.1049	363,547	555	99.8476	0.1524	99.9993	0.0007	

Ramul



* Voting through Ballot Paper at the AGM Venue

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 amended by the Companies (Management and Administration) Amendment Rules, 2015

To,
The Chairman
57th Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 12th day of May, 2016 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 having its registered office 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 57th Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 12th day of May, 2016 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 9th May, 2016 (9:00 am) to 11th May, 2016 (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

1. The remote e-voting period remained open from 9th May, 2016 (9:00 am) to 11th May, 2016 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 5th May, 2016 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of the 57th AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 57th 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 57th 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.

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 110 017
Tel: +91-11- 41200800

Ludhiana

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



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 amended by the Companies (Management and Administration) Amendment Rules, 2015

To,
The Chairman
57th Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 12th day of May, 2016 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 having its registered office 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 57th Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 12th day of May, 2016 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 9th May, 2016 (9:00 am) to 11th May, 2016 (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

1. The remote e-voting period remained open from 9th May, 2016 (9:00 am) to 11th May, 2016 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 5th May, 2016 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of the 57th AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 57th 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 57th 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.

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 110 017
Tel: +91-11- 41200800

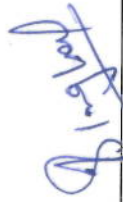
Ludhiana
B-XIX-220, Rani Jhansi Road,
Near SBI Treasury Branch, Ghumar Mandi,
Ludhiana-141001, (Punjab)
Tel: +91-161-2774527 Fax: +91-161-2771618



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	506

7. After counting the votes cast by the members and proxy holders present at the 57th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 12th May, 2016 around 01.10 pm in the presence of two witnesses, Ms. Itee Singhal (2A/31, Ramesh Nagar, New Delhi-110005) and Ms. Resham Goyal. (J 3/ 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

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 favor	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
			$3 = \frac{(2)}{96415716} * 100$			$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
	1	2		4	5		
Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31st December, 2015.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0%

Mode of Voting (Remote e-voting)						
(B) 475	49309245	49105158	49105126	32	99.99%	0.01%
Total (A+B) 626	76782956	76578356	76578324	32	99.99%	0.01%

Resolution No: 2 - Confirmation of two interim dividends already paid during the year ended 31stDecember, 2015 and declare final dividend.

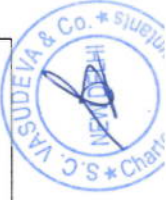
Mode of Voting (Ballot Paper)						
(A) 151	27473711	27473198	27473198	0	100%	0%
(B) 477	49333345	49143779	49143774	5	99.99%	0.01%
Total (A+B) 628	76807056	76616977	76616972	5	99.99%	0.01%

Resolution No: 3 - Re-appointment of Mr. Shobinder Duggal (DIN: 00039580), who retires by rotation

Mode of Voting (Ballot Paper)						
(A) 151	27473711	27473198	27473198	0	100%	0%



Mode of Voting (Remote e-voting)						
(B) 476	49333315	49143749	49129567	14182	99.97%	0.03%
Total (A+B) 627	76807026	76616947	76602765	14182	99.98%	0.02%
Resolution No: 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W), as Statutory Auditors of the Company and fixing their remuneration.						
Mode of Voting (Ballot Paper)						
(A) 151	27473711	27473198	27473198	0	100%	0
Mode of Voting (Remote e-voting)						
(B) 473	49295835	49091748	49081061	10687	99.98%	0.02%
Total (A+B) 624	76769546	76564946	76554259	10687	99.98%	0.02%
Resolution No: 5 - Ratification of Remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019).						
Mode of Voting (Ballot Paper)						
(A) 151	27473711	27473198	27473198	0	100%	0%
Mode of Voting (Remote e-voting)						
(B) 470	49308890	49119324	49119215	109	99.99%	0.01%



Total (A+B) 621	76782601	76592522	79.44%	76592413	109	99.99%	0.01%
Resolution No: 6 - Approval for Appointment of Dr. Rakesh Mohan (DIN: 02790744) as an Independent Non- Executive Director.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0
Mode of Voting (Remote e-voting)							
(B) 475	49333265	49143699	50.97%	49143144	555	99.99%	0.01%
Total (A+B) 626	76806976	76616897	79.46%	76616342	555	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

Banerji

A circular purple stamp with the text "NESTLE INDIA LTD." around the top edge and "GURGAON" around the bottom edge. A signature is written across the center of the stamp.

Place: Gurgaon Camp Office

Dated: 12.05.2016