

NESTLÉ INDIA LIMITED

(CIN : L15202DL1959PLC003786)

Registered Office: M-5A, Connaught Circus, New Delhi-110 001

Email: investor@in.nestle.com, Website: www.nestle.in

Phone: 011-23418891, Fax: 011-23415130

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTY SIXTH ANNUAL GENERAL MEETING OF NESTLÉ INDIA LIMITED will be held at Air Force Auditorium, Subroto Park, New Delhi – 110 010 on Friday, 15th May, 2015 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st December, 2014 including audited Balance Sheet as at 31st December, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To confirm the three interim dividends aggregating to ₹ 50.50 per equity share, already paid for the year ended 31st December, 2014 and declare final dividend.
3. To appoint a Director in place of Mr. Aristides Protonotarios (DIN 06546858), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. A.F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W) as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mr. Rajya Vardhan Kanoria (DIN 00003792), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2014, in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 12th May, 2019."

By Order of the Board

B. Murli

Senior Vice President – Legal
& Company Secretary

Date : 26th March, 2015

Place : Gurgaon

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 21st May, 2015 to Friday, 22nd May, 2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Final dividend of ₹ 12.50 per share has been recommended by the Board of Directors for the year ended 31st December, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from 2nd June, 2015. First, Second and Third interim dividends for the year 2014, at the rate of ₹ 12.50, ₹ 30.00 and ₹ 8.00 per equity share, were paid on 29th May, 2014, 26th September, 2014 and 22nd December, 2014, respectively. The Second Interim Dividend of ₹ 30.00 includes an additional interim dividend of ₹ 10/- per equity share upon the Company completing the major capital expenditure programme announced in 2010 and full repayment of the borrowings made for capital expenditure.
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. Under Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred ₹ 1,671,120/- and ₹ 4,655,656/- being the unpaid and unclaimed dividend amount pertaining to Third Interim Dividend, 2006 and Interim Dividend 2007; and Second Interim Dividend 2007 on 7th May, 2014 and 13th January, 2015, respectively, to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007, as on the date of the 55th Annual General Meeting (AGM) held on 12th May, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.nestle.in.

A separate reminder was also sent to those members having unclaimed dividends pertaining to Final Dividend, 2007 and Interim Dividend 2008 paid on 9th May, 2008 or any subsequent dividend payment(s). Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
10. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report for 2014 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 56th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 56th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Members may note that the Notice of the 56th Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.nestle.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor@in.nestle.com.
13. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 56th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 12th May, 2015 (9:00 am) and ends on 14th May, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th May, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz: "Nestlé India remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "REVEN" of Nestlé India Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.

- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to nestlescrutinizer@gmail.com or evoting@in.nestle.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>REVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th May, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 8th May, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or evoting@in.nestle.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner M/s. S.C. Vasudeva & Co., Chartered Accountants has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.nestle.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
15. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board of Directors at their meeting held on 13th May, 2014, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rajya Vardhan Kanoria as an Additional Director under Section 161(1) of the Companies Act, 2013 and Article 127 of the Articles of Association of the Company and as an Independent Non-executive Director of the Company for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 13th May, 2014. His appointment is subject to the approval of the shareholders. The Company has received a notice from a member proposing Mr. Kanoria as a candidate for the office of Director of the Company, copy of which is available on the website of the Company www.nestle.in. Mr. Kanoria is also a member of the Audit Committee; Stakeholders Relationship Committee; and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Kanoria is one of India’s leading Industrialists. He is Promoter and Chairman & Managing Director of Kanoria Chemicals & Industries Limited. He is MBA (Hons.) from IMD, Switzerland. He has been instrumental in influencing trade policy both at the national and global level and has over four decades of experience in the chemicals, textiles and jute industries. He has contributed to industry and society immensely. He has occupied various offices in Industry Associations including the office of President of Federation of Indian Chambers of Commerce and Industry (FICCI) in 2011-12. He has also Chaired Commission on Trade and Investment Policy of the International Chamber of Commerce, Paris during 2008 - 2011. He has been Chairman of Confederation of Indian Textile Industry and Chairman of Indian Jute Mills’ Association. He has served on various Government Committees particularly on trade and investment. He has been awarded with “Swiss Ambassador’s Award for Leadership and Business Ethics, 2013” and bestowed with the

Distinction of Commander of the Order of Leopold II by the King of Belgium for his contribution to the development of business ties between India and Belgium.

Mr. Kanoria holds directorships and membership of the Committees of the Board of Directors of the under stated other companies in India:

- Director of Kanoria Chemicals & Industries Limited, Kirtivardhan Finvest Services Limited, KPL International Limited, Ludlow Jute & Specialties Limited, R V Investment & Dealers Limited, JK Paper Limited, National Skill Development Corporation and Vardhan Limited.
- Member of Audit Committee of Kanoria Chemicals & Industries Limited, JK Paper Limited and National Skill Development Corporation; Member of Stakeholders Relationship Committee of R V Investment & Dealers Limited and JK Paper Limited.

Mr. Kanoria does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Kanoria has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Kanoria fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors Rules, 2014 and Clause 49 of the Listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. Copy of the letter for appointment of Mr. Kanoria as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The same is also available on the website of the Company www.nestle.in.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Kanoria as an Independent Director. Mr. Kanoria would bring with him immense experience to the Board as an Industrialist and having held important offices such as that of President of the Federation of Indian Chambers of Commerce and Industry during 2011-2012, inter alia in the areas of management, administration and corporate governance. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kanoria as an Independent Director for five consecutive years for a term upto 12th May, 2019, for the approval by the shareholders of the Company.

Except Mr. Kanoria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

II. DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Re-appointment of Mr. Aristides Protonotarios (Item No. 3)

Under Section 152(6) of the Companies Act, 2013 at every AGM one third of the directors as are liable to retire by rotation shall retire from office. The directors to retire by rotation at every AGM shall be those who have been longest in office and between those who became directors on the same day by mutual agreement or lot.

M/s Antonio Helio Waszyk, Shobinder Duggal and Aristides Protonotarios, Directors liable to retire by rotation, have all been appointed at the last AGM on 12th May, 2014. In compliance with Section 152 of the Companies Act, 2013, Mr. Aristides Protonotarios shall, by mutual agreement, retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Aristides Protonotarios joined the Board of Directors as a Whole-time Director designated as "Director- Technical" of the Company for a period of five years with effect from 1st April, 2013. As per the terms of his appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in his appointment as a Whole-time Director designated as Director-Technical.

Mr. Protonotarios holds Bachelor's degree of Engineering in Nature and Agriculture from Newcastle Upon Tyne University, United Kingdom (UK) and Master's Degree of Engineering in Foods from Reading University, UK. Before joining the Company he served as R&D Manager for the Beverages Strategic Business Unit (SBU) at Nestec S.A., Switzerland. He joined Nestlé UK in 1991 and was appointed as Manufacturing Specialist at Hayes. In 1996, he moved to Estcourt Factory, South Africa, as Manufacturing Specialist and progressed through a number of positions until he became Production Manager in 1999. He joined PTC Orbe as Manufacturing Specialist Coffee and later as Technical Advisor in 2003. In 2004, he was appointed as Factory Manager in Hayes and in 2007 he became Head of Manufacturing Services for Beverages in the UK. In 2009, he was appointed as Head of Technical and Production for Indonesia. In 2011, he moved to Nestec S.A., Switzerland, where he established the R&D function in the Beverages SBU. Mr. Protonotarios is not a Director in any other Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Upon his re-appointment as a director, Mr. Protonotarios shall continue to hold office as a Whole-time Director designated as "Director-Technical". Accordingly, the Board recommends his re-appointment.

Except Mr. Protonotarios, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in Agenda Item No. 3.

Appointment of other Director (Item No. 5)

For the details of Mr. Rajya Vardhan Kanoria, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

By Order of the Board

Date : 26th March, 2015
Place : Gurgaon

B. Murlu
Senior Vice President – Legal &
Company Secretary

NESTLÉ INDIA LIMITED

(CIN : L15202DL1959PLC003786)
Regd. Office : M-5A, Connaught Circus, New Delhi - 110 001

56th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

2015

I/We hereby record my/our presence at the 56th Annual General Meeting of the Company at **Air Force Auditorium, Subroto Park, New Delhi-110010 on Friday, 15th May, 2015 at 10.00 a.m.**

Member's Folio/DP ID-Client ID No. Member's/Proxy's name in Block Letters Member's/Proxy's Signature
Note: Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

NOTE : Please read instructions given at Note No. 13 of the Notice of the 56th Annual General Meeting carefully before voting electronically.

NESTLÉ INDIA LIMITED

(CIN : L15202DL1959PLC003786)
Regd. Office : M-5A, Connaught Circus, New Delhi - 110 001

PROXY FORM

Name of the Member(s):	Registered Address :
Folio No./Client ID:	E-mail ID :
DP ID :	

I/We being the member(s) of.....shares of the above named Company hereby appoint :

- Name :Address :
E-mail Id :Signature: or failing him;
- Name :Address :
E-mail Id :Signature: or failing him;
- Name :Address :
E-mail Id :Signature: ;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Friday, 15th May, 2015 at 10.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110 010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Optional*	
	For	Against
Ordinary Business		
1. Adoption of Financial Statements for the year ended 31 st December, 2014.		
2. Confirm three interim dividends already paid during the year 2014 and declare final dividend.		
3. Re-appointment of Mr. Aristides Protonotarios (DIN : 06546858) who retires by rotation.		
4. Appointment of M/s. A.F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W) as Auditors and fixing their remuneration.		
Special Business		
5. Appointment of Mr. Rajya Vardhan Kanoria (DIN : 00003792) as an Independent director.		

Signed thisday of.....2015.

Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 56th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp