

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: 57:19****03.07.2019**

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

Scrip Code - 500790

Subject : Regulation 44 – Intimation of Postal Ballot Results – Resolution approved by the Members with requisite majority

Dear Sir,

Further to our communication BM:PKR:45:19 dated 14.05.2019, this is to inform that the Ordinary Resolution as set out in the Postal Ballot Notice dated 14th May, 2019 regarding re-appointment of Mr. Shobinder Duggal as a Whole-time Director, designated as "Executive Director – Finance & Control and Chief Financial Officer", with effect from 10th May, 2019 till 31st December, 2019, has been approved by the Members of the Company with requisite majority.

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 along with the Scrutinizer's Report. The same is also being uploaded on the website of the Company i.e. www.nestle.in and e-voting website of National Securities Depository Limited (e-voting agency) i.e. www.evoting.nsdl.com.

This is for your information and further dissemination.

Thanking you,

Yours very truly,

NESTLÉ INDIA LIMITED

B. MURLI

DIRECTOR – LEGAL & COMPANY SECRETARY

Encl.: As above

General information about company	
Scrip code	500790
NSE Symbol	
MSEI Symbol	
ISIN	INE239A01016
Name of the company	NESTLE INDIA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	02-07-2019
Start time of the meeting	
End time of the meeting	



Scrutinizer Details	
Name of the Scrutinizer	ABHINAV KHOSLA
Firms Name	SCV & CO LLP
Qualification	CA
Membership Number	087010
Date of Board Meeting in which appointed	14-05-2019
Date of Issuance of Report to the company	03-07-2019



Voting results	
Record date	24-05-2019
Total number of shareholders on record date	98235
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
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				1. Ordinary Resolution for re-appointment of Mr. Shobinder Duggal (DIN 00039580) as a Whole-time Director of the Company, designated as "Executive Director –Finance & Control and Chief Financial Officer", for the period effective from 10th May,2019 until 31st December,2019 and the terms and conditions of re-appointment and remuneration payable to Mr Duggal.				
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		0	0	0	0	0	0
	Postal Ballot (if applicable)		27463680	45.3832	27463680	0	100	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19823513	16184182	81.6413	16184182	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19823513	16184182	81.6413	16184182	0	100
Public- Non Institutions	E-Voting	16077124	634054	3.9438	632875	1179	99.8141	0.1859
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		70882	0.4409	70238	644	99.0914	0.9086
	Total		16077124	704936	4.3847	703113	1823	99.7414
Total		96415716	77404197	80.2817	77402374	1823	99.9976	0.0024
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Scrutinizer's Report

To,
The Chairman
Nestlé India Limited
CIN: L15202DL1959PLC003786
100 / 101, World Trade Centre,
Barakhamba Lane, New Delhi-110001

Sub: Consolidated Scrutinizer's Report on voting through postal ballot/e-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, (both e-voting and physical ballot voting) in respect of passing of the resolution contained in the Postal Ballot Notice dated 14th May, 2019.

Dear Sir,

I, Abhinav Khosla, Partner of SCV & Co. LLP, a Chartered Accountant Firm having its registered office, Panchsheel Enclave, New Delhi – 110017, have been appointed as the Scrutinizer by Nestlé India Limited ("the Company") in its Board Meeting held on 14th May, 2019 to conduct the postal ballot/e-voting in a fair and transparent manner and ascertaining the requisite majority on postal ballot and e-voting carried out pursuant to provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended from time to time and to the extent applicable for the Resolution as set out in the Notice for Postal Ballot and e-Voting dated 14th May, 2019 ("the Notice") for the Equity Shareholders of the Company.

The Management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time relating to voting done through the postal ballot and e-voting conducted through electronic voting system on the resolution contained in the Notice of the meeting.

The Notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders of the Company. The shareholders holding shares as on the cut-off date i.e. 24th May, 2019 were entitled to vote on the proposed resolution as set out in the Notice and as mentioned below:

Ordinary Resolution: Re-appointment of Mr. Shobinder Duggal (DIN 00039580) as a Whole-Time Director of the Company, designated as Executive Director – Finance & Control and Chief Financial Officer, for the period effective from 10th May, 2019 until 31st December, 2019 and the terms and conditions of re-appointment and remuneration payable to Mr. Duggal.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company.



Other Offices

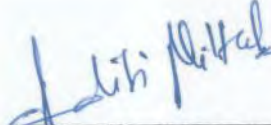
505, 5th Floor Tower B, World Trade Tower
C-1, Sector 16, Noida- 201301
T: +91-120-4814400

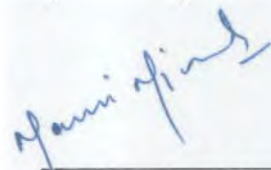
4/18, Asaf Ali Road,
New Delhi-110002
T: +91 - 11 - 23274888/77410

B-XIX-220, Rani Jhansi Road, Ghumar Mandi
Ludhiana -121001
T: +91 - 161 - 2774527

I submit my report as under:

- i. On 31st May, 2019, the Company completed the dispatch of postal ballot notice and physical forms for members whose e-mail ID is not registered with the Company along with self-addressed postage pre-paid envelope to its members whose name(s) appeared on the register of members/List of Beneficial Owners as on the cut-off date. For this purpose, we have relied upon the Certificate issued by Alankit Assignments Limited (Company's Registrar and Transfer Agent).
- ii. The same day Postal Ballot Notice and Forms have been sent to members in electronic form to the e-mail addresses registered with the Depository Participants (in case of electronic shareholding) / the Company's Registrar and Transfer Agent (in case of physical shareholding). For this purpose, we have relied upon the email exchanged by NSDL with the Company for confirming that the email- communication has been sent to all the members as mentioned above.
- iii. An advertisement regarding notice of Postal Ballot/E-Voting was published in Financial Express (Delhi) dated 4th June 2019 and Jansatta (Delhi) dated 5th June 2019.
- iv. The shareholders who opted voting through e-voting facility cast their votes on the designated website URL: <https://evoting.nsdl.com/>
- v. The voting through electronic means and postal ballot commenced on Monday, 3rd June, 2019 (9:00 A.M. IST) and ended on Tuesday, 2nd July, 2019 (5:00 P.M. IST).
- vi. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- vii. All postal ballot forms received up to 5:00 PM on 2nd July, 2019, being the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny. No envelopes were received after 5:00 PM on July 2nd, 2019. The e-voting was disabled immediately thereafter.
- viii. A total number of 453 Postal Ballot Forms (including invalid ballot forms) were received and 1320 shareholders have cast their vote on the e-voting platform. In those cases where the member cast his/her vote both through e-voting and postal ballot, the votes cast through e-voting were considered as valid and the votes cast through postal ballots were treated as invalid.
- ix. With the support of Alankit Assignments Limited, Registrar and Transfer Agent ("RTA") of the Company, the Postal Ballots were scrutinized and the signatures of Members who had cast their votes were verified with their specimen signature registered with the RTA as provided by the depositories.
- x. The postal ballot envelopes were opened from time to time and the last lot was opened on 2nd July, 2019 after 5:00 PM in my presence along with unblocking of e-voting results by me by accessing the data available to me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me at 5.03 p.m. in the presence of two witnesses, Ms. Aditi Mittal R/o D-805, Aims Golf Avenue 1, Sector 75, Noida 201301 and Ms. Mansi Minocha R/o 43/44 Punjabi Bagh, New Delhi 110026 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: Mansi Minocha



- xi. The particulars of postal ballot received from members in physical form(s) and electronic voting report generated from NSDL have been entered in a separate Register maintained for the purpose.
- xii. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Details of invalid votes:

Total Number of Invalid Postal Ballot Forms	Total Number of Votes cast by them
52	2608

- xiii. The consolidated report on results of the voting through postal ballot paper and e-voting is 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	$3 = \frac{(2)}{(96415716)} \times 100$	4	5	$6 = \frac{(4)}{(2)} \times 100$	$7 = \frac{(5)}{(2)} \times 100$
Resolution No: 1 – Ordinary Resolution for Re-appointment of Mr. Shobinder Duggal (DIN 00039580) as a Whole-Time Director of the Company, designated as Executive Director – Finance & Control and Chief Financial Officer, for the period effective from 10th May, 2019 until 31st December, 2019 and the terms and conditions of re-appointment and remuneration payable to Mr. Duggal.							
Mode of Voting (Ballot Paper)							
(A) 401	27534695	27534562	28.558%	27533918	644	99.998%	0.002%
Mode of Voting (Remote e-voting)							
(B) 1320	50004502	49869635	51.724%	49868456	1179	99.998%	0.002%
Total (A+B) 1721	77539197	77404197	80.282%	77402374	1823	99.998%	0.002%

- xiv. Based on the aforesaid result, I report that the Ordinary Resolution as contained in the Postal Ballot Notice dated 14th May, 2019 has been passed with the requisite majority. You may accordingly declare the result of voting through postal ballot and e-voting.



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

Thanking you,

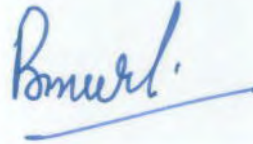
Yours faithfully,



Abhinav Khosla
Partner
SCV & Co. LLP
Chartered Accountants
(ICAI Registration No. 000235N/N500089)
(Membership No.: 087010)



Place: New Delhi
Dated: 03/07/2019



COUNTERSIGN,
(PERSON AUTHORISED BY THE CHAIRMAN
OF THE COMPANY.)