

**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 (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 (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 (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 (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