

Date of the AGM: 12th May, 2014

Total number of shareholders on record date: 66127

No. of Shareholders present in the meeting either in person or through proxy*:

(*Based on shareholders registering attendance)

Promoters and Promoter Group : 2

Public : 4516

No. of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Detail of the Agenda:

Promoter/Public	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
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11114	11114	100.00	11109	5	99.96	0.04
Total (A)	35636963	35607773	99.92	35607768	5	99.99	0.01

Resolution No.: 1 - Adoption of Financial Statements for the year ended 31st December, 2013.

Resolution required: (Ordinary)

Mode of voting: (Poll)

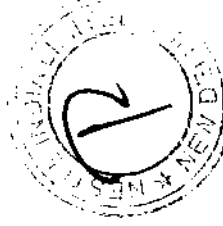
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794845	69765655	99.96	69765650	5	99.99	0.01



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No.: 2 Approval of final dividend for 2013 and confirm two interim dividends already paid during the year 2013.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11125	11125	100.00	11115	10	99.91	0.09
Total (A)	35636974	35607784	99.92	35607774	10	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794856	69765666	99.96	69765656	10	99.99	0.01
Resolution 3 - Re-appointment of Mr. Aristides Protonotarios, who retires by rotation.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2430174	115086	95.48	4.52
Public-Others	9460	9456	99.96	8828	628	93.36	6.64
Total (A)	35635309	35606115	99.92	35490401	115714	99.68	0.32
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69793191	69763997	99.96	69648283	115714	99.83	0.17



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants, as Auditors and fixing their remuneration.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11051	11047	99.96	10949	98	99.11	0.89
Total (A)	35636900	35607706	99.92	35607608	98	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794782	69765588	99.96	69765490	98	99.99	0.01
Resolution 5 - Appointment of Mr. Michael William Oliver Garrett as an Independent Director.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2424155	121105	95.24	4.76
Public-Others	11075	11075	100.00	10866	209	98.11	1.89
Total (A)	35636924	35607734	99.92	35486420	121314	99.66	0.34
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794806	69765616	99.96	69644302	121314	99.83	0.17

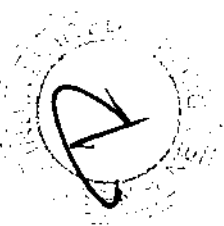


Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 6 - Appointment of Mr. Ravinder Narain as an Independent Director.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	621317	1923943	24.41	75.59
Public-Others	11048	11048	100.00	10391	657	94.05	5.95
Total (A)	35636897	35607707	99.92	33683107	1924600	94.59	5.41
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794779	69765589	99.96	67840989	1924600	97.24	2.76

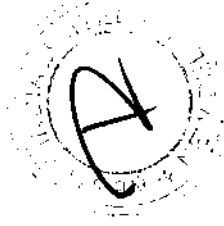
Resolution 7 - Appointment of Mr. Ashok Kumar Mahindra as an Independent Director.

Resolution required: (Ordinary)

Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	9775	9771	99.96	9522	249	97.45	2.55
Total (A)	35635624	35606430	99.92	35606181	249	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69793506	69764312	99.96	69764063	249	99.99	0.01



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 8 - Appointment of Dr. (Mrs.) Swati Ajay Piramal as an Independent Director.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11038	11030	99.93	10281	749	93.21	6.79
Total (A)	35636887	35607689	99.92	35606940	749	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034245	50	99.99	0.01
Total (B)	34157882	34157882	100.00	34157832	50	99.99	0.01
Result (A+B)	69794769	69765571	99.96	69764772	799	99.99	0.01
Resolution 9 - Appointment of Mr. Antonio Helio Waszyk as a director, retiring by rotation.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2430174	115086	95.48	4.52
Public-Others	11063	11059	99.96	10451	608	94.50	5.50
Total (A)	35636912	35607718	99.92	35492024	115694	99.68	0.32
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794794	69765600	99.96	69649906	115694	99.83	0.17



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 10 - Approval of the terms of appointment of Mr. Etienne André Marie Benet as the Managing Director.							
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2479596	65664	97.42	2.58
Public-Others	11030	11030	100.00	10855	175	98.41	1.59
Total (A)	35636879	35607689	99.92	35541850	65839	99.82	0.18
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034295	0	100.00	0.00
Total (B)	34157882	34157882	100.00	34157882	0	100.00	0.00
Result (A+B)	69794761	69765571	99.96	69699732	65839	99.91	0.09

Resolution 11 - Appointment of Mr. Shobinder Duggal as a director and approval of the terms of his appointment as a Whole-time Director, designated as "Director - Finance & Control and Chief Financial Officer.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2479596	65664	97.42	2.58
Public-Others	11094	11094	100.00	10407	687	93.81	6.19
Total (A)	35636943	35607753	99.92	35541402	66351	99.82	0.18
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034248	47	99.99	0.01
Total (B)	34157882	34157882	100.00	34157835	47	99.99	0.01
Result (A+B)	69794825	69765635	99.96	69699237	66398	99.90	0.10



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 12 - Special Resolution for substitution of Article 92 of the Articles of Association of the Company to increase the maximum number of directors to ten.							
Resolution required: (Special)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11081	11077	99.96	10446	631	94.30	5.70
Total (A)	35636930	35607736	99.92	35607105	631	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034244	51	99.99	0.01
Total (B)	34157882	34157882	100.00	34157831	51	99.99	0.01
Result (A+B)	69794812	69765618	99.96	69764936	682	99.99	0.01
Resolution 13 - Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto Rs. 150 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.							
Resolution required: (Special)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2574450	2545260	98.87	2545260	0	100.00	0.00
Public-Others	11044	11044	100.00	9657	1387	87.44	12.56
Total (A)	35636893	35607703	99.92	35606316	1387	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034245	50	99.99	0.01
Total (B)	34157882	34157882	100.00	34157832	50	99.99	0.01
Result (A+B)	69794775	69765585	99.96	69764148	1437	99.99	0.01

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 14 - Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time Directors not exceeding Rs. 10,00,000/- every financial year.							
Resolution required: (Special)							
Mode of voting: (E-voting)							
Promoter and Promoter Group	33051399	33051399	100.00	33051399	0	100.00	0.00
Public - Institutional holders	2563761	2534795	98.87	2534795	0	100.00	0.00
Public-Others	11050	11050	100.00	10385	665	93.98	6.02
Total (A)	35626210	35597244	99.92	35596579	665	99.99	0.01
Mode of voting: (Poll)							
Promoter and Promoter Group	27463680	27463680	100.00	27463680	0	100.00	0.00
Public - Institutional holders	5659907	5659907	100.00	5659907	0	100.00	0.00
Public-Others	1034295	1034295	100.00	1034245	50	99.99	0.01
Total (B)	34157882	34157882	100.00	34157832	50	99.99	0.01
Result (A+B)	69784092	69755126	99.96	69754411	715	99.99	0.01



Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]


To,
The Chairman
55th Annual General Meeting of the Equity Shareholders
Of Nestlé India Limited, to be held on 12th day of May, 2014 at 10:00 a.m.
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 of Nestlé India Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of Nestlé India Limited, to be held on 12th day of May, 2014 at 10:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110010. We submit our report as under:

1. The e-voting period remained open from 6th May, 2014 (9.00 a.m.) to 8th May, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 10th April, 2014 were entitled to vote on the proposed resolutions (item no.1 to 14 as set out in the Notice of the 55th AGM of Nestlé India Limited).
3. The votes were unblocked on 8th May, 2014 around 6.04 p.m. in the presence of two witnesses, Ms. Aditi Mittal (House No. 202, Duggal Housing Complex, Khanpur, New Delhi 110062) and Mr. Sachin Vasudeva, (D-62, Panchsheel Enclave, New Delhi 110017) 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: Sachin Vasudeva



Other Offices

New Delhi

D-62, Panchsheel Enclave, New Delhi-110017
Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

Ludhiana

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

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>). - ANNEXURE -A

5. The result of the e-voting is as under:

a) **Resolution 1 - Adoption of Financial Statements for the year ended 31st December, 2013.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
225	3,56,07,768	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	5	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

b) **Resolution 2 - Approval of final dividend for 2013 and confirm two interim dividends already paid during the year 2013.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
226	3,56,07,774	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	10	0.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

c) Resolution 3 - Re-appointment of Mr. Aristides Protonotarios, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
198	3,54,90,401	99.68%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
25	1,15,714	0.32%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

d) Resolution 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants, as Auditors and fixing their remuneration

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
212	3,56,07,608	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
10	98	0.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

e) Resolution 5 - Appointment of Mr. Michael William Oliver Garrett as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
203	3,54,86,420	99.66%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
19	1,21,314	0.34%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

f) Resolution 6 - Appointment of Mr. Ravinder Narain as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
152	3,36,83,107	94.59%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
69	19,24,600	5.41%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

g) Resolution 7 - Appointment of Mr. Ashok Kumar Mahindra as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
210	3,56,06,181	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
13	249	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

h) Resolution 8 - Appointment of Dr. (Mrs.) Swati Ajay Piramal as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
206	3,56,06,940	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
15	749	0.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

i) **Resolution 9 - Appointment of Mr. Antonio Helio Waszyk as a director, retiring by rotation.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
197	3,54,92,024	99.68%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
23	1,15,694	0.32%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

j) **Resolution 10 - Approval of the terms of appointment of Mr. Etienne André Marie Benet as the Managing Director.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
205	3,55,41,850	99.82%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
17	65,839	0.18%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

k) Resolution 11 - Appointment of Mr. Shobinder Duggal as a director and approval of the terms of his appointment as a Whole-time Director, designated as "Director – Finance & Control and Chief Financial Officer".

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
204	3,55,41,402	99.82%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
17	66,351	0.18%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

l) Resolution 12 - Special Resolution for substitution of Article 92 of the Articles of Association of the Company to increase the maximum number of directors to ten.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
204	3,56,07,105	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
20	631	0.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

m) Resolution 13 - Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto 150 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
204	3,56,06,316	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
21	1,387	0.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

n) Resolution 14 - Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time Directors not exceeding `10,00,000/- every financial year.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
205	3,55,96,579	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	---	---------------------------------------



20	665	0.01%
----	-----	-------

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NA	NA

6. The Register, all other papers and relevant records relating to electronic voting 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

Place: New Delhi

Dated: 9.05.2014



e-Voting

View/Authorize e-Voting Results

ISIN Name : NESTLE EQ
 EVEN : 100188 ISIN : INE239A01016
 Resolution File : [Download File](#) Logo File : [Download File](#)
 Record Date : 2014-04-10 Voting Start Date : 2014-05-06
 Voting End Date : 2014-05-08 Voting Result Date : 2014-05-13

Resolution : **Adoption of Financial Statements for the year ended 31st December 2013**
 Description : **Adoption of Financial Statements for the year ended 31st December, 2013.**

I/We Assent To The Resolution (For/ Yes/ Favour)	35607768.000
I/We Dissent To The Resolution (Against/ No)	5.800

Resolution : **Approval of final dividend for 2013 and confirm two interim dividends already paid**
 Description : **Approval of final dividend for 2013 and confirm two interim dividends already paid during the year 2013.**

I/We Assent To The Resolution (For/ Yes/ Favour)	35607774.000
I/We Dissent To The Resolution (Against/ No)	10.000



Resolution : **Re appointment of Mr Aristides Protonotarios who retires by rotation**
Description : **Re-appointment of Mr. Aristides Protonotarios, who retires by rotation.**

I/We Assent To The Resolution (For/ Yes/ Favour)	35490401.000
I/We Dissent To The Resolution (Against/ No)	115714.000

Resolution : **Appointment of A F Ferguson and Co Chartered Accountants as Auditors**

Description : **Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants, as Auditors and fixing their remuneration.**

I/We Assent To The Resolution (For/ Yes/ Favour)	35607608.000
I/We Dissent To The Resolution (Against/ No)	98.000

Resolution : **Appointment of Mr Michael William Oliver Garrett as an Independent Director**

Description : **Appointment of Mr. Michael William Oliver Garrett as an Independent Director.**

I/We Assent To The Resolution (For/ Yes/ Favour)	35486428.000
I/We Dissent To The Resolution (Against/ No)	121314.000

Resolution : **Appointment of Mr Ravinder Narain as an Independent Director**

Description : **Appointment of Mr. Ravinder Narain as an Independent Director.**

I/We Assent To The Resolution (For/ Yes/ Favour)	33683107.000
I/We Dissent To The Resolution (Against/ No)	1924600.000



Resolution : **Appointment of Mr Ashok Kumar Mahindra as an Independent Director**
Description : **Appointment of Mr. Ashok Kumar Mahindra as an Independent Director.**

--

I/We Assent To The Resolution(For/ Yes/ Favour)	35606181.000
I/We Dissent To The Resolution(Against/ No)	249.000

Resolution : **Appointment of Dr Mrs Swati Ajay Piramal as an Independent Director**
Description : **Appointment of Dr. (Mrs.) Swati Ajay Piramal as an Independent Director.**

--

I/We Assent To The Resolution(For/ Yes/ Favour)	35606940.000
I/We Dissent To The Resolution(Against/ No)	749.000

Resolution : **Appointment of Mr Antonio Helio Waszyk as a director retiring by rotation**
Description : **Appointment of Mr. Antonio Helio Waszyk as a director, retiring by rotation.**

--

I/We Assent To The Resolution(For/ Yes/ Favour)	35492024.000
I/We Dissent To The Resolution(Against/ No)	115694.000

Resolution : **Approval of the terms of appointment of Mr Etienne Andre Marie Benet as the Managing Director**
Description : **Approval of the terms of appointment of Mr. Etienne AndrMarie Benet as the Managing Director.**

--

I/We Assent To The Resolution(For/ Yes/ Favour)	35541850.000
I/We Dissent To The Resolution(Against/ No)	65839.000



Resolution : **Appointment of Mr Shobinder Duggal as a Director and approval of the terms**

Description : **Appointment of Mr. Shobinder Duggal as a director and approval of the terms of his appointment as a Whole-time Director, designated as Director Finance & Control and Chief Financial Officer**

I/We Assent To The Resolution(For/ Yes/ Favour)	35541402.000
I/We Dissent To The Resolution(Against/ No)	66351.000

Resolution : **Special Resolution for substitution of Article 92**

Description : **Special Resolution for substitution of Article 92 of the Articles of Association of the Company to increase the maximum number of directors to ten.**

I/We Assent To The Resolution(For/ Yes/ Favour)	35607105.000
I/We Dissent To The Resolution(Against/ No)	631.000

Resolution : **Special Resolution under Section 180**

Description : **Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.150 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	35606316.000
I/We Dissent To The Resolution(Against/ No)	1387.000

Resolution : **Special Resolution for payment of remuneration under Section 197**

Description : **Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than managing director and whole-time directors not exceeding Rs.10,00,000/- each every financial year.**

I/We Assent To The Resolution(For/ Yes/ Favour)	35596579.000
I/We Dissent To The Resolution(Against/ No)	665.000



FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
55th Annual General Meeting of the Equity Shareholders
of Nestle India Limited
Held on 12th day of May, 2014 at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

We, Abhinav Khosla, Partner of S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017 and. Y.K. Singhal, shareholder of Nestle India Ltd. having Client ID No. IN 300118/10645639 having residential address at B-4/ 139, Safdarjung Enclave, New Delhi- 110029, appointed as a Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of Nestle India Limited, held on 12th day of May, 2014 at 10:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110010, submit our report as under

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the poll is as under:

a) Resolution 1 - Adoption of Financial Statements for the year ended 31stDecember, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
179	34157882	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

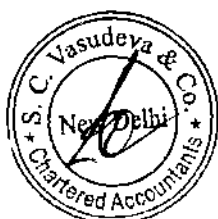
b) Resolution 2 - Approval of final dividend for 2013 and confirm two interim dividends already paid during the year 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0



A handwritten signature in black ink, appearing to be 'S. C. Vasudeva'.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

c) **Resolution 3 - Re-appointment of Mr. Aristides Protonotarios, who retires by rotation.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

d) **Resolution 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants, as Auditors and fixing their remuneration**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0



A handwritten signature in black ink, appearing to be "R. S. S." or similar.

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

e) **Resolution 5 - Appointment of Mr. Michael William Oliver Garrett as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

f) **Resolution 6 - Appointment of Mr. Ravinder Narain as an Independent Director.**

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%



A handwritten signature in black ink, appearing to be 'R. N.' with a checkmark.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

g) Resolution 7 - Appointment of Mr. Ashok Kumar Mahindra as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

h) Resolution 8 - Appointment of Dr. (Mrs.) Swati Ajay Piramal as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
176	34157832	99.99%



A handwritten signature in black ink, appearing to be 'S. C. Vasudeva'.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
3	50	.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

i) **Resolution 9 - Appointment of Mr. Antonio Helio Waszyk as a director, retiring by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341



Handwritten signature

j) Resolution 10 - Approval of the terms of appointment of Mr. Etienne André Marie Benet as the Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
179	34157882	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

k) Resolution 11 - Appointment of Mr. Shobinder Duggal as a director and approval of the terms of his appointment as a Whole-time Director, designated as "Director - Finance & Control and Chief Financial Officer".

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
177	34157835	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
2	47	.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341



Handwritten signature

l) Resolution 12 - Special Resolution for substitution of Article 92 of the Articles of Association of the Company to increase the maximum number of directors to ten.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
175	34157831	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
4	51	.01%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

m) Resolution 13 - Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing upto 150 Crores over and above the aggregate of the paid up share capital and free reserves of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
176	34157832	99.99%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
3	50	.01%



Handwritten signature/initials

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

n) **Resolution 14 - Special Resolution for payment of remuneration under Section 197 of the Companies Act, 2013 to directors other than Managing Director and Whole-time Directors not exceeding `10,00,000/- every financial year.**

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
176	34157832	99.99%

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
3	50	.01%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
25	203341

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Abhinav Khosla
For S. C. Vasudeva & Co.

Abhinav Khosla
Membership No: 087010
Partner, S.C. Vasudeva & Co.
Chartered Accountants
FRN: 000235N



Y.K. Singhal

Y.K. Singhal
Client ID No. : IN 300118/10645639
B-4/ 139, Safdarjung Enclave
New Delhi- 110029

Place: New Delhi
Dated: 12.05.2014