

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

The Chairman
58th Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 11th day of May, 2017 at 10:00 am
at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm (FRN: 000235N), having its office situated at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolution(s), through ballot paper at the 58th Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 11th day of May, 2017 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 8th May, 2017 (9:00 am) to 10th May, 2017 (5:00 pm) in a fair and transparent manner and ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time.

1. The remote e-voting period remained open from 8th May, 2017 (9:00 am) to 10th May, 2017 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 4th May, 2017 were entitled to vote on the proposed resolutions (item no.1 to 8 as set out in the Notice of the 58th AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 58th 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 58th 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 |
|---|---------------------------------|
| 15 | 954 |

7. After counting the votes cast by the members and proxy holders present at the 58th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 11th May, 2017 around 1.02 p.m. in the presence of two witnesses, Mrs. Aditi Mittal (House No. 202, First Floor, Duggal Housing Complex, Khanpur 110062) and Mr. Chetan Singh Phartiyaal, (Quarter No. 100, Sector -6, R. K. Puram, New Delhi-110022) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Other Offices

New Delhi

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

C-20, Panchsheel Enclave, New Delhi -110017
Tel: +91-11-41200800

Ludhiana

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



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=[(2)/96415716]*100 | 4 | 5 | 6=[(4)/(2)]*100 | 7=[(5)/(2)]*100 |
| Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31stDecember, 2016. | | | | | | | |
| Mode of Voting (Ballot Paper) | | | | | | | |
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 560 | 48615180 | 48615180 | 50.42% | 48615178 | 2 | 99.99% | 0.01% |
| Total (A+B) 663 | 76082441 | 76082435 | 78.91% | 76082433 | 2 | 99.99% | 0.01% |
| Resolution No: 2 - Confirmation of three interim dividends aggregating to Rs. 40 per equity share and declaration of a Final Dividend on Equity Shares for the Financial Year ending 31st December 2016. | | | | | | | |
| Mode of Voting (Ballot Paper) | | | | | | | |
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 563 | 48667478 | 48667478 | 50.48% | 48667478 | 0 | 100.00% | 0.00% |
| Total (A+B) 666 | 76134739 | 76134733 | 78.97% | 76134733 | 0 | 100.00% | 0.00% |
| Resolution No: 3 – Appointment of a Director in place of Mr. Shobinder Duggal (DIN: 00039580), who retires by rotation | | | | | | | |
| Mode of Voting (Ballot Paper) | | | | | | | |
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 562 | 48666575 | 48666575 | 50.48% | 48661654 | 4921 | 99.99% | 0.01% |
| Total (A+B) 665 | 76133836 | 76133830 | 78.96% | 76128909 | 4921 | 99.99% | 0.01% |
| Resolution No: 4 - Appointment of M/s. BSR & Co. LLP, Chartered Accountants (ICAI Registration No.101248W/ W-100022) as Statutory Auditors and fixing their remuneration. | | | | | | | |
| Mode of Voting (Ballot Paper) | | | | | | | |
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 557 | 48629632 | 48629632 | 50.44% | 48620207 | 9425 | 99.98% | 0.02% |
| Total (A+B) 660 | 76096893 | 76096887 | 78.93% | 76087462 | 9425 | 99.99% | 0.01% |



Resolution No: 5 - Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 00019) for the financial year ending 31st December, 2017

| Mode of Voting (Ballot Paper) | | | | | | | |
|----------------------------------|-----------------|-----------------|---------------|-----------------|-----------|---------------|--------------|
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (A) 556 | 48629430 | 48629430 | 50.44% | 48629373 | 57 | 99.99% | 0.01% |
| Total (A+B) 659 | 76096691 | 76096685 | 78.93% | 76096628 | 57 | 99.99% | 0.01% |

Resolution No: 6 - Approval for Appointment of Mr. Martin Roemkens (DIN 07761271) as a Director of the Company. .

| Mode of Voting (Ballot Paper) | | | | | | | |
|----------------------------------|-----------------|-----------------|---------------|-----------------|-------------|---------------|--------------|
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (A) 558 | 48666555 | 48666555 | 50.48% | 48661955 | 4600 | 99.99% | 0.01% |
| Total (A+B) 661 | 76133816 | 76133810 | 78.96% | 76129210 | 4600 | 99.99% | 0.01% |

Resolution No: 7 - Approval for Appointment of Mr. Martin Roemkens (DIN 07761271) as a Whole Time Director, Designated as Director –Technical of the Company for a period of five years with effect from 1st April 2017.

| Mode of Voting (Ballot Paper) | | | | | | | |
|----------------------------------|-----------------|-----------------|---------------|-----------------|-----------|---------------|--------------|
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 559 | 48666503 | 48666503 | 50.48% | 48666476 | 27 | 99.99% | 0.01% |
| Total (A+B) 662 | 76133764 | 76133758 | 78.96% | 76133731 | 27 | 99.99% | 0.01% |

Resolution No: 8 - Appointment of Ms. Rama Bijapurkar (DIN 00001835) as an Independent Non-Executive Director of the Company.

| Mode of Voting (Ballot Paper) | | | | | | | |
|----------------------------------|-----------------|-----------------|---------------|-----------------|-------------|---------------|--------------|
| (A)103 | 27467261 | 27467255 | 28.49% | 27467255 | 0 | 100% | 0.00% |
| Mode of Voting (Remote e-voting) | | | | | | | |
| (B) 558 | 48641826 | 48641826 | 50.45% | 48633822 | 8004 | 99.98% | 0.02% |
| Total (A+B) 661 | 76109087 | 76109081 | 78.94% | 76101077 | 8004 | 99.99% | 0.01% |

9. The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

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



Bommal

Countersign
(Person Authorised by the
Chairman of the Company)



Place: Camp Office Gurgaon
 Dated: 11.05.2017