

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:22:21****07.05.2021**

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

Scrp Code - 500790

Subject : Regulation 44 : Voting Results of the 62nd Annual General Meeting held today – All items of Agenda approved by the Members

Dear Sir,

Further to our communication BM:PKR:21:21 dated 07.05.2021, this is to inform you that at the 62nd Annual General Meeting of the Company held today, through Video Conferencing / Other Audio Visual Means facility, all items of business contained in the Notice of the 62nd Annual General Meeting were approved by the Members. 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.

Copy of the proceedings of the said Annual General Meeting shall be sent to you in due course. The video recording of the Annual General Meeting is also being uploaded on the Company's website www.nestle.in

Thanking you,

Yours very truly,
NESTLÉ INDIA LIMITED

B. MURLI
GENERAL COUNSEL & 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	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-05-2021
Start time of the meeting	10:00 AM
End time of the meeting	02:43 PM

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	16-02-2021
Date of Issuance of Report to the company	07-05-2021

Voting results

Record date	30-04-2021
Total number of shareholders on record date	182750
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	2
b) Public	238
No. of resolution passed in the meeting	4
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				To receive, consider and adopt the Audited Financial Statements of the Company for the year 2020 including Balance Sheet as at 31st December 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.				
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	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19631896	15834449	80.6567	15834449	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19631896	15834449	80.6567	15834449	0	100
Public-Non Institutions	E-Voting	16268741	389188	2.3922	388707	481	99.8764	0.1236
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16268741	389188	2.3922	388707	481	99.8764
Total		96415716	76738716	79.5915	76738235	481	99.9994	0.0006
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	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To confirm payment of Interim Dividend of Rs. 135/- per equity share for the year 2020 and to declare Final Dividend of Rs. 65/- per equity share for the year 2020 on equity shares for the financial year ended 31st December 2020					
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	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19631896	16242696	82.7363	16202704	39992	99.7538	0.2462
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19631896	16242696	82.7363	16202704	39992	99.7538
Public-Non Institutions	E-Voting	16268741	388777	2.3897	387561	1216	99.6872	0.3128
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16268741	388777	2.3897	387561	1216	99.6872
Total		96415716	77146552	80.0145	77105344	41208	99.9466	0.0534
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr David Steven McDaniel (DIN:08662504), who retires by rotation and being eligible, offers himself for re-appointment.				
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	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19631896	16160859	82.3194	16072924	87935	99.4559	0.5441
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19631896	16160859	82.3194	16072924	87935	99.4559
Public- Non Institutions	E-Voting	16268741	388451	2.3877	387085	1366	99.6483	0.3517
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16268741	388451	2.3877	387085	1366	99.6483
Total		96415716	77064389	79.9293	76975088	89301	99.8841	0.1159
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	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019)				
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	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19631896	16238537	82.7151	16238537	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19631896	16238537	82.7151	16238537	0	100
Public- Non Institutions	E-Voting	16268741	388689	2.3892	383608	5081	98.6928	1.3072
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16268741	388689	2.3892	383608	5081	98.6928
Total		96415716	77142305	80.0101	77137224	5081	99.9934	0.0066
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	

Consolidated Report of Scrutinizer(s) on voting through e-voting system 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 and as per MCA General Circular No. 14/2020 dated 8.04.2020, Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 5.05.2020 and General Circular No. 02/2021 dated 13.01.2021 as issued by MCA]

To,
The Chairman
62nd Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 7th day of May, 2021 at 10:00 a.m. Indian Standard Time (“IST”),
through Video Conferencing/ Other Audio Visual Means (“VC/OVAM”) Facility

Dear Sir,

I, Abhinav Khosla, Partner of M/s. SCV & CO. LLP, Chartered Accountants, 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 e-voting system during the 62nd Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 7th day of May, 2021 through Video Conferencing and Other Audio Visual Means (“VC/OAVM”) Facility and through remote e-voting during the period from 4th May, 2021 (9:00 a.m. IST) to 6th May, 2021 (5:00 p.m. IST) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system 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 and as per the MCA General Circular No. 14/2020 dated 8.04.2020, Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 5.05.2020 and General Circular No. 02/2021 dated 13.01.2021 as issued by the MCA in this regard.

1. The remote e-voting period remained open from 4th May, 2021 (9:00 a.m. IST) to 6th May, 2021 (5:00 p.m. IST) and was disabled for voting thereafter.
2. The members holding shares as on the “cut off” date i.e. 30th April, 2021 were entitled to vote on the proposed resolutions (item no.1 to 4 as set out in the Notice of the 62nd AGM of Nestlé India Limited) by remote e-voting system prior to 62nd AGM and e-voting system during the 62nd AGM.
3. The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.
4. The Company had provided e-voting facility for the members to vote during the AGM who attended the meeting through VC/OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
5. After the conclusion of the e-Voting at the 62nd AGM , the votes cast by the members present through VC/OAVM at the 62nd AGM through e-voting system and through remote e-voting facility, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>) on 7th May, 2021 at 2.44 p.m.

New Delhi:

4/18, Asaf Ali Road, New Delhi-110002 (Delhi) T: +91-11-23274888/77410 F: +91-11-23272805

Noida:

Unit No. 505, 5th Floor, Tower B, World Trade Tower, C 1, Sector-16, Noida -201301, UP: Tel: +91-120-4814400 F: +91-11-41749444

Ludhiana:

B-XIX-220, Rani Jhansi Road, Ghumar Mandi, Ludhiana – 141 001 (Punjab) T: +91-161-2774527 F: +91-161-2771618

“SCV & Co. (a Partnership firm) converted into SCV & Co. LLP (a Limited Liability Partnership with LLP Identification No. AAM-5565) with effect from May 3, 2018. Post its conversion to SCV & Co. LLP, its ICAI registration number is 000235N/ N500089 (ICAI registration number before conversion was 000235N).”

6. I have scrutinized and reviewed the votes cast by the members through remote e-voting process before the AGM of the Company and through e-voting process during the AGM of the Company, based on the data downloaded from the NSDL e-voting system.
7. The Management of the Company is responsible to ensure the compliances with regard to conducting the 62nd AGM of the members of the Company through VC/OAVM and to organize the process of remote e-voting and e-voting system during the AGM of the Company in accordance with the provisions of the Companies Act, 2013 read with the Rules made thereunder and the MCA Circulars issued with regard.

My responsibility as a Scrutinizer for ascertaining the requisite majority on voting through e-voting system and remote e-voting is limited to prepare and submit the Scrutinizer's report of the votes casted "in favour" or "against" the resolutions by the members of the Company on the basis of the data downloaded from e-voting website of NSDL.

8. The consolidated report on the result of the voting through e-voting system and remote e-voting is as under:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the year 2020 including Balance Sheet as at 31st December 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

I. Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1299	76738235	99.99

II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
15	481	0.01

Item No. 2: Ordinary Resolution

To confirm payment of Interim Dividend of Rs. 135/- per equity share for the year 2020 and to declare Final Dividend on equity shares for the financial year ended 31st December, 2020.

I. Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1309	77105344	99.95

II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
18	41208	0.05

Item No. 3: Ordinary Resolution

To appoint a Director in place of Mr David Steven McDaniel (DIN: 08662504), who retires by rotation and being eligible, offers himself for re-appointment.

I. Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1271	76975088	99.88

II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
48	89301	0.12

Item No. 4: Ordinary Resolution:

Ratification of remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019)

I. Vote **in favour** of the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
1292	77137224	99.99

II. Vote **against** the Resolution:

No. of members	No. of votes cast by them	% of total number of valid votes cast
28	5081	0.01

Thanking you,

Yours faithfully,



Abhinav Khosla
Partner, SCV & Co. LLP, Chartered Accountants
(ICAI Registration No. 000235N/N500089)
Membership No.: 087010
UDIN : 21087010AAAAACE6092



Countersign
(Person Authorised by the Chairman of the Company)

Place: New Delhi
Dated: 07.05.2021