

NESTLÉ INDIA LIMITED

(CIN: L15202DL1959PLC003786)

Registered Office: 100 / 101, World Trade Centre, Barakhamba Lane, New Delhi - 110 001

Email: investor@in.nestle.com, Website: www.nestle.in

Phone: 011-23418891

Postal Ballot Notice

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable provisions, if any, of the Act and Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and 20/2021 dated 8th December 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, as amended and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice for appointment of Ms Alpana Parida (DIN: 06796621) as an Independent Non-Executive Director for a term of five consecutive years with effect from 1st June 2022, on the terms and conditions as contained in the draft letter of appointment, is proposed to be passed as Special Resolution by members of Nestlé India Limited ("the Company") by means of Postal Ballot through voting by electronic means only ("remote e-voting"). Members are requested to read the instructions in the Notes under the section "Voting through Electronic Means". The communication of the assent or dissent of the members would only take place through the remote e-voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories as on Friday, 22nd April 2022. If member's e-mail address is not registered with the Company/ Depositories, then please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting.

An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company vide Resolution dated 21st April 2022 has appointed Mr Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s S C V & Co. LLP, Chartered Accountants, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences at 9:00 A.M. (IST) on Thursday, 28th April 2022 and will end at 5:00 P.M. (IST) on Friday, 27th May 2022, thereafter, the remote e-voting will be blocked and voting shall not be allowed beyond said time. Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on or before 5:00 P.M. (IST) Tuesday, 31st May 2022.

The declared Result, along with the Scrutinizer's Report, will be available forthwith on the Company's website at www.nestle.in under the 'Investors' Section' and will also be forwarded to the BSE Limited, where the Company's shares are listed. National Securities Depository Limited ("NSDL"), engaged by the Company for facilitating remote e-voting, will also display the Result on its website at www.evoting.nsdl.com.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 25(2A) and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms Alpana Parida (DIN: 06796621), who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, with effect from 1st June 2022, to hold office for a term of five consecutive years i.e. upto 31st May 2027."

**By Order of the Board
For Nestlé India Limited**

**Place: Gurugram
Date: 21st April 2022**

**B. Murli
General Counsel & Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts concerning the Resolution in the accompanying Notice, is annexed hereto.
2. In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically through remote e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice.
3. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 22nd April 2022 ("Cut-off date"). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
4. The remote e-voting period commences at 9:00 A.M. (IST) on Thursday, 28th April 2022 and will end at 5:00 P.M. (IST) on Friday, 27th May 2022, thereafter remote e-voting module will be blocked and voting shall not be allowed beyond said time. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, i.e., 22nd April 2022, may cast their vote electronically. Once a member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
5. In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on 22nd April 2022, and who have registered their e-mail addresses with the Company or with the Depository Participant.
6. Members who have not registered their email address with the Company or Depository Participant, may complete the email registration process as under:
 - i) Members holding shares in physical form and whose email addresses are not registered with the Company, may register their email address by sending scanned copy of a signed request letter mentioning name, folio number and complete address, self-attested scanned copy of the PAN Card; and self-attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the member as registered with the Company, by email at investor@in.nestle.com.
 - ii) Members holding shares in demat form can update their email address with their Depository Participant.
7. Members may note that this Postal Ballot Notice will also be available on the Company's website at www.nestle.in, websites of BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
8. The draft letter of appointment referred to in the Notice and the Explanatory Statement would be available on the Company's website at www.nestle.in under 'Investors' Section' and also available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on 27th May 2022.
9. Mr Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s S C V & Co. LLP, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the remote e-voting module in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote e-voting and make a scrutinizer's report of the total votes cast in favour and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before Tuesday, 31st May 2022. The declared Results along with the Scrutinizer's Report will be submitted to the BSE Limited, displayed on the Notice Board of the Company at its Registered Office, available on the Company's website at www.nestle.in. National Securities Depository Limited ('NSDL'), engaged by the Company for facilitating e-voting, will also display the Results on its website at www.evoting.nsdl.com.
11. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard on the last date specified for remote e-voting i.e. Friday, 27th May 2022.
12. In case you hold shares in physical form, SEBI, vide its Circulars, has mandated furnishing of PAN, KYC details (i.e., postal address with PIN code, email address, mobile number, bank account details, etc.) and nomination details by holders of securities. In case any of the aforesaid documents/ details are not available by 1st April 2023 in the record of the Company/ Registrar Transfer Agent (RTA), our RTA will be constrained to freeze your folio(s) impending submission. We therefore request you to take timely action to avoid inconvenience in future. In case you hold shares in demat form, keep your bank details, email address, postal address and contact number updated in your Account with Depository Participant.

Voting through Electronic Means

- i. In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

The details of the process and manner for remote e-voting are explained herein below:





Step 1: Access to NSDL e-voting system.

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are given below:**A) Login method for e-Voting for Individual members holding securities in demat mode**

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat account(s) in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual members holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https:// web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual members (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login method for members other than individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c. For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Your password details are given below:
 - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox from evoting@nsdl.com Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in **process for those members whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One-Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle are active.
2. Select "EVEN" of Nestlé India Limited.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-voting for those members whose email IDs are not registered with the Depositories / Company:

1. In case shares are held in physical mode, please provide Folio Number, name of the members, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@in.nestle.com.
2. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@in.nestle.com. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.
3. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdcl.com> to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdcl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: evoting@nsdl.co.in / pallavid@nsdl.co.in. Members may also write to the Company Secretary at the Company's email address at investor@in.nestle.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 21st April 2022 has recommended, the appointment of Ms Alpana Parida (DIN: 06796621) ["Ms Parida"] as an Independent Non-Executive Director of the Company for a term of five consecutive years to hold office from 1st June 2022 to 31st May 2027, to the members for their approval by way of a Special Resolution, in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received from Ms Parida (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

Ms Alpana Parida, aged 59 years, graduated from IIM-Ahmedabad and holds a degree in Economics from St. Stephens, Delhi University.

Ms Parida has more than two decades of experience in retail and marketing communications in India and in the United States of America. She is a Founder & Chief Executive Officer of Tiivra Ventures Private Limited. She has served as Managing Director of DMA Yellow Works Limited. She has also been associated with Titan Industries Limited.

Further, Ms Parida holds Directorship of the understated Companies:

- Director in GRP Limited, FSN e-Commerce Ventures Limited, Cosmo Films Limited, Nykaa Fashion Private Limited, Jivagro Limited, Tiivra Ventures Private Limited, FSN Brands Marketing Private Limited and Hindware Limited.

Ms Parida also holds Chairpersonship/ Membership of the Committees of the understated Companies:

- Member of Business Strategy Committee, Audit Committee and Nomination and Remuneration Committee of GRP Limited;
- Chairperson/ Member of Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee of Cosmo Films Limited; and
- Chairperson/ Member of Stakeholders Relationship Committee, Audit Committee and Nomination and Remuneration Committee of FSN e-Commerce Ventures Limited.

Ms Parida had, in the past three years, ceased as a Director from the Boards of Prime Securities Limited, S H Kelkar and Company Limited, DMA Yellow Works Limited and Prime Research and Advisory Limited.

Further, Ms Parida has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Non-Executive Director of the Company. Ms Parida has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms Parida is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms Parida has confirmed that she is in compliance with Rules 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Ms Parida is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the Management. The terms and conditions of appointment of Ms Parida as an Independent Non-Executive Director, would be available for inspection to the members. The electronic copy of the draft letter for appointment of Ms Parida as an Independent Non-Executive Director setting out the terms and conditions will be available on the website of the Company at www.nestle.in.

Ms Parida does not hold by herself or for any other person on a beneficial basis, any equity shares in the Company.

In the opinion of Nomination and Remuneration Committee and the Board of Directors, Ms Parida fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company.

The Board of Directors considers that her association would be of immense benefit to the Company, and it is desirable to avail services of Ms Parida as an Independent Non-Executive Director for a term of five consecutive years from 1st June 2022 to 31st May 2027. Ms Parida would bring with her vast experience to the Company in the area of corporate governance, business strategy, operations, e-commerce, digital and new technologies, mergers and acquisitions, finance, audit, sustainability, innovation management and human resources and she has also confirmed her ability to devote the time required to discharge her duties as an Independent Non-Executive Director. Accordingly, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, recommends her appointment to the members for their approval by way of Special Resolution as set out in the accompanying Postal Ballot Notice.

Except Ms Parida, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Postal Ballot Notice. Ms Parida is not related to any Director or Key Managerial Personnel of the Company. As an Independent Director, Ms Parida will be entitled to remuneration by way of commission on net profits and sitting fees for attending meeting(s) of the Board of Directors or Committee(s) thereof or for any other purpose, whatsoever as may be decided by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

This Explanatory Statement together with the accompanying Postal Ballot Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

**By Order of the Board
For Nestlé India Limited**

**Place: Gurugram
Date: 21st April 2022**

**B. Murli
General Counsel & Company Secretary**