

## 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



**PKR:SG: 78:23**

**7<sup>th</sup> November 2023**

### **BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai – 400001

BSE Scrip Code: 500790

### **National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1,

G Block, Bandra-Kurla Complex,

Bandra (East), Mumbai - 400 051

NSE Symbol: NESTLEIND

### **Subject: Submission of Postal Ballot Notice**

Dear Madam/ Sir,

In furtherance to our letter PKR:SG: 70:23 dated 19<sup>th</sup> October 2023 informing that the Company will be seeking consent of the members through Postal Ballot by way of remote electronic voting (“remote e-Voting”) for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, will be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid- up, by alteration of Clause 5 of the Memorandum of Association of the Company.

In this regard, please find enclosed Postal Ballot Notice (“Notice”) dated 19<sup>th</sup> October 2023 together with the explanatory statement. The copy of the Notice is being uploaded on the website of the Company at [www.nestle.in](http://www.nestle.in) and National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In conformity with the requirements, the Notice is being sent only through electronic mode to those members whose name appears on the Register of Members/ List of Beneficial Owners and whose e-mail address is registered with the Company/ Depository Participant(s) as on Wednesday, 1<sup>st</sup> November 2023 (“Cut-off date”).

The Company has engaged the services of NSDL for providing remote e-voting facility to all its members. The remote e-Voting period shall commence at 9:00 A.M. (IST) on Thursday, 9<sup>th</sup> November 2023 and will conclude at 5:00 P.M. (IST) on Friday, 8<sup>th</sup> December 2023. Please note that communication of assent or dissent of the members would only take place through the remote e-Voting facility. The instructions for remote e-Voting are provided in the Notice.

The Result of remote e-Voting shall be declared by Monday, 11<sup>th</sup> December 2023.

This is for your information and record.

Thanking you,

Yours truly,

**NESTLÉ INDIA LIMITED**

**PRAMOD KUMAR RAI**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl.: *as above*

## 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



Good Food, Good Life

### 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]

E-VOTING COMMENCES ON	E-VOTING CONCLUDES ON
Thursday, 9 <sup>th</sup> November 2023 at 9:00 A.M. (IST)	Friday, 8 <sup>th</sup> December 2023 at 5:00 P.M. (IST)

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 read with 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 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 9/2023 dated 25<sup>th</sup> September 2023 and other relevant circulars 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 (**"ICSI"**), as amended and pursuant to other applicable laws and regulations, resolution as set out in this Postal Ballot Notice (**"Notice"**), for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, by alteration of Clause 5 of the Memorandum of Association of the Company, is proposed to be passed as an Ordinary Resolution by members of Nestlé India Limited (**"the Company"**) through postal ballot (**"Postal Ballot"**) only by way of remote e-voting (**"remote e-Voting"**) facility.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Depository Participant(s) as on Wednesday, 1<sup>st</sup> November 2023 (**"Cut-off date"**). If the member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. Members are requested to read the instructions given in the Notes under the section "Voting through Electronic Means" of the Notice. The communication of the assent or dissent of the members would only take place through the remote e-Voting facility.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolution setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors (**"Board"**) of the Company, vide resolution dated 19<sup>th</sup> October 2023, has appointed Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s. SCV & Co. LLP, Chartered Accountants, as the Scrutinizer (**"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, 9<sup>th</sup> November 2023 and will conclude at 5:00 P.M. (IST) on Friday, 8<sup>th</sup> December 2023, thereafter, the remote e-Voting module will be disabled, and voting shall not be allowed beyond the said time.

#### SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED that pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (**"the Act"**), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force], in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, approval of the members of the Company be and is hereby accorded for sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose (**"Record Date"**) by the Board (hereinafter the term 'Board', shall be deemed to encompass any committee formed by the Board, including those constituted by the Board subsequently, and any individual authorised by the Board) of the Company.

RESOLVED FURTHER that pursuant to the sub-division/ split of equity shares of the Company, the authorised share capital of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre-sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Re.)	Total Share Capital (in Rs.)
Authorised Share Capital	100,000,000	10	1,000,000,000	1,000,000,000	1	1,000,000,000

RESOLVED FURTHER that pursuant to the sub-division/ split of equity shares of the Company, all Issued, Subscribed and Paid-up equity shares of face value of Rs. 10/- (Rupees ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Type of Capital	Pre-sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Re.)	Total Share Capital (in Rs.)
Issued, Subscribed and Paid-up Share Capital	96,415,716	10	964,157,160	964,157,160	1	964,157,160

RESOLVED FURTHER that upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- (b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, consent of members of the Company be and is hereby accorded to substitute the existing Clause 5 of the Memorandum of Association of the Company with the following new clause:

“5. The Authorised Share Capital of the Company is Rs. 1,000,000,000/- (Rupees One Billion Only) divided into 1,000,000,000 equity shares of Re. 1/- (Rupee One Only) each, with rights, privileges and conditions attaching thereto as are provided by the Articles of Association for the time being of the Company, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association for the time being of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER that the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER that for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/ split of the equity shares as aforesaid and to carry out/ execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further approval/ consent of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected therewith or incidental thereto expressly by the authority of this resolution.

By Order of the Board  
For Nestlé India Limited

**Pramod Kumar Rai**  
Company Secretary  
(Membership No.: F4676)

**Place : Gurugram**  
**Date : 19<sup>th</sup> October 2023**

Registered Office: 100 / 101, World Trade Centre,  
Barakhamba Lane, New Delhi – 110 001  
Email: investor@in.nestle.com  
Website: www.nestle.in

#### NOTES:

1. The explanatory statement (“Explanatory Statement”) pursuant to Section 102 of the Act setting out all material facts concerning the proposed resolution in the accompanying Notice, is annexed hereto.
2. In conformity with the applicable regulatory requirements, the 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, as on Wednesday, 1<sup>st</sup> November 2023 (“Cut-off date”) and who have registered their e-mail address with the Company or Depository Participant(s). Members may note that this Notice will also be available on the website of the Company ([www.nestle.in](http://www.nestle.in)); National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)); and NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).
3. In compliance with Sections 110 and 108 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the remote e-voting facility provided by National Securities Depository Limited (“NSDL”). The instructions for e-voting are annexed to this Notice.
4. 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 the Cut-off date. Only those members whose names appear 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.
5. The remote e-Voting period commences at 9:00 A.M. (IST) on Thursday, 9<sup>th</sup> November 2023 and will conclude at 5:00 P.M. (IST) on Friday, 8<sup>th</sup> December 2023 (“remote e-Voting period”), thereafter remote e-Voting module will be disabled, and e-Voting shall not be allowed beyond the said time. During this remote e-Voting period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically. Once a member cast their vote on the resolution, they will not be allowed to change it subsequently.

6. Members who have not registered/ updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as under:
  - i) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by e-mail at investor@in.nestle.com followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company; and
  - ii) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
7. The draft copy of the altered Memorandum of Association of the Company and other documents will be 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 the closure of remote e-Voting period i.e., Friday, 8<sup>th</sup> December 2023.
8. Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s. SCV & Co. LLP, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and to ensure that votes are cast through the remote e-Voting module in a fair and transparent manner.
9. 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 favor and against, if any, and submit his report to the Chairman of the Company or any person authorised by him, on or before Monday, 11<sup>th</sup> December 2023. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"); displayed on the Notice Board of the Company at its Registered Office; and will be available on the Company's website at www.nestle.in. NSDL engaged by the Company to facilitate remote e-Voting, will also display the Results on its website at www.evoting.nsdl.com.
10. Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the members convened in that regard on the last date specified for remote e-Voting period i.e., Friday, 8<sup>th</sup> December 2023.
11. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17<sup>th</sup> May 2023 read with SEBI Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26<sup>th</sup> September 2023, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available by 31<sup>st</sup> December 2023 in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), our RTA will be required to freeze such members' folio(s) impending submission. In view of the above, new share certificate(s) to be issued by the Company shall not be dispatched to those members holding shares in physical form until their KYC is completed. For members who hold shares in demat form, they should keep their bank details, e-mail address, postal address and contact number updated in their demat account(s) maintained with Depository Participant(s).  
Further, SEBI has mandated that securities of listed companies can be transferred only in dematerialize form. To avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.  
Members may refer to SEBI Master Circular, relevant Investor Service Request Forms and contact details for sending requisite forms/ documents, available on the website of the Company at <https://www.nestle.in/investors/investorservices/important-announcement-physical-shareholders>.
12. Members may note that anytime before the Record Date, should the competent regulatory authority(ies) issue any circular, amendment, or notification permitting the issue of securities only in demat form, the Company will accordingly, at its sole discretion, issue equity shares in demat form only, upon sub-division/ split.
13. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 11<sup>th</sup> August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

## VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Sections 110 and 108 of the Act, Rules 22 and 20 of the Rules, Regulation 44 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 and 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 form

In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by Listed Companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat account(s) to access e-Voting facility.

Login method for individual members holding equity shares in demat form is given below:

Type of members	Login Method
Individual members holding securities in demat form with NSDL	<p><b>Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL i.e., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> on the web browser either on a personal computer or on a mobile device. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>You will be prompted 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.</li> <li>Click on the 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.</li> </ol> <p><b>Users not registered for NSDL IDeAS facility:</b> Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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.</li> <li>Click on the 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.</li> </ol> <p><b>e-Voting mobile application of NSDL</b></p> <p>Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual members holding securities in demat form with Central Depository Services (India) Limited ("CDSL")	<p><b>Existing users who have opted for Easi/ Easiest facility</b></p> <ol style="list-style-type: none"> <li>Login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>The URL for users to login to Easi/ Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) tab, and then use their existing my Easi/ Easiest username &amp; password.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.</li> </ol> <p><b>Users not registered for Easi/ Easiest facility</b> Option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) tab and then click on registration option.</p> <p><b>Visit the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account.</li> <li>After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual members (holding securities in demat form) login through their Depository Participants	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/ CDSL for e-Voting facility.</li> <li>Upon logging in, you will be able to see e-Voting option.</li> <li>Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on the 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.</li> </ol>

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

## Helpdesk for individual members holding securities in demat form for any technical issues related to login through Depositories i.e., CDSL and NSDL

Login type	Helpdesk details
Individual members holding securities in demat form with NSDL	Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual members holding securities in demat form with CDSL	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 2305 8738 or 022-2305 8542-43

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

#### 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.nsdl.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.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in ID and Password, 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 address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL ([evoting@nsdl.com](mailto:evoting@nsdl.com)) in your mailbox, 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 e-mail address is 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.nsdl.com](http://www.evoting.nsdl.com).
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical form) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.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 have an option to 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 e-mail address is not registered with the Company/ Depositories:**

1. In case shares are held in physical form, please provide folio number, name of the member, 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 e-mail to investor@in.nestle.com.
2. In case shares are held in demat form, 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 e-mail to investor@in.nestle.com. If you are an individual member holding securities in demat form, 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 form.
3. In terms of SEBI circular dated 9<sup>th</sup> December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail address correctly in their demat account to access e-Voting facility.

**General Guidelines for Members**

- i. 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 www.evoting.nsdl.com to reset the password.
- ii. 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.nsdl.com> or call on no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-Voting, please contact Ms Pallavi Mhatre, Senior Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Members may also write to the Company Secretary at the Company's email address at investor@in.nestle.com.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1 :**

Based on the recommendation of the Stakeholders Relationship Committee ("SRC"), the Board of Directors at its Meeting held on 19<sup>th</sup> October 2023 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid- up, ranking *pari-passu* in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

In the opinion of the Board of Directors, the proposed sub-division/ split will make the equity shares of the Company more affordable and is expected to encourage participation of investors at large and therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division/ split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause 5 of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of the equity shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

Draft copy of the altered Memorandum of Association of the Company and other documents would be 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, upto the date of closure of remote e-Voting period i.e., Friday, 8<sup>th</sup> December 2023.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any.

By Order of the Board  
For Nestlé India Limited

Place: Gurugram

Date: 19<sup>th</sup> October 2023

Registered Office: 100 / 101, World Trade Centre,

Barakhamba Lane, New Delhi - 110 001

Email: investor@in.nestle.com

Website: www.nestle.in

Pramod Kumar Rai  
Company Secretary  
(Membership No.: F4676)