

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:34:19

14.04.2019

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

Scrip Code – 500790

Subject : Addendum to the Notice of the 60th Annual General Meeting of the Company scheduled to be held on 25th April, 2019

Dear Sir,

This is further to our letter no.: BM:PKR:24:19 dated 12th March, 2019 regarding Notice of the 60th Annual General Meeting of the Company ("the Notice of the AGM").

The Ordinary Resolution set out at Agenda Item No. 6 of the Notice of the AGM ("said Resolution") is for continuation of payment of royalty to Société des Produits Nestlé S.A effective from 1st April, 2019 pursuant to Regulation 23(1A) ("said Regulation") of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Subsequent to the issuance of the Notice of the AGM, the Securities and Exchange Board of India (SEBI) vide its press release PR. No. 11/2019 dated 27th March, 2019 has deferred the implementation of the said Regulation for three months i.e. till 30th June, 2019, in view of the representations received on the subject and with a view to analyzing them. Further, the Company has received valuable feedback from the stakeholders on the said Resolution.

In view of the above regulatory and other developments, the following modifications have been made to the said Resolution:

1. Since the approval is being sought pursuant to Regulation 23(1A) of the Listing Regulations, the said Resolution has been made effective from 1st July, 2019 or such other date notified for implementation of Regulation 23(1A) of the Listing Regulations.
2. Respecting the feedback received and the commitment of the Company to high standards of corporate governance including shareholder rights, approval of members shall be sought every 5 (five) years in compliance with the applicable laws and regulations.

Accordingly, Addendum dated 14th April, 2019 to the Notice of the AGM modifying the Ordinary Resolution set out at Agenda Item No. 6 of the Notice of the AGM and the explanatory statement to the modified Resolution of Agenda Item No. 6 of Notice of the AGM is enclosed for your information and further dissemination. The Addendum to the Notice of the AGM shall form an integral part of the Notice dated 14th February, 2019 circulated to the members of the Company. The Addendum to the Notice of AGM is also being uploaded on the website of the Company www.nestle.in and the website of NSDL www.evoting.nsdl.com for information. Public Notice titled "Addendum to the 60th Annual General Meeting" to be published in the Newspapers is enclosed.

As notified vide Public Notice in the Newspapers on 27th March, 2019, which was submitted vide our letter no. PKR:GA:28:19 on the same date, the cutoff date of 18th April, 2019 and the period of voting by electronic means i.e. from 22nd April, 2019 (commencing at 9:00 a.m.) to 24th April, 2019 (ending at 5:00 p.m.) as detailed in the Notice of the AGM shall remain unchanged.

This is for your information and dissemination.

Thanking you,

Yours truly,
NESTLÉ INDIA LIMITED

B. MURLI
SENIOR VICE PRESIDENT- LEGAL & COMPANY SECRETARY

Encl.: 1) Addendum dated 14th April, 2019 to the Notice of the AGM
2) Public Notice titled "Addendum to the 60th Annual General Meeting" to be published

NESTLÉ INDIA LIMITED

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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, Fax: 011-23415130

ADDENDUM TO THE NOTICE OF THE 60TH ANNUAL GENERAL MEETING

Nestlé India Limited ("the Company") had issued a Notice dated 14th February, 2019 ("the Notice of the AGM") for convening of the 60th Annual General Meeting ("AGM") of the shareholders of the Company scheduled to be held on Thursday, 25th April, 2019 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi – 110 010. The Notice of the AGM has been despatched to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

Subsequent to the issuance of the Notice of the AGM, there have been regulatory and other developments, as mentioned in the Addendum to the Explanatory Statement of the modified Resolution of Agenda Item No.6 of the Notice of the AGM, which necessitates modifications in the Ordinary Resolution set out at Agenda Item No. 6 of the Notice of AGM.

The Company is providing members facility to exercise their right to vote on resolutions by electronic means, as detailed in the Notice of the AGM. To enable the members to exercise their voting rights by electronic means or at the AGM on an informed basis, the Company deems it appropriate to notify the modifications in the Ordinary Resolution to Agenda Item No.6 of the Notice of the AGM and Addendum to the Explanatory Statement thereof. Accordingly, the members are requested to note the same.

The Addendum to the Notice of the AGM shall form an integral part of the Notice dated 14th February, 2019 circulated to the shareholders of the Company.

MODIFIED ORDINARY RESOLUTION SET OUT AT AGENDA ITEM NO. 6 OF THE NOTICE OF THE AGM

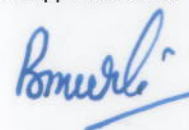
6. To consider and if though fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any amendment(s) or modification(s) or deferment(s) or re-enactment thereof), approval of the members of the Company be and is hereby accorded for continuation of the payment of general licence fees (royalty) by Nestlé India Limited ("the Company") to Société des Produits Nestlé S.A. ("the Licensor"), being a related party, at the rate of 4.5% (Four and a half percent), net of taxes, of the net sales of the products sold by the Company as per the terms and conditions of the existing General Licence Agreements ("GLAs"), notwithstanding that the transaction(s) involving payments to the Licensor with respect to general licence fees (royalty), during any financial year including any part thereof, is considered material related party transaction(s) being in excess of the limits specified under the Listing Regulations at any time.

RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised by the members of the Company to make amendment/s to the GLAs, from time to time, for the updation of products and/or updation of schedule of trademarks and/or change of the Licensor to any other Nestlé affiliate entity and/or other terms relating to operation of the GLAs, provided that the payment of general licence fees (royalty) shall not exceed the rate of 4.5% (Four and a half percent), net of taxes, of the net sales of the products sold by the Company as per the terms of the GLAs.

RESOLVED FURTHER that this Resolution shall be effective from 1st July, 2019 or such other date notified for the implementation of Regulation 23(1A) of the Listing Regulations.

RESOLVED FURTHER that approval of members shall be sought every 5 (five) years in compliance with the applicable laws and regulations."



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ADDENDUM TO THE EXPLANATORY STATEMENT OF THE MODIFIED RESOLUTION OF AGENDA ITEM NO. 6 OF THE NOTICE OF THE AGM

Item No. 6

As per Regulation 23(1A) ("said Regulation") of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), transactions involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions, during a financial year, exceed 2% of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity.

At the time of issuing the Notice of the 60th AGM the said Regulation was to come into effect from 1st April, 2019.

The Securities and Exchange Board of India (SEBI) vide its press release PR. No. 11/2019 dated 27th March, 2019 has deferred the implementation of said Regulation for three months i.e. till 30th June, 2019, in view of the representations received on the subject and with a view to analyzing them. Further, the Company has after issue of Notice of AGM received valuable feedback from the stakeholders on this Agenda Item.

Based on the above, following modifications have been made to the Ordinary Resolution :

1. Since the approval is being sought pursuant to Regulation 23(1A) of the Listing Regulations the resolution has been made effective from 1st July, 2019 or such other date notified for the implementation of Regulation 23(1A) of the Listing Regulations.
2. Respecting the feedback received and the commitment of the Company to high standards of corporate governance including shareholder rights, approval of members shall be sought every 5 (five) years in compliance with the applicable laws and regulations.

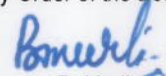
In view of the above, the Agenda Item No.6 of the Notice of the AGM, for voting by electronic means and at the AGM by ballot paper, shall bear following text :

"Ordinary Resolution for continuation of payment of royalty to Société des Produits Nestlé S.A effective from 1st July, 2019 or such other date notified for implementation of Regulation 23(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and approval of members every 5(five) years in compliance with applicable laws and regulations"

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution with modifications as set out in this Addendum.

The Board of Directors recommend the Ordinary Resolution with modifications as set out in this Addendum to the Notice of the AGM for approval by members.

By Order of the Board



B. Muri

Senior Vice-President Legal
& Company Secretary

Date : 14th April, 2019

Place : Gurugram

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ADDENDUM TO THE NOTICE OF THE 60th ANNUAL GENERAL MEETING

This is with reference to the Notice dated 14th February, 2019 ("the Notice of the AGM"), sent to the members for convening the 60th Annual General Meeting ("AGM") scheduled to be held on Thursday, 25th April, 2019 at 10.00 a.m. at the Air Force Auditorium, Subroto Park, New Delhi – 110 010, and further to Public Notice in relation to the 60th AGM published in the Newspapers on 27th March, 2019.

The Ordinary Resolution set out at Agenda Item No. 6 of the Notice of the AGM ("said Resolution") is for continuation of payment of royalty to Société des Produits Nestlé S.A. effective from 1st April, 2019 pursuant to Regulation 23(1A) ("said Regulation") of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Subsequent to the issuance of the Notice of the AGM, the Securities and Exchange Board of India ("SEBI") vide its press release PR. No. 11/2019 dated 27th March, 2019 has deferred the implementation of said Regulation for three months i.e. till 30th June, 2019, in view of the representations received on the said regulation and with a view to analyzing them. Further, the Company has received valuable feedback from the stakeholders on the said Resolution.

In view of the above regulatory and other developments, following modifications have been made to the said Resolution :

1. Since the approval is being sought pursuant to Regulation 23(1A) of the Listing Regulations, the said Resolution has been made effective from 1st July, 2019 or such other date notified for implementation of Regulation 23(1A) of the Listing Regulations.
2. Respecting the feedback received and the commitment of the Company to high standards of corporate governance including shareholder rights, approval of members shall be sought every 5 (five) years in compliance with the applicable Laws and Regulations.

The Company is providing to its members facility to exercise their right to vote on resolutions by electronic means, which will commence from 22nd April, 2019 at 9:00 a.m. and end on 24th April, 2019 at 5:00 p.m., as detailed in the Notice of the AGM. To enable the members to exercise their voting rights by electronic means or at the AGM by ballot paper on an informed basis, the Company deems it appropriate to notify the modifications in the said Resolution and in the Explanatory Statement thereto by way of Addendum to the Notice of the AGM. Accordingly, the members are requested to note the same.

The Addendum dated 14th April, 2019 to the Notice of the AGM shall form an integral part of the Notice of the AGM dated 14th February, 2019 circulated to the members of the Company and Public Notice published in the Newspapers on 27th March, 2019. The said Addendum to the Notice of the AGM is available at Investor Section of the Company's website www.nestle.in, the website of BSE www.bseindia.com and the website of NSDL www.evoting.nsdl.com for information of investors.

Date: 14th April, 2019

Place: Gurugram

Nestlé India Limited

B. Murli

**Senior Vice President - Legal &
Company Secretary**