

**Consolidated Report of Scrutinizer(s) on voting through ballot paper and through remote e-voting**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time

The Chairman  
60<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of Nestlé India Limited, held on 25<sup>th</sup> day of April, 2019 at 10:00 a.m.  
at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

I, Abhinav Khosla, Partner of SCV & CO. LLP, Chartered Accountants (formerly known as S. C. Vasudeva & Co., a Chartered Accountant Firm), 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 the Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolution(s), through ballot paper at the 60<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 25<sup>th</sup> day of April, 2019 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 22<sup>nd</sup> April, 2019 (9:00 a.m.) to 24<sup>th</sup> April, 2019 (5:00 p.m.) in a fair and transparent manner and ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time.

1. The remote e-voting period remained open from 22<sup>nd</sup> April, 2019 (9:00 a.m.) to 24<sup>th</sup> April, 2019 (5:00 p.m.) and was disabled for voting thereafter.
2. The members holding shares as on the “cut off” date i.e. 18<sup>th</sup> April, 2019 were entitled to vote on the proposed resolutions (item no.1 to 7 as set out in the Notice of the 60<sup>th</sup> AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 60<sup>th</sup> AGM.
3. The members’ details, such as their names, folios, number of shares held, who have cast votes through remote e-voting, were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>), in order to ensure that such members did not vote again through ballot paper at the 60<sup>th</sup> AGM.
4. Two ballot boxes kept for the ballot paper for the purpose of voting through ballot paper, were locked in our presence with due identification marks placed by us.
5. The locked ballot boxes were subsequently opened in our presence and ballot papers were diligently scrutinized. The ballots papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The item no. 6 as per the Notice of AGM dated 14<sup>th</sup> February, 2019 read with Addendum dated 14<sup>th</sup> April, 2019 i.e. payment of general licence fees (royalty) by the Nestle India Limited to Société des Produits Nestlé S.A. (“the Licensor”), being a related party, is a material related party transaction and as per the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, no related party of the Company shall vote on such a resolution. For this purpose, we have relied upon the list of the related party information provided by the Company and updated up to 18<sup>th</sup> April 2019 and have not audited the same for invalidating the votes of “Related Party” on item no.6 of the Notice of AGM.



**Other Offices**

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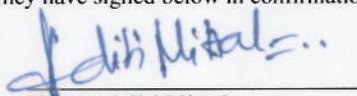


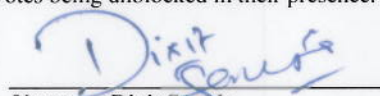
7. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Details of Invalid Votes on Poll :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them
25	87

8. After counting the votes cast by the members and proxy holders present at the 60<sup>th</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 25<sup>th</sup> April, 2019 around 1.35 p.m. in the presence of two witnesses, Mrs. Aditi Mittal (House No. 202, First Floor, Duggal Housing Complex, School Road, Khanpur, New Delhi 110062) and Mr. Dixit Saneja, (84A, Amritpuri, East of Kailash, NewDelhi - 110065) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name : Aditi Mittal

  
Name : Dixit Saneja

9. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

Number of members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[(2)/96415716]*100	4	5	6=[(4)/(2)]*100	7=[(5)/(2)]*100
<b>Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> December, 2018.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)554	31776399	31776399	32.96%	31776399	0	100.00%	0.00%
<b>Mode of Voting (Remote e-voting)</b>							
(B) 874	49802158	49670303	51.52%	49663488	6815	99.99%	0.01%
Total (A+B)1428	81578557	81446702	84.47%	81439887	6815	99.99%	0.01%
<b>Resolution No: 2 - Confirmation of three interim dividends aggregating to Rs. 90/- per equity share and declaration of a Final Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> December 2018.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)549	31776394	31776394	32.96%	31776394	0	100.00%	0.00%
<b>Mode of Voting (Remote e-voting)</b>							
(B) 890	49987460	49855605	51.71%	49855575	30	99.99%	0.01%
Total (A+B)1439	81763854	81631999	84.67%	81631969	30	99.99%	0.01%
<b>Resolution No: 3 - Appointment of a Director in place of Martin Roemkens (DIN: 07761271), who retires by rotation and, being eligible, offers himself for re-appointment.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)549	31776394	31776394	32.96%	31776394	0	100.00%	0.00%
<b>Mode of Voting (Remote e-voting)</b>							
(B) 888	49987439	49855584	51.71%	49837297	18287	99.96%	0.04%
Total (A+B) 1437	81763833	81631978	84.67%	81613691	18287	99.98%	0.02%



<b>Resolution No: 4 – Ratification of remuneration of M/s. Ramanath Iyer &amp; Co., Cost Accountants(Firm Registration No. 00019) as the Cost Auditors for the Financial Year ending 31<sup>st</sup> December, 2019</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)549	31776394	31776394	32.96%	31776392	2	99.99%	0.01%
<b>Mode of Voting (Remote e-voting)</b>							
(B) 886	49987429	49855574	51.71%	49855071	503	99.99%	0.01%
<b>Total</b>	<b>81763823</b>	<b>81631968</b>	<b>84.67%</b>	<b>81631463</b>	<b>505</b>	<b>99.99%</b>	<b>0.01%</b>
<b>(A+B)1435</b>							
<b>Resolution No: 5 - Appointment of Ms. Roopa Kudva (DIN: 00001766) as an Independent Non-Executive Director for a term of five consecutive years w.e.f. 1st January, 2019 to 31<sup>st</sup> December, 2023.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)549	31776394	31776394	32.96%	31776392	2	99.99%	0.01%
<b>Mode of Voting (Remote e-voting)</b>							
(B)878	49842360	49710505	51.56%	49709628	877	99.99%	0.01%
<b>Total</b>	<b>81618754</b>	<b>81486899</b>	<b>84.52%</b>	<b>81486020</b>	<b>879</b>	<b>99.99%</b>	<b>0.01%</b>
<b>(A+B)1427</b>							
<b>Resolution No: 6 – Continuation of payment of royalty to Societe des Produits Nestle S.A (the Licensor) 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.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)545	4311534	4311534	4.47%	4232782	78752	98.17%	1.83%
<b>Mode of Voting (Remote e-voting)</b>							
(B)885	16935930	16797105	17.42%	16008019	789086	95.30%	4.70%
<b>Total</b>	<b>21247464</b>	<b>21108639</b>	<b>21.89%</b>	<b>20240801</b>	<b>867838</b>	<b>95.89%</b>	<b>4.11%</b>
<b>(A+B)1430</b>							
<b>Resolution No: 7 – Re-appointment of Mr. Rajya Vardhan Kanoria (DIN: 00003792) as an Independent Non-Executive Director for a second term of five consecutive years with effect from 13th May, 2019 to 12<sup>th</sup> May, 2024.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A)548	31775754	31775754	32.96%	31775717	37	99.99%	0.01%
<b>Mode of Voting (Remote e-voting)</b>							
(B)882	49846859	49715004	51.56%	49226121	488883	99.02%	0.98%
<b>Total</b>	<b>81622613</b>	<b>81490758</b>	<b>84.52%</b>	<b>81001838</b>	<b>488920</b>	<b>99.40%</b>	<b>0.60%</b>
<b>(A+B)1430</b>							

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

Thanking you,

Yours faithfully,

*Abhinav Khosla*

Abhinav Khosla  
Partner, SCV & Co. LLP, Chartered Accountants  
(formerly Known as S.C.Vasudeva & Co.,  
Chartered Accountants Firm)  
(ICAI Registration No. 000235N/N500089)

Membership No. : 087010

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Countersign  
(Person Authorised by the Chairman of the Company)

Place: Gurugram Camp Office  
Dated: 25.04.2019

