

**Scrutinizer's Report**

To,  
The Chairman  
Nestlé India Limited  
CIN: L15202DL1959PLC003786  
100 / 101, World Trade Centre,  
Barakhamba Lane, New Delhi-110001

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolution contained in the Postal Ballot Notice dated 20<sup>th</sup> November, 2020.**

Dear Sir,

I, Abhinav Khosla, Partner of SCV & Co. LLP, a Chartered Accountant Firm having its registered office, B-41, Panchsheel Enclave, New Delhi – 110017, have been appointed as the Scrutinizer by Nestlé India Limited ("the Company") in its Board Meeting held on 20<sup>th</sup> November, 2020 to conduct the postal ballot through the process of remote e-voting in a fair and transparent manner and ascertaining the requisite majority on postal ballot resolution through remote e-voting carried out pursuant to provisions of Section 110 and 108 of the Companies Act, 2013 ("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 Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020 and Circular No. 33/2020 dated 28.09.2020, issued by Ministry of Corporate Affairs (MCA) (hereafter collectively referred to as MCA Circulars) and to the extent applicable for the Resolution as set out in the Notice for Postal Ballot dated 20<sup>th</sup> November, 2020 ("the Notice") for the Equity Shareholders of the Company.

The Management of the Company, is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder including MCA Circulars issued by MCA in view of the current extraordinary circumstances due to COVID-19 pandemic which requires social distancing. As per the MCA Circulars, the company is advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The Management of the Company, is also responsible for ensuring compliances in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time relating to voting done through the postal ballot and e-voting conducted through electronic voting system on the resolution contained in the Notice of the meeting.



**Other Offices**

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In accordance with the MCA Circulars, the Company has sent the Postal Ballot Notice in electronic form only and has expressed its inability to dispatch hardcopy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. Accordingly, the communication of the assent and dissent of the members took place through the remote e-voting system only.

My responsibility as Scrutinizer is limited to issuance of the Scrutinizers' Report on the votes cast "For" or "Against" the resolution stated in the Notice of Postal Ballot.

The Notice along with Explanatory Statement under Section 102 of the Act was sent to the shareholders of the Company through electronic mode to those members whose email addresses were registered with the Company/Depositories. However, the Company has also given an additional opportunity to its members to update their credentials with the Company through a public notice dated 24<sup>th</sup> November, 2020. Further the Company vide the Postal Ballot notice dated November 20, 2020, had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company. The shareholders holding shares as on the cut-off date i.e. 20<sup>th</sup> November, 2020 were entitled to vote on the proposed resolution as set out in the Notice and as mentioned below:

**Ordinary Resolution: Appointment of Mr. Matthias Christoph Lohner (DIN 0008934420) as a Director and Whole-Time Director of the Company, designated as “Executive Director – Technical”, for a period of five consecutive years with effect from 1<sup>st</sup> November, 2020 on the terms and conditions of appointment and remuneration payable to him.**

The Company has availed of the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company.

I submit my report as under:

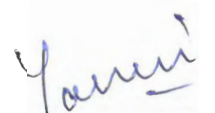
- i. On 24<sup>th</sup> November, 2020, the Company completed the dispatch of postal ballot notice only through electronic mode to members whose e-mail ID was registered with the Company and whose name(s) appeared on the register of members/List of Beneficial Owners as on the cut-off date. For this purpose, we have relied upon the email exchanged by NSDL with the Company for confirming that the email- communication has been sent to all the members as mentioned above.
- ii. An advertisement regarding notice of Postal Ballot/E-Voting was published in Financial Express (Delhi) dated 25<sup>th</sup> November 2020 and Jansatta (Delhi) dated 25<sup>th</sup> November 2020.
- iii. The shareholders have cast their votes through e-voting facility on the designated website URL: <https://www.evoting.nsd.com/>
- iv. The remote e-voting for postal ballot process commenced on Wednesday, 25<sup>th</sup> November, 2020 (9:00 A.M. IST) and ended on Thursday, 24<sup>th</sup> December, 2020 (5:00 P.M. IST).
- v. All the votes received up to 5:00 PM on 24<sup>th</sup> December, 2020, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny. The e-voting was disabled immediately thereafter.
- vi. A total number of 1932 shareholders have cast their vote on the e-voting platform.



- vii. The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) of NSDL. The votes were unblocked by me at 5:01 p.m. on 24<sup>th</sup> December, 2020, in the presence of two witnesses, Ms. Aditi Mittal R/o D-805, Aims Golf Avenue 1, Sector 75, Noida 201301 and Ms. Yamini Rawat R/o H-705, Skytech Matrott, Sector-76, Noida 201301, 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: Yamini Rawat

- viii. The Postal Ballot electronic votes were duly scrutinized.
- ix. The particulars of postal ballot received from members in electronic voting report generated from NSDL have been entered in a separate Register maintained for the purpose.
- x. The report on results of the remote e-voting for postal ballot process is as under:

**Appointment of Mr. Matthias Christoph Lohner (DIN 0008934420) as a Director and Whole-Time Director of the Company, designated as “Executive Director – Technical”, for a period of five consecutive years with effect from 1<sup>st</sup> November, 2020 on the terms and conditions of appointment and remuneration payable to him.**

**a) Voted in favour of the Resolution**

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid Votes cast
1860	76398934	99.97

**b) Voted against the Resolution**

Number of Members voted	Number of valid Votes cast by them (Shares)	% of total number of valid Votes cast
72	26315	0.03



- xi. Based on the aforesaid result, I report that the Ordinary Resolution as contained in the Postal Ballot Notice dated 20<sup>th</sup> November, 2020 has been passed with the requisite majority. You may accordingly declare the result of remote e-voting for postal ballot process.

Thanking you,

Yours faithfully,

*Abhinav Khosla*

**Abhinav Khosla**  
**Partner**

**SCV & Co. LLP**

**Chartered Accountants**

**(ICAI Registration No. 000235N/N500089)**

**(Membership No.: 087010)**

**UDIN: 20087010AAAAEQ7835**



Place: Noida

Dated: 24.12.2020

**General information about company**

Scrip code	500790
NSE Symbol	
MSEI Symbol	
ISIN	INE239A01016
Name of the company	NESTLE INDIA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-12-2020
Start time of the meeting	
End time of the meeting	

**Scrutinizer Details**

Name of the Scrutinizer	ABHINAV KHOSLA
Firms Name	SCV & CO LLP
Qualification	CA
Membership Number	087010
Date of Board Meeting in which appointed	20-11-2020
Date of Issuance of Report to the company	24-12-2020

### Voting results

Record date	20-11-2020
Total number of shareholders on record date	158266
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Matthias Christoph Lohner (DIN 0008934420) as a Director and Whole-time Director of the Company, designated as "Executive Director - Technical" for a period of five consecutive years with effect from 1st November 2020 on the terms and conditions of appointment and remuneration payable to him				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60515079	60515079	100	60515079	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60515079	60515079	100	60515079	0	100
Public-Institutions	E-Voting	19836475	15671161	79.0017	15646208	24953	99.8408	0.1592
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19836475	15671161	79.0017	15646208	24953	99.8408
Public-Non Institutions	E-Voting	16064162	239009	1.4878	237647	1362	99.4301	0.5699
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		16064162	239009	1.4878	237647	1362	99.4301
Total		96415716	76425249	79.2664	76398934	26315	99.9656	0.0344
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	