

# NESTLÉ INDIA LIMITED

(CIN: L15202DL1959PLC003786)

Registered Office: M-5A, Connaught Circus, New Delhi - 110 001

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Phone: 011-23418891, Fax: 011-23415130

## POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Serial No.:

- Name and registered address of the sole/first named member
- Name(s) of Joint Member(s), if any
- DP ID-Client ID No. or Registered Folio No.
- No. of Shares held
- I/We hereby exercise my /our vote in respect of the Ordinary Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice issued by the Company dated 29<sup>th</sup> July, 2015 by sending my /our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Brief Particulars of the Item	Number of Votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Resolution for appointment of Mr. Suresh Narayanan (DIN 07246738) as the Managing Director of the Company for a period of 5 (five) years with effect from 1 <sup>st</sup> August, 2015 and the terms and conditions of appointment and remuneration payable to Mr. Narayanan.			

Place:

Signature of the Member

Date:

(must be as per specimen signature registered with the Company/Depository Participant)

## ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
18 <sup>th</sup> August, 2015 at 9.00 a.m.	17 <sup>th</sup> September, 2015 at 5.00 p.m.

Note:

- Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for 'Voting through Electronic Means' provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 17<sup>th</sup> September, 2015 upto 5:00 p.m.

## INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, it should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first-named Member and in his/her absence, by the next-named Member.
4. Consent must be accorded by placing a tick mark [✓] in the column 'I/We assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I/We dissent to the resolution'.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on 17<sup>th</sup> September, 2015. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Power of Attorney alongwith attested specimen signatures etc.
7. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope. Such Business Reply Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
8. A Member need not use all the votes or cast all the votes in the same way.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. 7<sup>th</sup> August, 2015. A person who is not a member as on the relevant date should treat this notice for information purpose only.
10. The votes of a Member shall be considered invalid if:
  - a. A Postal Ballot Form other than one issued by the Company has been used;
  - b. The Postal Ballot Form has not been signed by or on behalf of the Member;
  - c. The Member's signature does not match with the specimen signature;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
  - h. The Postal Ballot Form, signed in a representative capacity is not accompanied by a certified copy of the relevant specific authority;
  - i. The Postal Ballot Form is received defaced or mutilated in such a way that its identity as a genuine Postal Ballot Form cannot be established;
  - j. Member has made any amendment to the Resolution or imposes any condition while exercising vote.
11. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.