

NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Date of the AGM : 12th May 2016

Total number of shareholders on record date: 83,796

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 2

Public : 4400

No. of Shareholder attended the meeting through Video Conferencing :

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Agenda- wise disclosure

Resolution required : (Ordinary)			Adoption of Financial Statements for the year ended 31 st December, 2015.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$=[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,699,095	80.8228	15,699,095	-	100.0000	-
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,699,095		15,699,095	-	100.0000	-
Public-Others	E-Voting	16,476,543	354,664	2.1525	354,632	32	99.9909	0.0001
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		364,182		364,150	32	99.9912	0.0001
Total		96,415,716	76,578,356		76,578,324	32	99.9999	0.0000



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)			Confirm two interim dividends already paid during the year 2015 and declare final dividend.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$=[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,737,716	-	100.0000	-
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,737,716		15,737,716	-	100.0000	-
Public-Others	E-Voting	16,476,543	354,664	2.1525	354,659	5	99.9986	0.0000
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		364,182		364,177	5	99.9986	0.0000
Total		96,415,716	76,616,977		76,616,972	5	99.9999	0.0000



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)			Re-appointment of Mr. Shobinder Duggal (DIN:00039580), who retires by rotation.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$=[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,723,727	13,989	99.9111	0.0009
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,737,716		15,723,727	13,989	99.9111	0.0009
Public-Others	E-Voting	16,476,543	354,634	2.1524	354,441	193	99.9456	0.0005
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		364,152		363,959	193	99.9470	0.0005
Total		96,415,716	76,616,947		76,602,765	14,182	99.9815	0.0002



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)			Appointment of M/s. A.F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W), as Auditors and fixing their remuneration.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$=[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,685,695	80.7538	15,675,085	10,610	99.9324	0.0007
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,685,695		15,675,085	10,610	99.9324	0.0007
Public-Others	E-Voting	16,476,543	354,654	2.1525	354,577	77	99.9783	0.0002
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		364,172		364,095	77	99.9789	0.0002
Total		96,415,716	76,564,946		76,554,259	10,687	99.9860	0.0001



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)			Ratification of remuneration of M/sRamanathiyer& Co., Cost Auditors (Firm Registration No. 00019)					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$=[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,713,616	80.8975	15,713,616	-	100.0000	-
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,713,616		15,713,616	-	100.0000	-
Public-Others	E-Voting	16,476,543	354,309	2.1504	354,200	109	99.9692	0.0003
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		363,827		363,718	109	99.9700	0.0003
Total		96,415,716	76,592,522		76,592,413	109	99.9999	0.0000



NESTLÉ INDIA LIMITED - VOTING RESULTS OF 57TH ANNUAL GENERAL MEETING

Resolution required : (Ordinary)			Approval for Appointment of Dr. Rakesh Mohan(DIN:02790744) as an Independent Non-Executive Director.					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
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
				3			(6)=	(7)=
		1	2	$[(2)/(1)]*100$	4	5	$[(4)/(2)]*100$	$[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	60,515,079	33,051,399	54.6168	33,051,399	-	100.0000	-
	Poll*	60,515,079	27,463,680	45.3832	27,463,680	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		60,515,079		60,515,079	-	100.0000	-
Public – Institutional holders	E-Voting	19,424,094	15,737,716	81.0216	15,737,716	-	100.0000	-
	Poll*	19,424,094	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		15,737,716		15,737,716	-	100.0000	-
Public-Others	E-Voting	16,476,543	354,584	2.1521	354,029	555	99.8435	0.1565
	Poll*	16,476,543	9,518	0.0578	9,518	-	100.0000	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total		364,102		363,547	555	99.8476	0.1524
Total		96,415,716	76,616,897		76,616,342	555	99.9993	0.0007

* Voting through Ballot Paper at the AGM Venue



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 amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman
57th Annual General Meeting of the Equity Shareholders
of Nestlé India Limited, held on 12th day of May, 2016 at 10:00 am
at Air Force Auditorium, Subroto Park, New Delhi 110010

Dear Sir,

I, Abhinav Khosla, Partner of M/s. S. C. Vasudeva & Co., a Chartered Accountant Firm having its registered office at B – 41, Panchsheel Enclave, New Delhi – 110017, have been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolution(s), through ballot paper at the 57th Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 12th day of May, 2016 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 9th May, 2016 (9:00 am) to 11th May, 2016 (5:00 pm) 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

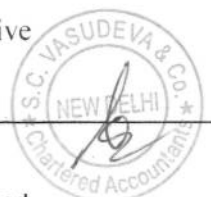
1. The remote e-voting period remained open from 9th May, 2016 (9:00 am) to 11th May, 2016 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 5th May, 2016 were entitled to vote on the proposed resolutions (item no.1 to 6 as set out in the Notice of the 57th AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 57th 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 57th 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 ballot 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 ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Other Offices

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D-62, Panchsheel Enclave, New Delhi-110017
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Ludhiana
B-XIX-220, Rani Jhansi Road,
Near SBI Treasury Branch, Ghumar Mandi,
Ludhiana-141001, (Punjab)
Tel: +91-161-2774527 Fax: +91-161-2771618



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
9	506

7. After counting the votes cast by the members and proxy holders present at the 57th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 12th May, 2016 around 01.10 pm in the presence of two witnesses, Ms. Itee Singhal (2A/31, Ramesh Nagar, New Delhi-110005) and Ms. Resham Goyal, (J 3/ 263, DDA Flat, Kalkaji, New Delhi- 110019) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name : Itee Singhal


Name : Resham Goyal

8. 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 favor	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	$6 = [(4) / (2)] * 100$	$7 = [(5) / (2)] * 100$
Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31 st December, 2015.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0%



Mode of Voting (Remote e-voting)							
(B) 475	49309245	49105158	50.93%	49105126	32	99.99%	0.01%
Total (A+B) 626	76782956	76578356	79.42%	76578324	32	99.99%	0.01%
Resolution No: 2 - Confirmation of two interim dividends already paid during the year ended 31stDecember, 2015 and declare final dividend.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0%
Mode of Voting (Remote e-voting)							
(B) 477	49333345	49143779	50.97%	49143774	5	99.99%	0.01%
Total (A+B) 628	76807056	76616977	79.46%	76616972	5	99.99%	0.01%
Resolution No: 3 - Re-appointment of Mr. Shobinder Duggal (DIN: 00039580), who retires by rotation							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0%



Mode of Voting (Remote e-voting)							
(B) 476	49333315	49143749	50.97%	49129567	14182	99.97%	0.03%
Total (A+B) 627	76807026	76616947	79.46%	76602765	14182	99.98%	0.02%
Resolution No: 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W), as Statutory Auditors of the Company and fixing their remuneration.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0
Mode of Voting (Remote e-voting)							
(B) 473	49295835	49091748	50.92%	49081061	10687	99.98%	0.02%
Total (A+B) 624	76769546	76564946	79.41%	76554259	10687	99.98%	0.02%
Resolution No: 5 - Ratification of Remuneration of M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 00019).							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0%
Mode of Voting (Remote e-voting)							
(B) 470	49308890	49119324	50.95%	49119215	109	99.99%	0.01%



Total (A+B) 621	76782601	76592522	79.44%	76592413	109	99.99%	0.01%
Resolution No: 6 - Approval for Appointment of Dr. Rakesh Mohan (DIN: 02790744) as an Independent Non- Executive Director.							
Mode of Voting (Ballot Paper)							
(A) 151	27473711	27473198	28.49%	27473198	0	100%	0
Mode of Voting (Remote e-voting)							
(B) 475	49333265	49143699	50.97%	49143144	555	99.99%	0.01%
Total (A+B) 626	76806976	76616897	79.46%	76616342	555	99.99%	0.01%



9. 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, S.C. Vasudeva & Co.
Chartered Accountants
(FRN: 000235N)
Membership No.:087010



Bmuri



Place: Gurgaon Camp Office

Dated: 12.05.2016