

Date of the AGM: 15th May, 2015

Total number of shareholders on record date: '64228'

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

Promoters and Promoter Group : 2  
Public : 4377

No. of Shareholders present in the meeting either in person through video conferencing:

Promoters and Promoter Group : Not Applicable  
Public : Not Applicable

Detail of the Agenda:

Promoter/Public	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
<b>Resolution No. 1 - Adoption of Financial Statements for the year ended 31st December, 2014.</b>							
<b>Resolution Required - Ordinary</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
Public – Institutional holders	16428676	10859684	66.1000	10845163	14521	99.8700	0.1300
Public-Others	19471961	2139676	10.9900	2139518	158	99.9900	0.0100
Total (A)	96415716	46050759	47.7600	46036080	14679	99.9700	0.0300
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
Public – Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	19471961	80329	0.4100	80329	0	100.0000	0.0000
Total (B)	96415716	27544009	28.5700	27544009	0	100.0000	0.0000
<b>Total (A+B)</b>	<b>96415716</b>	<b>73594768</b>	<b>76.3306</b>	<b>73580089</b>	<b>14679</b>	<b>99.9800</b>	<b>0.0199</b>



<b>Resolution No. 2 - Confirm three interim dividends already paid during the year 2014 and declare final dividend.</b>							
<b>Resolution Required - Ordinary</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
Public – Institutional holders	16428676	10913520	66.4300	10913520	0	100.0000	0.0000
Public-Others	19471961	2139602	10.9900	2139442	160	99.9900	0.0100
<b>Total (A)</b>	<b>96415716</b>	<b>46104521</b>	<b>47.8200</b>	<b>46104361</b>	<b>160</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
Public – Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	19471961	80329	0.4100	80329	0	100.0000	0.0000
<b>Total (B)</b>	<b>96415716</b>	<b>27544009</b>	<b>28.5700</b>	<b>27544009</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>96415716</b>	<b>73648530</b>	<b>76.3864</b>	<b>73648370</b>	<b>160</b>	<b>99.9997</b>	<b>0.0002</b>
<b>Resolution No. 3 - Re-appointment of Mr. Aristides Protonotarios, (DIN: 06546858) who retires by rotation.</b>							
<b>Resolution Required - Ordinary</b>							
<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
Public – Institutional holders	16428676	10913520	66.4300	10822644	90876	99.1700	0.8300
Public-Others	19471961	2139545	10.9900	2102192	37353	98.2500	1.7500
<b>Total (A)</b>	<b>96415716</b>	<b>46104464</b>	<b>47.8200</b>	<b>45976235</b>	<b>128229</b>	<b>99.7200</b>	<b>0.2800</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
Public – Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	19471961	80329	0.4100	80328	1	100.0000	0.0000
<b>Total (B)</b>	<b>96415716</b>	<b>27544009</b>	<b>28.5700</b>	<b>27544008</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>96415716</b>	<b>73648473</b>	<b>76.3863</b>	<b>73520243</b>	<b>128230</b>	<b>99.8258</b>	<b>0.1741</b>



**Resolution No. 4 - Appointment of M/s. A. F. Ferguson & Co., Chartered Accountants (ICAI Registration No. 112066W) as Auditors and fixing their remuneration.**

**Resolution Required - Ordinary**

<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
Public – Institutional holders	16428676	10859684	66.1000	10854834	4850	99.9600	0.0400
Public-Others	19471961	2139545	10.9900	2138929	616	99.9700	0.0300
<b>Total (A)</b>	<b>96415716</b>	<b>46050628</b>	<b>47.7600</b>	<b>46045162</b>	<b>5466</b>	<b>99.9900</b>	<b>0.0100</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
Public – Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	19471961	80329	0.4100	80328	1	100.0000	0.0000
<b>Total (B)</b>	<b>96415716</b>	<b>27544009</b>	<b>28.5700</b>	<b>27544008</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>96415716</b>	<b>73594637</b>	<b>76.3305</b>	<b>73589170</b>	<b>5467</b>	<b>99.9925</b>	<b>0.0074</b>

**Resolution No. 5 - Appointment of Mr. Rajya Vardhan Kanoria (DIN : 00003792) as an Independent Director.**

**Resolution Required - Ordinary**

<b>Mode of voting: (Remote e-voting)</b>							
Promoter and Promoter Group	60515079	33051399	54.6200	33051399	0	100.0000	0.0000
Public – Institutional holders	16428676	10913520	66.4300	10667478	246042	97.7500	2.2500
Public-Others	19471961	2139544	10.9900	2137376	2168	99.9000	0.1000
<b>Total (A)</b>	<b>96415716</b>	<b>46104463</b>	<b>47.8200</b>	<b>45856253</b>	<b>248210</b>	<b>99.4600</b>	<b>0.5400</b>
<b>Mode of voting: (Ballot Paper)</b>							
Promoter and Promoter Group	60515079	27463680	45.3800	27463680	0	100.0000	0.0000
Public – Institutional holders	0	0	0.0000	0	0	0.0000	0.0000
Public-Others	19471961	80329	0.4100	80328	1	100.0000	0.0000
<b>Total (B)</b>	<b>96415716</b>	<b>27544009</b>	<b>28.5700</b>	<b>27544008</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total (A+B)</b>	<b>96415716</b>	<b>73648472</b>	<b>76.3863</b>	<b>73400261</b>	<b>248211</b>	<b>99.6629</b>	<b>0.3370</b>

\* voting at the AGM was by use of Ballot Paper

*Ramkrishna*



**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

To,  
The Chairman  
56<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of Nestlé India Limited, held on 15<sup>th</sup> day of May, 2015 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 56<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Nestlé India Limited, held on 15<sup>th</sup> day of May, 2015 at Air Force Auditorium, Subroto Park, New Delhi 110010 and through remote e-voting during the period from 12<sup>th</sup> May, 2015 (9:00 am) to 14<sup>th</sup> May, 2015 (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 12<sup>th</sup> May, 2015(9:00 am) to 14<sup>th</sup> May, 2015 (5:00 pm) and was disabled for voting thereafter.
2. The members holding shares as on the "cut off" date i.e. 8<sup>th</sup> May, 2015 were entitled to vote on the proposed resolutions (item no.1 to 5 as set out in the Notice of the 56<sup>th</sup> AGM of Nestlé India Limited) by remote e-voting or voting through ballot paper at the 56<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 56<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 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
17	406

**Other Offices**

**New Delhi**  
D-62, Panchsheel Enclave, New Delhi-110017  
Tel: +91-11- 26497629 / 30 Fax: +91-11- 41749444

**Ludhiana**  
B-XIX-220, Rani Jhansi Road, Near SBI Treasury Branch, Ghumar Mandi,  
Ludhiana-141001, (Punjab) Tel: +91-161-2774527 Fax: +91-161-2771618



7. After counting the votes cast by the members and proxy holders present at the 56<sup>th</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 15<sup>th</sup> May, 2015 around 1.41 pm in the presence of two witnesses, Ms. Aditi Mittal (House No. 202, Duggal Housing Complex, Khanpur, New Delhi 110062) and Ms. Resham Goyal, (J 1/ 137, 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 : Aditi Mittal

  
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 favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	$3 = \frac{(2)}{96415716} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
<b>Resolution No: 1 - Adoption of Financial Statements of the Company for the year ended 31<sup>st</sup> December, 2014.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 83	27544093	27544009	28.57	27544009	0	100	0
<b>Mode of Voting (Remote e-voting)</b>							
(B) 453	46120541	46050759	47.76	46036080	14679	99.97	0.03
Total (A+B) 536	73664634	73594768	76.33	73580089	14679	99.98	0.02
<b>Resolution No: 2 - Confirmation of three interim dividends already paid during the year ended 31<sup>st</sup> December, 2014 and approval of final dividend</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 83	27544093	27544009	28.57	27544009	0	100	0
<b>Mode of Voting (Remote e-voting)</b>							
(B) 454	46174303	46104521	47.82	46104361	160	99.9997	0.0003
Total (A+B) 537	73718396	73648530	76.39	73648370	160	99.9998	0.0002
<b>Resolution No: 3 - Re-appointment of Mr. Aristides Protonotarios, (DIN: 06546858) who retires by rotation</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 83	27544093	27544009	28.57	27544008	1	99.99	0.01
<b>Mode of Voting (Remote e-voting)</b>							
(B) 452	46174246	46104464	47.82	45976235	128229	99.72	0.28
Total (A+B) 535	73718339	73648473	76.39	73520243	128230	99.8259	0.1741



<b>Resolution No: 4 - Appointment of M/s. A. F. Ferguson &amp; Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 83	27544093	27544009	28.57	27544008	1	99.99	0.01
<b>Mode of Voting (Remote e-voting)</b>							
(B) 449	46120410	46050628	47.76	46045162	5466	99.99	0.01
<b>Total (A+B) 532</b>	<b>73664503</b>	<b>73594637</b>	<b>76.33</b>	<b>73589170</b>	<b>5467</b>	<b>99.9926</b>	<b>0.0074</b>
<b>Resolution No: 5 - Appointment of Mr. Rajya Vardhan Kanoria (DIN : 00003792) as an Independent Director.</b>							
<b>Mode of Voting (Ballot Paper)</b>							
(A) 83	27544093	27544009	28.57	27544008	1	99.99	0.01
<b>Mode of Voting (Remote e-voting)</b>							
(B) 451	46174245	46104463	47.82	45856253	248210	99.46	0.54
<b>Total (A+B) 534</b>	<b>73718338</b>	<b>73648472</b>	<b>76.39</b>	<b>73400261</b>	<b>248211</b>	<b>99.6630</b>	<b>0.3370</b>

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**



*Countersigned*

**NESTLÉ INDIA LIMITED**  
*Pomerle*  
**SENIOR VICE PRESIDENT - LEGAL & COMPANY SECRETARY**  
**15/05/2015**

Place: New Delhi  
Dated: 15.05.2015