

## **Nestlé India Limited**

(CIN: L15202DL1959PLC003786)  
Nestlé House  
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'M' Block, DLF City, Phase – II  
Gurugram – 122002, Haryana  
Phone: 0124 - 3940000  
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Website: www.nestle.in



**PKR:SG:JK: 42:2025-26**

**18<sup>th</sup> August 2025**

### **BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

BSE Scrip Code: 500790

### **National Stock Exchange of India Limited (NSE)**

Exchange Plaza, Plot No. C-1,  
G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

NSE Symbol: NESTLEIND

**Subject: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:  
Detailed proceedings of the Extraordinary General Meeting (“EGM”) of the Company held on  
Thursday, 24<sup>th</sup> July 2025**

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Dear Madam/ Sir,

Further to our letter no. PKR:SG:JK: 34:2025-26 and PKR:SG:JK: 35:2025-26, both dated 24<sup>th</sup> July 2025, please find enclosed herewith a copy of the detailed proceedings of the Extraordinary General Meeting of the Company held on Thursday, 24<sup>th</sup> July 2025 through video conferencing/ other audio-visual means. The same is also being uploaded on the Company's website at [www.nestle.in](http://www.nestle.in).

This is for your information and record.

Thanking you,

Yours truly,

**NESTLÉ INDIA LIMITED**

**PRAMOD KUMAR RAI**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl: *as above*

**PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF NESTLÉ INDIA LIMITED (“THE COMPANY”) HELD ON THURSDAY, 24<sup>TH</sup> JULY 2025 FROM 15:00 HOURS TO 15:58 HOURS THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/ OAVM”) FACILITY AT THE REGISTERED OFFICE - 100/ 101, WORLD TRADE CENTRE, BARAKHAMBA LANE, NEW DELHI – 110 001 (DEEMED VENUE OF THE MEETING)**

**Directors and Key Managerial Personnel participated through VC/ OAVM facility**

Mr Suresh Narayanan	- Chairman and Managing Director
Mr PR Ramesh	- Independent Non-Executive Director
Ms Anjali Bansal	- Independent Non-Executive Director
Ms Alpana Parida	- Independent Non-Executive Director
Ms Svetlana Boldina	- Executive Director – Finance & Control and CFO
Mr Satish Srinivasan	- Executive Director – Technical
Ms Suneeta Reddy	- Independent Non-Executive Director
Mr Sidharth Kumar Birla	- Independent Non-Executive Director
Mr Manish Tiwary	- Managing Director (Designate)
Mr Pramod Kumar Rai	- Company Secretary & Compliance Officer

**Moderator for the EGM participated through VC/ OAVM facility**

Ms Inba Vessaoker (VC Now)	- Moderator (for announcements and coordination with pre-registered member speakers)
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**Confirmation to Company Secretary before start of the EGM**

Mr Utkarsh Gupta, Deputy Manager, National Securities Depository Limited, confirmed to the Company Secretary that members who have logged in constitute the requisite quorum and that partners/ authorised representatives of the Statutory Auditors, Secretarial Auditors and Cost Auditors had also logged in for participation in the EGM.

**Announcement before the start of the EGM**

Ms Inba Vessaoker, the Moderator for the Extraordinary General Meeting (“EGM”), welcomed the members who were participating in the EGM of the Company through VC/ OAVM facility and apprised them that for the smooth conduct of the EGM, all members were in mute mode and pre-registered member speakers were unmuted on the request of the Chairman. Further, she stated that the proceedings of EGM would be recorded and made available on the Company’s website in due course. She then handed over the proceedings of the EGM to Mr Suresh Narayanan, Chairman and Managing Director of the Company.

**Chairman**

Mr Suresh Narayanan, Chairman and Managing Director of the Company, took the chair. He thanked Ms Inba and welcomed the Members to the EGM.

**Member’s attendance and quorum**

Nestlé S.A., holding 330,513,990 equity shares represented by Mr Suresh Narayanan, Maggi Enterprises Limited, holding 274,636,800 equity shares represented by Mr Pramod Kumar Rai and 219 Members holding 1,764,055 equity shares of the Company participated in the EGM through VC/ OAVM facility.

The Chairman declared the meeting as validly convened on the basis of advice received from the Company Secretary that the requirement of the quorum as per the Articles of Association of the Company and applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and MCA General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 was fulfilled.

### **Introduction**

The Chairman stated that he was privileged to once again address the Members before he retires as Chairman and Managing Director of the Company. He extended a warm welcome to all Members participating in the meeting through VC/ OAVM facility.

He further stated that all Executive Directors, including himself, Key Managerial Personnel and the Company Secretary were participating from the Company's Corporate Office in Gurugram. All Independent Non-Executive Director participated from their respective offices, except Ms Alpana Parida, who joined from the Company's Corporate Office in Gurugram.

Thereafter, the Chairman introduced Board Members and Key Managerial Personnel who participated in the EGM through VC/ OAVM facility:

Mr PR Ramesh, Lead Independent Non-Executive Director, Chairman of the Audit Committee, and a member of the Nomination and Remuneration Committee and Risk Management and Sustainability Initiatives Committee, participated from Mumbai.

Ms Anjali Bansal, Independent Non-Executive Director, Chairperson of the Nomination and Remuneration Committee, and a member of the Corporate Social Responsibility Committee, Audit Committee and Risk Management and Sustainability Initiatives Committee, participated from Delhi.

Ms Alpana Parida, Independent Non-Executive Director, Chairperson of the Stakeholders Relationship Committee, and a member of the Audit Committee and Nomination and Remuneration Committee, participated from Gurugram.

Ms Svetlana Boldina, Executive Director - Finance & Control and CFO, a member of the Corporate Social Responsibility Committee and Stakeholders Relationship Committee, participated from Gurugram.

Mr Satish Srinivasan, Executive Director - Technical and a permanent invitee to the Corporate Social Responsibility Committee and Risk Management and Sustainability Initiatives Committee, participated from Gurugram.

Ms Suneeta Reddy, Independent Non-Executive Director, Chairperson of the Corporate Social Responsibility Committee and a member of the Risk Management and Sustainability Initiatives Committee, participated from New Delhi.

Mr Sidharth Birla, Independent Non-Executive Director, Chairman of the Risk Management and Sustainability Initiatives Committee and a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, participated from New Delhi.

Mr Manish Tiwary, Managing Director (Designate) and Key Managerial Personnel of the Company, participated from Gurugram.

Finally, the Chairman introduced Mr Pramod Kumar Rai, Company Secretary & Compliance Officer of the Company, who participated from Gurugram.

The Chairman also acknowledged the participation of the partners and authorized representatives of the Statutory Auditors, M/s S.R. Batliboi & Co. LLP, Chartered Accountants; the Secretarial Auditors, M/s S.N. Ananthasubramanian & Co., Company Secretaries; and the Cost Auditors, M/s Ramanath Iyer & Co., Cost Accountants.

The Chairman commenced his address and informed the Members that the purpose of the Extraordinary General Meeting was to seek their approval for issuing bonus equity shares in the ratio of 1:1, by capitalising an amount not exceeding ₹96.42 crore from the Company's retained earnings.

The Chairman stated that to make the equity shares more affordable and to encourage wider retail investor participation, the equity shares of the Company were sub-divided in the ratio of 10:1 in January 2024. Post-split, there was a significant increase in trading volume and the retail shareholder base expanded three times from approximately 1.8 lakh to over 5.5 lakh shareholders.

The Chairman further stated that the Board of Directors of the Company, at its meeting held on 26<sup>th</sup> June 2025, approved the issuance of bonus equity shares in the ratio of 1:1, with an objective to further improve the liquidity of the shares and broaden the shareholder base while recognising their steadfast support and loyalty throughout the Company's growth and transformation journey. The Chairman also highlighted that over forty five thousand Members holding only one equity share would benefit from this bonus issuance.

The Chairman stated that as on 31<sup>st</sup> March 2025, the retained earnings of the Company stood at ₹4,008.95 crore, which included ₹837.43 crore that had been reclassified from General Reserves during the year 2023, pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal, Delhi Bench. The Company planned to capitalise upto ₹96.42 crore from the reclassified amount transferred from General Reserves to the retained earnings for the issuance of bonus equity shares. The Chairman further announced that the Order of the Hon'ble NCLT and the Scheme were available on the Company's website.

The Chairman further stated that, in order to facilitate the proposed bonus issue, the Board of Directors had also, at the said meeting of 26<sup>th</sup> June 2025, recommended an increase in the Authorised Share Capital of the Company from ₹100 crore to ₹200 crore, by creation of an additional 100 crore equity shares of ₹1 each and consequent alteration in the Capital Clause of the Memorandum of Association.

On behalf of the Board, the Chairman conveyed sincere appreciation to the Members for their continued support and trust in the Company throughout the years.

### **Business Items**

The Chairman proceeded with the EGM and stated that the Notice of the EGM dated 26<sup>th</sup> June 2025 was duly sent to the Members at their registered email addresses and was taken as read. He further stated that a public notice in this regard published in newspapers as stipulated.

The Chairman further stated that as per the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the Company had provided remote e-voting facility to the Members entitled to cast their vote on the EGM Agenda items from 21<sup>st</sup> July 2025 (9:00 A.M. IST) to 23<sup>rd</sup> July 2025 (5:00 P.M. IST) and drew attention of the Members that at the end of discussion on the resolutions, Members participating in the

EGM but who did not cast their votes through remote e-voting facility, can exercise their vote using e-voting platform of NSDL, which would remain open until the conclusion of the Meeting.

The Chairman thereafter proceeded with the Agenda, summarizing that the Notice of the EGM alongwith the Explanatory Statement, included two special business items listed as Agenda items 1 and 2. These items were related to: 1) the approval for issue of bonus equity shares to the Members of the Company in the ratio 1:1; and 2) the approval to increase the Authorised Share Capital and the consequent alteration to the Capital Clause of the Memorandum of Association.

Before taking up the question-and-answer session (Q&A Session), the Chairman explained that, considering the participation of Members in the EGM through VC/ OAVM facility, two options were provided to the Members for asking questions or giving comments during the EGM. First, Members could pre-register as speakers at least 48 hours in advance of the meeting at the designated investor e-mail address of the Company. Second, Members could submit their questions at least 48 hours prior to the meeting at the designated investor e-mail address of the Company.

Thereafter, the Chairman commenced the Q&A Session and requested the pre-registered speakers to kindly restrict their questions to matters specific to the agenda. The Chairman invited Members who had pre-registered with the Company as speakers to ask questions or give their comments on the Agenda items as set out in the Notice of the EGM and answered the speakers after all of them had asked the questions during the Q&A Session. The list of pre-registered speakers who participated in the EGM was recorded hereunder:

1. Mr Jaydip Bakshi (DP - Client ID: IN301549-36203908) from Kolkata;
2. Ms Prakashini Ganesh Shenoy (DP - Client ID: IN300239-12451107) from Mumbai;
3. Mr Yash Pal Chopra (DP - Client ID: IN300708-10592847) from Delhi;
4. Mr Himanshu A Trivedi (DP - Client ID: 13016700-00688192) from Gujarat;
5. Mr Ashish Shankar Bansal (DP - Client ID: 12033900-00164334) from Kolkata;
6. Ms H. S. Patel (DP - Client ID: 12037100-00018446) from Mumbai; and
7. Ms Celestine Elizabeth Mascarenhas (DP - Client ID: 12051400-00090218) from Mumbai.

The Chairman expressed appreciation to the Members for providing comments and questions on bonus issue.

#### **Members' comments and management response**

The Members congratulated the Chairman and Managing Director, and the Board of Directors for convening the EGM and expressed their gratitude in support of issuance of bonus equity shares in the ratio 1:1, acknowledging it as a step to further strengthen the investor trust in the Company. The Members also acknowledged the efforts of the secretarial team for issuing the notice in a timely manner and commended the Company for delivering good dividends, maintaining a strong market capitalisation, and offering high-quality products in the market.

In response to a query regarding convening an EGM for approval of the bonus issue, the Chairman stated that the purpose of EGM, conducted through VC/ OVAM facility, was to ensure wider participation of the Members and that the virtual meeting provided Members with the opportunity to express their views. For the sake of clarity, the Chairman explained the Members that as per the Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Delhi Bench, the Company had reclassified approximately

₹837 crore from General Reserves to the Retained Earnings in 2023 and out of this ₹96.42 crore would be capitalised for the issuance of bonus equity shares.

Finally, the Chairman thanked all the Members for their attendance and active participation, feedback and comments.

#### **Conduct of voting through e-Voting during the EGM**

The Chairman thereafter took up the Agenda items 1 and 2 as set out in the Notice of the EGM and stated that as he mentioned earlier, Members who participated in the EGM but who did not cast their votes by availing the remote e-voting facility, can exercise their vote in proportion to their shareholding through electronic voting platform provided by NSDL, the icon of which was available on their screen and that the Members will be directed to the e-Voting portal of NSDL. The Chairman stated that Mr Abhinav Khosla, Partner, M/s SCV & Co. LLP, Chartered Accountants, will scrutinize the votes cast through remote e-Voting and votes cast during the EGM on e-Voting platform provided by NSDL. Mr Khosla will submit the report thereon to the Chairman or the Company Secretary, duly authorised, in the prescribed manner.

The Chairman announced that the voting results ('Results') on the two resolutions placed before the EGM would be declared no later than around 6:00 P.M. on 25<sup>th</sup> July 2025. He stated that the Results would be immediately intimated to BSE Limited and National Stock Exchange of India Limited. He informed the Members that the Results along with the report of the Scrutinizer shall be uploaded on the website of the Company and NSDL, and would also be available at the registered office of the Company. The e-Voting platform provided by NSDL remained open for an additional 30 minutes. The proceedings of the e-Voting were closed after the Members who participated in the EGM were given the opportunity to cast their votes through e-Voting, which lapsed 30 minutes after the announcement made by the Chairman.

Thereafter, Ms Inba Vessaoker, Moderator, announced to the Members that the Scrutinizer had advised that the time for e-voting had elapsed, and they were of the opinion that all Members who participated in the EGM were given adequate time and opportunity to vote at the EGM and that the voting process of EGM had concluded. Thereafter, she invited the Chairman to close the proceedings.

The Chairman thanked the Members for their participation, suggestions and comments and closed the Meeting.

**RESULTS OF THE REMOTE E-VOTING CONDUCTED FROM 21<sup>ST</sup> JULY 2025 (9:00 A.M. IST) TO 23<sup>RD</sup> JULY 2025 (5:00 P.M. IST) AND E-VOTING DURING THE EXTRAORDINARY GENERAL MEETING (“EGM”) HELD ON THURSDAY, 24<sup>TH</sup> JULY 2025 ON THE TWO SPECIAL BUSINESS ARE RECORDED HEREUNDER:**

Based on the Scrutinizer’s Report for the electronic voting by Members who participated in the EGM through VC/OAVM facility on 24<sup>th</sup> July 2025, as well as voting by Members through Remote e-Voting between 21<sup>st</sup> July 2025 (9:00 A.M. IST) to 23<sup>rd</sup> July 2025 (5:00 P.M. IST), the Results were declared on 24<sup>th</sup> July 2025 at around 8:04 P.M. IST. A summary of which are recorded as hereunder:

The Resolutions for the Special business as set out in Agenda items 1 and 2 of the EGM Notice dated 26<sup>th</sup> June 2025 were duly passed with the requisite majority.

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
Resolution required: (Ordinary)		Agenda Item 1: To approve issue of bonus equity shares to the Members of the Company in the ratio 1:1						
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Promoter and Promoter Group	E-Voting	605150790	605150790	100.0000	605150790	0	100.0000	0.0000
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		605150790	605150790	100.0000	605150790	0	100.0000
Public – Institutions	E-Voting	206869420	181802083	87.8825	163995319	17806764	90.2054	9.7946
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		206869420	181802083	87.8825	163995319	17806764	90.2054
Public - Non Institutions	E-Voting	152136950	7097774	4.6654	7093867	3907	99.945	0.055
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		152136950	7097774	4.6654	7093867	3907	99.945
Total		964157160	794050647	82.357	776239976	17810671	97.757	2.243
Resolution required: (Ordinary)		Agenda Item 2: To increase the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association						
Whether promoter/ promoter group are interested in the agenda/ resolution?							No	
Promoter and Promoter Group	E-Voting	605150790	605150790	100.0000	605150790	0	100.0000	0.0000
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		605150790	605150790	100.0000	605150790	0	100.0000
Public – Institutions	E-Voting	206869420	181799182	87.8811	164195206	17603976	90.3168	9.6832
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		206869420	181799182	87.8811	164195206	17603976	90.3168
Public-Non Institutions	E-Voting	152136950	7097642	4.6653	7093699	3943	99.9444	0.0556
	Pol#		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot#		0	0.0000	0	0	0.0000	0.0000
	Total		152136950	7097642	4.6653	7093699	3943	99.9444
Total		964157160	794047614	82.3567	776439695	17607919	97.7825	2.2175

# Not applicable as the meeting was held through video conferencing/ other audio-visual means

**THE RESOLUTIONS FOR THE SPECIAL BUSINESS AS SET OUT IN AGENDA ITEMS 1 AND 2 IN THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING, WHICH WERE DULY APPROVED BY THE MEMBERS WITH REQUISITE MAJORITY, ARE RECORDED HEREUNDER AS PART OF THE PROCEEDINGS OF EXTRAORDINARY GENERAL MEETING OF THE MEMBERS HELD ON 24<sup>TH</sup> JULY 2025 THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS ('VC/ OAVM') FACILITY**

**Special Business:**

**Item no. 1: Ordinary Resolution for approval of issue of bonus equity shares to the members of the Company in the ratio of 1:1**

RESOLVED that in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Foreign Exchange Management Act, 1999 ("FEMA") [including any statutory modification(s) or re-enactment(s) of the Act, Rules, SEBI ICDR, SEBI LODR and FEMA for the time being in force] and other applicable regulations, rules and guidelines issued, from time to time, by Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from the concerned authorities, approval of the members be and is hereby accorded to the Board of Directors of the Company ("the Board", the term which shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹96.42 crore out of the retained earnings of the Company, as per the audited financial statements for the year ended 31<sup>st</sup> March 2025, for the purpose of issue and allotment of bonus equity shares of ₹1/- (Rupee one only) each, to the eligible members of the Company holding fully paid-up equity shares of the Company whose names appear in the Register of Members/ Beneficial Owners as on the 'Record Date', as may be determined by the Board for this purpose, in the ratio of one (1) new bonus equity share for every one (1) existing fully paid-up equity share held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by each such member and not as an income of the members.

RESOLVED FURTHER that the bonus equity shares so allotted shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company as on the Record Date.

RESOLVED FURTHER that the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER that no letter of allotment shall be issued in respect of the aforesaid bonus equity shares.

RESOLVED FURTHER that the bonus equity shares so allotted shall be credited only in dematerialised form to the beneficiary accounts of the members with their respective Depository Participant(s), and in the case of members who hold equity shares in physical form, the bonus equity shares so allotted shall be credited to a separate suspense escrow

demat account until such bonus equity shares are credited by the Company in dematerialised form to the beneficiary accounts of such members with their respective Depository Participant(s), subject to the Act, SEBI LODR, SEBI ICDR or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard, and the voting rights of such bonus equity shares held in the suspense escrow demat account shall remain frozen.

RESOLVED FURTHER that the issue and allotment of the bonus equity shares to the extent that they relate to Non-Resident Indians ("NRIs"), Overseas Corporate Bodies ("OCBs"), Foreign Institutional Investors ("FIIs") and other Foreign Investors, shall be subject to the approval of RBI or any other regulatory authority, if any.

RESOLVED FURTHER that the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are listed, as per the provisions of the SEBI LODR and other applicable regulations, rules and guidelines.

RESOLVED FURTHER that for the purposes of giving effect to the issue, allotment and listing of bonus equity shares as resolved hereinbefore, the Board, Managing Director, Executive Director – Finance & Control and Chief Financial Officer and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard including without limitation, filing application(s), registration(s), statement(s), e-form(s), if any, and other documents with MCA, SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, National Securities Depository Limited, Central Depository Services (India) Limited or any other regulatory authority, to give effect to this Resolution.

**Item no. 2: Ordinary Resolution for increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

RESOLVED that in accordance with Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹100,00,00,000/- (Rupees one hundred crore only) divided into 100,00,00,000 (One hundred crore) equity shares of ₹1/- (Rupee one only) each to ₹200,00,00,000/- (Rupees two hundred crore only) by creation of an additional 100,00,00,000 (One hundred crore) equity shares of ₹1/- (Rupee one only) each and consequently, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause 5:

*"5. The Authorised Share Capital of the Company is ₹200,00,00,000/- (Rupees two hundred crore only) divided into 200,00,00,000 (Two hundred crore) equity shares of ₹1/- (Rupee one only) each, with rights, privileges and conditions attaching thereto as are provided by the Articles of Association for the time being of the Company, with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association for the time being of the Company and to vary, modify or*

*abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”*

RESOLVED FURTHER that for the purposes of giving effect to the increase in the Authorised Share Capital of the Company as resolved hereinbefore, the Board of Directors of the Company ("the Board", the term which shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution), Managing Director, Executive Director - Finance & Control and Chief Financial Officer and the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things, as may be deemed necessary or desirable for such purpose, to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects.

**Date: 18<sup>th</sup> August 2025**  
**Place: Gurugram**

**Sd/-**  
**MANISH TIWARY**  
**CHAIRMAN AND MANAGING DIRECTOR**

**CERTIFIED TRUE**  
**NESTLÉ INDIA LIMITED**

**PRAMOD KUMAR RAI**  
**COMPANY SECRETARY**