

Nestlé India Limited

(CIN: L15202DL1959PLC003786)

Nestlé House

Jacaranda Marg

'M' Block, DLF City, Phase – II

Gurugram – 122002, Haryana

Phone: 0124 - 3940000;

E-mail: investor@in.nestle.com;

Website: www.nestle.in

**PKR:SG:JK: 106:2025-26****11th February 2026****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: Submission of Notice of Postal Ballot**

Dear Madam/ Sir,

In furtherance to our letter reference no. PKR:SG:JK: 105:2025-26 dated 30th January 2026, please find enclosed the Notice of Postal Ballot ("Notice") together with the explanatory statement for seeking approval of the members of the Company on special business items relating to the appointment of Mr. Mandeep Singh Chhatwal (DIN: 11387157) as a Non-Executive Director, Mr. Edouard Dominique Jean Mac Nab (DIN: 11511070) as Whole-time Director, designated as "Executive Director – Finance & Control and Chief Financial Officer" and Mr. Jagdeep Singh Marahar (DIN: 09121056) as Whole-time Director, designated as "Executive Director – Technical".

The copy of the Notice is also being uploaded on the website of the Company at www.nestle.in and National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. In conformity with the applicable regulatory requirements, the Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depository Participant(s) as on Friday, 6th February 2026 ("Cut-off date"). Members who have not updated their email addresses with the Company/ Depository Participant(s) are requested to update their email addresses as per the instructions given in the Notice.

The Company has engaged the services of NSDL for providing remote e-Voting facility to all its members. The remote e-Voting period commences on Thursday, 12th February 2026 at 9:00 A.M. (IST) and concludes on Friday, 13th March 2026 at 5:00 P.M. (IST). The detailed instructions for remote e-Voting are provided in the Notice. The communication of assent or dissent of the members on the resolutions would only take place through the remote e-Voting facility. The Result of remote e-Voting shall be declared on or before 5:00 P.M. (IST) Saturday, 14th March 2026.

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India]

E-VOTING COMMENCES ON:	E-VOTING CONCLUDES ON:
Thursday, 12th February 2026 at 9:00 A.M. (IST)	Friday, 13th March 2026 at 5:00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and Section 108 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and/or any other applicable provisions of the Act, the Rules or the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs, Government of India (**"MCA"**) for holding general meetings/ conducting postal ballot process through remote e-Voting, vide General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September 2025 (collectively the **"MCA Circulars"**), to transact the special businesses as set out in this Notice of Postal Ballot (**"Notice"**), by the members of Nestlé India Limited (**"the Company"**) by means of postal ballot (**"Postal Ballot"**) only by voting through electronic means (**"remote e-Voting"**) facility.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of this Notice.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant(s) as on Friday, 6th February 2026 (**"Cut-off date"**). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members. If any member's e-mail address is not registered or updated with the Company/ Depository Participant(s), they may follow the process provided in the Notes hereunder to receive the Notice, login ID and password for remote e-Voting. The communication of the assent or dissent of the members would only take place through the remote e-Voting facility.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its members. The Notice is also available on the website of the Company at www.nestle.in, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes under the section "Voting through Electronic Means" of the Notice for casting of votes by remote e-Voting not later than Friday, 13th March 2026 at 5:00 P.M. (IST). The remote e-Voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time.

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 (**"the Act"**) and any other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Mandeep Singh Chhatwal (DIN: 11387157), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director (non-executive) of the Company w.e.f. 1st January 2026 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director (non-executive) of the Company, liable to retire by rotation."

2. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 (**"the Act"**) and any other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (**"the Rules"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Edouard Dominique Jean Mac Nab [Mr. Edouard Mac Nab] (DIN: 11511070), who has been appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company, w.e.f. 1st March 2026 in terms of Section 161(1) of the Act and Article 127 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of the Sections 196, 197, 203 read with Schedule V of the Act and any other applicable provisions of the Act, the Rules and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of Mr. Edouard Mac Nab (DIN: 11511070), as the Whole-time Director, designated as "Executive Director - Finance & Control and Chief Financial Officer", for a term of five consecutive years w.e.f. 1st March 2026 up to 28th February 2031, on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to by the Board of Directors and Mr. Edouard Mac Nab."

3. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and any other applicable provisions of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Jagdeep Singh Marahar (DIN: 09121056), who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company w.e.f. 1st June 2026, liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of the Sections 196, 197, 203 read with Schedule V of the Act and any other applicable provisions of the Act, the Rules and Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of Mr. Jagdeep Singh Marahar (DIN: 09121056), as the Whole-time Director, designated as "Executive Director - Technical", for a term of five consecutive years w.e.f. 1st June 2026 up to 31st May 2031, on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to by the Board of Directors and Mr. Jagdeep Singh Marahar."

By Order of the Board
For Nestlé India Limited

Sd/-

Pramod Kumar Rai
Company Secretary & Compliance Officer
(Membership No.: F4676)

Place: Gurugram

Date: 30th January 2026

Registered Office:

100 / 101, World Trade Centre, Barakhamba Lane, New Delhi – 110 001

Email: investor@in.nestle.com | **Website:** www.nestle.in | **CIN:** L15202DL1959PLC003786

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolutions are annexed hereto and forms part of this Notice.
2. In conformity with the applicable regulatory requirements and MCA Circulars, this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on Friday, 6th February 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company or Depository Participant(s). It is however clarified that, all members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depository Participant(s) or any other reason) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. Members may note that this Notice will also be available on the Company's website (www.nestle.in); BSE Limited (www.bseindia.com); National Stock Exchange of India Limited (www.nseindia.com); and National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com).
3. In compliance with Section 110 and Section 108 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and MCA Circulars, the Company has appointed NSDL to provide the remote e-Voting facility to the members, to enable them to cast their votes electronically. The detailed instructions with respect to remote e-Voting are annexed to this Notice.
4. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Only those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-Voting.
5. The remote e-Voting period commences on Thursday, 12th February 2026 at 9:00 A.M. (IST) and concludes on Friday, 13th March 2026 at 5:00 P.M. (IST) ("remote e-Voting period"), thereafter remote e-Voting module will be disabled by NSDL, and e-Voting shall not be allowed beyond the said time. During this remote e-Voting period, members of the Company holding shares either in physical form or in demat form, as on the Cut-off date may cast their vote electronically. Once members cast their vote on the resolutions, they will not be allowed to change it subsequently.
6. The vote in this Postal Ballot cannot be exercised through proxy.

7. Members, whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail address is not registered/ updated with the Company or with their respective Depository Participant(s), and who wish to receive the Notice, and all other future communications sent by the Company from time to time, can get their KYC details and e-mail address registered/ updated by following the steps as given below:
- Members holding shares in physical form, by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in Form ISR-1:
 - if email address is registered - by sending an e-mail at investor@in.nestle.com from their registered email address followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company or directly to the RTA, M/s. Alankit Assignments Limited; and
 - if email address is not registered - by sending the physical copy of the same through post at the Registered Office of the Company or directly to the RTA.

Please note that members will not be eligible to lodge grievances or submit service requests to the RTA until they have provided complete KYC details.

- Members holding shares in demat form, may update their KYC details and e-mail address with their Depository Participant(s).

Members may refer to SEBI Master Circular and other Circulars, relevant Investor Service Request Forms and contact details for sending requisite forms/ documents, available on the Company's website at <https://www.nestle.in/investors/faqs>.

- SEBI has mandated that securities of listed companies can be transferred only in demat form. To avail various benefits of holding shares in demat form, members are advised to demat shares held by them in physical form, for ease in portfolio management.
- All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to the closure of remote e-Voting period i.e., Friday, 13th March 2026. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests by sending an email at investor@in.nestle.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the remote e-Voting period of the Postal Ballot.
- Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, vide resolution dated 30th January 2026, has appointed Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s. SCV & Co. LLP, Chartered Accountants, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting through remote e-Voting, unblock the votes cast through remote e-Voting and make a Scrutinizer's Report of the total votes cast in favor and against, if any, and submit his/ her report to the Chairman of the Company or any person authorised by him/ her. The Scrutinizer's decision on the validity of votes cast will be final.
- Based on the Scrutinizer's Report, the Results of remote e-Voting will be declared on or before 5:00 P.M. (IST) Saturday, 14th March 2026. The declared Results along with the Scrutinizer's Report will be submitted to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"); displayed on the Notice Board of the Company at its Registered Office; and will be available on the Company's website at www.nestle.in. NSDL will also display the Results on its website at www.evoting.nsdl.com.
- Resolution passed by the members through Postal Ballot is deemed to have been passed as if the same was passed at a general meeting of the members convened in that regard on the last date specified for remote e-Voting period i.e., Friday, 13th March 2026.
- VOTING THROUGH ELECTRONIC MEANS**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login: <ol style="list-style-type: none"> You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon

	<p>under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical form	Your User ID is:
a) For shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
7. If necessary, you may also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@in.nestle.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (investor@in.nestle.com). If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode.
3. Alternatively shareholders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), vide its resolution dated 20th November 2025, appointed Mr. Mandeep Singh Chhatwal (DIN: 11387157) as an Additional Director (non-executive), liable to retire by rotation, w.e.f. 1st January 2026, subject to approval of the members.

Mr. Chhatwal, aged 59 years, holds a Master's degree in Business Administration from IIM Ahmedabad. He currently serves as Chief Financial Officer (CFO) for Zone Asia, Oceania & Africa (AOA) of Nestlé Group, based at Nestlé's global headquarters in Vevey, Switzerland. He began his career with the Company in 1989, where he developed his financial capabilities across both factory and sales operations before transitioning to other markets within the Nestlé Group in 2004. His previous leadership positions at Nestlé include CFO of Nestlé Sri Lanka, Global Head of Financial Services, Head of Corporate Finance & Deputy Treasurer, and CFO of Nestlé Philippines. Since 2021 as CFO of Zone AOA, he has overseen the finance function across 112 countries, spearheading strategy, performance management, and financial governance in one of the Group's most diverse regions. Mr. Chhatwal brings over 30 years of rich and exhaustive experience in the finance sector and is recognised for his strategic thinking, operational acumen, and capacity to guide teams through complex environments with clarity.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("the Act"), received a notice in writing from a Member, proposing his candidature for the office of a Director. The Company has also received from Mr. Chhatwal (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; and (iii) confirmation that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. Mr. Chhatwal is not a Director or a committee member of any other company or body corporate in India nor was he a director in any other listed company in India during past three years and he does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Chhatwal fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, for appointment as a Non-Executive Director of the Company and considering his expertise, knowledge and experience, his association would be of immense benefit to the Company and accordingly, recommends the appointment of Mr. Chhatwal be way of an Ordinary Resolution as set out at Item No. 1 of the accompanying Notice, for the approval of the members of the Company.

Except Mr. Chhatwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice. Mr. Chhatwal is not related to any Director or Key Managerial Personnel of the Company. Mr. Chhatwal attended Board Meeting of the Company held on 30th January 2026.

All the documents referred in the Notice and Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours i.e., from 9:00 A.M. (IST) to 5:00 P.M. (IST), on any working day, excluding Saturday, upto closure of remote e-Voting i.e., Friday, 13th March 2026.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 2:

The Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 30th January 2026 appointed Mr. Edouard Dominique Jean Mac Nab [Mr. Edouard Mac Nab] (DIN: 11511070) as an Additional Director and Whole-time Director (Key Managerial Personnel), designated as "Executive Director – Finance & Control and Chief Financial Officer" of the Company for a term of five consecutive years to hold office w.e.f. 1st March 2026 up to 28th February 2031, subject to approval of the members, the Central Government and such other approval as may be required under applicable laws. Mr. Edouard Mac Nab will succeed Ms. Svetlana Boldina (DIN: 10044338), who stepped down as Whole-time Director on 31st January 2026 to pursue a new assignment with a Nestlé Affiliate.

Mr. Edouard Mac Nab, aged 54 years, holds a Bachelor's degree in Business Administration with a major in Finance/ Accounting and a degree in Law. He currently serves as Head of Finance & Control of Nestlé Canada and has played a pivotal role in restoring profitability and transforming the Finance organization to accelerate the digital agenda. He joined Nestlé France as Chief Financial Officer ('CFO') in February 2022 and moved to his current role in September 2024. Prior to joining Nestlé Group, he held senior finance leadership positions at Reckitt, Mead Johnson Nutrition, and Bristol-Myers Squibb. Mr. Edouard Mac Nab brings over 25 years of international finance leadership experience across Asia, North America, Latin America, and Europe and is recognized as a change agent with a proven track record in business turnarounds, strategic planning, sustainability and digital transformation.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Edouard Mac Nab as the Whole-time Director, designated as 'Executive Director - Finance & Control and Chief Financial Officer' and the remuneration payable to him. The material terms and conditions of appointment and remuneration, as contained in the draft agreement, are as follows:

I. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary Comprising:

- (i) Basic salary : At the rate not exceeding Rs. 12,50,000 per month; and
- (ii) Allowances : Not exceeding two and a half times of the Basic salary,

with increments as per the Company's policy and as may be determined by the Board, from time to time, on the recommendations of the NRC, subject to a ceiling on increment of 30% in a year (following April to March cycle) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st April 2027. The recommendation of NRC will be based on the Company's performance and individual performance.

b) Commission/ Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 ("the Act") as per the criteria and rate to be determined by the Board, from time to time, which shall be in the range of 45% to 70% of the Salary in I(a) above, for the relevant period, as applicable in the grade of Executive Directors, depending upon the performance parameters determined on an annual basis. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board. Commission/ Performance linked incentive may include elements of fixed remuneration payable based on net profits as per the Company's policy.

II. Perquisites:

1. In addition to the Remuneration as stated above, Mr. Edouard Mac Nab shall be entitled, as per the Company's policy, to perquisites like:

- a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per the Company's policy.
- b. Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal accident insurance premium.
- d. Air/ Sea passage and/or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
- e. Use of Company maintained cars with drivers for business and personal use.
- f. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence or reimbursement of communication expenses as per the Company's policy.
- g. Education allowance for children, if any, whether abroad or in India.
- h. Encashment of leave at the end of his tenure as per the Company's policy.
- i. Contributions to provident fund, superannuation or annuity fund and any other retirement benefits or any re-charge cost(s) thereof.
- j. Terminal benefits: Air/ Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board at the time of leaving the service of the Company.
- k. Expenses on shifting of residence.
- l. Joining allowances and other benefits.
- m. Participation in any/ all employee stock option schemes/ performance stock unit plans of the Company, if any or that of Nestlé S.A, granted depending upon the overall performance of the Company, its market share, Nestlé Group's performance, and individual objectives. The quantum of stock option schemes/ performance stock unit plans of Nestlé S.A. in the grade of Executive Directors ranges from 35% to 70% of the Salary in I(a) above, depending upon the performance parameters determined on an annual basis.
- n. Such other perquisites and allowances in accordance with the Company's policy or as may be agreed to by the Board and Mr. Edouard Mac Nab.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding the Salary in I(a) above for the relevant period. The perquisites mentioned above from (h) to (m) shall be based on the actual amounts and excluded from the aforesaid perquisites limit.

2. The Board or Committee thereof may, in their discretion, revise/ modify any of the terms from time to time, within the stipulated limits.

III. Minimum Remuneration:

Notwithstanding anything contained herein, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Whole-time Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Edouard Mac Nab as provided herein above.

IV. Other terms:

Subject to the superintendence, control and direction of the Board, Mr. Edouard Mac Nab shall manage and conduct the business and affairs of the Company relating to the Finance and Control and as Chief Financial Officer (CFO) of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Edouard Mac Nab or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Mr. Edouard Mac Nab shall be liable to determination by retirement of directors by rotation. If Mr. Edouard Mac Nab is re-appointed as a Director, immediately on retirement by rotation, he shall continue to hold office of Whole-time Director, designated as "Executive Director - Finance & Control and CFO" and such re-appointment as a Director shall not be deemed to constitute break in his appointment as a Whole-time Director, designated as "Executive Director - Finance & Control and CFO."

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Edouard Mac Nab under Section 190 of the Act.

To determine the remuneration levels for the Executive Directors, the Company conducts an annual comprehensive total rewards survey. The process involves a detailed analysis of compensation packages across multiple organizations, facilitated by a reputed Human Resource Consulting Firm with expertise in industry-wide remuneration practices. A diverse range of companies is evaluated to establish benchmarks for compensation, benefits, and other forms of rewards. The insights obtained from this survey enable the Company to maintain competitive and industry-aligned remuneration practices. Accordingly, the terms and conditions proposed are keeping in line with the remuneration package that is necessary to attract and encourage good professional managers with a sound career record to important position as that of the 'Executive Director - Finance & Control and CFO' and is in accordance with the Nomination and Remuneration Policy of the Company.

Based on the recommendation of NRC and given his expertise, knowledge and experience, the Board, considers appointment of Mr. Edouard Mac Nab as the Whole-time Director (Key Managerial Personnel), designated as "Executive Director - Finance & Control and CFO", to be in the interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, rules made thereunder and Listing Regulations, recommends his appointment, by way of an Ordinary Resolution as set out at Item No. 2 of the accompanying Notice, for the approval of the members of the Company.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Edouard Mac Nab (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Edouard Mac Nab has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as the Whole-time Director of the Company and that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Mr. Edouard Mac Nab will join as a member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of the Company w.e.f. 1st March 2026. Mr. Edouard Mac Nab is not a director or a committee member of any other company or body corporate in India nor was he a director in any other listed company in India during past three years and he does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Edouard, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice. Mr. Edouard Mac Nab is not related to any Director or Key Managerial Personnel of the Company.

All the documents referred in the Notice and Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours i.e., from 9:00 A.M. (IST) to 5:00 P.M. (IST), on any working day, excluding Saturday, upto closure of remote e-Voting i.e., Friday, 13th March 2026.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 3:

The Board of Directors ("Board"), based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 30th January 2026, has recommended to the members the appointment of Mr. Jagdeep Singh Marahar (DIN: 09121056) as Whole-time Director (Key Managerial Personnel), designated as "Executive Director - Technical" of the Company for a term of five consecutive years w.e.f. 1st June 2026 up to 31st May 2031, to succeed Mr. Satish Srinivasan, who retires from the Company on 31st May 2026. To facilitate seamless transition, the Board has designated Mr. Marahar as Head – Technical (Key Managerial Personnel) of the Company w.e.f. 1st May 2026.

Mr. Marahar, aged 53 years, holds a Bachelor's degree in Agriculture with Honours in Food Science and a Master's degree in Food Technology. He currently serves as Managing Director of Nestlé R&D Centre India Private Limited, a wholly owned subsidiary of Nestlé S.A. in India, and in his role for the past four years, he effectively led the strategic realignment of the R&D India portfolio and operations in accordance with business priorities of Nestlé Group. Prior to this role, he has held several key positions, including as Group Manager with PTC (Product Technology Centre) York, UK, Production Manager and Factory Manager at Nestlé Ponda Factory as well as Category Technical Expert - Confectionery. Mr. Marahar brings over 29 years of experience to his role and is widely recognized for his leadership in operational strategy, innovation, research and development, quality management, and his people focused approach, as well as for his problem-solving abilities and efficiency in execution.

The approval of the members is being sought to the terms, conditions and stipulations for the appointment of Mr. Marahar as the Whole-time Director, designated as "Executive Director – Technical" and the remuneration payable to him. The material terms and conditions of appointment and remuneration, as contained in the draft agreement, are as follows:

I. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):

a) Salary Comprising:

- (i) Basic salary : At the rate not exceeding Rs. 10,50,000/- per month; and
- (ii) Allowances : Not exceeding two and a half times of the Basic salary,

with increments as per the Company's policy and as may be determined by the Board, from time to time, on the recommendations of the NRC, subject to a ceiling on increment of 30% in a year (following April to March cycle) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st April 2027. The recommendation of NRC will be based on the Company's performance and individual performance.

b) Commission/ Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 ("the Act") as per the criteria and rate to be determined by the Board, from time to time, which shall be in the range of 45% to 70% of the Salary in I(a) above, for the relevant period, as applicable in the grade of Executive Directors, depending upon the performance parameters determined on an annual basis. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board. Commission/ Performance linked incentive may include elements of fixed remuneration payable based on net profits as per the Company's policy.

II. Perquisites:

1. In addition to the Remuneration as stated above, Mr. Marahar shall be entitled, as per the Company's policy, to perquisites like:

- a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per the Company's policy.
- b. Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
- c. Personal accident insurance premium.
- d. Use of Company maintained cars with drivers for business and personal use.
- e. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence or reimbursement of communication expenses as per the Company's policy.
- f. Education allowance for children, if any, whether abroad or in India.
- g. Encashment of leave at the end of his tenure as per the Company's policy.
- h. Contributions to provident fund, superannuation or annuity fund and any other retirement benefits or any re-charge cost(s) thereof.
- i. Terminal benefits: Air/ Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board at the time of leaving the service of the Company.
- j. Expenses on shifting of residence.
- k. Joining allowances and other benefits, if applicable.
- l. Participation in any/ all employee stock option schemes/ performance stock unit plans of the Company, if any or that of Nestlé S.A., granted depending upon the overall performance of the Company, its market share, Nestlé Group's performance, and individual objectives. The quantum of stock option schemes/ performance stock unit plans of Nestlé S.A., in the grade of Executive Directors ranges from 35% to 70% of the Salary in I(a) above, depending upon the performance parameters determined on an annual basis.
- m. Such other perquisites and allowances in accordance with the Company's policy or as may be agreed to by the Board and Mr. Marahar.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding the Salary in I(a) above for the relevant period. The perquisites mentioned above from (g) to (l) shall be based on the actual amounts and excluded from the aforesaid perquisites limit.

2. The Board or Committee thereof may, in their discretion, revise/ modify any of the terms from time to time, within the stipulated limits.

III. Minimum Remuneration:

Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Whole-time Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Marahar as provided herein above.

IV. Other terms:

Subject to the superintendence, control and direction of the Board, Mr. Marahar shall manage and conduct the business and affairs of the Company with respect to technical areas of the Company including all existing and future factory locations. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

The appointment can be terminated by Mr. Marahar or the Company, by one party giving to the other 3 (three) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

The period of office of Mr. Marahar shall be liable to determination by retirement of directors by rotation. If Mr. Marahar is re-appointed as a Director, immediately on retirement by rotation, he shall continue to hold office of the Whole-time Director, designated as "Executive Director - Technical" and such re-appointment as a Director shall not be deemed to constitute break in his appointment as the Whole-time Director, designated as "Executive Director - Technical".

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Marahar under Section 190 of the Act.

To determine the remuneration levels for the Executive Directors, the Company conducts an annual comprehensive total rewards survey. The process involves a detailed analysis of compensation packages across multiple organizations, facilitated by a reputed Human Resource Consulting Firm with expertise in industry-wide remuneration practices. A diverse range of companies is evaluated to establish benchmarks for compensation, benefits, and other forms of rewards. The insights obtained from this survey enable the Company to maintain competitive and industry-aligned remuneration practices. Accordingly, the terms and conditions proposed are keeping in line with the remuneration package that is necessary to attract and encourage good professional managers with a sound career record to important position as that of the 'Executive Director - Technical' and is in accordance with the Nomination and Remuneration Policy of the Company.

Based on the recommendation of NRC and given his expertise, knowledge and experience, the Board, considers appointment of Mr. Marahar as the Whole-time Director (Key Managerial Personnel), designated as "Executive Director - Technical", to be in the interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, rules made thereunder and Listing Regulations, recommends his appointment, by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice, for the approval of the members of the Company.

The Company has received a notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Marahar (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Marahar has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as the Whole-time Director of the Company and that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority.

Mr. Marahar currently holds directorship in Nestlé R&D Centre India Private Limited and NIFTEM Technology Innovation and Business Incubation Foundation. He is not a committee member of any other company or body corporate in India nor was he a director in any other listed company in India during past three years and he does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Marahar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice. Mr. Marahar is not related to any Director or Key Managerial Personnel of the Company.

All the documents referred in the Notice and Explanatory Statement will be available for inspection without any fee by the members at the Registered Office of the Company during business hours i.e., from 9:00 A.M. (IST) to 5:00 P.M. (IST), on any working day, excluding Saturday, upto closure of remote e-Voting i.e., Friday, 13th March 2026.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of ICSI.

By Order of the Board
For Nestlé India Limited

Sd/-

Pramod Kumar Rai
Company Secretary & Compliance Officer
(Membership No.: F4676)

Place: Gurugram

Date: 30th January 2026

Registered Office:

100 / 101, World Trade Centre, Barakhamba Lane, New Delhi – 110 001

Email: investor@in.nestle.com | **Website:** www.nestle.in | **CIN:** L15202DL1959PLC003786

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