

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: 19:2026-27

5th June 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 : Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
("Listing Regulations"): Notice of the 67th Annual General Meeting ("67th AGM") of the Company**

Dear Madam/ Sir,

Further to our letter no. PKR:SG: 6:2026-27 dated 21st April 2026, please find enclosed herewith the Notice of the 67th AGM of the Company for the financial year 2025-26, scheduled to be held on Friday, 3rd July 2026 at 10:30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means (VC/ OAVM) facility.

The said Notice also forms part of the Annual Report for the financial year 2025-26, submitted to the stock exchanges vide our letter no. PKR:SG: 18:2026-27 dated 5th June 2026.

Please take the same on record.

Thanking you,

Yours truly,

NESTLÉ INDIA LIMITED

**PRAMOD KUMAR RAI
COMPANY SECRETARY AND COMPLIANCE OFFICER**

Encl.: as above

NESTLÉ INDIA LIMITED

(CIN: L15202DL1959PLC003786)

Registered Office: 100/ 101, World Trade Centre, Barakhamba Lane, New Delhi - 110 001

E-mail: investor@in.nestle.com | Website: www.nestle.in | Phone: 011 - 2341 8891

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTY SEVENTH ANNUAL GENERAL MEETING ("67th AGM") OF THE MEMBERS OF NESTLÉ INDIA LIMITED ("the Company") will be held on Friday, 3rd July 2026 at 10:30 A.M., Indian Standard Time (IST), through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt: a) the audited standalone financial statements of the Company for the financial year 2025-26 including the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, together with the Reports of the Board of Directors and the Auditors' thereon; and b) the audited consolidated financial statements of the Company for the financial year 2025-26 including the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, together with the Report of the Auditors' thereon.
2. To confirm the payment of Interim Dividend already declared and paid, and to declare final dividend on the equity shares of the Company for the financial year ended 31st March 2026.
3. To appoint a Director in place of Mr. Mandeep Singh Chhatwal (DIN: 11387157), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the recommendation of the Audit Committee of the Board, the remuneration payable to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No.: 000019), appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost accounting records for the products falling under the specified Customs Tariff Act Heading 0402, manufactured by the Company, for the financial year 2026-27, be and is hereby approved at ₹2,64,000/- (Rupees two lakhs sixty four thousand only), plus reimbursement of out-of-pocket expenses actually incurred and applicable taxes, as may be levied from time to time.

Date : 21st April 2026
Place : Gurugram, Haryana

Registered Office:
100/ 101, World Trade Centre, Barakhamba Lane,
New Delhi – 110 001
E-mail: investor@in.nestle.com | Website: www.nestle.in
CIN: L15202DL1959PLC003786

By Order of the Board
Nestlé India Limited

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out all material facts concerning the special business under Item No. 4 of the accompanying Notice of the 67th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on 21st April 2026 considered that the special business under Item No. 4 being considered unavoidable, be transacted at the 67th Annual General Meeting (67th AGM) of the Company through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility.
2. The 67th AGM of the Company is being convened through VC/ OAVM facility in terms of the Act and General Circular No. 03/2025 dated 22nd September 2025 and other relevant Circulars issued in this respect ("MCA Circulars"), from time to time by the Ministry of Corporate Affairs, Government of India. The deemed venue for the 67th AGM shall be the Registered Office of the Company.

This Notice and Annual Report for the financial year ended 31st March 2026 ("Annual Report for the financial year 2025-26") 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, 29th May 2026 and whose e-mail address are registered with the Company or Depository Participant(s). It is however clarified that, all members of the Company as on Friday, 26th June 2026 ("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 as elaborated in Note 22. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the website of the Company (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 case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 they may send a request from their registered e-mail address to the Company's e-mail address at investor@in.nestle.com mentioning their Folio no./ DP ID and Client ID. Additionally, in accordance with Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant(s) providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.
4. In terms of MCA Circulars, physical attendance of members has been dispensed with; therefore, there is no requirement for the appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 67th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote electronic voting (e-Voting) facility, for participation in the 67th AGM through VC/ OAVM facility and e-Voting during the 67th AGM. As the 67th AGM is being held through VC/ OAVM facility, the Route Map is not annexed to this Notice of the 67th AGM.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 67th AGM and facility for those members participating in the 67th AGM to cast their vote through remote e-Voting system during the 67th AGM. The members, whose names appear in the Register of Members/ Register of Beneficial Owners as on Friday, 26th June 2026, are entitled for e-Voting on the resolutions set forth in this Notice of the 67th AGM. For this purpose, NSDL will be providing facility for participation at the 67th AGM through VC/ OAVM facility and remote e-Voting during the 67th AGM. Members may note that NSDL may use third party service provider for providing service for participation of the members through VC/ OAVM facility.
6. Members may join the 67th AGM through VC/ OAVM facility by following the procedure and the joining window shall be kept open for the members from 10:00 A.M. (IST) i.e., 30 minutes before the scheduled start time of 67th AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled start time of the 67th AGM. To comply with the provisions of Regulation 44 of Listing Regulations, the Company is also providing one-way live webcast of the proceedings of 67th AGM, web-link of which can be accessed from the website of the Company at www.nestle.in.
7. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least two thousand members on a first-come-first-serve basis. Members holding two percent or more of paid-up capital, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, auditors, etc. will be able to attend the 67th AGM without any restriction on account of first-come-first-serve basis.

8. Attendance of the members participating in the 67th AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of quorum under Section 103 of the Act.
9. 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 of the 67th AGM, the Annual Report for the financial year 2025-26 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 given below:
 - a. 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:
 - i. if e-mail address is registered - by sending an e-mail at investor@in.nestle.com from their registered e-mail address followed by mandatorily sending the physical copy of the same through post at the Registered Office of the Company or directly to its Registrar to an Issue and Share Transfer Agent (RTA), M/s. Alankit Assignments Limited; and
 - ii. if e-mail address is not registered - by sending the physical copy of the same through post at the Registered Office of the Company or directly to its RTA's office.

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. Communication with regard for updation of KYC has been sent to all the members holding shares in physical form at their registered address from time to time and is also made available on the website of the Company at www.nestle.in.

- b. Members holding shares in dematerialized form, by updating their KYC details and e-mail address with their Depository Participant(s).

Please note that SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, notified on 18th November 2025, along with SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated 6th February 2026, as amended, mandates that any payment of dividend shall be made only through electronic mode to the members. Further, dividend warrants, cheques, demand drafts or any other instrument are no longer required to be issued.

Members whose bonus equity shares are lying in a separate Suspense Escrow Demat Account with the Company, may complete/ update the KYC details and claim their bonus equity shares.

The Company strongly urges the members to register their e-mail address with the Company/ Registrar to an Issue and Share Transfer Agent or the Depository Participant(s).

Members may refer to Frequently Asked Questions ("FAQs"), SEBI Master Circular and other Circulars, relevant Investor Service Request ("ISR") Forms, and contact details for sending requisite forms/ documents, available on the website of the Company at <https://www.nestle.in/investors/faqs>.

10. The Board of Directors has recommended final dividend of ₹5.00 per equity share of face value of ₹1.00 each for the financial year 2025-26 that is proposed to be paid on and from 30th July 2026, subject to the approval of the members at the 67th AGM. The Record Date fixed for determining the entitlement of the members to the final dividend is 10th July 2026. For information of the members, during the financial year 2025-26, an Interim Dividend of ₹7.00 per equity share of face value of ₹1.00 each was paid on and from 26th February 2026. You are kindly requested to complete your KYC as mentioned in Note 9 above to ensure payment of dividend(s).
11. Pursuant to the relevant provisions of the Income Tax Act, 2025 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at the rates applicable as per the IT Act read with tax treaty as may be applicable. In order to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN details linked with Aadhaar, Category with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending an e-mail to the Company's e-mail address at investor@in.nestle.com or RTA's e-mail address at rta@alankit.com from the e-mail address registered with Company/ RTA. For details, members may refer to the "Communication regarding Tax Deducted at Source ("TDS") on Dividend Distribution" appended as "**Annexure-I**" to the Notice of the 67th AGM.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, as may be applicable, subject to providing necessary documents, i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, and any other document which may be required to avail the tax treaty benefits by sending an e-mail to the Company's e-mail address at investor@in.nestle.com or RTA's e-mail address at rta@alankit.com from the e-mail address registered with Company/ RTA before the date prescribed in the Notice of the 67th AGM.

12. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. To avail various benefits of holding shares in dematerialized form, members are advised to dematerialize the shares held by them in physical form, for ease in portfolio management.
13. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members may nominate a person in respect of all the shares held by them severally or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out, cancel or vary an earlier nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the website of the Company or of the RTA. Members holding shares in demat form may approach their respective Depository Participant(s) to complete/ update the nomination formalities.
14. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ("IEPF Rules"), the amount of dividend remaining unpaid or unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. During the financial year ended 31st March 2026, the Company had transferred to the IEPF, unpaid or unclaimed dividend amounts of ₹58,61,760.00 (Rupees fifty eight lakh sixty one thousand seven hundred and sixty only) pertaining to Final Dividend 2017 & First Interim Dividend 2018; ₹29,85,360.00 (Rupees twenty nine lakh eighty five thousand three hundred and sixty only) pertaining to Second Interim Dividend 2018; and ₹73,34,950.00 (Rupees seventy three lakh thirty four thousand nine hundred and fifty only) pertaining to Third Interim Dividend 2018.
15. The Company has been sending reminder letter(s) to members having unpaid/ unclaimed dividend(s) before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.nestle.in. Members who have not encashed Second Interim Dividend 2019 or any subsequent dividend(s) declared by the Company, are advised to write to the Company at investor@in.nestle.com with their registered e-mail address immediately or send a letter with the details of their folio/ DP ID – Client ID along with KYC details to the Registered Office of the Company.
16. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend remains unpaid/ unclaimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 61,310 equity shares pertaining to Final Dividend 2017 & First Interim Dividend 2018; 16,720 equity shares pertaining to Second Interim Dividend 2018; and 99,360 pertaining to Third Interim Dividend 2018 of face value of ₹1.00 each, on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred to the IEPF Account during the financial year ended 31st March 2026, after following the prescribed procedure under the IEPF Rules.

Further, members who have not claimed or encashed their dividend(s) in the last seven consecutive years are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the corresponding shares to the IEPF Account in accordance with the prescribed procedure under the IEPF Rules.
17. The Investor Education and Protection Fund Authority ("IEPFA") has initiated a 100-days campaign titled "Saksham Niveshak" with an objective to encourage shareholders to claim their unpaid/ unclaimed dividend(s), to ensure that the equity shares along with corporate benefits accruing on such shares, are not transferred to the Investor Education and Protection Fund.
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ RTA of any change in KYC details or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding may be obtained from the concerned Depository Participant, and holdings may be verified from time to time.

19. Documents referred to in the accompanying Notice of the 67th AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any fee during normal business hours i.e., from 9:00 A.M. to 5:00 P.M. (IST) on all working days except Saturday, up to and including the date of the 67th AGM of the Company.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 67th AGM. During the 67th AGM, members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, in respect of the appointment of Directors seeking appointment/ re-appointment at the 67th AGM, forms an integral part of the Notice of the 67th AGM. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
22. General instructions for accessing and participating in the 67th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting:-

A. Instructions for members for Remote e-Voting are as under:

The remote e-Voting period will commence from Tuesday, 30th June 2026 (9:00 A.M. IST) and end on Thursday, 2nd July 2026 (5:00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 26th June 2026 ("Cut-off Date"), may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A person who is not a member as on the Cut-off Date should treat this Notice of the 67th AGM for information purpose only.

The details of the process and manner for remote e-Voting are explained herein below:-

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- Step 2: Cast your vote electronically on NSDL e-Voting system.


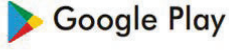


Step 1: Log-in to NSDL e-Voting system

I. Login method for e-Voting for individual shareholders holding securities in demat mode

In terms of SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January 2026, individual shareholders holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-Voting facility.

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

Type of Members	Login Methods
Individual shareholders holding securities in demat form with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login: <ol style="list-style-type: none"> a. You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. b. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. c. Enter the OTP received on registered e-mail address/ mobile number and click on login. d. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. e. 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.

Type of Members	Login Methods
	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon 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> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat form with CDSL	<p>1. 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.</p> <p>The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. 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, links are also provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p>

Type of Members	Login Methods
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. 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 & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders (holding securities in demat form) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual members holding securities in demat form with NSDL	Members 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 members holding securities in demat form with CDSL	Members 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

II. Login Method for e-Voting and joining virtual meeting for members other than individual members holding securities in demat form and shareholders holding securities in physical form:

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 members 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*****.

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical form	Your User ID is:
b) For members 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 e-mail address is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow steps mentioned below in process for those shareholders whose e-mail address 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 form) 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 and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".
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. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 e-mail address: evoting@nsdl.com or at telephone no. 022-4886 7000.

Process for those members whose e-mail address is not registered with the depositories for procuring user id and password and registration of e-mail address for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical form please provide Folio No., Name of shareholder, scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending an e-mail to investor@in.nestle.com
2. In case shares are held in demat form, please provide DP ID-Client ID (16 digit DP ID + Client ID 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 form, you are requested to refer to the login method explained at Step 1 i.e., Login method for e-Voting for individual shareholders holding securities in demat mode.
3. Alternatively members 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 Master Circular dated 30th January 2026 on e-Voting facility provided by listed companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Members are required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

A. Instructions for members for participating in the 67th AGM through VC/ OAVM are as under:

- a) The members will be provided with a facility to attend the 67th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the 67th AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the Notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of web browsers such as, Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets

or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any glitches.

- c) Members can submit questions in advance with regard to the financial statements or any other business matter to be placed at the 67th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's e-mail address at investor@in.nestle.com at least 48 hours in advance before the start of the meeting i.e., by 1st July 2026, 10:30 A.M. (IST). Such questions by the members shall be taken up during the meeting and replied by the Company suitably. In case questions could not be taken up due to paucity of time, the Company will arrange to send the reply promptly to those members.
- d) Members who would like to express their view/ ask questions during the 67th AGM with regard to the financial statements or any other matter to be placed at the 67th AGM, need to pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's e-mail address at investor@in.nestle.com at least 48 hours in advance before the start of the meeting i.e., by 1st July 2026, 10:30 A.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 67th AGM, depending upon the availability of time.
- e) The Company reserves the right to restrict the number of questions and number of pre-registered speakers, as appropriate, to ensure the smooth conduct of the 67th AGM.
- f) Institutional investors who are members of the Company, are encouraged to participate in the 67th AGM through VC/ OAVM facility and exercise their vote on the resolutions.
- g) If you are not the member of the Company as on the Cut-off Date, you can participate in the live webcast of the 67th AGM, details of which is being uploaded on website of the Company at <https://www.nestle.in/investors/shareholders-meeting>.

B. Instructions for members for e-Voting during the 67th AGM are as under:

- a) Members may follow the same procedure for e-Voting during the 67th AGM as mentioned above for remote e-Voting.
- b) Only those members, who will be present in the 67th AGM through VC/ OAVM facility and have not cast their vote on the resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 67th AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 67th AGM can participate in the 67th AGM through VC/ OAVM facility, however, they shall not be entitled to cast their vote again.
- d) The helpline details of the person who may be contacted by the members needing assistance with the use of technology, before or during the 67th AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

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 e-mail address: evoting@nsdl.com or pallavid@nsdl.com or call at 022- 4886 7000. Members may also write to the Company Secretary at the Company's e-mail address at investor@in.nestle.com.

C. Other Guidelines for members

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e., 26th June 2026.
- b) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 67th AGM by e-mail and holds shares as on the Cut-off Date i.e., 26th June 2026, may obtain the User ID and password by sending a request to the Company's e-mail address at investor@in.nestle.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting

your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 67th AGM.
- d) During the 67th AGM, the Chairman shall formally propose to the members participating through VC/ OAVM facility to vote on the resolution(s) as set out in the Notice of the 67th AGM and announce start of the voting process through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 67th AGM.
- e) Mr. Abhinav Khosla, Chartered Accountant (Membership No. 087010), Partner of M/s. SCV & Co. LLP, Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and votes cast through the e-Voting system during the meeting, are in a fair and transparent manner.
- f) The Scrutinizer shall after the conclusion of e-Voting at the 67th AGM, first download the votes cast at the 67th AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.nestle.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited.

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

Item No. 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

M/s. Ramanath Iyer & Co. is a leading firm of Cost Accountants operating out of New Delhi since 1978. It was established by Late Shri A.R. Ramanathan, a Fellow Member of both the Institute of Cost Accountants of India and the Institute of Company Secretaries of India, author of many books on management accounting & cost audit and one of the first members of the erstwhile Company Law Board and Central Regulatory Commission.

M/s. Ramanath Iyer & Co. is a firm with an expertise in the areas of Cost Audit (both Statutory as well as Voluntary) & Cost and Management Accounting. Their clients are in various industries including manufacturing as well as service sector and belong to the private as well as public sector, across India. The team comprises of five partners [all Fellow members of the Institute of Cost Accountants of India (ICMAI)], expert associates, and a team of 20 cost executives who possess the necessary knowledge, experience & expertise to serve their clients across various industries.

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 21st April 2026, approved the appointment of M/s. Ramanath Iyer & Co., Cost Accountants, New Delhi (Firm Registration No.: 000019), as the Cost Auditor to conduct the audit of the cost records of the Company pertaining to products (Milk Powder etc.), falling under the specified Customs Tariff Act Heading 0402, manufactured by the Company, for the financial year 2026-27 at a remuneration of ₹2,64,000/- (Rupees two lakhs sixty four thousand only) plus reimbursement of out-of-pocket expenses actually incurred and applicable taxes, as may be levied from time to time. Considering the limited scope of cost audit, time and resources deployed by the Cost Auditors and in the opinion of the Board of Directors, the proposed remuneration payable would be fair and reasonable and do not in any way impair the independence & judgement of the Cost Auditors.

The Company has received written consent from M/s. Ramanath Iyer & Co. confirming their eligibility and willingness to be appointed as the Cost Auditors of the Company. They have also confirmed that they meet the requirements to be appointed as the Cost Auditors in accordance with the provisions of the Act and that they are not disqualified for appointment under the Act, the Cost and Works Accountants Act, 1959 (23 of 1959) and the rules or regulations made thereunder. They also confirmed that there are no pending proceedings against the audit firm or any partner of the audit firm with respect to professional matters of conduct. The appointment, if made, complies with the applicable provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the accompanying Notice of the 67th AGM. Accordingly, the Board of Directors recommends the aforesaid appointment and remuneration to the members for their approval by way of Ordinary Resolution as set out at Item No. 4 of the accompanying Notice of the 67th AGM.

II. DETAILS IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Re-appointment of Mr. Mandeep Singh Chhatwal (DIN: 11387157) as a Director (Item No. 3)

In terms of Section 152(6) of the Companies Act, 2013, ("the Act"), Mr. Mandeep Singh Chhatwal (DIN: 11387157), shall retire by rotation at the 67th AGM and being eligible, offers himself for re-appointment.

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 recognized for his strategic thinking, operational acumen, and capacity to guide teams through complex environments with clarity.

Mr. Chhatwal brings strong expertise, knowledge and experience around different Markets and Zones of Nestlé group.

Mr. Chhatwal is neither a director nor a member of any Committee of any other company in India, and has not held directorship in any other company in India during the past three years. During the financial year ended 31st March 2026, Mr Chhatwal attended the Board Meeting held on 30th January 2026, following his appointment as a Non-Executive Director.

Except Mr. Chhatwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are, in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 3 of the accompanying Notice of the 67th AGM. Mr. Chhatwal is not related to any Director or Key Managerial Personnel of the Company. He does not hold by himself or for any other person on a beneficial basis, any shares of the Company. Accordingly, the Board of Directors recommends his re-appointment for approval of the members by way of an Ordinary Resolution as set out at Item No. 3 of the accompanying Notice of the 67th AGM.

Date : 21st April 2026
Place : Gurugram, Haryana

Registered Office:
100/ 101, World Trade Centre, Barakhamba Lane,
New Delhi – 110 001
E-mail: investor@in.nestle.com | Website: www.nestle.in

By Order of the Board
Nestlé India Limited

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

NESTLÉ INDIA LIMITED**Annexure-I**

(Refer note 11 of the Notice to the 67th AGM)

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Pursuant to the provisions of the Income Tax Act, 2025 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the IT Act. Please take note of the below TDS provisions and information/ document requirements for each member:

Section 1: For all Members - Details that should be completed and/or updated, as applicable

- a. All Members are requested to ensure that the below details are completed and/ or updated, as applicable, in their respective demat account/s maintained with the Depository Participant/s; or in case of shares held in physical form, with the Company, by 10th July 2026 ("Record Date"). Please note that these details as available on Record Date in the Register of Members/ Register of Beneficial Owners will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:
 - I. Valid Permanent Account Number (PAN).
 - II. Residential status as per the IT Act i.e., Resident or Non-Resident for Tax Year 2026-27.
 - III. Category of the Member:
 - i. Mutual Fund
 - ii. Insurance company
 - iii. Alternate Investment Fund (AIF) Category I and II
 - iv. AIF Category III
 - v. Government (Central/ State Government)
 - vi. Foreign Portfolio Investor (FPI)/ Foreign Institutional Investor (FII): Foreign company
 - vii. FPI/ FII: Others (being Individual, Firm, Trust, AJP, etc.)
 - viii. Individual
 - ix. Hindu Undivided Family (HUF)
 - x. Firm
 - xi. Limited Liability Partnership (LLP)
 - xii. Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP)
 - xiii. Trust
 - xiv. Domestic company
 - xv. Foreign company.
 - IV. E-mail Address.
 - V. Address.

Section 2: TDS provisions and documents required, as applicable for relevant category of Members

Members are requested to take note of the TDS rates and document/s, if any, required to be submitted to the Company by the Record Date their respective category, in order to comply with the applicable TDS provisions.

- I. For Resident Members:

- i. **Mutual Funds:** No TDS is required to be deducted as per section 393(5) of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- ii. **Insurance companies:** No TDS is required to be deducted as per section 393(4) of the IT Act subject to specified conditions. Self-attested copy of valid IRDA registration certificate needs to be submitted.
- iii. **Category I and II Alternative Investment Fund:** No TDS is required to be deducted as per section 400 of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- iv. **Recognised Provident funds:** No TDS is required to be deducted as per Circular No. 18/ 2017 subject to specified conditions. Self-attested copy of a valid order from Commissioner under Serial Number 22 of Seventh Schedule to the IT Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- v. **Approved Superannuation fund:** No TDS is required to be deducted as per Circular No. 18/ 2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Serial Number 23 of Seventh Schedule to the IT Act needs to be submitted.
- vi. **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No. 18/ 2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Serial Number 24 of Seventh Schedule to the IT Act needs to be submitted.
- vii. **National Pension Scheme:** No TDS is required to be deducted as per Sec 393(9) of the IT Act.
- viii. **Government (Central/ State):** No TDS is required to be deducted as per Sec 393(5) of the IT Act.
- ix. **Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.
- x. **Other resident Members:**
 - a) TDS is required to be deducted at the rate of 10% u/s 393(1) of the IT Act.
 - b) No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual member does not exceed ₹10,000. Normal dividend/s declared in the preceding financial year 2025-2026 would be considered as the basis to determine applicability of the said threshold for the entire financial year.
 - c) No TDS is required to be deducted on furnishing of valid Form 121 (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax). Please note that all fields are mandatory to be filled up and the Company may at its sole discretion reject the form if it does not fulfil the requirement of law and Company's policies. Shareholders should submit fresh declarations for any subsequent tranches of Dividend declared during the year in event of any change to the earlier submitted Form 121 to the Company for the same financial year. In event of no intimation of subsequent change to the Company in following tranches, earlier submitted Form 121 for the applicable financial year will be considered by the Company.
 - d) Please also note that valid Permanent Account Number ("PAN") will be mandatorily required.
 - e) TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar:

As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/ inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397 of the Act. The Company will be using functionality of the Income-tax department for the above purpose. TDS is required to be deducted at the rate of 20% u/s 397 of the IT Act, if valid PAN of the member is not available.
 - f) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued u/s 395 of the Act, if such valid certificate is provided.

II. For Non-resident Members:

- i. **Any entity entitled to beneficial rate/ exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to beneficial rate/ exemption from TDS needs to be submitted.
- ii. **Other non-resident Members:**
 - a) TDS is required to be deducted u/s 393(2) to 393(4) of the IT Act for non-resident members.
 - b) Member may be entitled to avail lower TDS rate as per Agreement For Avoidance Of Double Taxation (DTAA) between India and the country of tax residence of the member, on furnishing the below specified documents applicable for the relevant period
 - 1) Self-attested copy of PAN. In case PAN is not available, provide details as per Rule 217 of the Income-Tax Rules, 2026;
 - 2) Self-attested copy of valid Tax Residency Certificate ("TRC") obtained from the tax authorities of the country of which the member is a resident;
 - 3) Self-declaration in electronic Form 41; and
 - 4) Self-declaration on letterhead of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim treaty benefits (as per Annexure A to this Communication).
 - c) TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued u/s 395 of the IT Act, if such valid certificate is provided.

Details and/ or documents as mentioned above in Section 1 and Section 2, as applicable to the Member, need to be sent, duly completed and signed, through registered e-mail address of the Member with PAN being mentioned in the subject of the e-mail to reach investor@in.nestle.com by Record Date. Please note that no communication this regard, shall be accepted after the Record Date.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review of the documents submitted.

Section 3: Other general information for the Members:

- I. For all self-attested documents, members must mention on the document "certified true copy of the original". For all documents being sent/ accepted by e-mail, the Member undertakes to send the original document/s on the request by the Company.
- II. TDS will be deducted based on details of registered member only. Once TDS is deducted in the name of the member as per the Register of Members/ Beneficial Owners as on the Record Date, no transfer of such TDS in the name of another person shall be entertained under any circumstances.
- III. TDS deduction certificate will be sent to the members' registered e-mail address in due course. Shareholders will also be able to see the credit of TDS in Form 168, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal>.
- IV. Surcharge rates applicable for financial year 2026-27 for non-residents:

- (i) Individual, HUF, AOP, BOI, AJP, Trust

Dividend Income	Rate
Upto ₹ 50 lakhs	Nil
Income exceeds ₹ 50 lakhs but does not exceed ₹ 1 crore	10%
Income exceeds ₹ 1 crore	15%

- (i) Co-operative society or Firm, registered under applicable Indian law

Aggregate Income	Rate
Income exceeds ₹ 1 crore	12%

(iii) Foreign company

Aggregate Income	Rate
Income exceeds ₹ 1 crore but does not exceed ₹ 10 crores	2%
Income exceeds ₹ 10 crores	5%

- V. Normal dividend/s declared in the preceding financial year 2025–2026 would be considered as the basis to determine applicability of the surcharge rate.
- VI. Health and Education Cess of 4% is applicable for non-residents.
- VII. Shareholders holding shares under multiple accounts under different status/ category (e.g. Resident and Non-Resident) and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- VIII. In respect of the equity shares of the Company which have been transferred to the Investor Education and Protection Fund (“IEPF”) in accordance with Section 124(6) of the Companies Act, 2013 and the Rules framed thereunder, TDS shall be deducted based on the available details of the underlying members.
- IX. TDS on the bonus equity shares lying in the Suspense Escrow Demat Account of the Company as on the Record Date shall be deducted based on the available details of the members entitled to such shares.
- X. Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in register of members on the Record Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/ documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- XI. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund, if eligible. Once deducted, no claim shall lie against the Company in relation to TDS.
- XII. The Company may make adjustments for the past withholding tax on dividend paid to the shareholder, as may be necessary.
- XIII. Income tax rates as per the latest Finance Act shall be used for determining the income-tax payable in respect of the total income of a person (being individual/ HUF/ AOP/ BOI/ AJP). The prescribed rates are applicable to all specified person by default.

The Company is required to declare in its TDS return, “if the deductee is opting out of this new regime u/s 202(1)?”. As a default option, the Company will be opting as “No” for all shareholders to whom this section applies. In case, you wish to opt out of this new regime (shift to old tax regime), please provide declaration enclosed as Annexure B. Accordingly, on receipt of declaration with complete details, the Company will update the response as “Yes” in its TDS return. Please note that no changes will be made if any declaration is received subsequent to record date.

- XIV. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any appellate proceedings.

Note:

Above communication on TDS sets out the provisions of law in a summary manner only, as on the date of the communication, and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Refer Section 2(II)(ii)(b)(4) of above Communication on TDS on Dividend Distribution

Date:

To,
Nestlé India Limited
100/ 101, World Trade Centre, Barakhamba Lane, New Delhi - 110 001
E-mail: investor@in.nestle.com

Subject: Declaration for eligibility to claim benefit under Agreement For Avoidance Of Double Taxation between Government of India and Government of <mention country of tax residency> ("DTAA"), as modified by Multilateral Instrument ("MLI"), if applicable

With reference to above, I/ We wish to declare as below:

1. I/We, <Full name of the member>, having permanent account number (PAN) under the Indian Income Tax Act 2025, <mention PAN >, and holding..... <mention number of shares held> number of shares of the Company under demat account number/ folio number as on the record date, am/ are a tax resident of <country name> in terms of Article 4 of the DTAA as modified by MLI (if applicable) and do not qualify as a 'resident' of India under section 6 of the Indian Income Tax Act, 2025 ("the IT Act"). A copy of the valid tax residency certificate for <period>, which is valid as on the Record Date, is attached herewith. We request you to provide the benefit of the said DTAA.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We do not have a Permanent Establishment ("PE") in India in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/ payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
5. I/We do not have a PE in a third country and the amounts paid/ payable to us, in any case, are not attributable to a PE in third jurisdiction, if any, which may have got constituted otherwise.
6. I/We do not have a Business Connection in India according to the provision of section 9(2)(c) of the Act and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.
7. I/We confirm that my affairs/ affairs of<Full name of the member> were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty.
8. Further, my/our claim for relief under the tax treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.
9. I/We confirm that we are aware of the necessary compliances under the Indian domestic tax laws and would comply with the said compliance requirements.

I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, I/ we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

I/we in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us, I/we will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information/ documents that may be necessary and co-operate in any proceedings before any income tax/ appellate authority.

For <Mention the name of the payee>

Authorised Signatory

<Name of the person signing>

<Designation of the person signing>

**Format for Declaration for opting out of New Regime u/s 202(1)
(Opting for the Old Tax Regime)**

Date:

To,
Nestlé India Limited
100/ 101, World Trade Centre,
Barakhamba Lane, New Delhi - 110 001
E-mail: investor@in.nestle.com

Subject: Declaration for opting out of New Tax Regime u/s 202(1) [Shifting to the Old Tax Regime]

This is to certify that I[name of individual]/ Karta of Hindu undivided family (HUF).....[name of HUF]* / [others], on behalf of..... [name and address of the individual/ HUF/others]*, having Permanent Account Number (PAN) do hereby, exercise the option for taxability under the old tax slabs/ regime and do not wish to opt for new tax regime prescribed under section 202(1) of the Income Tax Act, 2025 for the financial year 2026-27.

The details for this purpose are given below:

- (i) Name of the individual/ HUF/ other* :
- (ii) PAN :
- (iii) Address :
- (iv) Date of Birth/ Incorporation* : dd/mm/yyyy

I undertake to ensure that old regime is opted in manner as may be prescribed before filing my return of income.

Further, I also understand that option once exercised, will be valid for entire financial year 2026-27 and cannot be changed subsequently during the course of the year for the purpose of reporting in TDS return by the deductor.

*Delete whichever is not applicable.

Yours faithfully,

Signature of Individual/ Karta of HUF/ Authorized Representative

Name

Designation.....

Date: _____

Place: _____

Note: This form shall be signed by the individual/ Karta of the HUF/ Authorized Representative.

