

## **27<sup>th</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 21, 2016**

### **Declaration of results of E-voting and Poll**

The 27<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 21<sup>st</sup> September 2016 at the registered office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa - 403115. As per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereof) and also Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the shareholders through National Securities Depository Limited to enable them to cast their vote electronically on the resolutions proposed in the Notice convening the AGM. The remote e-voting commenced on Sunday, September 18, 2016 (9.00 a.m.) and ended on Tuesday, September 20, 2016 (5.00 p.m.).

In line with the aforesaid provisions and in terms of the clarifications issued by the Ministry of Corporate Affairs, the Company had also made arrangements to provide the facility of voting by polls to those shareholders of the Company who could not cast their vote by remote e-voting at the AGM.

The Board of Directors had appointed Mr. Sadashiv V. Shet, Practicing Company Secretary as the Scrutinizer for the remote e-voting and also for the poll conducted at the Meeting. The voting on all resolutions, both via remote e-voting as well as physical poll conducted at the meeting, was in proportion to the shares held by the shareholders of the Company.

The scrutinizer has carried out the scrutiny of all the electronic votes received up to the close of working hours on Tuesday, September 20, 2016 (5.00 p.m.) and submitted his report on the e-voting along with the results of physical poll conducted at the meeting on Thursday, September 22, 2016.

As such, on the basis of the Scrutinizer's report dated September 21, 2016 on the remote e-voting held from Sunday, September 18, 2016 (9.00 a.m.) till Tuesday, September 20, 2016 (5.00 p.m.) and the scrutinizer's report on the Ballot voting held at the Annual General Meeting, the Chairman hereby announces the results of the Voting, that all the resolutions for the ordinary and special business as set out in Item No. 1 to 5 of the Notice of the Annual General Meeting of the Company have been duly passed by the requisite majority.

The summary of e-voting/poll results as per the Scrutinizer's Report received is provided below:

A circular stamp of DE NORA INDIA LTD, KUNDAIM GOA, with a star in the center. Below the stamp is a handwritten signature in black ink.

| Item no. of Notice  | Particulars of Business | Votes in favour of the resolution |               | Votes against the resolution |             | Invalid votes |             | Results                        |
|---|-------------------------|-----------------------------------|---------------|------------------------------|-------------|---------------|-------------|--------------------------------|
|   |                         | Nos.                              | %age          | Nos.                         | %age        | Nos.          | %age        |                                |
| Item no. 1:<br><b>Adoption of Financial Statements, etc. for the fifteen months financial period 01.01.2015 – 31.03.2016</b><br>(Ordinary Resolution) | e-Voting                | 13808                             | 100.00        | 0                            | 0.00        | 0             | 0.00        | Approved by requisite majority |
|   | Poll                    | 2857449                           | 100.00        | 0                            | 0.00        | 2             | 0.00        |                                |
|   | <b>TOTAL</b>            | <b>2871257</b>                    | <b>100.00</b> | <b>0</b>                     | <b>0.00</b> | <b>2</b>      | <b>0.00</b> |                                |
| Item no. 2:<br><b>Declaration of Dividend on Equity Shares</b><br>(Ordinary Resolution)   | e-Voting                | 7433                              | 100.00        | 0                            | 0.00        | 0             | 0.00        | Approved by requisite majority |
|   | Poll                    | 2857449                           | 100.00        | 0                            | 0.00        | 2             | 0.00        |                                |
|   | <b>TOTAL</b>            | <b>2864882</b>                    | <b>100.00</b> | <b>0</b>                     | <b>0.00</b> | <b>2</b>      | <b>0.00</b> |                                |
| Item no. 3:<br><b>Re-appointment of Mr. Robert Scannell (DIN: 06818489) as Director liable to retire by rotation</b><br>(Ordinary Resolution)         | e-Voting                | 13808                             | 100.00        | 0                            | 0.00        | 0             | 0.00        | Approved by requisite majority |
|   | Poll                    | 2857449                           | 100.00        | 0                            | 0.00        | 2             | 0.00        |                                |
|   | <b>TOTAL</b>            | <b>2871257</b>                    | <b>100.00</b> | <b>0</b>                     | <b>0.00</b> | <b>2</b>      | <b>0.00</b> |                                |
| Item no. 4:   |                         |                                   |               |                              |             |               |             |                                |

|   |              |                |               |            |             |          |             |                                       |
|---|--------------|----------------|---------------|------------|-------------|----------|-------------|---------------------------------------|
| <b>Ratification of appointment of Statutory Auditors</b><br><br>(Ordinary Resolution)                                       | e-Voting     | 13808          | 100.00        | 0          | 0.00        | 0        | 0.00        | <b>Approved by requisite majority</b> |
|   | Poll         | 2857449        | 100.00        | 0          | 0.00        | 2        | 0.00        |                                       |
|   | <b>TOTAL</b> | <b>2871257</b> | <b>100.00</b> | <b>0</b>   | <b>0.00</b> | <b>2</b> | <b>0.00</b> |                                       |
| Item no. 5:   |              |                |               |            |             |          |             |                                       |
| <b>Appointment of Mr. Vinay Chopra (DIN: 06543610) as the Managing Director of the Company</b><br><br>(Ordinary Resolution) | e-Voting     | 13558          | 98.18         | 250        | 1.81        | 0        | 0.00        | <b>Approved by requisite majority</b> |
|   | Poll         | 2857449        | 100.00        | 0          | 0.00        | 2        | 0.00        |                                       |
|   | <b>TOTAL</b> | <b>2871007</b> | <b>100.00</b> | <b>250</b> | <b>0.00</b> | <b>2</b> | <b>0.00</b> |                                       |

Date: 22.09.2016

Place: Kundaim, Goa



-----  
Chairman

*Sadashiv V. Shet*

B.A., B.Com., L.L.B., F.C.S  
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

**Consolidated Scrutinizer's Report on voting through ballot paper and through remote e-voting**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairperson for the 27<sup>th</sup> Annual General Meeting of Equity Shareholders  
**DE NORA INDIA LIMITED**  
held on Wednesday, September 21, 2016 at 11:00 a.m.  
at Plot Nos. 184,185 & 189,  
Kundaim Industrial Estate,  
Kundaim -Goa 403 115

Dear Sir,

I, Sadashiv V. Shet, Practicing Company Secretary, had been appointed as a Scrutinizer for the purpose of scrutinizing the voting on the below mentioned resolutions through ballot paper at the 27<sup>th</sup> Annual General Meeting (27<sup>th</sup> AGM) of the Equity Shareholders of De Nora India Limited held on Wednesday, September 21, 2016 at Plot Nos. 184,185 & 189, Kundaim Industrial Estate, Kundaim -Goa 403 115 and through remote e-voting during the period from Sunday, September 18, 2016 (9:00 a.m.) to Tuesday, September 20, 2016 (5:00 p.m.) in a fair and transparent manner and for ascertaining the requisite majority on voting through ballot paper and remote e-voting carried out as per the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

I hereby submit as under:

1. The remote e-voting period remained open from Sunday, September 18, 2016 (9:00 a.m.) to Tuesday, September 20, 2016 (5:00 p.m.) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. September 14, 2016 were entitled to vote on the proposed resolutions contained in the notice of the 27<sup>th</sup> AGM.
3. The shareholders details, such as their names, folios, number of shares held who had cast votes through remote e-voting were downloaded from the e-voting website of the National Securities Depository Limited in order to ensure that such shareholders did not vote again through ballot paper at the 27<sup>th</sup> AGM.
4. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

  


