

**29th ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 26,
2018**

Declaration of results of E-voting and Poll

The 29th Annual General Meeting (AGM) of the Company was held on Wednesday, 26th September, 2018 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, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and 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 23, 2018 (9.00 a.m.) and ended on Tuesday, September 25, 2018 (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 25, 2018 (5.00 p.m.) and submitted a consolidated report on the e-voting held and the physical poll conducted at the meeting.


As such, on the basis of the Scrutinizer's report dated September 27, 2018 on the remote e-voting held from Sunday, September 23, 2018 (9.00 a.m.) till Tuesday, September 25, 2018 (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 7 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 enclosed.

Date: 28.09.2018

Place: Kundaim, Goa





M. A. Sundaram
Chairman
(DIN: 00144607)



Summary of E-voting/Poll results

Item no. of Notice & Particulars of Business	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes		Results
		Nos.	%age	Nos.	%age	Nos.	%age	
Item no. 1: Adoption of financial statements, Auditor's Report etc. for the financial year 01.04.2017 - 31.03.2018 (Ordinary Resolution)	e-Voting	321	6.03	5000	93.97	0	0.00	Approved by requisite majority
	Poll	2858040	100.00	0	0.00	0	0.00	
	TOTAL	2858361	99.83	5000	0.17	0	0.00	
Item no. 2: Declaration of Dividend on Equity Shares (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	2914041	100.00	0	0.00	0	0.00	
	TOTAL	2914041	100.00	0	0.00	0	0.00	
Item no. 3: Re-appointment of Mr. Robert Scannell (DIN: 06818489) as Director liable to retire by rotation (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	2850140	99.72	7900	0.28	0	0.00	
	TOTAL	2850140	99.72	7900	0.28	0	0.00	
Item no. 4: Appointment of Statutory Auditors (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	2914041	100.00	0	0.00	0	0.00	
	TOTAL	2914041	100.00	0	0.00	0	0.00	
Item no. 5: Appointment of Ms. Supriya Banerji (DIN: 05209284) as an Independent Director (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	2914041	100.00	0	0.00	0	0.00	
	TOTAL	2914041	100.00	0	0.00	0	0.00	
Item no. 6: Approval of appointment of Mr. Francesco L'Abbate (DIN: 08063332) as the Director of the Company in casual vacancy (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	2850140	99.72	7900	0.28	0	0.00	
	TOTAL	2850140	99.72	7900	0.28	0	0.00	
Item no. 7: Approval for Material Related party Transactions (Ordinary Resolution)	e-Voting	0	0.00	0	0.00	0	0.00	Approved by requisite majority
	Poll	8540	100.00	0	0.00	0	0.00	
	TOTAL	8540	100.00	0	0.00	0	0.00	



62



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 Annual General Meeting of Equity Shareholders
De Nora India Limited
held on Wednesday, 26th September, 2018 at 11:00 a.m.
at Plot, Nos. 184, 185 and 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 29th Annual General Meeting (29th AGM) of the Equity Shareholders of DE NORA INDIA LIMITED held on Wednesday 26th September, 2018 at 11:00 a.m., at Plot, Nos. 184, 185 and 189, Kundaim Industrial Estate Kundaim Goa 403115, and through remote e-voting during the period started from Sunday, September 23, 2018 (9.00a.m.) and ends on Tuesday, September 25, 2018 (5.00p.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 23, 2018 (9.00a.m.) and ends on Tuesday, September 25, 2018 (5.00p.m.) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. September 19, 2018 were entitled to vote on the proposed resolutions contained in the notice of the 29th AGM.
3. One ballot box kept for the purpose of voting through ballot paper was locked in my presence with due identification marks placed by me.
4. 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 lodged with the Company.



5. I did not find any ballot paper invalid.
6. After counting the votes cast by the shareholders present at the 29th AGM through ballot paper, the votes casted through remote e-voting were unblocked on 26th September 2018 at around 3.10pm. in the presence of two witnesses, Ms. Sushma Bandeker and Mr. Edlen Fernandes, who are not in employment of the Company.
7. The consolidated report on the result of the voting through ballot paper and remote e-voting are as under:

Item no. 1: Ordinary Resolution

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2018.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	32	2858040	-
Remote e-voting	7	321	-
Total	39	2858361	99.825

(ii) Voted **against** the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	1	5000	-
Total	1	5000	0.175

(iii) **Invalid** votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0



Item no. 2: Ordinary Resolution

Declaration of dividend for the financial year 2017-2018.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	-
Remote e-voting	0	0	-
Total	34	2914041	100.00

(ii) Voted **against** the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	0	0	-
Total	0	0	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 3: Ordinary Resolution

Re-appointment of Mr.Robert Scannell (din:06818489)) as Director who retires by rotation.

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	32	2850140	-
Remote e-voting	0	0	-
Total	32	2850140	99.72



(ii) Voted **against** the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	1	7900	-
Remote e-voting	0	0	-
Total	1	7900	0.28

(iii) **Invalid** votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 4: Ordinary Business

Appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	-
Remote e-voting	0	0	-
Total	34	2914041	100.00

(ii) Voted **against** the resolution:

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	0	0	-
Total	0	0	0.00



(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 5: Ordinary Resolution

Appointment of Ms. Supriya Banerji (DIN 05209284) as an Independent Director

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	34	2914041	-
Remote e-voting	0	0	-
Total	34	2914041	100.00

(ii) Voted **against** the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	0	0	-
Total	0	0	0.00

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 6: Ordinary Resolution

Approval of Appointment of Mr. Francesco L'Abbate (DIN:08063332) as the Director of the Company in casual vacancy.



(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	31	2850140	-
Remote e-voting	0	0	-
Total	31	2850140	99.72

(ii) Voted **against** the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	1	7900	-
Remote e-voting	0	0	-
Total	1	7900	0.28

(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

Item no. 7: Ordinary Resolution

Approval for Material Related Party Transactions under Section 188

(i) Voted **in favour** of the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	31	8540	-
Remote e-voting	0	0	-
Total	31	8540	100.00

(ii) Voted **against** the resolution:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	-
Remote e-voting	0	0	-
Total	0	0	0.00



(iii) Invalid votes:

Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
Total	0	0

The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 29th AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thanking you,

Yours faithfully,



(Sadashiv V. Shet)
Practicing Company Secretary
Membership No. 2477
C. P. No. 2540



Witness 1: Sushma Bandeker

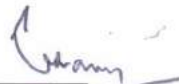


2. Edlan Fernandes

Date: 27th September 2018

Place: Panaji-Goa.

Countersigned



Mr. M. A. Sundaram
Chairman
DIN: 00144607