

**28<sup>th</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 27,  
2017**

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

The 28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 27<sup>th</sup> September 2017 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 24, 2017 (9.00 a.m.) and ended on Tuesday, September 26, 2017 (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 26, 2017 (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 28, 2017 on the remote e-voting held from Sunday, September 24, 2017 (9.00 a.m.) till Tuesday, September 26, 2017 (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 provided below:



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| 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:<br>Adoption of financial statements, etc. for the financial year 01.04.2016 - 31.03.2017<br>(Ordinary Resolution)   | e-Voting       | 13690                             | 99.6361        | 50                           | 0.3639        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |
|   | <b>TOTAL</b>   | <b>2873392</b>                    | <b>99.9983</b> | <b>50</b>                    | <b>0.0017</b> | <b>0</b>      | <b>0.00</b> |                                |
| Item no. 2:<br>Declaration of Dividend on Equity Shares<br>(Ordinary Resolution)  | e-Voting       | 13690                             | 99.6361        | 50                           | 0.3639        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |
|   | <b>TOTAL</b>   | <b>2873392</b>                    | <b>99.9983</b> | <b>50</b>                    | <b>0.0017</b> | <b>0</b>      | <b>0.00</b> |                                |
| Item no. 3:<br>Re-appointment of Mr. Angelo Ferrari (DIN: 00436116) as Director liable to retire by rotation<br>(Ordinary Resolution)   | e-Voting       | 13690                             | 99.6361        | 50                           | 0.3639        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |
|   | <b>TOTAL</b>   | <b>2873392</b>                    | <b>99.9983</b> | <b>50</b>                    | <b>0.0017</b> | <b>0</b>      | <b>0.00</b> |                                |
| Item no. 4:<br>Ratification of appointment of Statutory Auditors<br>(Ordinary Resolution)   | e-Voting       | 13690                             | 99.6361        | 50                           | 0.3639        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |
|   | <b>TOTAL</b>   | <b>2873392</b>                    | <b>99.9983</b> | <b>50</b>                    | <b>0.0017</b> | <b>0</b>      | <b>0.00</b> |                                |
| Item no. 5:<br>Approval for payment of minimum remuneration to Mr. Vinay Chopra, Managing Director (DIN: 06543610) in case the Company has absence of profits or inadequacy of profits<br>(Ordinary Resolution) | e-Voting       | 13440                             | 97.8166        | 300                          | 2.1834        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |
|   | <b>TOTAL</b>   | <b>2873142</b>                    | <b>99.9896</b> | <b>300</b>                   | <b>0.0104</b> | <b>0</b>      | <b>0.00</b> |                                |
| Item no. 6:<br>Reclassification of Promoters from 'Promoter &   | e-Voting       | 13690                             | 99.6361        | 50                           | 0.3639        | 0             | 0.00        | Approved by requisite majority |
|   | Poll           | 2859702                           | 100.00         | 0                            | 0.00          | 0             | 0.00        |                                |



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|   |              |                |                |            |               |          |             |                                |
|---|--------------|----------------|----------------|------------|---------------|----------|-------------|--------------------------------|
| Promoter Group category' to 'Public category' (Ordinary Resolution)                                       | <b>TOTAL</b> | <b>2873392</b> | <b>99.9983</b> | <b>50</b>  | <b>0.0017</b> | <b>0</b> | <b>0.00</b> |                                |
|   |              |                |                |            |               |          |             |                                |
| Item no. 7: Determination of fee for service of documents to Members of the Company (Ordinary Resolution) | e-Voting     | 13415          | 97.6346        | 325        | 2.3654        | 0        | 0.00        | Approved by requisite majority |
|   | Poll         | 2859702        | 100.00         | 0          | 0.00          | 0        | 0.00        |                                |
|   | <b>TOTAL</b> | <b>2873117</b> | <b>99.9887</b> | <b>325</b> | <b>0.0113</b> | <b>0</b> | <b>0.00</b> |                                |

Date: 28.09.2017

Place: Kundaim, Goa



*[Handwritten Signature]*

**Chairman**  
(DIN: 00144607)



*Sadashiv V. Shet*

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

Address: S-15, Jairam Complex, Nevginagar, Panaji- Goa, 403001  
Phone: 0832-2427847, 2421237 Email: 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 28<sup>th</sup> Annual General Meeting of Equity Shareholders  
**De Nora India Limited**  
held on Wednesday, 27<sup>th</sup> September, 2017 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 28<sup>th</sup> Annual General Meeting (28<sup>th</sup> AGM) of the Equity Shareholders of De Nora India Limited held on Wednesday, 27<sup>th</sup> September, 2017, at Plot Nos.184,185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115 and through remote e-voting during the period from Sunday, 24<sup>th</sup> September, 2017 (9:00 a.m.) to Tuesday, 26<sup>th</sup> September, 2017 (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, 24<sup>th</sup> September, 2017 (9:00 a.m.) to Tuesday, 26<sup>th</sup> September, 2017 (5:00 p.m.) and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. 20<sup>th</sup> September, 2017 were entitled to vote on the proposed resolutions contained in the notice of the 28<sup>th</sup> 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/proxies 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 28<sup>th</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 27<sup>th</sup> September, 2017 at around 4.45p.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhi Malkarnekar, 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:

## ORDINARY BUSINESS

### Item no. 1: Ordinary Resolution

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31st March, 2017.

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13690  | 50  | 99.6361                       | 0.3639                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873392</b>                                     | <b>50</b>                                     | <b>99.9983</b>                | <b>0.0017</b>               | <b>0</b>                           |

### Item no. 2: Ordinary Resolution

Declaration of dividend on equity shares for the financial year 2016-2017

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13690  | 50  | 99.6361                       | 0.3639                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873392</b>                                     | <b>50</b>                                     | <b>99.9983</b>                | <b>0.0017</b>               | <b>0</b>                           |




### Item no. 3: Ordinary Resolution

Re-appointment of Mr. Angelo Ferrari (DIN: 00436116) as Director, who retires by rotation

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13690  | 50  | 99.6361                       | 0.3639                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873392</b>                                     | <b>50</b>                                     | <b>99.9983</b>                | <b>0.0017</b>               | <b>0</b>                           |

### Item no. 4: Ordinary Resolution

To ratify the appointment of the Statutory Auditors M/s. B S R & Associates LLP, Chartered Accountants, Mumbai, (ICAI Firm Registration No. 116231W/W-100024) of the Company and to fix their remuneration

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13690  | 50  | 99.6361                       | 0.3639                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873392</b>                                     | <b>50</b>                                     | <b>99.9983</b>                | <b>0.0017</b>               | <b>0</b>                           |

### SPECIAL BUSINESS

#### Item no. 5: Ordinary Resolution

Approval for payment of minimum remuneration to Mr. Vinay Chopra, Managing Director (DIN 06543610) in case the Company has absence of profit or inadequacy of profits

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13440  | 300   | 97.8166                       | 2.1834                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873142</b>                                     | <b>300</b>                                    | <b>99.9896</b>                | <b>0.0104</b>               | <b>0</b>                           |



**Item no. 6: Ordinary Resolution**

Reclassification of Promoters from "Promoter & Promoter Group" Category to "Public Category"

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13690  | 50  | 99.6361                       | 0.3639                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873392</b>                                     | <b>50</b>                                     | <b>99.9983</b>                | <b>0.0017</b>               | <b>0</b>                           |

**Item no. 7: Ordinary Resolution**

Determination of fee for service of documents to Members of the Company pursuant to the provision of Section 20 of the Companies Act, 2013.

| Mode of Voting  | Number of Shareholders voted | Number of Votes/Shares polled | Number of Votes/Shares in favour of the resolution | Number of Votes/Shares against the resolution | % of Votes/Shares - in favour | % of Votes/Shares - against | Neutral/ Abstained / Invalid votes |
|-----------------|------------------------------|-------------------------------|--|---|-------------------------------|-----------------------------|------------------------------------|
|                 |                              | (1)                           | (2)  | (3)   | (4) = [(2)/(1)] * 100         | (5) = [(3)/(1)] * 100       | (6)                                |
| Remote e-voting | 9                            | 13740                         | 13415  | 325   | 97.6346                       | 2.3654                      | 0                                  |
| Ballot paper    | 32                           | 2859702                       | 2859702  | 0   | 100.0000                      | 0.0000                      | 0                                  |
| <b>Total</b>    | <b>41</b>                    | <b>2873442</b>                | <b>2873117</b>                                     | <b>325</b>                                    | <b>99.9887</b>                | <b>0.0113</b>               | <b>0</b>                           |



The stamp is circular and contains the following text: "FCS 2477", "C.P. No. 2540", and "COMPANY SECRETARY".

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 28<sup>th</sup> AGM and thereafter the same would be handed over to the Company Secretary for safe keeping.

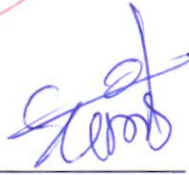
**I report that all the Resolutions have been passed by the Shareholders by the requisite majority.**

Thanking you,

Yours faithfully,



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



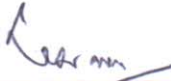
Witness 1: Sushma Bandeker

2: Rakhi Malkarnekar

Date: 28<sup>th</sup> September, 2017

Place: Panaji-Goa.

**Countersigned**



Signed by Mr. M. A. SUNDARAM  
Chairman of the AGM  
in respect of item no. 1 to 7