



**30<sup>th</sup> ANNUAL GENERAL MEETING HELD ON THURSDAY, SEPTEMBER 26, 2019**

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

The 30<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Thursday, 26<sup>th</sup> September, 2019 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 Central Depository Services 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 Monday, September 23, 2019 (9.00 a.m.) and ended on Wednesday, September 25, 2019 (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 Wednesday, September 25, 2019 (5.00 p.m.) and submitted a consolidated report on the e-voting held and the physical poll conducted at the meeting.

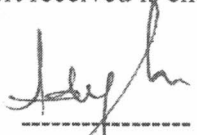
As such, on the basis of the Scrutinizer's consolidated report dated September 27, 2019 on the remote e-voting held from Monday, September 23, 2019 (9.00 a.m.) till Wednesday, September 25, 2019 (5.00 p.m.) and the Ballot voting held at the Annual General Meeting, the Chairman hereby announces the results of the Voting, that all the resolutions for the Ordinary and Special business including the Special Resolution as set out in Item No. 1 to 6 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: 27.09.2019**

**Place: Kundaim, Goa**



  
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**Satish Dhume**  
**Chairman**  
**(DIN: 00336564)**

electrochemistry at your service <sup>SM</sup>

**DE NORA INDIA Limited**

CIN-L31200GA1993PLC001335

Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim - 403115 Goa India

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**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
		No.	%	No.	%	No.	%	
<b>Item no. 1:</b> Adoption of financial statements, auditors' report etc. for the financial year ended 31st March, 2019 (Ordinary Resolution)	e-Voting	74982	2.56	55	0.01	0	0	Approved by requisite majority
	Poll	2849593	97.43	0	0	0	0	
	<b>TOTAL</b>	<b>2924575</b>	<b>99.99</b>	<b>55</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	
<b>Item no. 2:</b> Re-appointment of Mr. Francesco L'Abbate (DIN: 08063332) as Director liable to retire by rotation (Ordinary Resolution)	e-Voting	74982	2.56	55	0.01	0	0	Approved by requisite majority
	Poll	2849593	97.43	0	0	0	0	
	<b>TOTAL</b>	<b>2924575</b>	<b>99.99</b>	<b>55</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	
<b>Item no. 3:</b> Appointment of Mr. Satish Dhume (DIN: 00336564) as an Independent Director (Ordinary Resolution)	e-Voting	74907	2.55	130	0.01	0	0	Approved by requisite majority
	Poll	2849568	97.44	0	0	0	0	
	<b>TOTAL</b>	<b>2924475</b>	<b>99.99</b>	<b>130</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	
<b>Item no. 4:</b> Approval for Material Related Party Transactions (Ordinary Resolution)	e-Voting	74982	99.84	55	0.07	0	0	Approved by requisite majority
	Poll	67	0.09	0	0	0	0	
	<b>TOTAL</b>	<b>75049</b>	<b>99.93</b>	<b>55</b>	<b>0.07</b>	<b>0</b>	<b>0</b>	
<b>Item no. 5:</b> Reappointment of Mr. Vinay Chopra (DIN: 06543610) as the Managing Director and payment of remuneration to him (Ordinary Resolution)	e-Voting	74907	2.55	130	0.01	0	0	Approved by requisite majority
	Poll	2849593	97.44	0	0	0	0	
	<b>TOTAL</b>	<b>2924500</b>	<b>99.99</b>	<b>130</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	
<b>Item no. 6:</b> Re-appointment of Ms. Sarita D'Souza (DIN: 06949439) as an Independent Director (Special Resolution)	e-Voting	74982	2.56	55	0.01	0	0	Approved by requisite majority
	Poll	2849593	97.43	0	0	0	0	
	<b>TOTAL</b>	<b>2924575</b>	<b>99.99</b>	<b>55</b>	<b>0.01</b>	<b>0</b>	<b>0</b>	



**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 30<sup>th</sup> Annual General Meeting of Equity Shareholders of De Nora India Limited held on Thursday, 26<sup>th</sup> September, 2019 at 11:00 a.m. at the registered office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa, 403115.

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 (Poll) at the 30<sup>th</sup> Annual General Meeting (30<sup>th</sup> AGM) of the Equity Shareholders of De Nora India Limited held on Thursday, 26<sup>th</sup> September, 2019 at 11:00 a.m., at the registered office of the Company at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa, 403115 and through remote e-voting during the period from Monday, 23<sup>rd</sup> September, 2019 at 9.00 a.m. and ended on Wednesday, 25<sup>th</sup> September, 2019 at 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 Monday, 23<sup>rd</sup> September, 2019 at 9.00 a.m. and ended on Wednesday, 25<sup>th</sup> September, 2019 at 5.00 p.m., and was disabled for voting thereafter.
2. The Shareholders holding shares as on the "cut-off" date i.e. Thursday, 19<sup>th</sup> September, 2019, were entitled to vote on the proposed resolutions contained in the notice of the 30<sup>th</sup> AGM. Voting through ballot paper (Poll) was also available.
3. One ballot box was kept at the AGM for the members who have not casted their vote through remote e-voting for the purpose of voting through ballot paper and 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 30<sup>th</sup> AGM through ballot paper, the votes casted through remote e-voting were unblocked on 26<sup>th</sup> September, 2019 at around 01.18 p.m. in the presence of two witnesses, Ms. Sushma Bandeker and Ms. Rakhee 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:

**Item no. 1: Ordinary Resolution**

(a) Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the financial year ended 31<sup>st</sup> March, 2019.

(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	30	2849593	97.43
Remote e-voting	5	74982	2.56
<b>Total</b>	<b>35</b>	<b>2924575</b>	<b>99.99</b>

(ii) Voted against:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	0
Remote e-voting	1	55	0.01
<b>Total</b>	<b>1</b>	<b>55</b>	<b>0.01</b>

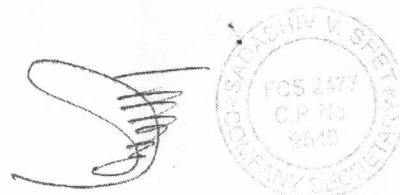
(iii) Invalid:

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
<b>Total</b>	<b>0</b>	<b>0</b>

**Item no. 2: Ordinary Resolution**

Re appointment of Mr. Francesco L'Abbate (DIN: 08063332) as Director liable to retire by rotation.

(i) Voted in favour of the resolution:



The image shows a handwritten signature in blue ink on the left. To its right is a circular official stamp. The stamp contains the text: 'FCS 2477', 'C/P No 2619', and 'COMPANY SECRETARY'S SIGNATURE'. The stamp is partially overlapping the signature.

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	30	2849593	97.43
Remote e-voting	5	74982	2.56
<b>Total</b>	<b>35</b>	<b>2924575</b>	<b>99.99</b>

(ii) Voted against:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	0
Remote e-voting	1	55	0.01
<b>Total</b>	<b>1</b>	<b>55</b>	<b>0.01</b>

(iii) Invalid:

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
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Business:**

**Item no. 3: Ordinary Resolution**

Appointment of Mr. Satish Ramchandra Dhume (DIN. 00336564) 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	29	2849568	97.44
Remote e-voting	4	74907	2.55
<b>Total</b>	<b>33</b>	<b>2924475</b>	<b>99.99</b>

(ii) Voted against:

Particulars of Voting	Number of shareholders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	0	0	0
Remote e-voting	2	130	0.01
<b>Total</b>	<b>2</b>	<b>130</b>	<b>0.01</b>



(iii) Invalid:

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
<b>Total</b>	<b>0</b>	<b>0</b>

**Item no. 4: Ordinary Resolution**

Approval of Material Related Party Transactions.

(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	27	67	0.09
Remote e-voting	5	74982	99.84
<b>Total</b>	<b>32</b>	<b>75049</b>	<b>99.93</b>

(ii) Voted against:

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	1	55	0.07
<b>Total</b>	<b>1</b>	<b>55</b>	<b>0.07</b>

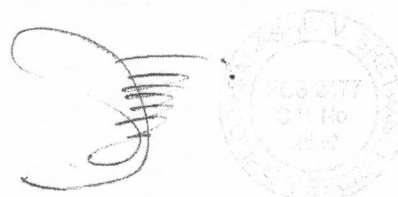
(iii) Invalid:

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
<b>Total</b>	<b>0</b>	<b>0</b>

**Item no. 5: Special Resolution**

Re-appointment of Mr. Vinay Chopra (DIN: 06543610) as the Managing Director and payment of remuneration to him.

(i) Voted in favour of the resolution:



The image shows a handwritten signature in blue ink on the left. To its right is a circular stamp. The stamp contains the text 'PCB 277' and '311 No' in the center, with '2023' at the bottom. The outer ring of the stamp contains the text 'COMPANY SECRETARY' at the top and 'MCA 21' at the bottom.

Particulars of Voting	Number of share-holders voted	Number of votes cast by them	% of total number of valid votes cast
Ballot Paper	30	2849593	97.44
Remote e-voting	4	74907	2.55
<b>Total</b>	<b>34</b>	<b>2924500</b>	<b>99.99</b>

(ii) Voted against:

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	0
Remote e-voting	2	130	0.01
<b>Total</b>	<b>2</b>	<b>130</b>	<b>0.01</b>

(iii) Invalid:

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
<b>Total</b>	<b>0</b>	<b>0</b>

**Item no. 6: Special Resolution**

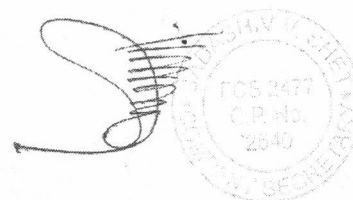
Re-appointment of Ms. Sarita Clifford D' Souza (DIN: 06949439) as an Independent Director.

(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	30	2849593	97.43
Remote e-voting	5	74982	2.56
<b>Total</b>	<b>35</b>	<b>2924575</b>	<b>99.99</b>

(ii) Voted against:

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	0
Remote e-voting	1	55	0.01
<b>Total</b>	<b>1</b>	<b>55</b>	<b>0.01</b>



(iii) Invalid:

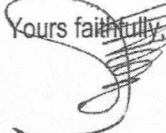
Particulars of Voting	Total number of shareholders whose votes were declared invalid	Total number of votes cast by them
Ballot Paper	0	0
Remote e-voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

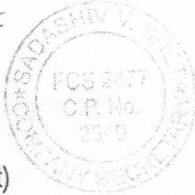
The Register, all other papers and relevant records relating to remote e-voting and voting through ballot papers shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes of the aforesaid 30<sup>th</sup> AGM and thereafter the same would be handed over to the Company 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



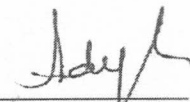
Witness

  
1. Sushma Bandeker

  
2. Rakhee Malkarnekar

Date: 27<sup>th</sup> September, 2019  
Place: Panaji-Goa.

Countersigned:

  
Mr. Satish Ramchandra Dhume  
Chairman  
DIN: 00366564