

Declaration of Results of Postal Ballot through remote e-voting

The Company had issued postal ballot notice dated April 08, 2021, pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs ("MCA Circulars") and other applicable laws and regulations, for seeking approval of members of the Company in respect of resolution set out in the aforesaid Postal ballot notice.

The Company had provided the facility of remote e-voting to the shareholders through Central Depository Services (India) Limited to enable them to cast their vote electronically on the resolution proposed in the Notice. The remote e-voting commenced on Monday, April 19, 2021 (9.00 a.m.) and ended on Tuesday, May 18, 2021 (5.00 p.m.).

Mr. Umesh P. Maskeri, Practicing Company Secretary (COP No. 12704) was appointed as scrutinizer for conducting the postal ballot through remote e-voting process in a fair and transparent manner. Mr. Umesh P. Maskeri has carried out the scrutiny of all votes received electronically up to the close of working hours on Tuesday, May 18, 2021 (5.00 p.m.) and has submitted a report.

As such, on the basis of the Scrutinizer's report dated May 19, 2021, it is hereby announced that the resolution as set out in Item No. 1 of the Notice of the Postal Ballot, has been duly passed with requisite majority.

Please find enclosed herewith the details of voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the scrutinizers Report.

Date: May 19, 2021
Place: Kundaim, Goa

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SATISH RAMCHANDRA
DHUME
Date: 2021.05.19
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Satish Dhume
Chairman
(DIN: 00336564)

Disclosure of voting results by Listed Entities requirement under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting Declaration of result for passing of resolution through postal ballot	19-05-2021
Total number of shareholders on record date	7115
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	
Public	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	
Public	NOT APPLICABLE

Agenda- wise disclosure

Resolution required: Ordinary		TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH DE NORA ITALY S.R.L., ITALY						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	2849500	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2849500	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting		92770	3.77	92764	6	99.99	0.01
	Poll	2459134	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2459134	92770	3.77	92764	6	99.99	0.01
Grand Total		5308634	92770	1.75	92764	6	99.99	0.01

Note: Ordinary Resolution as set out in the Postal Ballot notice dated April 08, 2021 has been passed by the members with requisite majority





Umesh P. Maskeri
Practicing Company Secretary

No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele 022 -27716919; Mobile: 09930178352; Email: umeshmaskeri@gmail.com

SCRUTINIZER'S REPORT

IN RESPECT OF POSTAL BALLOT EXERCISE

**[Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]**

May 19, 2021

To
The Chairman
De Nora India Limited
Plot Nos. 184, 185 & 189,
Kundaim Industrial Estate,
Kundaim, Goa – 403115

Dear Sir,

At the outset, I express my gratitude to the Board of Directors of the Company for appointing us as the Scrutinizer for the remote e-Voting process and electronic voting for the resolution placed by the postal ballot exercise.

In this connection, I am pleased to submit the Scrutinizer's Report, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for further action at your end.

Thanking you,

Yours faithfully,

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WAR
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Digitally signed
by UMESH
PARAMESHWAR
MASKERI
Date: 2021.05.19
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UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No.12704, FCS No.4831
ICSI UDIN : **F004831C000341871**
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Umesh P. Maskeri
Practicing Company Secretary

SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT
Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22
of the Companies (Management and Administration) Rules, 2014

Name of the company	De Nora India Limited		
Nature of Meeting/Event	Postal Ballot		
Mode of voting	Only remote electronic voting		
Programme of postal ballot			
Opened	At 09:00 AM	Monday	19-04-2021
Closed	At 05:00 PM	Tuesday	18-05-2021

1. Appointment of Scrutinizer :

I, Umesh P. Maskeri, Practicing Company Secretary, was appointed as a Scrutinizer by the Board of Directors of De Nora India Limited ("The Company") at the Board Meeting held on April 08, 2021, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 to scrutinize the postal ballot i.e. votes cast through remote e-voting on the item of business set out in the Notice of Postal Ballot dated April 08, 2021 issued by the Company.

2. Relaxations granted by Ministry of Corporate Affairs in view of the situation arising out of COVID-19 pandemic

In view of the situation arising due to the outbreak of COVID 19 pandemic and difficulties in dispatch of Notices by post, the Ministry of Corporate Affairs ("MCA") has issued General Circulars (1) No 14/2020 dated April 8, 2020, (2) No 17/2020 dated April 13, 2020, (3) No 22/2020 dated June 15, 2020, (4) No. 33/2020 dated September 28, 2020 and (5) No.39/2020 dated 31st December, 2020 respectively (collectively referred to as "MCA Circulars") granting certain relaxations in applicability of the provisions of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 for facilitating passing of ordinary and special resolutions by the Companies, taking into consideration the challenges faced by Companies in providing the postal ballot facility. The MCA, in its circular dated April 17, 2020 mentioned that notice of postal ballot can be served only electronically and there is no need for sending out the physical postal ballot forms to the shareholders. The MCA Circular also stipulated that the notice of postal ballot shall be sent by email to all the shareholders who have provided their email addresses and further that the company shall provide a process for registering the email addresses of the shareholders who had not registered their email address with the Company/depository participants.

3. Dispatch of Notice of Postal Ballot

Pursuant to the Circulars issued by the MCA, company has informed that it has sent out the notice of postal ballot by email to the shareholders on Tuesday, the April 13, 2021 through the Green Initiatives of Central Depository Services (India) Limited ("CDSL") whose names appeared in the Register of Members as on Friday, the April 09, 2021, the cut off date for this purpose, and who had registered their email address with the Company or Depositories or depository participants and further it has provided a process for registration of the email address for the shareholders who had not done



Umesh P. Maskeri
Practising Company Secretary

so earlier. Company has not sent the hard copy of physical postal ballot forms to the shareholders, as per the relaxation granted by the MCA.

4. Publication of advertisement in Newspapers:

In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had duly released an advertisement intimating the voting through Remote E-voting and dispatch of Notice by email, in English Newspaper viz. Business Standard and in Marathi Newspaper viz. Lokmat both dated April 15, 2021 and having wide circulation in the state of Goa. The said newspaper advertisements, contained among other things, the information that there will be voting by electronic means only and there is no provision for any voting through physical ballot forms and further the process to register the email addresses, in case of shareholders who had not registered their email address with the Company, depository or depository participant as stipulated in MCA Circular No 17/2020 dated April 13, 2020.

5. Remote e-Voting facility:

In compliance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-Voting facility to cast vote on the resolution through the electronic voting platform of Central Depository Services Limited ("CDSL").

6. Remote e-voting period:

The Remote E-Voting facility opened at 09:00 A.M.(IST) on Monday the April 19, 2021 and closed at 05:00 P.M. (IST) on Tuesday, the May 18, 2021. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Thursday, the April 09, 2021 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 210408002.

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Tuesday, the May 18, 2021 at 05:00 P.M. and was unblocked thereafter by me in the presence of two witnesses who are not in employment of De Nora India Limited.

8. Responsibility of Management :

The Management of the Company is responsible for ensuring compliance with the requirements of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Act and the Rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") relating to the agenda item placed before the members for their approval. My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on votes cast through e-voting placed for approval of the shareholders through Postal Ballot by remote e-voting.



Umesh P. Maskeri
Practicing Company Secretary

9. The Summary of votes cast by Remote E-Voting is given below:

Resolution No 1 :
Special Business : Ordinary Resolution

To approve Material Related Party Transaction with De Nora Italy SRL, Italy

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	28	92,764	99.99
2	Votes against the resolution	2	6	0.01
3	Total	30	92,770	100.00
4	Result	The Resolution has been passed with requisite majority		

10. Details of persons who voted for and against the resolution in electronic mode as downloaded from the CDSL evoting portal have been handed over to the Company Secretary.

Thanking you
Yours faithfully,

UMESH
PARAMESHWAR
MASKERI
Date: 2021.05.19
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UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831C000341871
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Place : Mumbai
Date : May 19, 2021

Countersigned by
De Nora India Limited

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Chairman

Place: Kundaim-Goa
Date : May 19, 2021