

Ref: DNIL/L&S/2022/S-17B/33

May 16, 2022

**The Manager, Listing Dept.
National Stock Exchange of India Ltd.
Exchange Plaza, 5th floor,
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400051
Phone: 022 26598100
Stock Code: DENORA EQ**

**The Manager, Listing Dept.
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Phone: 022 22721233
Scrip Code: 590031**

Dear Sir,

**Sub.: Declaration of Results of Postal Ballot and e-voting in terms of Regulation 44(3)
and Regulation 30 of the Listing Regulations**

The Company had issued postal ballot notice dated April 05, 2022, pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and relevant Circulars issued by Ministry of Corporate Affairs, for seeking approval of members of the Company in respect of resolutions set out in the aforesaid Postal ballot notice.

Mr. Umesh P. Maskeri, Practicing Company Secretary, who was appointed as scrutinizer for the postal ballot process has carried out the scrutiny of all the electronic votes received up to the close of working hours on May 15, 2022 (5.00 p.m.) and has submitted a report.

Pursuant to Regulation 44(3) and Regulation 30 of Listing Regulations, based on the Scrutinizer's report dated May 16, 2022, we would like to inform you that all the resolutions as set out in the Postal Ballot Notice dated April 05, 2022, have been approved by the shareholders with requisite majority. The resolutions are deemed to have been passed on May 15, 2022, i.e., the last date of remote e-voting.

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 copy of Scrutinizers report dated May 16, 2022.

Kindly take the same on your record.

Thanking you.

Yours faithfully,
For **DE NORA INDIA LIMITED**


Shrikant Pai
Company Secretary
Encl.: As above

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	16-05-2022
Total number of shareholders on record date	8323
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	NOT APPLICABLE
Public	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group	NOT APPLICABLE
Public	NOT APPLICABLE

Agenda- wise disclosure

Resolution required: Ordinary		Item No. 1: Prior approval of 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)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2849500	0	0.00	0	0	0.00	0.00
	Poll		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
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		200	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	2458934	87614	3.56	87614	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2458934	87614	3.56	87614	0	100.00
Grand Total		5308634	87614	1.65	87614	0	100.00	0.00



Resolution required: Ordinary		Item No. 2: Reappointment of Mr. Vinay Chopra (DIN: 06543610) as the Managing Director and payment of remuneration to him						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	2849500	2849500	100.00	2849500	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2849500	2849500	100.00	2849500	0	100.00
Public- Institutions	E-Voting	200	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		200	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	2458934	87614	3.56	87553	61	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2458934	87614	3.56	87553	61	99.93
Grand Total		5308634	2937114	55.33	2937053	61	100.00	0.00

Note: Ordinary Resolutions as set out in the Postal Ballot notice dated April 05, 2022 has been passed by the members with requisite majority



CIN-L31200GA1993PLC001335



Umesh Parameshwar 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 110 and 108 of the Companies Act, 2013
read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

May 16, 2022

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

Dear Sir,

SCRUTINIZER'S REPORT IN RESPECT OF POSTAL BALLOT Pursuant to Section 110 and Section 108 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		
Electronic Voting Sequence Number	220406002		
Programme of postal ballot			
Opened	At 09:00 AM	Saturday	April 16, 2022
Closed	At 05:00 PM	Sunday	May 15, 2022

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 05, 2022, pursuant to the provisions of Section 110 and 108 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 05, 2022 issued by the Company.

Umesh P. Maskeri



Umesh Parameshwar Maskeri
Practising Company Secretary

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, (5) No.39/2020 dated 31st December, 2020 and (6) No. 20/2021 dated December 08, 2021 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 dated April 05, 2022 by email to the shareholders on Friday, April 12, 2022 through the Green Initiatives of Central Depository Services (India) Limited (“CDSL”) whose names appeared in the Register of Members as on Friday, the April 08, 2022, 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 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. Tarun Bharat both dated April 13, 2022 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.

Umesh Maskeri



Umesh Parameshwar Maskeri
Practising Company Secretary

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 (India) Limited (“CDSL”).

6. Remote e-voting period:

The Remote E-Voting facility opened at 09:00 A.M.(IST) on Saturday the April 16, 2022 and closed at 05:00 P.M. (IST) on Sunday, the May 16, 2022. During this period, Members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e. Friday, the April 08, 2022 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 220406002 .

7. Counting process:

The e-voting module for the said EVSN was disabled by CDSL on Sunday, the May 15, 2022 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, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) relating to the agenda item placed before the members for their approval, including the eligibility or otherwise of the related parties to vote to approve the items of business including the resolutions of Material Related Party Transaction pursuant to Regulation 23(4) of the SEBI LODR, mentioned in the Notice of Postal Ballot. 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.

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

Resolution No 1 :
Special Business, Ordinary Resolution

Prior approval of Material Related Party Transactions with De Nora Italy S.r.l., Italy

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	25	87,614	100.00
2	Votes against the resolution	Nil	Nil	Nil
3	Total	25	87,614	100.00



**Umesh Parameshwar Maskeri
Practicing Company Secretary**

4	Result	The Resolution has been passed with requisite majority
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**Resolution No 2 :
Special Business : Ordinary Resolution**

**Reappointment of Mr. Vinay Chopra (DIN 06543610) as the Managing Director
and payment of remuneration to him**

SI No	Particulars	No of folios who voted	Number of votes cast	% of total votes
1	Votes in favour of the resolution	25	29,37,053	99.9979
2	Votes against the resolution	1	61	0.0021
3	Total	26	29,37,114	100.0000
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
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704
ICSI UDIN F004831D000325041
Peer Review Certificate No. 653/2020**



Place : Mumbai
Date : May 16, 2022

Countersigned by
De Nora India Limited

Chairman

Place: Kundaim-Goa
Date : May 16, 2022