



DNL/138/BSE/975/2018 August 3, 2018

Department of Corporate Service BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, MUMBAI - 400 001

Dear Sir,

Scrip Code: 506401

Sub: Declaration of Results - 47<sup>th</sup> Annual General Meeting and Scrutinizer's Report

We wish to inform you that the 47<sup>th</sup> Annual General Meeting ('AGM') of Members of the Company was held on 3<sup>rd</sup> August, 2018 at Grand Mercure Vadodara Surya Palace, Opposite Parsi Agiyari, Sayajigunj, Vadodara -390 020 at 10:00 A.M.

Shri Dinesh Joshi, Practicing Company Secretary and Designated Partner of KANJ & Co. LLP, Company Secretaries, Pune was appointed as the Scrutinizer for remote E-voting as well as for the Poll to be taken at the AGM.

The Scrutinizer has submitted a consolidated Report on remote E-voting as well as on poll taken at the AGM. On the basis of Scrutinizer's Report, the results of voting regarding businesses transacted at the 47<sup>th</sup> Annual General Meeting of the Company, have been declared by Shri Sanjay Upadhyay, Director-Finance & CFO of the Company, duly authorised by the Chairman & Managing Director of the Company in this behalf.

We enclose herewith the results declared and Scrutinizer's Report for your record and reference.

Kindly take the same on your record.

Thanking you,

Yours faithfully, For Deepak Nitrite Limited

ARVIND BAJPAI Company Secretary

Encl.: as above

#### **DEEPAK NITRITE LIMITED**

CIN: L24110GJ1970PLC001735

Registered & Corporate Office:

Aaditya-I, Chhani Road, Vadodara-390 024. Gujarat, India. Tel: +91 265 276 5200/396 0200 | Fax: +91 265 276 5344 Investor Relations Contact: investor@deepaknitrite.com





### **DECLARATION OF RESULTS**

# 47<sup>TH</sup> ANNUAL GENERAL MEETING

The 47<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on 3<sup>rd</sup> August, 2018 at Grand Mercure Vadodara Surya Palace, Opposite Parsi Agiyari, Sayajigunj, Vadodara - 390 020, which commenced at 10:00 A.M. and concluded at 12:00 P.M.

As required by the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Company had provided remote E-Voting facility to the members of the Company on the platform provided by the Central Depository Services (India) Limited, which was open from 31<sup>st</sup> July, 2018 (9:00 A.M.) up to 2<sup>nd</sup> August, 2018 (5:00 P.M.).

The Board of Directors had appointed Shri Dinesh Joshi, Practising Company Secretary and Designated Partner of KANJ & Co. LLP, Company Secretaries, Pune as the Scrutinizer for remote E-Voting as well as for the poll to be taken at the AGM.

In compliance with the requirements of the Act and Rule 21 of the Companies (Management and Administration) Rules, 2014, Poll was ordered to be taken at the AGM on all the resolutions mentioned in the Notice convening the 47<sup>th</sup> Annual General Meeting.

The Scrutinizer has submitted a consolidated Report on remote E-voting as well as on poll taken at the AGM and on the basis of Scrutinizer's Report, the following results on voting are declared herein;







### a) Resolution 1 - Ordinary Resolution

To receive, consider, approve and adopt the Audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the Financial Year ended March 31, 2018, together with the Directors' Report and the Auditor's Report thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and	E- Voting	60878467	60878467	100	60878467	0	100	0
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institution	E- Voting	34042390	30254923	88.87	30254923	0	100	0
S	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E-		4076204	9.83	4076204	0	100	0
Non-	Voting	41472184						
Institution	Poll		15811	0.04	15811	0	100	0
S	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0

Accordingly, the Resolution No.1 as mentioned in the Notice convening  $47^{th}$  Annual General Meeting dated  $4^{th}$  May, 2018 has been passed unanimously.







### b) Resolution - 2 - Ordinary Resolution

Declaration of Dividend of  $\stackrel{?}{\stackrel{?}{?}}$  1.30/- (Rupee One and Paisa Thirty only) on 13,63,93,041 Equity Shares of  $\stackrel{?}{\stackrel{?}{?}}$  2/- (Rupees Two only) each.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	Votes - in	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and	E- Voting	60878467	60878467	100	60878467	0	- 100	0
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public Non-	E- Voting	41472184	4076204	9.83	4076204	0	100	0
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	. 0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0

Accordingly, the Resolution No.2 as mentioned in the Notice convening 47<sup>th</sup> Annual General Meeting dated 4<sup>th</sup> May, 2018 has been passed unanimously.



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### c) Resolution - 3 - Ordinary Resolution

Appointment of a Director in place of Mr. Maulik D. Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for reappointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	Votes against on
Promoter and	E- Voting	60878467	60878467	100	60878467	0	100	0
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public Non-	E- Voting	41472184	4076204	9.83	4076184	20	99.99	0.01
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4091995	20	99.99	0.01
Total		136393041	95225405	69.82	95225385	20	99.99	0.01

Accordingly, the Resolution No.3 as mentioned in the Notice convening  $47^{th}$  Annual General Meeting dated  $4^{th}$  May, 2018 has been passed with the requisite majority.



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### d) Resolution 4 - Ordinary Resolution

To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018) as the Statutory Auditors of the Company approved by the Shareholders at the 46<sup>th</sup> Annual General Meeting for a term of five years i.e. till the conclusion of the 51<sup>st</sup> Annual General Meeting of the Company.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E- Voting		60878467	100	60878467	0	100	0
and	Poll	60878467	0	0	0	0	0	0
Promoter Group	Total		60878467	100	60878467	0	100	0
Public	E- Voting		30254923	88.87	30254923	0	100	0
Institution	Poll	34042390	0	0	0	0	0	0
S	Total		30254923	88.87	30254923	0	100	0
Public	E- Voting		4076204	9.83	4076184	20	99.99	0.01
Non-	Poll	41472184	15811	0.04	15811	0	100	0
Institution §	Total		4092015	9.87	4091995	20	99.99	0.01
Total		136393041	95225405	69.82	95225385	20	99.99	0.01

Accordingly, the Resolution No.4 as mentioned in the Notice convening  $47^{th}$  Annual General Meeting dated  $4^{th}$  May, 2018 has been passed with the requisite majority.



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### e) Resolution 5 - Ordinary Resolution

Re-appointment of Mr. Umesh Asaikar (DIN: 06595059), as Executive Director & CEO of the Company.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E- Voting		60878467	100	60878467	0	100	0
and	Poll	60878467	0	0	0	0	0	0
Promoter Group	Total		60878467	100	60878467	0	100	0
Public	E- Voting		30254923	88.87	30254923	0	100	0
Institutions	Poll	34042390	0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E- Voting		4076204	9.83	4076204	0	100	0
Non-	Poll	41472184	15811	0.04	15811	0	100	0
Institutions	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0

Accordingly, the Resolution No. 5 as mentioned in the Notice convening 47<sup>th</sup> Annual General Meeting dated 4<sup>th</sup> May, 2018 has been passed unanimously.



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### f) Resolution 6 - Ordinary Resolution

Ratification of remuneration of the Cost Auditor for the Financial Year 2018-19.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E- Voting		60878467	100	60878467	0	100	0
and	Poll	60878467	0	0	0	0	0	0
Promoter Group	Total		60878467	100	60878467	0	100	0
Public	E- Voting		30254923	88.87	30254923	0	100	0
Institutions	Poll	34042390	0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public Non-	E- Voting		4076204	9.83	4076204	0	100	0
Institutions	Poll	41472184	15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0

Accordingly, the Resolution No.6 as mentioned in the Notice convening 47<sup>th</sup> Annual General Meeting dated 4<sup>th</sup> May, 2018 has been passed unanimously.

Place: Vadodara

Date: 3<sup>rd</sup> August, 2018

FOR DEEPAK NITRITE LIMITED

SANJAY UPADHYAY Director - Finance & Chief Financial Officer

CIN: L24110GJ1970PLC001735
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# SCRUTINIZER'S FINAL REPORT ON REMOTE E-VOTING AND POLL

FOR THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 3<sup>RD</sup> AUGUST, 2018

OF

# DEEPAK NITRITE LIMITED (CIN: L24110GJ1970PLC001735)

AT

GRAND MERCURE VADODARA SURYA PALACE, OPPOSITE PARSI AGIYARI, SAYAJIGUNJ, VADODARA - 390 020.



### CONSOLIDATED SCRUTINIZERS REPORT

To,
Shri D. C. Mehta,
Chairman & Managing Director,
Deepak Nitrite Limited,
Aaditya - I,
Chhani Road, Vadodara - 390024 Gujarat

Subject: Forty-Seventh Annual General Meeting of the members of Deepak Nitrite Limited (the "Company") held on Friday, 3<sup>rd</sup>, August 2018, at 10.00 AM at Grand Mercure Vadodara Surya Palace, Opposite Parsi Agiyari, Sayajigunj, Vadodara -390 020.

Dear Sir,

- I, CS Dinesh Joshi, Designated Partner, KANJ & CO. LLP, Company Secretaries, Pune appointed as a Scrutinizer for the following purposes:
  - 1. The remote e-Voting process was conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between Tuesday, 31st July, 2018 (9:00 a.m.) to Thursday, 2nd August, 2018 (5:00 p.m.).
  - 2. The poll was taken for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the Annual General Meeting of the Company.
  - 3. With respect to the poll taken at the Annual General Meeting, the empty polling box was locked and sealed in the presence of members and proxies. Subsequently, after the voting process is over, the locked and sealed polling box was opened in the presence of two persons as witnesses and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
  - 4. I first counted the votes casted at the meeting by poll process, thereafter unblocked the votes casted through remote E-voting, in the presence of two witnesses, not in the employment of the Company. Then I counted the votes casted through remote E-voting process.





My responsibility as Scrutinizer for remote E-voting and poll process is restricted to make Scrutinizers' Report of the votes cast "in favor" or "against" the resolutions stated below, based on the data downloaded from the e-voting website of Central Depository Services (India) Limited ("CDSL") and the votes cast by poll process by the members of the Company at the said Annual General Meeting.

5. The cumulative result of the remote E-Voting process and the poll process taken at the Meeting is as under:

### a) As an ordinary resolution- Item No. 1:

Consideration, approval and adoption of the audited Balance Sheet as at, and Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the financial year ended 31st March, 2018, together with the Directors' Report and Auditors' Report thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-		60878467	100	60878467	0	100	0
and	Voting	60878467						
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E-		4076204	9.83	4076204	0	100	0
Non-	Voting	41472184						
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0





# b) As an ordinary resolution- Item No. 2:

Declaration of Dividend of Rs.1.30/- (Rupee One and Paisa Thirty only) on 13,63,93,041 Equity Shares of Rs.2/- (Rupees Two only) each.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-	400=044=	60878467	100	60878467	0	100	0
and	Voting	60878467	0	0	0	0	0	0
Promoter	Poll				60878467	0	100	0
Group	Total		60878467	100	30254923	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30234923	U	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E-	21	4076204	9.83	4076204	0	100	0
Non-	Voting	41472184						
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0





# c) As an ordinary resolution- Item No. 3:

Appointment of a Director in place of Mr. Maulik D. Mehta (DIN: 05227290), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for reappointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and	E- Voting	60878467	60878467	100	60878467	0	100	0
Promoter	Poll	000,010,	0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
Hottudeno	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public Non-	E- Voting	41472184	4076204	9.83	4076184	20	99.99	0.01
Institutions	Poll	717/2107	15811	0.04	15811	0	100	0
Houtadono	Total		4092015	9.87	4091995	20	99.99	0.01
Total		136393041	95225405	69.82	95225385	20	99.99	0.01





## d) As an ordinary resolution- Item No. 4:

To consider and ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.:117366W/W-100018), as the Statutory Auditors of the Company approved by Shareholders at the 46th Annual General Meeting for a term of five years i.e. the conclusion of the 51st Annual General Meeting of the Company.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-		60878467	100	60878467	0	100	0
and	Voting	60878467						
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public	E-		30254923	88.87	30254923	0	100	0
Institutions	Voting	34042390						
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E-		4076204	9.83	4076184	20	99.99	0.01
Non-	Voting	41472184						
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4091995	20	99.99	0.01
Total		136393041	95225405	69.82	95225385	20	99.99	0.01





# e) As an Ordinary resolution- Item No. 5:

Re-appointment of Mr. Umesh Asaikar (DIN: 06595059), as Executive Director & CEO of the Company.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes – in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter	E-		60878467	100	60878467	0	100	0
and	Voting	60878467						
Promoter	Poll		0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public	E-		4076204	9.83	4076204	0	100	0
Non-	Voting	41472184						
Institutions	Poll		15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0





# f) As an ordinary resolution- Item No. 6:

Ratification of remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) for the financial year 2018-2019.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]* 100	No. of Votes - in favor (4)	No. of Votes - against (5)	% of Votes in favor on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)] *100
Promoter and	E- Voting	60878467	60878467	100	60878467	0	100	0
Promoter	Poll	00070407	0	0	0	0	0	0
Group	Total		60878467	100	60878467	0	100	0
Public Institutions	E- Voting	34042390	30254923	88.87	30254923	0	100	0
	Poll		0	0	0	0	0	0
	Total		30254923	88.87	30254923	0	100	0
Public Non-	E- Voting	41472184	4076204	9.83	4076204	0	100	0
Institutions	Poll	111/2101	15811	0.04	15811	0	100	0
	Total		4092015	9.87	4092015	0	100	0
Total		136393041	95225405	69.82	95225405	0	100	0





- 5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the remote E-Voting process and the poll taken at the Meeting is enclosed.
- 6. All the relevant records of the remote e-Voting along with the poll papers will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 47<sup>th</sup> Annual General Meeting and the same shall be handover thereafter to the Chairman or the Company Secretary of the Company for the safe keeping.

Thanking You.

Yours faithfull

Dinesh Joshi Designated Partner

KANJ & CO. LLP Scrutinizer

Date: 3rd August 2018

Place: Vadodara

FOR DEEPAK NITRITE LIMITED

SANJAY UPADHYAY Director - Finance & Chief Financial Office