



Ref: DNIL/L&S/2020/S-17A/31

March 26, 2020

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

**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
Scrip Code: DENORA EQ**

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 12th February 2020, pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, for seeking approval of members of the Company in respect of the 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 postal ballot forms and electronic votes received up to the close of working hours on Tuesday, March 24, 2020 (5.00 p.m.) and has submitted a consolidated report.

In terms of Regulation 44(3) and Regulation 30 of Listing Regulations and on the basis of the Scrutinizer's consolidated report dated March 26, 2020, we would like to inform you that all the resolutions as set out in the Postal Ballot Notice dated February 12, 2020, have been approved by the shareholders with requisite majority. The resolutions are deemed to have been passed on March 24, 2020 i.e. the last date of e-voting and receipt of Postal Ballot Forms.

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 March 26, 2020.

Kindly take the same on your record and acknowledge.

Thanking you.

Yours faithfully,
For **DE NORA INDIA LIMITED**
Sd/-
Shrikant Pai
Company Secretary

Encl.: As above

Note: In view of prevailing situation in the country due to health emergency posed by COVID-19 and in terms of guidelines for submissions issued by the stock exchanges, the above submission is made without signature i.e. under Sd/- mode.

electrochemistry at your service SM

DE NORA INDIA Limited

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Disclosure of voting results as per 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	26.03.2020
Total number of shareholders on record date	7272 Equity shareholders as on 14th February 2020 (Cut-off date)
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Agenda-wise disclosure

Resolution required: Ordinary		1. To approve material Related Party Transaction 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	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		2849500	0	0	0	0	0.00
Public- Institutions	E-Voting	841	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		841	0	0	0	0.00	0.00
Public- Non Institutions	E-Voting	2458293	172645	7.02	172644	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		3154	0.13	3154	0	100.00	0.00
	Total		2458293	175799	7.15	175798	1	100.00
Grand Total		5308634	175799	3.31	175798	1	100.00	0.00

Resolution required: Ordinary		2. To approve increase in limits for material Related Party Transaction with Industrie De Nora S.p.A., 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	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		2849500	0	0	0	0	0.00
Public- Institutions	E-Voting	841	0	0	0	0	0.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot		0	0	0	0	0.00	0.00
	Total		841	0	0	0	0	0.00
Public- Non Institutions	E-Voting	2458293	172645	7.02	172644	1	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		3154	0.13	3154	0	100.00	0.00
	Total		2458293	175799	7.15	175798	1	100.00
Grand Total		5308634	175799	3.31	175798	1	100.00	0.00

Ordinary Resolutions as set out in the Postal Ballot notice dated 12th February 2020 have been passed by the members with requisite majority



Umesh P. Maskeri **B.Sc., CAIIB, L.Lb, FCS, PGDSL**
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 FOR POSTAL BALLOT

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

March 26, 2020

Dear Sir,

- 1) 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 its meeting held on February 12, 2020, 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 votes cast electronically i.e. through Remote E-voting as well as through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated February 12, 2020.
- 2) The Company has informed that it has, to its Members, whose names appeared in the Register of Members as on Friday, the February 14, 2020:
 - (i) Completed dispatch on February 19, 2020 of the Postal Ballot Notice and Ballot Form along with postage prepaid business reply envelope;
 - (ii) Sent by electronic mail of Postal Ballot Notice and ballot forms to its Members on February 19, 2020 and who had registered their email ID with the Company/Depositories.
- 3) In terms of Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had duly released an advertisement intimating the voting through Postal Ballot and Remote E-voting and dispatch of Notice, in the following newspapers, which are having wide circulation in the state of Goa:
 - i) English Newspaper viz. Business Standard dated February 21, 2020 ;
 - ii) in Marathi Newspaper viz. Lokmat dated February 21, 2020.
4. 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”).

5. The postal ballot programme including the remote E-Voting facility remained open during the period from 09-00 A.M. (IST) on Monday, February 24, 2020 to 05:00 P.M. (IST) on Tuesday, the March 24, 2020. 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, February 14, 2020 were entitled to vote on the resolution set out in the Notice of Postal Ballot covered under the EVSN 200213001.
6. The e-voting module of Central Depository Services Limited (“CDSL”) for the said EVSN was disabled by CDSL on March 24, 2020 at 5.00 P.M. and was unblocked thereafter by me in the presence of 2 witnesses, who are not in the employment of De Nora India Limited.
7. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot forms.
8. The Company has informed that Bigshare Services Private Limited, the Registrar and Transfer Agents of the Company, has verified the specimen signatures on the postal ballot forms received from the Members and further that the specimen signatures tallied with the specimen signatures as per the records maintained by the Company/ Registrar and Transfer Agents, except in 4 postal ballot forms.
9. The signature of the shareholders differed substantially as compared with the specimen signature recorded with the Company in respect of 4 (Four) postal ballot forms, which accounted for 620 (equity shares) votes, has been rejected and has been found to be invalid.
10. The Summary of votes cast by Remote E-Voting and by Postal Ballot Forms is given below:

A) Resolution No 1 : Ordinary Resolution :

To Approve Material Related Party Transactions with De Nora Italy S.R.L., Italy :

Particulars of votes cast	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	13	3154	32	172644	45	175798	99.9999
Votes Against Resolution	Nil	Nil	1	1	1	1	0.0001
Total	13	3154	33	172645	46	175799	100

Result: Passed with requisite majority



Umesh P. Maskeri **B.Sc., CAIIB, L.Lb, FCS, PGDSL**
Practicing Company Secretary

B) Resolution No 2 : Ordinary Resolution :

To Approve Increase in the Limits For Material Related Party Transactions with Industrie De Nora S.P.A., Italy

Particulars of votes cast	Postal Ballot		Remote E-voting		Total		% of Total Votes
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	
Votes in favour of Resolution	13	3154	32	172644	45	175798	99.9999
Votes Against Resolution	Nil	Nil	1	1	1	1	0.0001
Total	13	3154	33	172645	46	175799	100

Result: Passed with requisite majority

11. Register of Postal ballot and all other relevant records of voting process given/ provided/ maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman/ Managing Director/Company Secretary/any other Person Authorized by him.

Thanking you
Yours faithfully,



UMESH P MASKERI
PRACTICING COMPANY SECRETARY
Certificate of Practice No 12704

UDIN : F004831A000625891

Place : Mumbai
Date : March 26, 2020

Countersigned by
For De Nora India Limited

Sd/-
Chairman