



Ref. No : DNIL/J&S/242

October 1, 2014

**Bombay Stock Exchange Limited**  
**Floor 25, Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai 400 001**  
**Phone: 022 22721233**

**Attn.: The Manager, Listing Dept.**

Dear Sir,

**Sub.: Disclosure of the Voting results at the Extra-ordinary General Meeting (EOGM) of the Company held on Monday, September 29, 2014 – Clause 35A of the Listing Agreement**

**Ref.: 590031**


Pursuant to clause 35A of the Listing Agreement, we wish to inform you that the shareholders of the company at the Extra-ordinary General Meeting held on Monday, September 29, 2014 at Plot Nos. 184, 185 & 189, Kundaim Industrial Estate, Kundaim, Goa, approved all the items of business as contained in the notice convening the said EOGM. All the resolutions were passed by the shareholders with the requisite majority.

The details of the voting result in the prescribed format pursuant to clause 35A of the listing Agreement is attached herewith. We are also enclosing herewith copy of the scrutinizer's report dated 29<sup>th</sup> September, 2014 for your reference and records.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours truly,  
**For De Nora India Limited**

  
**Jyoti Bandodkar**  
**Company Secretary**

Encl. as above

**CIN-LB1200CA1993PLC001335**

Voting Results - Clause 35A of the Listing Agreement

Date of the EOGM: September 29, 2014

Date of declaration of results: October 01, 2014

Total number of Shareholders on record date: 5574

No. of Shareholders present in the meeting either in person or through proxy

- Promoter and Promoter Group: 1
- Public: 31

No. of Shareholders attended the meeting through Video Conferencing

- Promoter and Promoter Group: No video conferencing facility provided
- Public : No video conferencing facility provided

Detail of the Agenda:

The following business was transacted by the shareholders:

Mode of voting:

1. E-voting conducted between 9.00 a.m. on Monday, September 15, 2014 upto 6.00 p.m. on Wednesday, September 17, 2014
2. Poll conducted at the Meeting

**Resolution 1: Appointment of Mrs. Sarita D'Souza as an Independent Director**

Resolution required – **Ordinary Resolution**

Promoter /Public	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	3075889	2849500	92.64	2849500	0	100	0.0



Public – Institutional holders	7560	0	0.0	0	0	0	0.0
Public - Others	2225185	4950	0.22	3298	1652	66.63	33.37
Total	5308634	2854450	53.76	2852798	1652	99.94	0.06

**Resolution 2: Appointment of Mr. M. A. Sundaram as an Independent Director**

Resolution required – Ordinary Resolution

Promoter /Public	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	3075889	2849500	92.64	2849500	0	100	0.0
Public – Institutional holders	7560	0	0.0	0	0	0	0.0
Public - Others	2225185	4950	0.22	3198	1752	64.60	35.40
Total	5308634	2854450	53.76	2852698	1752	99.94	0.06

**Resolution 3: Appointment of Mr. Ramesh V. N. P. R. Sardesai as an Independent Director**

Resolution required – Ordinary Resolution

Promoter /Public	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	3075889	2849500	92.64	2849500	0	100	0.0
Public – Institutional holders	7560	0	0.0	0	0	0	0.0
Public - Others	2225185	4950	0.22	3298	1652	66.63	33.37
Total	5308634	2854450	53.76	2852798	1652	99.94	0.06

**Resolution 4: Authority to the Board to fix increased remuneration to the Manager and Whole-time Director of the Company**

Resolution required – **Special Resolution**

Promoter /Public	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	3075889	2849500	92.64	2849500	0	100	0.0
Public – Institutional holders	7560	0	0.0	0	0	0	0.0
Public - Others	2225185	4950	0.22	3008	1942	60.76	39.24
Total	5308634	2854450	53.76	2852508	1942	99.93	0.07

**Notes:**

1. All the aforesaid resolutions were passed with the requisite majority.
2. Invalid Poll Papers were not taken into account for counting of votes.



*Sadashiv V. Shet*

B.A., B.Com., LL.B., FCS  
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

**Consolidated Scrutinizer Report for e-Voting & Poll of  
De Nora India Limited**

To,  
**The Chairman**  
**De Nora India Limited**  
Plot Nos. 184,185 & 189  
Kundaim Industrial Estate,  
Kundaim,  
GOA 403 115


**Sub.: Passing of Resolutions through electronic voting and poll conducted at the Extra Ordinary General Meeting ("EOGM") of De Nora India Limited (the "company") held on Monday, September 29<sup>th</sup>, 2014.**

Sir,

The Board of Directors of the company had appointed me as a Scrutinizer to scrutinize the e-Voting process and also for the Poll conducted on Resolutions passed at the EOGM of the company held on Monday, September 29, 2014.

The e-Voting was held between Monday, September 15, 2014 (9:00 a.m.) and ended on Wednesday, September 17, 2014 (6:00 p.m.).

The company had appointed National Securities Depository Limited, (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company from Monday, September 15, 2014 to Wednesday, September 17, 2014 (6:00 p.m.). The e-Voting results were unblocked by me on September 18, 2014 at (6.00pm.) in the presence of two witnesses. For further details kindly refer to the separate Scrutinizer Report for e-Voting dated September 24<sup>th</sup>, 2014 attached herewith.



At the EOGM of the company held on Monday, September 29th, 2014, the Chairman of the company had suo-motu i.e. on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the EOGM who could not participate in the e-Voting process to record their votes through the poll process. For further details kindly refer to the Scrutinizer Report in Form no. MGT-13 dated September 29th, 2014 issued by me.

The result of the e-Voting and with that of the Poll are as under:

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes		Results Declared
		Nos.	%age	Nos.	%age	Nos.	%age	
Item no. 1 of the Notice (As an Ordinary Resolution)	e-Voting	1720	51.01	1652	48.99	0	0.00	Approved By Requisite Majority
	Poll	2851078	100.00	0	0.00	3	0.00	
	<b>TOTAL</b>	<b>2852798</b>	<b>99.94</b>	<b>1652</b>	<b>0.06</b>	<b>3</b>	<b>0.00</b>	
Item no. 2 of the Notice (As an Ordinary Resolution)	e-Voting	1620	48.04	1752	51.96	0	0.00	Approved By Requisite Majority
	Poll	2851078	100.00	0	0.00	3	0.00	
	<b>TOTAL</b>	<b>2852698</b>	<b>99.94</b>	<b>1752</b>	<b>0.06</b>	<b>3</b>	<b>0.00</b>	
Item no. 3 of the Notice (As an Ordinary Resolution)	e-Voting	1720	51.01	1652	48.99	0	0.00	Approved By Requisite Majority
	Poll	2851078	100.00	0	0.00	3	0.00	
	<b>TOTAL</b>	<b>2852798</b>	<b>99.94</b>	<b>1652</b>	<b>0.06</b>	<b>3</b>	<b>0.00</b>	
Item no. 4 of the Notice (As an Special Resolution)	e-Voting	1430	42.41	1942	57.59	0	0.00	Approved By Requisite Majority
	Poll	2851078	100.00	0	0.00	3	0.00	
	<b>TOTAL</b>	<b>2852508</b>	<b>99.93</b>	<b>1942</b>	<b>0.07</b>	<b>3</b>	<b>0.00</b>	

All the Resolutions stand passed under e-Voting and poll with requisite majority.

I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Folio or Client ID of the members, number of shares held by them and the data sheet, papers/registers relating to e-Voting, poll and all other relevant records were sealed and handed over to the Compliance Officer of the company for safe keeping, as authorized by the Board.

Thanking you,

Yours faithfully,



**(Sadashiv V. Shet)**  
*Company Secretary*  
**Membership No. 2477**  
**C. P. No. 2540**

Place: Kundaim.

Date: September 29th, 2014



Signed by **Mr. M.A. SUNDARAM**  
*Chairman of the EOGM*  
in respect of item no. 1 to 4

*Sadashiv V. Shet*

B.A., B.Com., L.L.B., F.C.S  
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

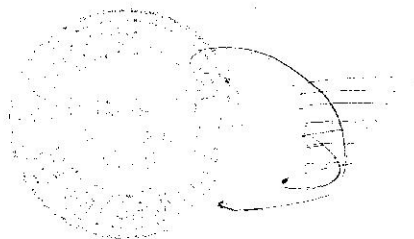
**Scrutinizer Report for e-Voting carried out for**  
**De Nora India Limited**

To,  
The Chairman  
**De Nora India Limited**  
Plot Nos. 184,185 & 189  
Kundaim Industrial Estate,  
Kundaim,  
GOA 403 115

**Sub.: Passing of Resolutions through electronic voting pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the resolution passed by the Board of Directors of De Nora India Limited ("the company") on August 22nd, 2014, I, Sadashiv V. Shet, Practising Company Secretary, C.P. No. 2540, have been appointed as the Scrutinizer for the e-Voting process in respect of the resolutions on agenda as contained in the Notice dated August 22nd, 2014 of the Extra Ordinary General Meeting (EOGM) of the company.

The Company had appointed National Securities Depository Limited, (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the company. Sharepro Services (India) Private Limited. ("RTA") is the Registrar and Share Transfer Agents for the company. Accordingly, NSDL



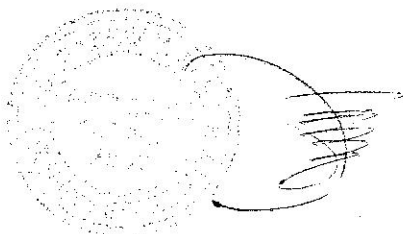


had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of business of the EOGM Notice, sought to be transacted at the EOGM of the company, which is to be held on September 29<sup>th</sup>, 2014. The company had also uploaded the Notice of the EOGM on the website of the company i.e. [www.denoraindia.com](http://www.denoraindia.com) to facilitate its shareholders to cast their votes through e-Voting.

RTA had on September 03<sup>rd</sup>, 2014 sent the Notice of the EOGM by email to 1688 (One thousand six hundred eighty eight only) shareholders whose email ID was made available by the Depositories and for those holding shares in demat / physical form whose email address are not available with the RTA. In respect of the balance 3886 (Three thousand eight hundred eighty six only) shareholders, the Notices were sent by Registered Post on 2<sup>nd</sup> September 2014. The Notice which was sent through email was sent as an attachment.

The Notice contained the detailed procedure (both through email and physical) to be followed by the shareholders as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014.

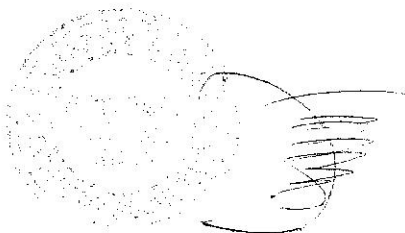
The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 15, 2014.



As prescribed under Rule 20 (3)(v) of the Companies (Management and Administration) Rules, 2014, the company published an advertisement more than five days in advance from the date of beginning of the voting period in the English newspapers "Business Standard (Mumbai) and "The Times of India (Goa) on 5<sup>th</sup> September 2014 and on "Lokmat (Goa)" on September 06th, 2014. The notice published in the newspapers carried the required information as specified in Rule 20 (3)(v)(a) to (g) of the Companies (Management and Administration) Rules, 2014.

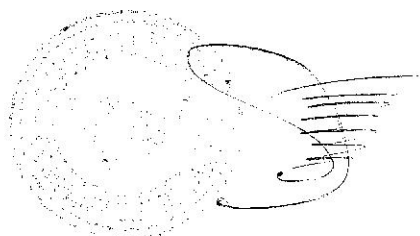
The e-Voting period commenced on Monday, September 15, 2014 (9:00 a.m.) and ended on Wednesday, September 17, 2014 (6:00 p.m.). At the end of the voting period on September 17, 2014, the voting portal of NSDL was blocked forthwith. On September 18, 2014, the votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of two witnesses, Ms. Avita Gauns and Mr. Bharatkumar Pomai as prescribed under Rule 20 (3)(xi) of the Companies (Management and Administration) Rules, 2014.

As a Scrutinizer, the report of the e-Voting carried out by the shareholders was duly compiled and the details of the results for the exercise so conducted is as follows:



<b>Item no. 1 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mrs. Sarita D'Souza as an Independent Director</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
e-Voting	1720	51.01	1652	48.99	0	0.00
Total	1720	51.01	1652	48.99	0	0.00
<b>Item no. 2 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mr. M.A. Sundaram as Independent Director</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
e-Voting	1620	48.04	1752	51.96	0	0.00
Total	1620	48.04	1752	51.96	0	0.00
<b>Item no. 3 of the Notice (As an Ordinary Resolution)</b>	<b>Appointment of Mr. Ramesh V.N.P.R Sardesai as an Independent Director</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
e-Voting	1720	51.01	1652	48.99	0	0.00
Total	1720	51.01	1652	48.99	0	0.00
<b>Item no. 4 of the Notice (As an Special Resolution)</b>	<b>Authority to fix increased remuneration to the Manager and Whole-Time Director of the Company</b>					
<b><u>Manner of Voting</u></b>	<b><u>For</u></b>	<b><u>%age</u></b>	<b><u>Against</u></b>	<b><u>%age</u></b>	<b><u>Abstained / Invalid</u></b>	<b><u>%age</u></b>
e-Voting	1430	42.41	1942	57.59	0	0.00
Total	1430	42.41	1942	57.59	0	0.00

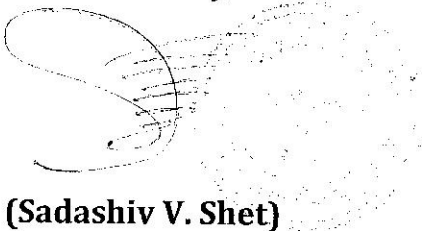
The Resolutions Nos. 1 and 3 have been passed (subject to the poll results) under e-Voting with the requisite majority and the Resolutions Nos. 2 and 4 have not been passed (subject to the poll results) under e-Voting with the requisite majority.



I hereby confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio or Client ID of the members, number of shares held by them. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise. The data sheet and other related papers/registers relating to E-voting were sealed and handed over to the Company Secretary of the company for safe keeping, as authorized by the Board.

Thanking you,

Yours faithfully,



**(Sadashiv V. Shet)**

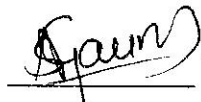
**Membership No. 2477**

**C. P. No. 2540**

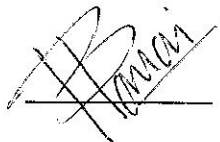
Place: Panaji-Goa

Date: September 24, 2014

Witness 1: Ms. Avita Gauns



Witness 2: Mr. Bharatkumar Pomai



*Sadashiv V. Shet*

B.A., B.Com., LL.B., FCS  
Company Secretary

S-15, Jairam Complex, Nevginagar, Panaji, Goa. Phone : 0832-2427847, 2421237  
Email : sadashiv\_shet@sancharnet.in / sadashivshet@gmail.com

**FORM No.MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of  
the Companies (Management and Administration) Rules, 2014]

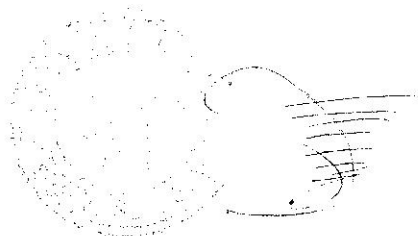
To,  
Mr. M.A. Sundaram,  
Chairman  
Extra Ordinary General Meeting of the Equity Shareholders of  
DE NORA INDIA LIMITED

Held on Monday, 29<sup>th</sup> September, 2014 at Registered Office at Plot Nos. 184,185 & 189,  
Kundaim Industrial Estate, Kundaim, Goa 403 115.

Dear Sir,

I, Sadashiv V. Shet, appointed as a Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of **DE NORA INDIA LIMITED**, held on the 29<sup>th</sup> day of September, 2014 at 11.00 A.M. at the Registered Office of the Company at Plot Nos. 184,185 & 189, Kundaim Industrial Estate, Kundaim, Goa 403 115, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence, with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. For votes cast by Members under e-voting as well as through Poll at the AGM, we have considered the Vote cast by e-voting as valid and treated the votes cast by them at the poll as invalid.
5. The result of the Poll is as under:



(A) As an Ordinary Resolution – Item no. 1. Passed with the requisite majority

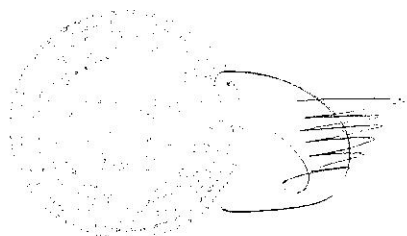
*Appointment of Mrs. Sarita D'Souza as an independent director*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>30</b>	<b>2850078</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>2</b>	<b>3</b>	

(B) As an Ordinary Resolution – Item no. 2. Passed with the requisite majority

*Appointment of Mr. M. A. Sundaram as an independent director*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>30</b>	<b>2850078</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>2</b>	<b>3</b>	



(C) As an Ordinary Resolution – Item no. 3. Passed with the requisite majority

*Appointment of Mr. Ramesh V. N. P. R. Sardesai as an independent director*

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>30</b>	<b>2850078</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>2</b>	<b>3</b>	

(D) As a Special Resolution – Item no. 4. Passed with the requisite majority

*Authority to the Board to fix increased remuneration to the Manager and Whole-Time Director of the Company.*

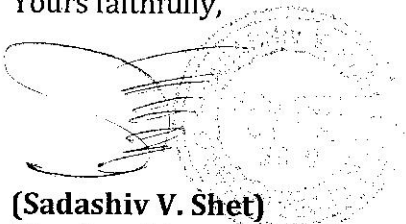
	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	<b>30</b>	<b>2850078</b>	<b>100.00</b>
(ii) Voted against the resolution	<b>0</b>	<b>0</b>	<b>0.00</b>
(iii) Invalid votes / Abstained	Total number of members (in person or by proxy) whose votes were declared invalid / abstained	Total number of votes cast by them / abstained from voting	
	<b>2</b>	<b>3</b>	



6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the company for safe keeping, as authorized by the Board.

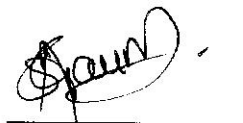

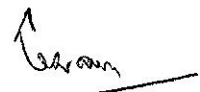
Thanking you,

Yours faithfully,



**(Sadashiv V. Shet)**  
**Membership No. 2477**  
**C. P. No. 2540**

Place: Kundaim-Goa  
Date: September 29th, 2014

  
\_\_\_\_\_  
Witness 1:  
\_\_\_\_\_  
Witness 2:  
\_\_\_\_\_  
Signed by Mr. M.A.SUNDARAM  
Chairman of the EOGM  
in respect of item no. 1 to 4