



DNL/138/753/2014
August 9, 2014

Department of Corporate Service
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI – 400 001.

Dear Sir,

Ref: Scrip Code: 506401

Sub: Proceedings of the 43rd Annual General Meeting

Pursuant to Clause 31 of the Listing Agreement with the Listing Agreement with the Stock Exchange, we wish to inform you that the 43rd Annual General Meeting of the Members of the Company was held on 8th August, 2014 at Hotel Surya Palace, Opp. Parsi Agiari, Sayajigunj, Vadodara – 390 005, where the resolutions were duly passed regarding all the businesses as mentioned in the Notice of Annual General Meeting dated 2nd May, 2014.

The details required as per Clause 35A of Listing Agreement are given hereunder:

Date of the AGM: 8th August, 2014

Total number of shareholders on Book Closure Date: 12346

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

Promoters and Promoter Group: - 16

Public: - 320

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: Nil

Public: Nil

Item No. of the Notice	Details of Business	Resolution Required	Mode of Voting
	Ordinary Business		
01	Adoption of Audited Balance Sheet as at, and the Statement of Profit and Loss for the financial year ended March 31, 2014, together with the Directors' Report and the Auditor's Report thereon.	Ordinary	E-Voting and Poll
02	Declaration of Dividend on Equity Shares.	Ordinary	E-Voting and Poll
03	Re-appointment of Shri Chimanlal K. Mehta (DIN 0028289) who retires by rotation and being eligible, has offered himself for re-appointment.	Ordinary	E-Voting and Poll
04	Appointment of M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of forty-sixth Annual General Meeting of the Company and to fix their remuneration.	Ordinary	E-Voting and Poll
	Special Business		
05	Appointment of Shri Nimesh Kampani (DIN 00009071) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll

Corporate Office : Aaditya - I, National Highway No. 8, Chhani Road, Vadodara - 390 024.

Tel.: +91 - 265 - 2765200, 3960200 **Fax:** +91 - 265 - 2340506 **Website :** www.deepaknitrite.com

Regd. Office : 9/10, Kunj Society, Alkapuri, Vadodara - 390 007. **Tel. :** +91 - 265 - 233 4481/82 **Fax :** +91 - 265 - 233 0994

Investor Relation Contact : investor@deepaknitrite.com **Corporate Identity Number :** L24110GJ1970PLC001735

06	Appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll
07	Appointment of Shri Sudhir Mankad (DIN 00086077) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll
08	Appointment of Dr. Richard Helmut Rupp (DIN 02205790) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll
09	Appointment of Shri Sandesh Kumar Anand (DIN 00001792) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll
10	Appointment of Dr. Swaminathan Sivaram (DIN 00009900) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019.	Ordinary	E-Voting and Poll
11	Re-appointment and payment of remuneration to Shri Deepak C. Mehta (DIN 00028377) as the Vice Chairman & Managing Director of the Company for a further period of 5 years with effect from 14 th December, 2013.	Ordinary	E-Voting and Poll
12	Approval for holding an Office or Place of Profit in the Company by Shri Maulik D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company.	Special	E-Voting and Poll
13	Approval for the appointment of Shri Meghav D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company, to an Office or Place of Profit in the Company.	Special	E-Voting and Poll
14	Approval for payment of remuneration to Non-Executive Directors of the Company.	Special	E-Voting and Poll
15	Approval for adoption of new set of Article of Association of the Company.	Special	E-Voting and Poll
16	Ratification of remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors of the Company for the Financial Year 2014-15.	Ordinary	E-Voting and Poll

Further, we are enclosing herewith details of voting results in the prescribed format as Annexure – I.

Kindly treat this as compliance of Clause No. 31 and 35A of the Equity Listing Agreement and acknowledge receipt.

Thanking you.

Yours faithfully,
For DEEPAK NITRITE LIMITED


ARVIND BAJPAI
Company Secretary

Encl.: Annexure - I

ANNEXURE – I

RESOLUTION NO. 1 - ORDINARY RESOLUTION

(Adoption of Audited Balance Sheet as at, and the Statement of Profit and Loss for the financial year ended March 31, 2014, together with the Directors' Report and the Auditor's Report thereon)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)					
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 2 - ORDINARY RESOLUTION

(Declaration of Dividend on Equity Shares)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)					
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 3 - ORDINARY RESOLUTION

(Re-appointment of Shri Chimanlal K. Mehta (DIN 0028289) who retires by rotation and being eligible, has offered himself for re-appointment)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)					
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00



RESOLUTION NO. 4 - ORDINARY RESOLUTION

(Appointment of M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of forty-sixth Annual General Meeting of the Company and to fix their remuneration)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 5 - ORDINARY RESOLUTION

(Appointment of Shri Nimesh Kampani (DIN 00009071) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 6 - ORDINARY RESOLUTION

(Appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00



RESOLUTION NO. 7 - ORDINARY RESOLUTION**(Appointment of Shri Sudhir Mankad (DIN 00086077) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7758845	20.030	7758845	0.00	100.00	0.00
Total	104538190	66887915	63.98	66887915	0.00	100.00	0.00

RESOLUTION NO. 8 - ORDINARY RESOLUTION**(Appointment of Dr. Richard Helmut Rupp (DIN 02205790) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 9 - ORDINARY RESOLUTION**(Appointment of Shri Sandesh Kumar Anand (DIN 00001792) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00



RESOLUTION NO. 10 - ORDINARY RESOLUTION**(Appointment of Dr. Swaminathan Sivaram (DIN 00009900) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 11 - ORDINARY RESOLUTION**(Re-appointment and payment of remuneration to Shri Deepak C. Mehta (DIN 00028377) as the Vice Chairman & Managing Director of the Company for a further period of 5 years with effect from 14th December, 2013)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.030	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00

RESOLUTION NO. 12 - SPECIAL RESOLUTION**(Approval for holding an Office or Place of Profit in the Company by Shri Maulik D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	58997770	99.778	58997770	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.03	7759105	0.00	100.00	0.00
Total	104538190	66756875	63.86	66756875	0.00	100.00	0.00



RESOLUTION NO. 13 - SPECIAL RESOLUTION**(Approval for the appointment of Shri Meghav D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company, to an Office or Place of Profit in the Company)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59081780	99.92	59081780	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.03	7759105	0.00	100.00	0.00
Total	104538190	66840885	63.94	66840885	0.00	100.00	0.00

RESOLUTION NO. 14 - SPECIAL RESOLUTION**(Approval for payment of remuneration to Non-Executive Directors of the Company)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7757345	20.025	7757345	0.00	100.00	0.00
Total	104538190	66886415	63.98	66886415	0.00	100.00	0.00

RESOLUTION NO. 15 - SPECIAL RESOLUTION**(Approval for adoption of new set of Article of Association of the Company)**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759105	20.03	7759105	0.00	100.00	0.00
Total	104538190	66888175	63.98	66888175	0.00	100.00	0.00



RESOLUTION NO. 16 - ORDINARY RESOLUTION

(Ratification of remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors of the Company for the Financial Year 2014-15)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	59129070	59129070	100.00	59129070	0.00	100.00	0.00
Public – Institutional holders	6671350	0	0.00	0	0.00	0.00	0.00
Public-Others	38737770	7759055	20.03	7759055	0.00	100.00	0.00
Total	104538190	66888125	63.98	66888125	0.00	100.00	0.00

